

SENASIC Electronics Technology Co., Ltd.

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

ARTICLES OF ASSOCIATION

June 2026

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Chapter 1 General Provisions

- Article 1** In order to safeguard the lawful rights and interests of SENASIC Electronics Technology Co., Ltd.* (臻捷電子科技(江蘇)股份有限公司) (hereinafter referred to as the “Company”), its shareholders, employees and creditors, and to regulate the organization and conduct of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the 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 laws, administrative regulations, departmental rules and normative documents, as well as the relevant provisions of the securities regulatory authorities and stock exchanges in the place where the Company’s shares are listed, and in light of the actual circumstances of the Company.
- Article 2** The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other relevant provisions.
- The Company was established by all shareholders of Nanjing Yingruichuang Electronics Co., Ltd. (南京英銳創電子科技有限公司) by way of an overall conversion. The Company is registered with the Wuxi Municipal Administration for Market Regulation and obtained a business licence, with a unified social credit identifier of 91330201316876287M.
- Article 3** The Company completed its filing with the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) on 30 January 2026, and was listed on the Hong Kong Stock Exchange on 17 June 2026.
- Article 4** Registered name of the Company:
Chinese name: 臻捷電子科技(江蘇)股份有限公司
English name: SENASIC Electronics Technology Co., Ltd.
- Article 5** Residence of the Company: Room 215, P4 Comprehensive Building, No. 20 Xishi Road, Wangzhuang Subdistrict, Xinwu District, Wuxi City.
- Article 6** The registered share capital of the Company is RMB18,952,091.
- Article 7** The Company is a joint stock company with perpetual existence.
- Article 8** The director who executes company affairs on behalf of the Company shall be the legal representative of the Company. If the director serving as the legal representative resigns from the directorship, such resignation shall be deemed as a simultaneous resignation from the position of legal representative. If the legal representative resigns, the Company shall appoint a new legal representative within thirty (30) days from the date of such resignation.

The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Any restrictions on the powers of the legal representative set forth in these Articles of Association or by the general meeting shall not be asserted against a bona fide third party. If the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After bearing such civil liability, the Company may seek reimbursement from the legal representative who is at fault, in accordance with the law or these Articles of Association.

Article 9 Shareholders shall assume liability towards the Company to the extent of the shares subscribed for by them, and the Company shall assume liability for its debts to the extent of all its assets.

Article 10 From the date of its effectiveness, these Articles of Association shall become a legally binding document that regulates the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders, and among the shareholders themselves, and shall be legally binding on the Company, its shareholders, directors and senior management. Pursuant to these Articles of Association, shareholders may bring legal actions against shareholders, shareholders may bring legal actions against the directors and senior management of the Company, shareholders may bring legal actions against the Company, and the Company may bring legal actions against its shareholders, directors and senior management.

Article 11 As used in these Articles of Association, the term “senior management” refers to the general manager (CEO), president, vice president, chief financial officer, secretary to the board of directors, and other personnel as specified in these Articles of Association.

Article 12 In accordance with the provisions of the Constitution of the Chinese Communist Party, the Company shall establish a Chinese Communist Party organization and carry out Party activities. The Company shall provide the necessary conditions for the activities of the Party organization.

Chapter 2 Objectives and Scope of Business

Article 13 Objectives of Business of the Company: Rooted in China, we are committed to joining hands with upstream and downstream partners around the world to provide global customers with high-performance, reliable chip solutions based on pragmatic and innovative development concepts, dedicated and efficient work styles, and a culture of equality and openness. We are dedicated to driving technological innovation and creating a better new life through technology.

Article 14 The Company's business scope, as registered in accordance with the law, shall be: design, research and development, and sale of semiconductor integrated circuits, thin-film integrated circuits, automotive integrated circuit chips, industrial integrated circuit chips and medical electronic chips; technical research and development, promotion, transfer and consulting services for micro-components; provision of network system integration solutions; computer and application software services; and the import and export of various goods and technologies on its own account and as an agent, except for goods and technologies that are restricted or prohibited by the State from being imported or exported. (For projects which are subject to approval in accordance with the law, business operations may only be carried out upon approval by the relevant authorities.) General projects: manufacturing of integrated circuit chips and products (except for projects which are subject to approval in accordance with the law, business operations shall be independently carried out in accordance with the law by virtue of the business licence).

Chapter 3 Shares

Section 1 Issuance of Shares

Article 15 The shares of the Company shall be issued in the form of shares certificates. The shares of the Company shall be in the form of registered share certificates.

Article 16 Shares of the Company shall be issued on the principles of openness, fairness and justice. Shares of the same class shall rank pari passu with each other. Shares of the same class issued at the same time shall have the same terms of issuance and issue price; subscriber(s) shall pay the same amount for each of shares subscribed for.

Article 17 The par-value shares issued by the Company shall be denominated in Renminbi, and each shall bear a par value of RMB0.05.

Article 18 The shares issued by the Company but not listed on domestic or overseas stock exchanges shall be referred to as unlisted shares. Filed by the securities regulatory authority of the State Council, the unlisted shares of the Company may be converted into overseas listed shares and listed and traded on an overseas securities exchange. Listing and trading on an overseas securities exchange shall also be subject to compliance with the regulatory procedures, rules and requirements of such overseas securities exchange. The conversion of unlisted shares into overseas listed shares, and the listing and trading of such shares on an overseas securities exchange, shall not require any resolution of the general meeting.

Among the shares issued by the Company, H Shares issued can be primarily deposited with a custodian company under Hong Kong Securities Clearing Company Limited in accordance with the laws of the place where the shares are listed and the common practices for securities registration and depository services. and can also be held by shareholders in their own names. Unlisted shares shall be centrally registered and deposited with a domestic securities registration and settlement institution, and the registration and settlement arrangements for overseas listed shares shall be subject to the requirements of the place where the Company's shares are listed.

Article 19 The Company was converted from a limited liability company into a joint stock company by way of overall restructuring. The names of the promoters of the Company, the number of shares subscribed and the respective shareholding percentages are as follows:

No.	Name of Promoter	Number of Shares Subscribed (shares)	Shareholding Percentage (%)
1	Mr. Li Mengxiong (李夢雄)	1,706,523	10.7930
2	Shanghai Chuangyingrui Enterprise Management Partnership (Limited Partnership) (上海創英銳企業管理合夥企業(有限合夥))	1,481,586	9.3703
3	Shanghai Ruixinchuang Enterprise Management Partnership (Limited Partnership) (上海銳芯創企業管理合夥企業(有限合夥))	1,241,935	7.8547
4	Hangzhou Chuangqian Investment Partnership (Limited Partnership) (杭州創乾投資合夥企業(有限合夥))	1,067,235	6.7498
5	Hai Feng Investment Holding Limited	1,048,158	6.6291
6	China State-Owned Enterprise Mixed-Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司)	985,080	6.2302
7	Shenzhen Nanshan Hongtai Equity Investment Fund Partnership (Limited Partnership) (深圳南山鴻泰股權投資基金合夥企業(有限合夥))	695,997	4.4019
8	Mr. Li Shuguang (李曙光)	679,323	4.2964
9	Qingdao Huaxin Chuangyuan Venture Capital Center (Limited Partnership) (青島華芯創原創業投資中心(有限合夥))	657,321	4.1573
10	Changjiang Chendao (Hubei) New Energy Industry Investment Partnership (Limited Partnership) (長江晨道(湖北)新能源產業投資合夥企業(有限合夥))	414,705	2.6228
11	Geely Gongchuang No. 5 Investment (Tianjin) Partnership (Limited Partnership) (吉利共創伍號投資(天津)合夥企業(有限合夥))	338,352	2.1399
12	Gongqingcheng Yingruichuang Investment Partnership (Limited Partnership) (共青城英銳創投資合夥企業(有限合夥))	319,416	2.0202
13	Ningbo Meishan Bonded Port Area Cenyou Venture Capital Partnership (Limited Partnership) (寧波梅山保稅港區岑佑創業投資合夥企業(有限合夥))	307,188	1.9428
14	Xiamen Jianfa Emerging Industry Equity Investment No. 16 Partnership (Limited Partnership) (廈門建發新興產業股權投資拾陸號合夥企業(有限合夥))	296,744	1.8768
15	Suzhou Jiyuan Haoyue Venture Capital Partnership (Limited Partnership) (蘇州紀源皓月創業投資合夥企業(有限合夥))	282,816	1.7887

No.	Name of Promoter	Number of Shares Subscribed (shares)	Shareholding Percentage (%)
16	Gongqingcheng Changshun Zhiying Venture Capital Partnership (Limited Partnership) (共青城長舜智贏創業投資合夥企業(有限合夥))	263,013	1.6634
17	Yibin Lvneng Equity Investment Partnership (Limited Partnership) (宜賓綠能股權投資合夥企業(有限合夥))	259,119	1.6388
18	Shanghai Pudong Haiwang Integrated Circuit Industry Private Equity Fund Partnership Enterprise (Limited Partnership) (上海浦東海望集成電路產業私募基金合夥企業(有限合夥))	246,270	1.5575
19	Shanghai Baolong Automotive Corporation (上海保隆汽車科技股份有限公司)	241,245	1.5258
20	Mr. Zhou Yongsen (周永森)	231,279	1.4627
21	Mr. Ying Ting (應挺)	224,259	1.4183
22	Zhuhai Gejin Guangfa Xinde Phase III Technology Venture Capital Fund (Limited Partnership) (珠海格金廣發信德三期科技創業投資基金(有限合夥))	223,915	1.4162
23	Nanjing Jinti Venture Capital Partnership (Limited Partnership) (南京金體創業投資合夥企業(有限合夥))	215,226	1.3612
24	Suzhou Jiyuan Haoyuan Venture Capital Partnership (Limited Partnership) (蘇州紀源皓元創業投資合夥企業(有限合夥))	209,724	1.3264
25	Qingdao Shangqi Huizhu Zhanxin Industry Investment Fund Partnership (Limited Partnership) (青島尚頡匯鑄戰新產業投資基金合夥企業(有限合夥))	185,886	1.1756
26	Ma'anshan Huachun Baoxin Zhixin Equity Investment Partnership (Limited Partnership) (馬鞍山華淳保信智新股權投資合夥企業(有限合夥))	156,771	0.9915
27	Zhuhai Huajin Lingyi Emerging Technology Industry Investment Fund (Limited Partnership) (珠海華金領翊新興科技產業投資基金(有限合夥))	154,644	0.9781
28	Beijing Guoqi Intelligent Connected Vehicle Industry Investment Center (Limited Partnership) (北京國汽智能網聯汽車產業投資中心(有限合夥))	147,762	0.9345
29	Gongqingcheng SENASIC Investment Partnership (Limited Partnership) (共青城臻捷投資合夥企業(有限合夥))	141,549	0.8952
30	Shihezi Mingzhao Equity Investment Management Co., Ltd. (石河子市明照股權投資管理有限公司)	140,679	0.8897
31	Dongguan Guangfa Xinde Phase I Technology Venture Investment Partnership (Limited Partnership) (東莞廣發信德一期科技創業投資合夥企業(有限合夥))	139,325	0.8812

No.	Name of Promoter	Number of Shares Subscribed (shares)	Shareholding Percentage (%)
32	Qufu Tianbo Investment Co., Ltd. (曲阜天博投資有限公司)	128,889	0.8152
33	Foshan Shangqi Delian Automotive Equity Investment Partnership (Limited Partnership) (佛山尚頌德聯汽車股權投資合夥企業(有限合夥))	123,924	0.7838
34	Hainan Shuangyi Hengrun Investment Partnership (Limited Partnership) (海南雙一衡潤投資合夥企業(有限合夥))	121,080	0.7658
35	Yibin Chendao New Energy Industry Equity Investment Partnership (Limited Partnership) (宜賓晨道新能源產業股權投資合夥企業(有限合夥))	121,080	0.7658
36	Guangdong Guangqi Yuexiu Zhiyuan Industrial Investment Fund Partnership (Limited Partnership) (廣東廣祺越秀智源產業投資基金合夥企業(有限合夥))	115,641	0.7314
37	Guangdong Guangqi Zhiyuan No. 6 Equity Investment Partnership (Limited Partnership) (廣東廣祺智源陸號股權投資合夥企業(有限合夥))	115,641	0.7314
38	Shenzhen Huiyue Growth Investment Fund Enterprise (Limited Partnership) (深圳市慧悅成長投資基金企業(有限合夥))	111,018	0.7021
39	Xiamen Jianfa Changrong No. 2 Equity Investment Partnership (Limited Partnership) (廈門建發長榕貳號股權投資合夥企業(有限合夥))	98,915	0.6256
40	Ningbo Meishan Bonded Port Zone Jiechuang Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區捷創股權投資合夥企業(有限合夥))	61,962	0.3919
41	Ningbo Meishan Bonded Port Area Thriving Venture Capital Partnership (Limited Partnership) (寧波梅山保稅港區超興創業投資合夥企業(有限合夥))	41,469	0.2623
42	Shenzhen Tianhui Growth Investment Fund Enterprise (Limited Partnership) (深圳市天慧成長投資基金企業(有限合夥))	31,719	0.2006
43	Shanghai Changshun Jianye Consulting Management Co., Ltd. (上海長舜建業諮詢管理有限公司)	24,342	0.1540
44	Ms. Xu Jianming (徐建明)	6,144	0.0389
45	Suzhou Junwang Chuangxin No. 2 Investment Partnership (Limited Partnership) (蘇州鋆望創芯貳號投資合夥企業(有限合夥))	4,434	0.0280
46	Zhuhai Huajin Shangying No. 7 Equity Investment Fund Partnership (Limited Partnership) (珠海華金尚盈七號股權投資基金合夥企業(有限合夥))	2,127	0.0135
Total		15,811,430	100.0000

Article 20 As of the issuance of H shares, the total number of issued shares of the Company was 325,634,820 shares with a par value of RMB0.05 each. Upon completion of the H Share issue, the total number of shares of the Company shall be 379,041,820 shares, all of which shall be ordinary shares.

Article 21 The Company or its subsidiaries (including its affiliates) shall not provide financial assistance to others for the acquisition of the shares of the Company or its parent company in the form of gifts, advances, guarantees or loans, except for the employee stock ownership schemes implemented by the Company.

For the benefits of the Company, the Company may, upon a resolution by the general meeting or by the board of directors under these Articles of Association or the authorization of the general meeting, provide financial assistance for others to obtain the shares of the Company or the parent company thereof, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the board of directors shall be adopted by two thirds (2/3) of all the directors.

In the event of any violation against the provisions of the preceding two paragraphs which causes losses to the Company, the responsible directors and senior management shall be liable for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 22 According to the operation and development needs of the Company, subject to the laws, administrative regulations, departmental rules, normative documents, and the requirements of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed, the Company may increase the registered capital by the following ways upon approval by separate resolution of the general meeting:

- (I) issuing shares to non-specific investors;
- (II) offering of shares to specific investors;
- (III) distribution of bonus shares to existing shareholders;
- (IV) conversion of capital reserve to share capital;
- (V) other means prescribed by laws, administrative regulations, departmental rules and normative documents, and as approved by the securities regulatory department.

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

The board of directors may, by authorization of the general meeting, decide to issue not more than fifty percent (50%) of the shares that have been issued within three (3) years. However, if the capital contributions are to be made using non-monetary property, they shall be subject to a resolution made by the general meeting.

Where the board of directors decides to issue shares pursuant to the preceding paragraph, and thus results in a change in the registered capital or the number of issued shares of the Company, the voting at the general meeting may not be needed to revise such item set forth in these Articles of Association.

Where the general meeting authorizes the board of directors to decide on issuing new shares, a resolution of the board of directors shall be adopted by two thirds of all the directors.

Article 23 The Company may reduce its registered capital. If the Company reduces its registered capital, such reduction shall be made in accordance with the Company Law, the laws, regulations and listing rules of the place where the Company's shares are listed and other relevant provisions and the procedures stipulated in these Articles of Association.

Article 24 The Company shall not acquire the shares of the Company, however, except for any of the following circumstances:

- (I) reducing the registered capital of the Company;
- (II) merging with other companies holding the shares of the Company;
- (III) the shares are to be used for employee stock ownership plan or equity incentives;
- (IV) a shareholder who objects to the resolution on merger or division of the Company passed by a general meeting of shareholders may request the Company to acquire his/her/its shares;
- (V) the shares are to be used to convert corporate bonds issued by the Company that can be converted to shares;
- (VI) it is necessary for the Company to maintain corporate value and shareholders' interests;
- (VII) other circumstances permitted by laws, administrative regulations, departmental rules, the laws and regulations and listing rules of the jurisdiction where the shares of the Company are listed, and approved by the regulatory authorities.

Save for the foregoing circumstances, the Company shall not engage in activities involving the purchase and sale of its own shares. The Company shall not engage in the trading of its shares save for the circumstances specified above.

Article 25 The Company's acquisition of the shares of the Company can be made by public and centralized transaction, or other methods recognized by laws, administrative regulations, and the securities regulatory authority.

Where the Company acquires its own shares due to the circumstances stipulated in item (III), (V) or (VI) of Article 24(1) of these Articles of Association, it should be made by public and centralized transaction.

Article 26 The Company's acquisition of the shares of the Company for the reasons specified in item (I) or (II) of Article 24(1) of these Articles of Association shall be subject to a resolution of the general meeting. The Company's acquisition of the shares of the Company due to the circumstances stipulated in item (III), (V) or (VI) of Article 24(1) of these Articles of Association may, pursuant to the Articles of Association or the authorization of the general meeting, be subject to a resolution of a Board meeting at which more than two-thirds of directors are present.

Under the circumstance stipulated in item (I), the shares of the Company so acquired in accordance with Article 24(1) of these Articles of Association shall be canceled within ten days from the date of acquisition; under the circumstances stipulated in either item (II) or (IV) of Article 24(1) of these Articles of Association, the shares of the Company so acquired shall be transferred or canceled within six (6) months; under the circumstances stipulated in item (III), (V) or (VI), the total shares of the Company held by the Company shall not exceed ten percent (10%) of the Company's total outstanding shares, and shall be transferred or canceled within three years.

The repurchase of the Company's H Shares shall comply with the Hong Kong Listing Rules and other relevant laws and regulations and regulatory requirements of the place where the H Shares are listed.

Section 3 Transfer and Pledge of Shares

Article 27 Unless otherwise provided by laws and regulations or by the securities regulatory authority of the place where the Company's shares are listed, shares of the Company are transferable in accordance with the law and are not subject to any lien.

Article 28 All the fully paid-up H shares traded on the Hong Kong Stock Exchange can be freely transferred in accordance with the Articles of Association; but unless the following conditions are met, the board of directors may refuse to accept any transfer documents without giving any explanation for such refusal:

- (I) the instrument of transfer and any other documents related to the title of any Shares or may affect the title of any Shares shall be registered, and made payment to the Company for such registration according to the expenses stipulated by the Hong Kong Listing Rules, which fee shall not exceed the maximum fee as prescribed by the Hong Kong Listing Rules;
- (II) the instrument of transfer relates only to H Shares listed on the Hong Kong Stock Exchange;
- (III) the stamp duty chargeable on the transfer documents under the laws of Hong Kong has been paid;

- (IV) the relevant share certificate, and upon the reasonable request of the board of directors, any evidence in relation to the right of the transferor to transfer the shares has been submitted;
- (V) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four (4);
- (VI) the Company does not have any lien on the relevant shares.

If the board of directors refuses to register a transfer of shares, the Company shall send a notice concerning the refusal of the registration of such share transfer to transferor and transferee, within two (2) months from the date when the transfer application is officially submitted.

Article 29 All transfers of H shares listed in Hong Kong may be effected by instruments of transfer in writing in a common form of the place where the shares of the Company are listed or in writing form acceptable to the other board of directors. Transfers of H shares may be effected by the standard instrument of transfer specified by Hong Kong Stock Exchange. Such transfer instruments may be only signed by hand or if the transferor or transferee is a recognized clearing house defined under the Securities and Futures Ordinance in Hong Kong, the transfer instruments may be signed by hand or by machine imprinted signature.

All instruments of transfer shall be kept at the Company's legal address, the address of the share registrar or the address designated by the board of directors from time to time.

Instruments of transfer and other documents and files relating to the transfer of title to shares shall be lodged for registration with the share registrar appointed by the Company.

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

Article 31 The shares issued before the Company's public offering of shares shall not be transferred within one (1) year from the date when the Company's shares are listed and traded on the stock exchange. The controlling shareholder(s) of the Company shall comply with the restrictions on the sale of shares by controlling shareholders following a new listing under the Hong Kong Listing Rules.

The Directors, and senior management of the Company shall declare, to the Company, information on their holdings of the shares of the Company and the changes thereto, and the shares transferable by them during each year of their term of office determined upon appointment shall not exceed twenty-five percent (25%) of their total holdings of the shares of the Company; the shares that they held in the Company shall not be transferred within one (1) year of the date on which the stocks of the Company are listed and traded. The aforesaid persons shall not transfer their shares of the Company within six (6) months from the date of their resignation.

If a shareholder of the Company has an undertaking to restrict the transfer of the Shareholders of Company for a longer period of time, the undertaking shall prevail.

Where the shares are pledged within the time limit for restricted transfer as provided for by laws and administrative regulations, the pledgee may not exercise the pledge right within the period of restriction on transfer.

Article 32 If the shareholders holding more than five percent (5%) of the shares, directors, or senior management of the Company dispose of the Company's shares or other securities of an equity nature held by them within six (6) months of their purchase, or if they purchase them again within six (6) months of their disposal, the proceeds arising therefrom shall be attributable to the Company, and the board of directors shall recover the proceeds therefrom, with the exception of the circumstance where Hong Kong Securities Clearing Company Limited, HKSCC Nominees Limited and securities company hold more than five percent (5%) of the shares due to the fact that their underwritten shares remain unsubscribed and any other circumstance stipulated by the CSRC, the securities regulatory authority of the place where the Company's shares are listed, or the stock exchange.

The shares or other securities of equity nature held by any director, senior management or shareholder who is a natural person referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children, and which is indirectly held in others' accounts or entities controlled by him or her.

Where the Board of the Company does not comply with the above provision, the shareholders are entitled to request the Board to do so within thirty (30) days. Where the Board does not do so within the said period, the shareholders are entitled to commence litigations in the people's court in their own names for the interests of the Company.

Where the Board of the Company does not enforce the above provisions under this Article, the accountable Directors shall assume joint and several responsibilities in accordance with the laws.

Chapter 4 Shareholders and General Meetings

Section 1 Shareholders

Article 33 The Company shall maintain a register of shareholders based on the certificates provided by the securities registration institution. Unless there is evidence to the contrary, the register of shareholders shall constitute conclusive evidence proving a shareholder's holding of shares in the Company.

The principal register of members of H Shares listed in Hong Kong is kept in Hong Kong. The Company may, in accordance with any memorandum or agreement reached between the relevant securities regulatory authority and an overseas securities regulatory authority, maintain a branch register of shareholders outside the territory of China under circumstances permitted by law, and entrust the management thereof to an overseas agent. The entrusted overseas agency shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent. Where the original and copies of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail. The branch register shall be available for inspection by shareholders, provided that the Company may close the register of members on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Any shareholder whose name is entered on the register of members, or any person who has applied to have his/her name entered on the register of members, may, if his/her share certificate is lost, apply to the Company for the issue of a new share certificate in respect of such shares. Where a shareholder holding unlisted shares has lost his/her share certificate and applies for a replacement, the matter shall be dealt with in accordance with the Company Law of the People's Republic of China or other relevant regulations. Where a shareholder holding overseas listed shares has lost his/her share certificate and applies for a replacement, the matter may be dealt with in accordance with the laws of the place where the principal register of members of the overseas listed shares is maintained, the rules of the relevant stock exchange, or other relevant regulations.

A shareholder shall enjoy rights and assume obligations according to the class and number of the shares held by him or her; and shareholders holding the same class of shares shall enjoy same rights and undertake same obligations.

Where two (2) or more persons are registered as the joint shareholders of any shares, they shall be deemed as joint shareholders of the share concerned, subject to the following provisions:

- (i) the Company shall not register more than four (4) persons as the joint shareholders of any shares;
- (ii) all joint holders of a share shall be jointly and severally liable for the payment of all amounts payable in respect of such share;
- (iii) upon the death or dissolution of any one of the joint holders, only the surviving joint holder(s) shall be recognized by the Company as having any title to the relevant share, provided that the Board may, for the purpose of amending the register of members, require the surviving joint holder(s) to provide such proof of death or dissolution as the Board considers appropriate;
- (iv) in respect of a share held by joint holders, only the joint holder whose name stands first in the register of members shall be entitled to receive share certificates for such share, or to receive notices from the Company, attend general meetings of the Company or exercise all voting rights attaching to such share, and any notice served on such person shall be deemed to have been served on all joint holders of that share.

Where any of the aforementioned joint shareholders gives receipts to the Company in terms of any dividends, bonuses or return of capital payable to the joint shareholder in respect of such shares, such receipts shall be deemed as valid and effective receipts delivered by such joint shareholders.

Article 34 Whenever the Company convenes a general meeting, distributes dividends, liquidates or engages in other activities requiring the confirmation of the identity of shareholders, the board of directors or the convener for the general meeting shall confirm the date of record, and the shareholders in record after the share market closes on the date of record shall be the shareholders who may enjoy relevant rights and interests.

Article 35 The shareholders of the Company shall be entitled to the following rights:

- (i) to receive dividends and other forms of distributions in proportion to their shareholdings;
- (ii) to request, convene, preside over, attend, or appoint a proxy to attend, general meetings of the Company in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed, the relevant regulations of the securities regulatory authorities and these Articles of Association, and to exercise the right to speak and to vote at such meetings in proportion to their shareholdings;
- (iii) to supervise and monitor the business operations of the Company, and to make proposals or raise enquiries;
- (iv) to transfer, gift or pledge their shares in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed, the relevant regulations of the securities regulatory authorities and these Articles of Association;
- (v) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed, the relevant regulations of the securities regulatory authorities and these Articles of Association, including:
 1. a copy of the Articles of Association upon payment of the costs thereof;
 2. to inspect and make a photo copy of, subject to payment of reasonable charge:
 - (1) all parts of the register of members;
 - (2) personal particulars of directors, and senior officer of the Company, including:

- (A) current and previous names and aliases;
 - (B) principal address (domicile);
 - (C) nationality;
 - (D) full-time and all other part-time occupations and positions;
 - (E) identification documents and their numbers;
- (3) a report on the state of the Company's issued share capital;
 - (4) the latest audited financial statements, together with the reports of the general meeting, the Board, the auditors and the audit committee;
 - (5) a report showing the aggregate nominal value, number, highest price and lowest price of each class of shares bought back by the Company since the end of the last financial year, and the total costs incurred by the Company in respect of such buy-backs;
 - (6) a copy of the latest annual return filed with the Company's registrar or other competent authority;
 - (7) minutes of meetings of the general meetings, the Board and the audit committee of the Company and its wholly-owned subsidiaries;
 - (8) special resolutions;
- (vi) The Company shall keep the documents specified in items (1) to (8) above (other than item (2)), together with other applicable documents, at the Company's address in Hong Kong in accordance with the requirements of the Hong Kong Listing Rules, available for inspection free of charge by the public and holders of overseas listed shares, and shall dispatch copies thereof within seven (7) days upon payment of a reasonable fee. Shareholders who, individually or jointly, have held 3% or more of the Company's shares for a continuous period of 180 days or more may request to inspect the accounting books and accounting vouchers of the Company and its wholly-owned subsidiaries. If the content to be inspected or copied involves commercial secrets or inside information of the Company, the Company may refuse to provide the same;
 - (vii) in the event of the termination or liquidation of the Company, to participate in the distribution of the surplus assets of the Company in proportion to their shareholdings;
 - (viii) shareholders who dissent from a resolution of the general meeting approving the merger or division of the Company shall be entitled to require the Company to acquire their shares;

- (ix) shareholders who, individually or jointly, hold 1% or more of the shares of the Company shall have the right to submit interim resolutions in writing to the Board ten (10) days before the general meeting is held;
- (x) such other rights as are provided under the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed, or these Articles of Association.

Article 36 Where a shareholder requests to inspect or make copies of the relevant information or to obtain materials as mentioned in the preceding article, such shareholder shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations, and shall provide the Company with written documents evidencing the class and number of shares held by him or her. Upon verification of the shareholder's identity, the Company shall provide the same in accordance with the shareholder's request and may charge a reasonable fee for providing copies of the aforesaid materials.

Where a shareholder who, individually or jointly, has held 3% or more of the shares of the Company for a continuous period of 180 days or more requests, pursuant to the preceding article, to inspect the accounting books and accounting vouchers of the Company, such shareholder shall submit a written request to the Company specifying the purpose. If the Company has reasonable grounds to believe that the purpose of the shareholder's access to the accounting books and accounting vouchers is illegitimate, and the legitimate interests of the Company may be prejudiced, it may refuse to provide access, and shall reply to the shareholder in writing and explain the reasons within 15 days from the date of the shareholder's written request. If the Company refuses to provide access, the shareholders may initiate a lawsuit in the people's court.

A shareholder may appoint an intermediary institution such as an accounting firm or law firm to access the materials specified in the preceding paragraph.

Shareholders and their entrusted accounting firms, law firms and other intermediary institutions shall abide by the laws and administrative regulations on the protection of state secrets, business secrets, personal privacy and personal information to access and copy the relevant materials.

Where a shareholder requests to inspect or copy the relevant materials of wholly-owned subsidiaries of the Company, the provisions of the preceding four paragraphs shall apply.

Article 37 Where the content of a resolution of the general meeting or a Board meeting of the Company violates laws or administrative regulations, the shareholders shall be entitled to request the people's court to declare it invalid.

If the convening procedure or voting method of a general meeting or a Board meeting violates laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders shall be entitled to request the people's court to revoke the resolution within 60 days from the date of passing the resolution, except for the circumstances where the convening procedures or voting methods of general meetings or meetings of the Board have minor defects and do not have a material impact on the resolutions.

Shareholders who were not notified to attend the general meeting may, within sixty (60) days from the date on which they knew or ought to have known that the resolution of the general meeting was passed, apply to a people's court to have such resolution set aside. The right to set aside shall be extinguished if not exercised within one year from the date on which the resolution was passed.

Where the Board, shareholders or other related parties have disputes regarding the validity of the resolutions of the general meeting, they shall promptly file a lawsuit to the people's court. Before the people's court renders a judgment or ruling, the related parties shall execute the resolutions of the general meeting. The Company, directors and senior officer members shall perform their duties in good faith, and ensure the normal operation of the Company.

Where the people's court renders a judgment or ruling on the matters, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, the regulations of the securities regulatory authorities and other applicable provisions, discharge its information disclosure obligations, fully explain the impact, and actively cooperate in the execution after the judgment or ruling takes effect. Where correction of prior matters is involved, it shall be promptly processed and the corresponding information disclosure obligations shall be fulfilled.

Article 38 Under any of the following circumstances, the resolutions of the general meeting or the meeting of the Board shall be invalid:

- (1) no general meeting or Board meeting has been convened to approve the resolution;
- (2) the resolution has not been voted on at the general meeting or the Board meeting;
- (3) the number of attendees at the meeting or the number of voting rights held has not reached the required number of attendees or the required number of voting rights as stipulated in the Company Law or the Articles of Association;
- (4) the number of attendees or the number of voting rights held by those who agree to the matters to be resolved has not reached the required number of attendees or the required number of voting rights as stipulated in the Company Law or the Articles of Association.

Article 39 If directors and senior officer members (other than a member of the Audit Committee) violate the laws, administrative regulations or the Articles of Association in performing their duties for the Company and cause losses to the Company, the shareholders who individually or in aggregate hold 1% or more of the shares of the Company for 180 or more consecutive days shall have the right to make a request in writing to the Audit Committee to initiate a lawsuit in the people's court; if the Audit Committee violates laws, administrative regulations or the Articles of Association in the course of performing duties for the Company and causes losses to the Company, the aforementioned shareholders may request the Board in writing to initiate a lawsuit in the people's court.

If the Audit Committee or the board of directors refuses to initiate a lawsuit after receiving the written request from the shareholders stipulated in the preceding paragraph or fails to initiate a lawsuit within 30 days since receiving the request, or under emergency circumstances that a failure to initiate a lawsuit immediately will result in irreparable damage to the interests of the Company, then the shareholders as specified in the preceding paragraph shall have the right to directly initiate a lawsuit in the people's court in his/her own name for the benefit of the Company.

Where another person infringes upon the legitimate rights and interests of the Company and causes losses to the Company, the shareholders as specified in the first paragraph of this Article may initiate a lawsuit in the people's court in accordance with the provisions of the foregoing two paragraphs.

Where the directors, supervisors or senior officers of a wholly-owned subsidiary of the Company fall under any of the circumstances specified in the preceding provisions, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary causing losses thereto, shareholders who, individually or jointly, have held 1% or more of the shares of the Company for a continuous period of 180 days or more may, in accordance with the provisions of the preceding three paragraphs, request in writing the audit committee or the board of directors of the wholly-owned subsidiary to institute legal proceedings with a people's court, or directly institute legal proceedings with a people's court in their own names.

Where a wholly-owned subsidiary of the Company has not established a supervisory committee or supervisors and has established an audit committee, the provisions of paragraphs 1 and 2 of this Article shall apply.

Article 40 If any director or senior officer violates laws, administrative regulations or the Articles, thereby damaging the interests of the shareholders, the shareholders may institute legal proceedings to the people's court.

Article 41 The shareholders of the Company shall have the following obligations:

- (i) to comply with laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (ii) to pay subscription monies according to the number of shares subscribed and the method of capital contribution;
- (iii) save as provided by laws, administrative regulations, departmental rules and regulatory documents, no shareholder shall withdraw its share capital;
- (iv) no shareholder shall abuse rights to prejudice the interests of the Company or other shareholders; where a shareholder abuses rights and causes losses to the Company or other shareholders, he or she shall bear liability for compensation in accordance with law;

- (v) no shareholder shall abuse the independent legal personality of the Company and the limited liability of shareholders to prejudice the interests of the creditors of the Company; where a shareholder abuses the independent legal personality of the Company and the limited liability of shareholders to evade debts and seriously prejudice the interests of the creditors of the Company, it shall bear joint and several liability for the debts of the Company; where a shareholder, through two or more companies controlled by it, engages in the conduct specified in the preceding provision, each of such companies shall bear joint and several liability for the debts of any one of them;
- (vi) other obligations imposed by laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for indemnity in accordance with the laws. Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purpose of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Article 42 Where a shareholder holding 5% or more of the voting shares of the Company pledges the shares held by it, it shall make a written report to the Company on the day such fact occurs, save for Hong Kong Securities Clearing Company Limited, HKSCC Nominees Limited, and other circumstances as prescribed by the China Securities Regulatory Commission, the securities regulatory authority of the place where the Company's shares are listed, or the stock exchange. Where the controlling shareholder of the Company pledges all or part of its interests in the shares of the Company held by it to secure the debts of the Company, or to support a guarantee or other obligations of the Company, the Company shall discharge its disclosure obligations in accordance with the Hong Kong Listing Rules.

Section 2 Controlling Shareholders and De Facto Controllers

Article 43 The controlling shareholders and de facto controllers of the Company shall exercise their rights, perform their duties and protect the interests of the Company in accordance with laws, administrative regulations, and the regulations of the securities regulatory authorities.

Article 44 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

- (i) they shall exercise shareholders' rights in accordance with laws, and shall not abuse their control or use the connected relations to damage the legitimate rights and interests of the Company or other shareholders;
- (ii) they shall stringently fulfill their public declarations and undertakings and shall not alter or waive such declarations or undertakings in a unilateral manner;

- (iii) they shall strictly perform the obligations of information disclosure in accordance with relevant provisions, actively cooperate with the Company to ensure proper information disclosure, and promptly notify the Company in a timely manner of material matters that have occurred or are likely to occur;
- (iv) they shall not appropriate the funds of the Company in any manner;
- (v) they shall not order by coercion, instruct or demand the Company and relevant officer to provide guarantee in violation of laws or regulations;
- (vi) they shall not take advantage of the possession of unannounced material information of the Company for their gain, or divulge unannounced material information relating to the Company in any manner, or be engaged in illegal or illicit acts such as inside dealing, short-term dealing or market manipulation;
- (vii) they shall not damage the legitimate rights and interests of the Company and other shareholders by any means such as unfair connected transaction, profit distribution, asset reorganization and external investment;
- (viii) they shall guarantee the integrity of the Company's assets and the Company's independence in terms of staffing, finance, organization and business, and shall not affect the independence of the Company in any manner;
- (ix) other provisions of the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association.

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

Article 45 Where the controlling shareholder or the de facto controller pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the Company's control and its stability of production and operations.

Article 46 No controlling shareholder or de facto controller of the Company may take advantage of its/his relation/connection with the Company to damage the interests of the Company. Otherwise, it/he shall be liable for compensation for any loss to the Company arising from its/his breach.

The controlling shareholder and the de facto controller of the Company shall have fiduciary duty towards the Company and all shareholders in the Company. The controlling shareholder shall exercise the rights of contributor in strict accordance with the laws, and shall not prejudice the legal interests and rights of the Company and shareholders of public shares in the form of profit distribution, assets restructuring, external investment, occupation of funds, loan guarantee or otherwise, nor prejudice the interests of the Company and other shareholders by its controlling status.

Article 47 When transferring the shares of the Company held by them, the controlling shareholder and the de facto controller shall comply with the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed concerning restrictions on share transfers, and their undertakings given in respect of such restrictions.

Article 48 Save as required by obligations imposed by laws, administrative regulations or the rules of the stock exchange where the Company's shares are listed, the controlling shareholder shall not, in exercising its shareholders' rights, exercise its voting rights in a manner prejudicial to the interests of all or any of the shareholders on the following matters:

- (i) relieving any director of his/her duty to act honestly and with a view to the best interests of the Company;
- (ii) approving any director (for his/her own benefit or that of others) depriving the Company of its property in any form, including (but not limited to) any opportunity which is advantageous to the Company;
- (iii) approving any director (for his/her own benefit or that of others) depriving other shareholders of their personal rights, including (but not limited to) any distribution rights or voting rights, but excluding any reorganization of the Company submitted to the general meeting for approval pursuant to these Articles of Association.

Section 3 General Provisions of General Meeting

Article 49 The general meeting of the Company shall consist of all shareholders. The general meeting is the organ of authority of the Company, which exercises its functions and powers according to the law:

- (i) to elect and replace Directors and to determine their remuneration;
- (ii) to consider and approve the reports of the board of directors;
- (iii) to consider and approve the profit distribution plan, the plan for adjusting the profit distribution policy and the plan for making up losses of the Company;
- (iv) to resolve on any increase or reduction of the Company's registered capital;
- (v) to resolve on the issuance and listing application of debentures or other securities of the Company;
- (vi) to consider and approve matters where the amount involved in the purchase or sale of material assets, investments or guarantees of the Company within one year exceeds thirty percent (30%) of the Company's latest audited total assets;

- (vii) to approve notifiable transactions which require the approval of the general meeting pursuant to the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association (including but not limited to Chapter 14 of the Hong Kong Listing Rules);
- (viii) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (ix) to amend the Articles of Association;
- (x) to resolve resolutions on the appointment and removal of the accounting firm responsible for auditing the Company and the remuneration of such accounting firm;
- (xi) to consider proposals submitted by shareholders representing 1% or more of the voting shares of the Company;
- (xii) to consider and approve share schemes of the Company;
- (xiii) to consider and approve changes to the use of proceeds;
- (xiv) to approve connected transactions or continuing connected transactions which require the approval of the general meeting pursuant to the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association (including but not limited to Chapter 14A of the Hong Kong Listing Rules);
- (xv) to consider such other matters as shall be determined by the general meeting as required by laws, administrative regulations, departmental rules, the laws, regulations and listing rules of the place where the Company's shares are listed or these Articles of Association.

Subject to the laws and regulations, and the mandatory laws and regulations of the place where the shares of the Company are listed, the general meeting may authorize or entrust the board of directors to conduct any other matters authorized or entrusted thereby, including but not limited to granting the board of directors a general mandate, which is subject to the restrictions of the applicable laws, regulations and listing rules at the general meeting, to issue, allot and deal with additional H Shares not exceeding twenty percent (20%) of the Company's H Shares in issue as at the date on which the resolution is passed (or such other percentage as may be prescribed by the applicable laws, regulations and listing rules). The terms of such authorization shall be clear and specific. Where the authorization given by the general meeting to the board of directors relates to a matter which falls under matters to be approved by the general meeting by ordinary resolution in accordance with these Articles of Association, it shall be passed by a simple majority of the voting rights held by shareholders (including proxies) attending the general meeting; where the authorization relates to a matter which falls under matters to be approved by the general meeting by special resolution in accordance with these Articles of Association, it shall be passed by more than two-thirds (2/3) of the voting rights held by shareholders (including proxies) attending the general meeting.

The general meeting may authorize the board of directors to pass resolutions on the issuance of corporate bonds.

Unless otherwise provided in these Articles of Association, the foregoing functions and powers of the general meeting shall not be exercised by the board of directors or any other organ or individual by way of authorization.

Article 50 Save for the special circumstances under which the Company is in a crisis, unless prior approval by the general meeting, the Company may not enter any contact with any person other than a Director, chief executive officer (CEO), other senior officers of the Company for the delegation of the whole business management or any substantial part of business management of the Company to that person.

Article 51 The general meeting shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be held once every year, and within six (6) months of the end of the preceding financial year.

Article 52 The Company shall convene an extraordinary general meeting within two (2) months from the date of occurrence of any of the following circumstances:

- (i) when the number of directors is less than that required by the Company Law or two thirds (2/3) of the number prescribed in these Articles of Association;
- (ii) when the undistributed deficit of the Company amounts to one-third (1/3) of the total amount of its share capital;
- (iii) when requested by shareholder(s), individually or jointly, holding 10% or more of the Company's shares;
- (iv) when deemed necessary by the board of directors;
- (v) when proposed by the Audit Committee;
- (vi) other circumstances as provided by laws, administrative regulations, departmental rules, regulatory documents or these Articles of Association.

For the purposes of item (iii) above, the number of shares held shall be calculated based on the number of shares held as at the close of trading on the date on which the shareholder makes the written request, or, if such date is not a trading day, on the immediately preceding trading day.

Article 53 The general meeting may establish the Rules of Procedure of the General Meeting, which shall set out the deliberation methods and voting procedures of the general meeting to ensure the efficiency of the general meeting and scientific decision-making. The Rules of Procedure of the General Meeting shall prescribe the convening and voting procedures of the general meeting. The Rules of Procedure of the General Meeting shall be formulated by the board of directors and approved by the general meeting. In the event of any inconsistency between the Rules of Procedure of the General Meeting and these Articles of Association, these Articles of Association shall prevail.

Article 54 The venue of a general meeting of the Company shall be the Company's domicile or the place specified in the notice of the general meeting.

The general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. Provided that where permitted by the securities regulatory authority or the stock exchange, the meeting may also be convened in such other manner as may be approved or required by the securities regulatory authority or the stock exchange. Shareholders participating in the general meeting by the aforesaid means shall be deemed to be present. The identity of shareholders shall be verified in accordance with Article 34 of these Articles of Association. Where the Company convenes a general meeting via network or other means, the notice of the general meeting shall clearly specify the voting time and voting procedures for such network or other means.

Article 55 When a general meeting is convened, the Company will engage a lawyer to provide legal opinions in respect of the following issues and make announcement(s) accordingly:

- (i) whether the procedures for convening the meeting are in compliance with the laws, administrative regulations and the provisions of these Articles of Association;
- (ii) whether the qualifications of the persons present at the meeting and the qualifications of the convener are legal and valid;
- (iii) whether the voting procedures and results of the meeting are legal and valid;
- (iv) legal opinions on other related matters as requested by the Company.

Section 4 Convening of General Meeting

Article 56 The general meetings shall be convened by the board of directors in accordance with law. Subject to compliance with the provisions of this Section, the Audit Committee or shareholders may on their own motion convene a general meeting.

Article 57 Independent non-executive directors shall have the right to propose to the board of directors the convening of an extraordinary general meeting. Upon receipt of a proposal from independent non-executive directors requesting the convening of an extraordinary general meeting, the board of directors shall, in accordance with the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association, give a written response consenting or not consenting to the convening of an extraordinary general meeting within ten (10) days of receipt of the proposal.

If the board of directors consents to the convening of an extraordinary general meeting, notice of the general meeting shall be issued within five (5) days of the board of directors resolution being passed, and any modification to the original proposal in such notice shall be subject to the unanimous consent of the independent non-executive directors who proposed the convening of the extraordinary general meeting. If the board of directors does not consent to the convening of an extraordinary general meeting, it shall notify all directors and shareholders stating the reasons or by other means.

Article 58 The Audit Committee shall have the right to propose to the board of directors the convening of an extraordinary general meeting and shall do so by way of a written proposal to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association, give a written response consenting or not consenting to the convening of an extraordinary general meeting within ten (10) days of receipt of the proposal.

If the board of directors consents to the convening of an extraordinary general meeting, notice of the general meeting shall be issued within five (5) days of the board of directors' resolution being passed, and any modification to the original proposal in such notice shall be subject to the consent of the Audit Committee.

If the board of directors does not consent to the convening of an extraordinary general meeting, or fails to give a response within ten (10) days of receipt of the proposal, the board of directors shall be deemed to be unable or to have failed to perform its duty to convene a general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 59 Shareholders who, individually or jointly, hold ten percent (10%) or more of the shares of the Company shall have the right to request the board of directors to convene an extraordinary general meeting and shall do so by way of a written request to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association, decide whether to convene an extraordinary general meeting within ten (10) days of receipt of the request and shall reply to the shareholders in writing.

Where the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the meeting within five (5) days after the board of directors passes the resolution, and changes to the original request in the notice shall be subject to the consent of relevant shareholders.

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

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

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

Before the announcement of the resolution of the general meeting, the shareholding percentage of the convening shareholders shall not be less than ten percent (10%).

Article 60 Where the Audit Committee or shareholders convene and hold a meeting on their own motion pursuant to this Section, they shall give written notice to the board of directors and, as required by applicable regulations, file the same for the record with the relevant securities regulatory authority in the place where the Company is domiciled and the relevant stock exchange. When issuing the notice of the general meeting and the announcement of the resolutions of the general meeting, the Audit Committee or the convening shareholders shall submit the relevant supporting documents as required by the stock exchange in the place of listing. The board of directors and the secretary to the board of directors shall cooperate with the meeting, and the board of directors shall provide the register of members as at the record date. The reasonable costs incurred in connection with such meeting shall be borne by the Company and shall be deducted from the sums due by the Company to the directors who are in default.

Section 5 Proposals and Notice of General Meetings

Article 61 The contents of a proposal shall be within the functions and powers of the general meeting, shall have definite topics and specific issues for resolution, and shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association.

Article 62 In the event that the Company convenes a general meeting, the board of directors, the Audit Committee or Shareholders individually or jointly holding an aggregate of more than 1% shares of the Company are entitled to submit proposals to the Company.

Shareholders individually or jointly holding an aggregate of more than 1% shares of the Company may submit interim proposals to the convener in writing 10 days prior to the general meeting. The convener of the general meeting shall issue a supplemental notice of the general meeting to other Shareholders within 2 days after receipt of such proposal to announce the content of such temporary proposal, unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the general meeting. The Company shall not raise the shareholding threshold for shareholders to submit interim proposals.

Except as provided in the preceding paragraph, the convener shall not change the proposals set out in the notice of the general meeting or add any new proposal after the said notice is served.

Proposals which are not set out in the notice of the general meeting or which do not comply with the provisions of Article 62 of these Articles of Association shall not be voted on and resolved at the general meeting.

Article 63 Where the Company convenes a general meeting, the convener shall give written notice to all shareholders at least twenty-one (21) days before the annual general meeting, and at least fifteen (15) days before an extraordinary general meeting. In computing the period of notice, the day on which the meeting is held shall be excluded. If, in accordance with the securities regulatory rules of the place where the Company's shares are listed, the general meeting is required to be adjourned due to the publication of a supplementary notice of the general meeting, the holding of the general meeting shall be adjourned in accordance with such securities regulatory rules.

No business shall be transacted at an extraordinary general meeting other than that specified in the notice.

Article 64 Notice of general meetings shall contain:

- (i) the time, venue and duration of the meeting;
- (ii) the matters and proposals to be submitted for consideration at the meeting; the notice of the general meeting and any supplementary notice shall disclose all specific contents of all proposals in a full and complete manner;
- (iii) such information and explanations as are necessary to enable the shareholders to make informed decisions on the matters to be discussed; this principle includes (but is not limited to) that, where the Company proposes a merger, share buy-back, capital reorganization or other restructuring, the specific terms and conditions of the proposed transaction and the relevant contract(s) (if any) shall be provided, together with a detailed explanation of the causes and consequences thereof;
- (iv) where any director, chief executive officer (CEO) or other member of the senior officer has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the effect of the matters to be discussed on such director, chief executive officer (CEO) or other member of the senior officer as a shareholder differs from the effect on other shareholders, such difference shall be explained;
- (v) the full text of any special resolution proposed to be passed at the meeting;
- (vi) a statement in prominent text that shareholders entitled to attend and vote are entitled to appoint one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;
- (vii) the date and venue for lodging proxy forms for the meeting;
- (viii) the record date for shareholders entitled to attend the general meeting;
- (ix) the name and telephone number of the permanent contact person for meeting affairs;
- (x) the voting time and voting procedures for other means of attendance.

The interval between the record date and the date of the meeting shall comply with the regulations of the relevant regulatory authority in the place where the Company's securities are listed. Once the record date is determined, it shall not be changed.

The notice of the general meeting and any supplementary notice shall disclose all specific contents of all proposals in a full and complete manner. Where the matters to be discussed require the opinions of independent non-executive directors and an independent financial adviser, the opinions and reasons of the independent non-executive directors and the independent financial adviser shall be disclosed simultaneously when the notice of the general meeting or the supplementary notice is issued.

Article 65 Unless otherwise provided in these Articles of Association, notices of general meetings shall be given and announced to shareholders in accordance with the relevant provisions of Chapter 9 of these Articles of Association.

Notices of general meetings may also be given by way of announcement. The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of twenty (20) to twenty-five (25) days before the date of the annual general meeting, or within the period of fourteen (14) to twenty (20) days before the date of an extraordinary general meeting, and upon publication of such announcement, all shareholders shall be deemed to have received notice of the relevant general meeting.

Article 66 Where the general meeting proposes to discuss the election of directors, the notice of the general meeting shall, in accordance with the laws, regulations, the laws, regulations and listing rules of the place where the Company's shares are listed (including but not limited to Chapter 13 of the Hong Kong Listing Rules) and these Articles of Association, fully disclose the detailed information of the candidates for directors, including at least the following:

- (i) personal particulars, educational background, work experience and other personal circumstances;
- (ii) positions held with the Company and other members of the Group;
- (iii) relevant experience, including directorships held in the past three (3) years in public companies whose securities are listed on any securities market, and other major appointments and professional qualifications;
- (iv) relationships with any directors, senior officer, substantial shareholders or controlling shareholders;
- (v) interests in shares of the Company;
- (vi) whether he/she has been subject to any penalties imposed by securities regulatory authorities and other relevant government authorities, or sanctions by stock exchanges;

- (vii) information required to be disclosed under the Hong Kong Listing Rules in respect of a newly appointed, re-elected or transferred director.

Where the general meeting conducts voting for the election of directors other than employee representative directors, a cumulative voting system may be adopted.

The cumulative voting system referred to in the preceding paragraph means that, in the election of directors other than employee representative directors at a general meeting, each share shall carry voting rights equal to the number of directors to be elected, and such voting rights may be exercised cumulatively.

The specific procedures are as follows:

When voting in the election of directors other than employee representative directors, the number of votes each shareholder may cast shall be equal to the number of shares held by such shareholder multiplied by the number of directors to be elected. Shareholders may cast all of their votes for one or more of the director candidates, and the directors shall be elected in descending order of the number of votes received, provided that the minimum number of votes received by each elected candidate must exceed one half of the total number of shares held by shareholders (including proxies) attending the general meeting.

Save for the cumulative voting system, each candidate for director shall be proposed as a separate resolution.

Article 67 Once the notice of the general meeting is issued, the meeting shall not be postponed or canceled without proper reasons, and proposals contained in the notice shall not be withdrawn. Once delay or cancellation occurs, the convener shall notify shareholders with explanation at least two (2) working days before the original convening date.

Where a general meeting is adjourned, the Company shall announce in the notice the date on which the adjourned meeting is to be held.

Where a shareholder submits an interim proposal before the general meeting is held, the Company shall issue a supplementary notice of the general meeting within the prescribed time, disclosing the name of the shareholder submitting the interim proposal, its shareholding percentage and the content of the new proposal.

Section 6 Holding of General Meetings

Article 68 The board of directors and other convener of the Company shall take necessary measures to safeguard the normal order of the general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.

Article 69 All shareholders whose names are registered on the register of members on the record date, or their proxies, shall be entitled to attend the general meeting and speak thereat, and to exercise their voting rights in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association.

Article 70 A shareholder may attend a general meeting in person or appoint a proxy to attend and vote on his/her behalf. If a shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinance enacted by Hong Kong from time to time, such shareholder may authorize its corporate representative(s) or such person(s) as it thinks fit to act as its proxy at any general meeting. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforesaid persons may attend the meeting via network, video conference, telephone or other means of equivalent effect.

If the shareholder is a recognized clearing house (or its nominee) as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such shareholder may authorize its corporate representative(s) or such person(s) as it thinks fit to act as its representative(s) or proxy at any general meeting, any separate class meeting of shareholders or meeting of creditors, and such representatives or corporate representatives shall enjoy the same statutory rights as other shareholders, including the right to speak and vote; provided that where more than one person is so authorized, the instrument of authorization shall, with reference to the provisions of Article 72 of these Articles of Association, specify the number and class of shares in respect of which each such person is so authorized, and the instrument of authorization shall be signed by a person authorized by the recognized clearing house. The persons so authorized may, on behalf of the recognized clearing house (or its nominee), attend the meeting (without being required to produce evidence of shareholding, a notarized authorization and/or further evidence to prove that they have been duly authorized) and exercise rights as if such persons were individual shareholders of the Company.

Article 71 Individual shareholders who attend the meeting in person shall show their own identification cards, or other valid documents or certificates to show their identity. The proxy appointed by a shareholder to attend the meeting shall present his own identification card and the form of proxy of the shareholder.

A corporate shareholder shall attend the meeting by its legal representative or a proxy appointed by its legal representative. Where the legal representative attends the meeting, he/she shall produce his/her identity card and a valid document evidencing his/her capacity as the legal representative; where a proxy attends the meeting, the proxy shall produce his/her identity card and the written authorization issued by the legal representative of the corporate shareholder in accordance with law (except where the shareholder is a recognized clearing house (or its nominee) as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Shareholders of a partnership enterprise shall attend the meeting by its executive partner or a representative appointed by the executive partner, or by a proxy appointed by the executive partner or the representative appointed by the executive partner. Where the executive partner or the representative appointed by the executive partner attends the meeting, he/she shall produce his/her identity card and a valid document evidencing his/her capacity as the executive partner or the representative appointed by the executive partner; where a proxy attends the meeting, the proxy shall produce his/her identity card and the written authorization issued by the executive partner of the partnership or the representative appointed by the executive partner in accordance with law.

Any shareholder entitled to attend and vote at a general meeting may attend the general meeting in person, and shall also be entitled to appoint one or more persons (whether or not such person is a shareholder) as his/her proxy to attend and vote on his/her behalf, and such proxy may, in accordance with the proxy's appointment, exercise the following rights:

- (i) to enjoy all the rights of speech of the appointing shareholder;
- (ii) to demand a poll on his/her own or jointly with others; and
- (iii) to exercise voting rights by show of hands or by poll, provided that where more than one proxy is appointed by a shareholder, such proxies may only exercise their voting rights by poll.

Article 72 A shareholder shall appoint a proxy in writing. The instrument of appointment shall be signed by the appointor or by a proxy appointed in writing by the appointor. If the appointor is a legal person, the instrument shall be affixed with the seal of the legal person or signed by a director or a duly authorized agent thereof.

The instrument appointing a proxy to attend a general meeting issued by a shareholder shall set out the following:

- (i) the name of the appointor, and the class and number of shares held by him/her/it;
- (ii) the name of the proxy and the number of shares represented by the proxy;
- (iii) whether the proxy is entitled to vote;
- (iv) the specific instructions of the shareholder, including instructions to vote for, against or abstain from voting on each matter included in the agenda of the general meeting;
- (v) whether the proxy is entitled to vote on any interim proposals that may be included in the agenda of the general meeting, and if so, specific instructions as to how such voting right shall be exercised;
- (vi) the date of issue of the proxy form and its validity period;
- (vii) the signature (or seal) of the appointor; if the appointor is a corporate shareholder, it shall be signed by an authorized person or affixed with the seal of the corporate entity.

Any form of proxy issued by the board of directors to shareholders for the appointment of a proxy shall allow the shareholder to freely elect to instruct the proxy to vote for or against, and shall provide separate instructions for each matter to be voted on at the meeting. The proxy form shall state that if the shareholder gives no specific instructions, the proxy may vote at his/her discretion.

Article 73 The instrument appointing a proxy to vote shall be lodged at the registered office of the Company or at such other place as is specified in the notice convening the meeting at least twenty-four (24) hours before the time appointed for the holding of the meeting or the time appointed for the voting in respect of which the proxy is to vote. Where the instrument appointing a proxy is signed by a person authorized by the appointor, the power of attorney or other authorization document authorizing such signature shall be notarially certified. The notarized power of attorney or other authorization document and the instrument appointing a proxy shall also be lodged at the registered office of the Company or at such other place as is specified in the notice convening the meeting.

If the proxy is a corporate shareholder, its legal representative or any representative authorized by its board of directors or by other decision-making body may attend the general meeting of the Company on its behalf.

Article 74 Where the appointor has deceased, incapacitated to act, withdrawn the appointment or the power of attorney or where the relevant shares have been transferred prior to the voting, a vote given by the proxy in accordance with the power of attorney shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 75 The register of meeting attendees shall be prepared by the Company, which shall state information, including the names (or entity names) of the attendees, identity card numbers, residential addresses, the number of voting shares held or represented, and the names (or entity names) of the appointing shareholders.

Article 76 The convener shall verify the legality of the shareholders' qualifications based on the register of members and register the names (or entity names) of the shareholders and the number of voting shares held by them. The registration for the meeting 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 voting shares held by them.

Article 77 If a general meeting requires directors and senior officer to attend the meeting, directors and senior officer shall attend such meeting and receive inquiries from shareholders. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforesaid persons may attend or be present at the meeting via network, video conference, telephone or other means of equivalent effect.

Article 78 A general meeting shall be chaired by the chairman of the board of directors. If the chairman of the board of directors is unable to perform or fails to perform his/her duties and responsibilities, such meeting shall be chaired by a director jointly elected by more than half of the directors.

For a general meeting convened by the Audit Committee, the convener of the Audit Committee shall chair the meeting. If the convener of the Audit Committee is unable to perform or fails to perform his/her duties and responsibilities, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall chair the meeting.

For a general meeting convened by the shareholders, the convener or a representative elected by him/her shall chair the meeting.

During the course of a general meeting, if the presider of the meeting is in breach of the rules of procedure and renders it impossible for the meeting to continue, with the consent of the shareholders present at the meeting and representing more than one half of the total voting rights of all shareholders so present, the general meeting may elect a person to act as the presider of the meeting and the meeting shall continue.

Article 79 At the annual general meeting, the board of directors shall report to the general meeting on its work over the past year. Each independent non-executive director shall also present a work report; and the directors and members of the senior officer shall explain and respond to queries and suggestions raised by shareholders at the general meeting.

Article 80 The presider of the meeting shall, before voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

Article 81 Minutes of the general meetings shall be recorded. The minutes of the meeting shall include the following information:

- (i) the time, venue and agenda of the meeting and the name of the convener;
- (ii) the name of the chairman of the meeting and the names of the directors, the chief executive officer (CEO) and other senior officers attending or present at the meeting;
- (iii) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the percentage of such shares in the total number of shares of the Company;
- (iv) the deliberation process, key points of remarks and voting results in respect of each proposal;
- (v) the queries or suggestions raised by shareholders and the corresponding replies or explanations;
- (vi) the names of the scrutineers, vote-tellers and the persons supervising the counting of votes;
- (vii) other particulars as are required by the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association to be included in the minutes.

Article 82 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, secretary to the board of directors, conveners or their representatives and the chairman of the meeting, who attend or present at the meeting, shall sign on the minutes. The minutes of the meeting shall be kept together with the attendance record of the attending shareholders, letters of authorization of proxies, valid information of online voting and voting by other means, for a period of not less than ten (10) years.

Article 83 In accordance with the laws, administrative regulations, departmental rules, regulatory documents or the laws, regulations and listing rules of the place where the Company's shares are listed, the minutes of the general meeting, together with the attendance book signed by the attending shareholders and the proxy forms for attendance by proxy, shall be kept at the registered office of the Company or such other place as required by applicable laws and regulations. Shareholders may inspect copies of the minutes free of charge during the Company's office hours. If any shareholder requests from the Company copies of the relevant minutes, the Company shall dispatch the copies upon receipt of a reasonable fee.

Section 7 Voting and Resolutions at General Meetings

Article 84 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution must be approved by votes representing more than one-half (1/2) of the voting rights of the shareholders (including proxies) present at the meeting.

A special resolution must be approved by the votes representing more than two-thirds (2/3) of the voting rights of the shareholders (including proxies) present at the meeting.

Article 85 The following matters shall be resolved by an ordinary resolution at the general meeting:

- (i) the work report of the board of directors;
- (ii) any plans for the distribution of profits and for recovering losses proposed by the board of directors;
- (iii) the appointment, removal, remuneration and method of payment of members of the board of directors who are not employee representatives;
- (iv) the annual report of the Company, and the balance sheet, income statement and other financial statements of the Company;
- (v) the appointment, removal or non-reappointment of the accounting firm engaged to undertake the audit of the Company and the remuneration of such accounting firm;

- (vi) other material matters beyond the investment and decision-making authority of the board of directors as provided in these Articles of Association;
- (vii) matters other than those required by the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed or these Articles of Association to be passed by special resolution.

Article 86 The following matters shall be resolved by a special resolution at the general meeting:

- (i) the increase or reduction of the registered capital of the Company and the issuance of shares of any class, warrants and other similar securities;
- (ii) the passing of resolutions on debentures of the Company;
- (iii) the division, spin-off, merger, dissolution and liquidation (including voluntary winding-up) of the Company or change of corporate form;
- (iv) matters where the amount involved in the purchase or sale of material assets of the Company within one year exceeds thirty percent (30%) of the Company's latest audited total assets;
- (v) the consideration of guarantees where the aggregate guarantee amount within a continuous period of twelve (12) months exceeds thirty percent (30%) of the Company's latest audited total assets;
- (vi) any variation and amendment to these Articles of Association;
- (vii) share incentive schemes;
- (viii) other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed or these Articles of Association, or which are determined by the general meeting by ordinary resolution to have a material impact on the Company and thus required to be passed by special resolution.

Article 87 Shareholders (including their proxies) shall exercise their voting rights based on the number of voting shares they represent, with each share carrying one vote. When voting by poll, a shareholder (including a proxy) holding two or more voting rights is not required to cast all of his/her/its votes in favor, against or abstaining.

Shares of the Company held by the Company itself shall carry no voting rights, and such shares shall not be counted in the total number of voting shares present at the general meeting.

Pursuant to applicable laws, administrative regulations, departmental rules, regulatory documents and the laws, regulations and listing rules of the place where the Company's shares are listed, where any shareholder is required to abstain from voting or is restricted to voting only for or only against any particular resolution, any vote cast by such shareholder (or his or her proxy) in breach of such requirement or restriction shall not be counted for the purposes of the voting results.

When the general meeting considers material matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of such separate vote count shall be publicly disclosed in a timely manner.

Subject to compliance with the requirements of applicable laws, administrative regulations, departmental rules, regulatory documents or the laws, regulations and listing rules of the place where the Company's shares are listed, the board of directors, independent non-executive directors, shareholders holding 1% or more of the voting rights, or investor protection institutions established under the regulations of the China Securities Regulatory Commission may openly solicit voting rights from shareholders. When soliciting voting rights, information such as specific voting intentions shall be fully disclosed to the persons from whom votes are solicited. The solicitation of voting rights by way of consideration or in disguised form is prohibited. Save as required by statutory conditions, the Company shall not impose any minimum shareholding threshold on the solicitation of voting rights.

Article 88 When the general meeting considers any connected transaction in accordance with the laws, regulations and listing rules of the place where the Company's shares are listed, the connected shareholders and their close associates shall not participate in the voting as required by such laws, regulations and listing rules, and the number of voting shares represented by them shall not be counted towards the total effective votes. The announcement of the resolutions of the general meeting shall fully disclose the voting results of the non-connected persons.

Before the consideration of a connected transaction by the general meeting, the Company shall determine the scope of the connected shareholders in accordance with the relevant laws, regulations, regulatory documents, and the laws, regulations and listing rules of the place where the Company's shares are listed. Connected persons or their authorized representatives may attend the general meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting by ballot.

When the general meeting considers any connected transaction, connected shareholders shall voluntarily abstain from voting. Where a connected shareholder fails to voluntarily abstain from voting, other shareholders attending the meeting shall have the right to demand that it abstain. After the connected persons have abstained, the other shareholders shall vote according to the voting rights they hold, and the relevant resolution shall be passed in accordance with the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association. The presider of the meeting shall announce the number of shareholders and proxies present at the meeting except connected persons and the total number of their voting shares. Where the meeting requires the presence of a connected shareholder to provide explanations, such connected shareholder shall have the duty and obligation to attend the meeting and give truthful explanations.

A resolution on a connected transaction passed by the general meeting shall be valid only if it is approved by a majority of the votes held by the non-connected persons attending the general meeting. However, if the connected transaction involves matters which are required by the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association to be passed by special resolution, the resolution of the general meeting shall be valid only if it is approved by more than two-thirds (2/3) of the voting rights held by the non-connected persons attending the general meeting.

Where a connected person or its close associate votes in breach of this Article, its vote on the relevant connected transaction shall be invalid.

Article 89 Save under the cumulative voting system, all proposals will be voted on a case-by-case basis at the general meeting. In the event of several proposals for the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or unable to make resolutions due to special reasons such as force majeure, the general meeting will not shelve or refuse to vote on the proposals.

Article 90 No amendments shall be made to a proposal when it is considered at the general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be resolved at the current general meeting. The same voting right may only be exercised once at the general meeting, either by on-site voting, online voting or other voting methods. In the event of repeated voting with the same voting right, the result of the first voting shall prevail.

Article 91 Save where the chairman of the meeting, acting in good faith, determines to allow a resolution relating purely to procedural or administrative matters to be voted on by a show of hands, any vote of shareholders at a general meeting shall be taken by poll.

Article 92 When voting by poll, a shareholder (including a proxy) holding two or more voting rights is not required to cast all of his/her/its votes in favor or against.

Article 93 Voting at general meetings shall be conducted by poll.

Article 94 Before a proposal is voted on at a general meeting, two (2) shareholder representatives shall be nominated to count and supervise the voting, and the voting results shall be announced on the spot. Where a shareholder or proxy has an interest in the matter under consideration, such relevant shareholder or proxy shall not participate in the counting or supervision of votes. At the same time, the Company shall appoint its auditor, share registrar, or an external accountant qualified to act as an auditor as the scrutineer for the poll. When a proposal is voted on at a general meeting, the shareholder representatives and the scrutineer shall jointly be responsible for counting and supervising the votes, and the voting results shall be announced on the spot. The voting results of the resolutions shall be recorded in the minutes of the meeting.

The shareholders of the Company or their proxies who vote online or otherwise shall be entitled to check and verify their own votes through relevant voting systems.

Article 95 Onsite voting at the general meeting shall not be closed earlier than voting online or otherwise. The presider of the meeting shall declare the voting information and result of each proposal and declare whether the proposal is passed or not according to the voting result.

Prior to formal announcement of voting result, the Company, vote counter, scrutineer, substantial shareholders, online service provider and other parties involved in onsite voting, online voting or voting by other means at the general meeting are obliged to keep confidential the voting information.

Article 96 Shareholders attending the general meeting shall express one of the three opinions on the proposal tabled for voting: “For”, “Against”, and “Abstain”, except that the securities depository and clearing institution as the nominal holder of Stock Connect stocks makes declaration based on the declaration of intention of the de facto controller.

If the ballot paper is left blank, incorrectly filled in or illegible or not cast, the voter is deemed to have abstained from voting and the voting result of the corresponding voting shares shall be “abstention”.

Article 97 If the chairman of the meeting has any doubt about the result of a resolution put to the vote, he/she may count the number of votes. If the chairman of the meeting fails to count the votes, a shareholder or proxy attending the meeting who challenges the result announced by the chairman of the meeting shall have the right to request counting of votes immediately after such announcement, the chairman of the meeting shall immediately count the votes.

If a poll is taken at the general meeting, the result of the poll shall be recorded in the minutes of the meeting.

Article 98 The resolutions of the general meeting shall be announced as soon as practicable in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, and the laws, regulations and listing rules of the place where the Company’s shares are listed. Such announcement shall set out the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the percentage of such shares in the total number of voting shares of the Company, the voting method, the voting results of each proposal, the detailed content of each resolution passed, and such other content as required by the laws, regulations and listing rules of the place where the Company’s shares are listed.

Article 99 Proposals not adopted or resolutions of the former general meeting changed in this general meeting shall be specially pointed out in the announcement of resolutions of the general meeting.

Article 100 Where the general meeting passes a resolution on the election of directors, it shall at the same time determine the time at which the newly elected directors shall take office. The time at which the newly elected directors take office shall be after the date specified in the notice of the general meeting, or after the resolution is passed by the general meeting and, where applicable, their qualification for office is approved.

Article 101 Where a proposal on distribution of cash dividend, bonus share or capital increase from conversion of capital reserves is passed at a general meeting, the Company shall implement the specific proposal within two (2) months after the general meeting ends.

Chapter 5 Board of Directors

Section 1 Directors

Article 102 The Directors of the Company are natural persons. In the conditions as set out below, the following persons shall not serve as Directors of the Company:

- (I) persons without capacity or with limited capacity for civil acts;
- (II) persons who were sentenced for crimes of corruption, bribery, embezzlement or misappropriation of property or disruption of the order of socialist market economy, or deprived of political rights as a result of a criminal offense, where five (5) years have not elapsed following the serving of the sentence, or, in the case of probation, where two (2) years have not elapsed following the expiration of the probation period;
- (III) persons who were Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;
- (IV) persons who were legal representatives of a company or enterprise which had its business license revoked and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three (3) years have elapsed since the date of the revocation or order of shutdown;
- (V) persons who have been listed as dishonest persons by the People's Court for having a substantial amount of debts due and outstanding;
- (VI) the person who is currently being prohibited from participating in securities market by the CSRC or its local offices and such barring period has not elapsed;
- (VII) persons who do not meet the requirements prescribed by laws, administrative regulations and departmental rules or the laws, regulations and listing rules of the place where the Company's shares are listed.

If a Director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. The Company shall dismiss a Director who falls under this article during his/her term of office and suspend him/her from performing his/her duties.

Article 103 Non-employee representative directors shall be elected or replaced by the general meeting for a term of three (3) years. Upon the expiration of the term, such director may be re-elected and reappointed, save as otherwise provided by applicable laws and regulations, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association. In accordance with the Hong Kong Listing Rules, every director (including directors with a fixed term of office) shall retire by rotation at least once every three (3) years.

Article 104 Any person appointed as a director by the Board to fill a casual vacancy in the Board or as an addition to the Board shall hold office only until the Company's first annual general meeting following such appointment, and shall be eligible for re-election at that meeting.

Subject to compliance with applicable laws and regulations as well as the laws, regulations and listing rules of the place where the Company's shares are listed, the general meeting may by ordinary resolution remove any director before the expiry of such director's term of office. The removal of a director shall not prejudice such director's right to claim indemnity pursuant to any contract.

A director shall not be required to hold any shares in the Company.

Article 105 Where the expiration of a director's term of office without a timely re-election or the resignation of a director causes the number of Board members to be less than the minimum number required by these Articles of Association, such director shall continue to perform his/her duties as a director in accordance with relevant laws, regulations and these Articles of Association before the newly elected director assumes office.

A director may tender a resignation before the expiration of his term of office. A director who intends to resign shall submit a written resignation report to the Board. The Board will disclose the appointment, resignation, redesignation or removal of directors, including the Chief Executive Officer on the date of receipt of the resignation report. If relevant laws and regulations impose no additional provisions, shareholders shall be entitled to remove any director (including executive directors) by ordinary resolution at a general meeting before the expiration of their term of office, provided that such removal shall be without prejudice to any claim for damages such director may have under any contract. Except in cases where the resignation of a director causes the Board to fall short of a quorum as set out in this Article, the resignation of a director shall take effect when the resignation report is served on the Board, unless a later effective date is specified in the resignation report.

Article 106 When a director's resignation takes effect or his/her term of office expires, or he/she is removed from office, the director shall complete all transfer procedures with the Board. The fiduciary duty of such director towards the Company and the shareholders shall remain for a reasonable period after the termination of his/her term of office. The length of such period shall be decided upon in accordance with the principle of fairness, taking into account the length of time between the occurrence of relevant events and his/her departure, as well as the circumstances and conditions under which the relationship with the Company terminates. His confidentiality obligation in relation to the Company's business secrets shall remain after the expiry of his/her term of office until such secrets become public information. The length of such period of other obligations shall be decided upon in accordance with the principle of fairness, taking into account the length of time between the occurrence of relevant events and his/her departure, as well as the circumstances and conditions under which the relationship with the Company terminates.

Article 107 Directors shall comply with laws, regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association, and owe the following fiduciary duties to the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their positions to seek improper benefits.

Directors owe the following fiduciary duties to the Company:

- (1) not to use their positions to bribe or accept other illegal income;
- (2) not to misappropriate the property of the Company or its clients, nor to embezzle the assets of the Company or its clients;
- (3) not to deposit the Company's assets or funds in an account opened in their own name or in the name of any other individual;
- (4) without reporting to the board of directors or the general meeting and obtaining approval by resolution of the board of directors or the general meeting in accordance with these Articles of Association, not to enter into contracts or conduct transactions with the Company, directly or indirectly;
- (5) not to exploit their positions to seek business opportunities belonging to the Company for themselves or others, except where such matters are reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or where the Company is unable to take advantage of such business opportunities under laws, administrative regulations or these Articles of Association;
- (6) without reporting to the board of directors or the general meeting and obtaining approval by a resolution of the general meeting, not to operate or engage in any business of the same type as the Company's business for themselves or for others;
- (7) not to accept commissions from transactions between others and the Company and keep them as their own;

- (8) not to disclose the Company's secrets without authorization;
- (9) not to harm the Company's interests by taking advantage of their related-party relationships;
- (10) to exercise the powers granted by the Company prudently, conscientiously and diligently, in order to protect the interests of the Company and its shareholders;
- (11) other fiduciary duties as stipulated by laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association.

Where an enterprise directly or indirectly controlled by a director or by a close relative of the director, or a related party having any other related-party relationship with the director, enters into a contract or conducts a transaction with the Company, the provision of item (4) of paragraph 2 of this Article shall apply.

When the board of directors votes on the foregoing matters, the interested director shall not participate in the vote, and his/her voting rights shall not be counted in the total number of voting rights. If the number of disinterested directors present at the board meeting is less than three (3), the matter shall be submitted to the general meeting for deliberation.

Any income obtained by a director in violation of this Article shall belong to the Company; if such violation causes losses to the Company, the director shall be liable for compensation.

Article 108 Directors shall comply with laws, regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association, and owe the following duty of diligence to the Company. When performing their duties, they shall exercise the reasonable care typically expected of a manager for the best interests of the Company.

Directors owe the following duty of diligence to the Company:

- (1) to exercise the powers granted by the Company prudently, conscientiously and diligently, to ensure that the Company's business conduct complies with national laws, administrative regulations and various national economic policies, and that its business activities do not exceed the business scope specified in its business license;
- (2) to treat all shareholders fairly;
- (3) to keep abreast of the Company's business operation and management conditions;

- (4) to sign written confirmation opinions on the Company's periodic reports, and to ensure that the information disclosed by the Company is true, accurate and complete;
- (5) to truthfully provide relevant information and materials to the audit committee, and not to impede the audit committee or its members from exercising their powers;
- (6) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association.

Article 109 Directors (including independent non-executive directors) shall jointly and severally perform their fiduciary duty and their duty to exercise the requisite skill, care and diligence. In performing the above duties, they shall at least meet the standards established by the laws and regulations of Hong Kong and the Hong Kong Listing Rules. That is, each director, when performing his/her duties, must:

- (1) act honestly and in good faith in the best interests of the Company as a whole;
- (2) act for proper purposes;
- (3) be accountable to the Company for the use or misuse of the Company's assets;
- (4) avoid actual and potential conflicts of interest and duties;
- (5) fully and fairly disclose his/her interests in contracts with the Company; and
- (6) exercise such skill, care and diligence as would be reasonably expected of a person with similar knowledge and experience and holding the office of director of the Company.

Article 110 If a director fails to attend board meetings in person and fails to appoint another director to attend on his/her behalf for two (2) consecutive times, such director shall be deemed unable to perform his/her duties, and the board of directors shall recommend to the general meeting that such director be removed.

Article 111 Without authorization under these Articles of Association or by the board of directors, no director may act in his/her own name on behalf of the Company or the board of directors. When a director acts in his/her own name and a third party would reasonably believe that the director is acting on behalf of the Company or the board of directors, the director shall declare his/her position and identity in advance.

Article 112 The Company shall establish a director resignation management system to provide safeguard measures for pursuing liability and compensation for unfulfilled public commitments and other outstanding matters. Upon the effective date of a director's resignation or the expiration of his/her term, the director shall complete all handover procedures with the board of directors. The fiduciary duties owed by the director to the Company and its shareholders shall not be automatically terminated upon the expiration of the term, but shall remain in effect for two (2) years from the effective date of resignation or expiration of the term. Any liability incurred by a director during his/her tenure due to the performance of his/her duties shall not be waived or terminated by resignation.

Article 113 The general meeting may resolve to remove a director, and such removal shall take effect on the date the resolution is adopted. If a director is removed before the expiration of his/her term without justifiable cause, the director may claim compensation from the Company.

Article 114 If a director, while performing the Company's duties, causes damage to others, the Company shall bear the compensation liability; if the director acted with intent or gross negligence, he/she shall also bear compensation liability. If a director, while performing the Company's duties, violates laws, administrative regulations, departmental rules, the laws, regulations and listing rules of the place where the Company's shares are listed, or these Articles of Association, and causes losses to the Company, he/she shall bear compensation liability. The Company shall, within three (3) days, disclose all civil judgments relating to the director's fraud, breach of duty or other misconduct against good faith.

If a director, without approval of the board of directors or the general meeting, uses the Company's property to provide a guarantee for others, the board of directors shall recommend to the general meeting that such director be removed; if such action causes losses to the Company, the director shall bear compensation liability.

If the controlling shareholder or actual controller of the Company instructs a director to engage in any act that harms the interests of the Company or its shareholders, such controlling shareholder or actual controller shall bear joint and several liability with the director.

The Company may, during a director's tenure, purchase liability insurance for the director in respect of compensation liability arising from the performance of the Company's duties.

After the Company purchases or renews liability insurance for a director, the board of directors shall report to the general meeting on the insured amount, coverage, premium rate and other details of the liability insurance.

Article 115 Subject to the laws, regulations and listing rules of the place where the Company's shares are listed, and except as otherwise provided in these Articles of Association, the nomination procedures for directors shall be as follows:

- (1) Within the number of directors prescribed by these Articles of Association, the Nomination Committee of the board of directors may propose a recommended list of directors according to the number to be elected;
- (2) Shareholders individually or jointly holding three percent (3%) or more of the Company's shares may nominate director candidates, provided that the number of nominees must comply with these Articles of Association and shall not exceed the number to be elected;
- (3) The Nomination Committee of the board of directors may propose candidates for non-executive directors to the board of directors;
- (4) The Nomination Committee of the board of directors shall preliminarily review the qualifications and conditions of the director candidates, and submit qualified candidates to the board of directors for deliberation; after approval by a resolution of the board of directors, the director candidates shall be proposed to the general meeting by means of a written proposal. The board of directors shall provide the shareholders with the resumes and basic information of the proposed director candidates;
- (5) Director candidates shall make a written undertaking before the general meeting is convened, agreeing to accept the nomination, promising that the information provided on the director candidates is true and complete, and guaranteeing that they will diligently perform their duties as directors upon election;
- (6) A written notice of the intention to nominate a director candidate and the candidate's willingness to accept the nomination shall be given to the Company seven days before the general meeting;
- (7) The period for the relevant nominators and nominees to submit the aforementioned notice and documents (calculated from the day after the date of the notice convening the general meeting) shall be no less than seven (7) days;
- (8) Before the general meeting, the board of directors shall disclose detailed information of the director candidates to the shareholders in accordance with laws, regulations and these Articles of Association, to ensure that shareholders have sufficient understanding of the candidates when voting;
- (9) Except where cumulative voting is adopted, the general meeting shall vote on each director candidate individually;

- (10) A formal appointment letter, specifying the main terms and conditions of the appointment, shall be signed with the director;
- (11) Where the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association have special provisions on the nomination procedures for directors, such provisions shall apply.

Section 2 Independent Non-Executive Director

Article 116 An independent non-executive director refers to a director who does not hold any position in the Company other than that of director, has no relationship with the Company or its principal shareholders that could interfere with his/her independent and objective judgment, and complies with the independent director requirements under the laws, regulations and listing rules of the place where the Company's shares are listed.

The Company's board of directors shall have independent non-executive directors. The number of independent non-executive directors shall be not less than three (3) and not less than one-third (1/3) of all board members, and shall include at least one independent non-executive director with appropriate professional qualifications or appropriate accounting or related financial management expertise. One independent non-executive director shall be ordinarily resident in Hong Kong.

In addition to the relevant provisions of Section 1 of this Chapter, the qualifications and duties of independent non-executive directors shall satisfy the following conditions:

- (1) having at least five (5) years of working experience in securities, finance, law or accounting;
- (2) having a university undergraduate or higher education background and possess a bachelor's degree or above;
- (3) having the necessary time and energy to perform their duties;
- (4) possessing basic knowledge of financial enterprise operations, being familiar with relevant laws, regulations and rules, and having a good reputation;
- (5) possessing the independence and other conditions required by the relevant provisions of the China Securities Regulatory Commission, and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 117 If an independent non-executive director resigns or is removed during his/her term, the Company shall publish an announcement and disclose relevant information in accordance with the laws, regulations and listing rules of the place where the Company's shares are listed.

If at any time the number of independent non-executive directors of the Company fails to meet the number, qualification or independence requirements under the Hong Kong Listing Rules, the Company shall immediately notify The Hong Kong Stock Exchange and announce the relevant details and reasons. The Company shall, within three (3) months after failing to meet such requirements, appoint a sufficient number of independent non-executive directors to satisfy the requirements of the Hong Kong Listing Rules.

Article 118 In addition to the powers conferred by the Company Law, other relevant laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association, independent non-executive directors shall have the following special powers:

- (1) to propose to the board of directors the convening of an interim general meeting. If the board of directors refuses to convene such meeting, they may propose to the audit committee to convene an interim general meeting;
- (2) to propose the convening of a board meeting;
- (3) to independently engage intermediary agencies to audit, advise or verify specific matters of the Company;
- (4) to express independent opinions on matters such as the remuneration plans and incentive plans of the Company's directors and senior management;
- (5) to publicly solicit voting rights from shareholders before a general meeting;
- (6) to express independent opinions on matters that may harm the interests of the Company or minority shareholders, as provided in the laws, regulations and listing rules of the place where the Company's shares are listed;
- (7) to review connected transactions that must be disclosed, proposals for the variation or waiver of commitments by the Company or related parties, decisions and measures taken by the board of directors of a listed company that is the subject of an acquisition, and other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.

When independent non-executive directors exercise the powers set forth in items (1) through (3) of the preceding paragraph, such exercise shall be approved by a majority of all independent non-executive directors.

Matters under item (7) of the preceding paragraph shall be submitted to the board of directors for deliberation after being approved by a majority of all independent non-executive directors.

If independent non-executive directors exercise the powers set forth in paragraph 1 of this Article, the Company shall promptly disclose such exercise. If the above powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Independent non-executive directors shall independently perform their duties as directors in accordance with laws, administrative regulations, and the laws, regulations and listing rules of the place where the Company's shares are listed, and shall submit a work report at the annual general meeting.

If an independent non-executive director fails to perform his/her due duties, he/she shall bear corresponding liability.

The Company shall ensure that independent non-executive directors enjoy the same right to be informed as other directors.

Article 119 The Company shall establish a dedicated meeting mechanism consisting solely of independent non-executive directors. When the board of directors considers related party transactions and other matters, such matters shall be pre-approved by the dedicated meeting of independent non-executive directors.

The Company shall convene dedicated meetings of independent non-executive directors on a regular or irregular basis. Matters set forth in items (1) through (3) and item (7) of paragraph 1 of Article 118 of this Chapter shall be deliberated by the dedicated meeting of independent non-executive directors.

The dedicated meeting of independent non-executive directors may, as needed, study and discuss other matters of the Company. Such dedicated meeting shall be convened and chaired by an independent non-executive director jointly nominated by a majority of the independent non-executive directors. If the convener fails or is unable to perform his/her duties, two or more independent non-executive directors may themselves convene the meeting and nominate a representative to chair it.

Minutes of the dedicated meeting of independent non-executive directors shall be prepared in accordance with regulations, and the opinions of the independent non-executive directors shall be recorded therein. Independent non-executive directors shall sign the minutes for confirmation.

The Company shall provide facilities and support for the convening of dedicated meetings of independent non-executive directors.

Section 3 Board of Directors

Article 120 The Company shall have a board of directors, which shall be responsible to the general meeting.

Article 121 The board of directors shall consist of nine (9) directors, including three (3) independent non-executive directors and one (1) director representing the employees.

Article 122 The board of directors shall exercise the following powers:

- (1) to convene general meetings and report its work to the general meeting;
- (2) to implement resolutions of the general meeting;
- (3) to decide on the Company's operating plans and investment proposals;
- (4) to formulate profit distribution plans and plans for covering losses;
- (5) to formulate plans for increasing or reducing the registered capital, issuing corporate bonds or other securities, and listing;
- (6) to formulate plans for merger, division, dissolution or change of corporate form of the Company;
- (7) to formulate plans for major acquisitions and purchases of the Company's own shares;
- (8) to decide on the appointment or dismissal of the general manager (CEO) and the Board Secretary; to appoint or dismiss senior management such as the President, Vice Presidents, Chief Financial Officer, and determine their remuneration, rewards and punishments;
- (9) to decide on the establishment of the Company's internal management structure;
- (10) to formulate the composition of board committees in accordance with the listing rules of the place where the Company's shares are listed;
- (11) to formulate the Company's basic management systems;
- (12) to formulate amendments to these Articles of Association;
- (13) to file a bankruptcy application on behalf of the Company;
- (14) to consider and approve the listing and trading of unlisted shares held by the Company's shareholders on an overseas stock exchange;
- (15) to consider and approve transactions (including but not limited to discloseable transactions and connected transactions) that are required by laws, regulations, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association, to be considered and approved by the board of directors;
- (16) within the scope authorized by the general meeting, to formulate and approve matters such as the Company's external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted financial management, and connected transactions;

- (17) to manage the Company's information disclosure matters;
- (18) to propose to the general meeting the engagement or replacement of the accounting firm auditing the Company;
- (19) to hear work reports from the general manager (CEO) and review the work of the general manager (CEO);
- (20) to be responsible for formulating the Company's purpose, values and strategy, and ensuring consistency with the Company's culture;
- (21) to formulate and review the Company's corporate governance policies and practices, and make recommendations to the board of directors;
- (22) to review and monitor the training and continuing professional development of directors and senior management;
- (23) to review and monitor the Company's policies and practices in complying with legal and regulatory requirements;
- (24) to formulate, review and monitor the code of conduct and compliance manual for employees and directors;
- (25) to review the Company's compliance with the Corporate Governance Code under the Hong Kong Listing Rules and its disclosures in the corporate governance report;
- (26) other powers granted by laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, these Articles of Association or the general meeting.

If any of the above matters within the powers of the board of directors, regardless of whether they exceed the scope authorized by the general meeting, is required by the laws, regulations and listing rules of the place where the Company's shares are listed to be considered by the general meeting, such matter shall be submitted to the general meeting for consideration. The board of directors shall periodically assess its performance of duties to ensure that it promotes the Company's development in line with its objectives.

Non-executive directors shall have the same fiduciary duties and duty to act with due care and skill as executive directors.

Article 123 The Company's board of directors shall explain to the general meeting any non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 124 The board of directors may formulate the *Rules of Procedure for the Board of Directors* to ensure that the board implements general meeting resolutions, improves work efficiency, and ensures scientific decision-making. *Rules of Procedure for the Board of Directors* shall stipulate the convening and voting procedures of the board of directors, shall be formulated by the board of directors and approved by the general meeting. If there is any inconsistency between the *Rules of Procedure for the Board of Directors* and these Articles of Association, these Articles of Association shall prevail.

Article 125 The board of directors shall determine the authority limits for external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted financial management, and connected transactions, and shall establish strict review and decision-making procedures. Major investment projects shall be evaluated by relevant experts and professionals and reported to the general meeting for approval.

If any data involved in the calculation of the above indicators is negative, its absolute value shall be used for calculation. Transaction amount means the amount paid for the transaction plus the debts and expenses assumed. If a transaction arrangement involves future possible payment or receipt of consideration, or the amount is not specified or is determined based on conditions, the expected maximum amount shall be the transaction amount. Notwithstanding the foregoing, transactions in which the Company unilaterally obtains benefits, including receipt of cash assets as gifts, debt relief, acceptance of guarantees and financial assistance, may be exempted from the general meeting deliberation procedures under this Article, unless otherwise provided by the laws, regulations and listing rules of the place where the Company's shares are listed.

When the Company purchases or sells assets, the higher of the total asset value and the transaction amount shall be used as the calculation standard, and transactions shall be aggregated on a rolling basis over twelve (12) consecutive months by type. Any matter that reaches thirty percent (30%) of the Company's latest audited total assets on an aggregated basis shall be submitted to the general meeting for deliberation and approved by more than two-thirds (2/3) of the voting rights held by shareholders attending the meeting. Matters that have already fulfilled the relevant obligations under this Article shall no longer be included in the relevant aggregation calculation, unless otherwise provided by the laws, regulations and listing rules of the place where the Company's shares are listed.

The board of directors has the authority to approve external guarantee matters other than those required to be approved by the general meeting under these Articles of Association. External guarantee matters that are required to be approved by the general meeting under these Articles of Association shall be submitted to the general meeting for deliberation after being approved by the board of directors, unless otherwise provided by the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 126 The board of directors shall have one chairman. The chairman shall be elected by the board of directors by a majority vote of all directors.

Article 127 The chairman shall exercise the following powers:

- (1) to preside over general meetings and to convene and preside over board meetings;
- (2) to supervise and inspect the implementation of board resolutions;
- (3) to sign the Company's shares, corporate bonds and other marketable securities;
- (4) to sign important documents of the board of directors;
- (5) other powers delegated by the board of directors;
- (6) other powers specified by laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association.

Article 128 If the chairman is unable or fails to perform his/her duties, a director nominated by a majority of the directors shall perform the duties.

Article 129 Board meetings include regular board meetings and interim board meetings.

The board of directors shall hold at least four (4) regular meetings each year, approximately one (1) time per quarter, not including approvals obtained by circulating written resolutions. Regular meetings shall be convened by the chairman, and all directors shall be notified in writing (including by personal delivery, fax or email) at least fourteen (14) days before the meeting. The notice period for a regular board meeting may be waived with the written consent of all directors.

The chairman shall convene and preside over an interim board meeting within ten (10) days after receiving a proposal under any of the following circumstances:

- (1) when proposed by a shareholder representing ten percent (10%) or more of the shares;
- (2) when the chairman considers it necessary;
- (3) when proposed jointly by one-third (1/3) or more of the directors;
- (4) when proposed by a majority of the independent non-executive directors;
- (5) when proposed by the audit committee;
- (6) when proposed by the general manager (CEO);
- (7) other circumstances provided by Chinese laws, administrative regulations, departmental rules, the laws, regulations and listing rules of the place where the Company's shares are listed, or these Articles of Association.

An interim board meeting shall be notified in writing, and such notice shall be given to each director at least five (5) days before the meeting. With the unanimous consent of all directors, the advance notice requirement may be waived.

If a director attends a meeting and does not raise any objection before or upon arrival that he/she has not received the meeting notice, he/she shall be deemed to have received the notice.

If a major shareholder or director has a material conflict of interest as determined by the board of directors in a matter to be considered by the board, such matter shall be dealt with by holding a board meeting (rather than by written resolution). Independent non-executive directors who themselves and their close associates have no material interest in the transaction shall attend the relevant board meeting. Directors participating in a meeting via electronic means such as telephone or video conference may be counted as personally present at the board meeting, provided that this complies with the Company's constitutional documents, the laws and regulations of its place of incorporation, and the laws, regulations and listing rules of the place where the Company's shares are listed.

The appointment and dismissal of the Company Secretary shall be discussed in a board meeting and shall be handled by holding a board meeting rather than by written resolution.

Article 130 The notice of a board meeting shall include the following:

- (1) the date, place and duration of the meeting;
- (2) the reasons and topics for the meeting;
- (3) the form of the meeting;
- (4) the date of the notice.

An oral notice shall at least include the matters set forth in items (1) and (2) above, together with an explanation of the urgent circumstances requiring the interim board meeting to be convened as soon as possible.

Article 131 A board meeting may be held only if more than half of the directors are present. A board resolution must be passed by more than half of all directors.

Unless otherwise provided by applicable Chinese laws, regulations, normative documents and the laws, regulations and listing rules of the place where the Company's shares are listed, board resolutions on matters other than those set forth in items (6), (7) and (13) of Article 122 of this Chapter (which require the affirmative vote of two-thirds (2/3) or more of all directors) shall be passed by more than half of all directors.

Each director shall have one vote in board resolutions.

Article 132 If a director or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a related-party relationship with an enterprise involved in a matter to be voted on at a board meeting, or has a material interest and/or interest in a proposed contract, arrangement or any other proposed matter, or falls under any other circumstance requiring disqualification under the law, such director shall promptly report in writing to the board of directors. The interested director shall not vote on such resolution, nor may he/she vote as a proxy for another director. Such matters shall be handled by holding a board meeting (rather than by written resolution). Such director shall not be counted for the purpose of determining whether a quorum is present, except as otherwise provided by laws, regulations, regulatory requirements and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed (including but not limited to special provisions of these Articles of Association approved by the Hong Kong Stock Exchange). The board meeting may be held with a quorum consisting of more than half of the disinterested directors (i.e., directors without a related-party relationship or material interest). Resolutions of the board meeting shall be passed by more than half of such disinterested directors (matters covered by items (6), (7) and (13) of Article 122 of this Chapter and matters requiring a special resolution under the laws, regulations and listing rules of the place where the Company's shares are listed shall be passed by two-thirds (2/3) or more of such disinterested directors). Independent non-executive directors shall express independent opinions on connected transactions in accordance with the laws, regulations and listing rules of the place where the Company's shares are listed. If the number of disinterested directors present at the board meeting is less than three (3), the matter shall be submitted to the general meeting for deliberation.

Article 133 Board resolutions shall be passed by a show of hands or by recorded vote.

For an interim board meeting, provided that directors are able to fully express their opinions, with the consent of the convener (presiding person) and the proposer, the meeting may be conducted and resolutions may be adopted by means of video conference, telephone, fax or email voting, with the signatures of the participating directors. An interim board meeting may also be held simultaneously by both physical presence and other means.

Directors shall sign board resolutions and bear responsibility for them. If a board resolution violates laws, regulations, departmental rules, normative documents or these Articles of Association, causing losses to the Company, directors who participated in the resolution shall be liable to the Company for compensation. However, if a director can prove that he/she expressed dissent at the time of voting and such dissent is recorded in the minutes, such director may be exempted from liability.

Article 134 Directors shall attend board meetings in person. If a director is unable to attend for any reason, he/she may appoint another director as a proxy in writing. The power of attorney shall state the name of the proxy, the matters delegated, the scope of authority and the validity period, and shall be signed or sealed by the principal. A director attending a meeting as a proxy shall exercise the director's rights within the scope of authority granted. Any director who fails to attend a board meeting and does not appoint a proxy or provide a written explanation shall be deemed to have waived his/her voting rights at that meeting.

Article 135 The board of directors shall make minutes of decisions on all matters discussed at the meeting, and the attending directors shall sign such minutes.

The board meeting minutes shall be kept as part of the Company's records for a period of at least ten (10) years.

Directors shall be responsible for board resolutions. If a board resolution violates laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed, or these Articles of Association, causing serious losses to the Company, directors who participated in the resolution shall be liable to the Company for compensation; however, if a director can prove that he/she expressed dissent at the time of voting and such dissent is recorded in the minutes, such director may be exempted from liability.

Article 136 The board meeting minutes shall include the following:

- (1) the date, place and name of the convenor of the meeting;
- (2) the names of attending directors and the names of directors (proxies) attending on behalf of others;
- (3) the meeting agenda;
- (4) key points of directors' statements;
- (5) the voting method and results for each resolution matter (the voting results shall state the number of votes for, against or abstained).

Section 4 Specialized Committees of the Board

Article 137 The board of directors shall establish a nomination committee, an audit committee, and a remuneration and appraisal committee.

The responsibilities, composition and rules of procedure of the committees shall be separately determined by the board of directors in accordance with the listing rules of the place where the Company's shares are listed. Upon approval by the board of directors, each committee shall perform its respective duties in accordance with its rules of procedure. The board of directors may establish other special committees as needed. These board committees are specialized working bodies under the board of directors and shall provide recommendations or advisory opinions to the board on major decisions. Committees shall not make any resolutions in the name of the board of directors, but may exercise decision-making powers on matters delegated by special authorization of the board of directors.

Each committee member shall be a director, and the number of members shall not be less than three (3).

Article 138 Each committee may engage external professionals to provide services, and the reasonable expenses incurred thereby shall be borne by the Company.

Chapter 6 General Manager and Other Senior Management Personnel

Article 139 The Company shall have one general manager (CEO), who shall be appointed or dismissed by the board of directors.

The general manager (CEO), President, Vice Presidents, Chief Financial Officer and Secretary to the board of directors of the Company are senior management personnel of the Company.

Article 140 The provisions of these Articles of Association regarding the circumstances in which a person may not serve as a director and the management system for resignation from office shall also apply to senior management personnel.

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

Article 141 Any person holding a position other than director in the Company's controlling shareholder(s) or actual controller(s) shall not serve as a senior management person of the Company. The senior management of the Company shall only receive remuneration from the Company, and the controlling shareholder(s) or actual controller(s) shall not pay any remuneration to them on behalf of the Company.

Article 142 The term of office of the general manager (CEO) shall be appointed for a term of three (3) years subject to re-appointment.

Article 143 The general manager (CEO) shall be accountable to the board of directors and exercise the following functions and powers:

- (I) to be in charge of the business operations and management of the Company, organize the implementation of resolutions of the board of directors and report on his/her work to the board of directors;
- (II) to organize the implementation of the Company's annual business plans and investment proposals; and to implement the Company's financial budget proposals;
- (III) to formulate the plans for the establishment of the internal management structure and the basic management systems of the Company;
- (IV) to formulate the specific rules and regulations of the Company;
- (V) to propose to the board of directors appointment or dismissal of the President, Vice Presidents, Chief Financial Officer and other senior management personnel;
- (VI) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;
- (VII) to propose the convening of extraordinary meetings of the board of directors;

- (VIII) the functions and powers as stipulated in the Working Rules for the general manager;
- (IX) other functions and powers granted by these Articles of Association or the board of directors.

The general manager (CEO) of the Company shall attend meetings of the board of directors. A general manager who is not a director shall not have the right to vote at meetings of the board of directors.

Article 144 The general manager (CEO) shall perform his/her duties in accordance with the provisions of laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, and these Articles of Association, as well as the authorization of the board of directors; conduct various external activities within the scope of authorization on behalf of the Company; and assume leadership responsibility for the compliance of the Company's business activities and the security of client assets.

Article 145 The general manager (CEO) may resign before the expiry of his/her term of office. The specific procedures and measures regarding the resignation of the general manager (CEO) shall be governed by the engagement contract between the general manager (CEO) and the Company.

Article 146 The President, Vice Presidents, and Chief Financial Officer shall be nominated by the general manager (CEO) and appointed or dismissed by the board of directors; the President and Vice Presidents shall assist the general manager (CEO) in various tasks of the Company under the leadership of the general manager (CEO), and be accountable to the general manager (CEO).

Article 147 The Company shall establish a Secretary to the board of directors. The Secretary to the board of directors is a senior management person of the Company and shall be responsible to the board of directors.

Article 148 The Secretary to the board of directors shall be a natural person with the necessary professional knowledge and experience, and shall comply with the requirements under the listing rules of the place where the Company's shares are listed. He/she shall be nominated by the chairman of the Board and appointed or dismissed by the board of directors, with a term of office of three (3) years, and may be re-appointed for a consecutive term. The provisions of these Articles of Association regarding the circumstances under which a person shall not serve as a director of the Company shall apply to the Secretary to the board of directors. The appointment or dismissal of the Secretary to the board of directors shall comply with the listing rules of the place where the shares of the Company are listed.

Article 149 The main duties and responsibilities of the Secretary to the board of directors are:

- (I) to ensure that the Company has complete organizational documents and records;
- (II) to ensure that the Company prepares and submits the reports and documents required by the competent authorities in accordance with the law;
- (III) to ensure that the Company's register of members is properly established, and that persons entitled to receive the Company's relevant records and documents are furnished with them without delay;
- (IV) to provide secretarial services to the directors of the Company to ensure that the procedures of the board of directors and all applicable laws, rules and regulations are complied with;
- (V) other duties stipulated by laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, or these Articles of Association.

Article 150 A director or other senior management person of the Company may also serve as the Secretary to the board of directors, but a member of the Audit Committee may not concurrently hold such position. No certified public accountant from an accounting firm or lawyer from a law firm engaged by the Company may concurrently hold the office of Secretary to the board of directors.

Article 151 The Company shall establish a Chief Financial Officer. The Chief Financial Officer is a senior management person of the Company and shall be appointed by the board of directors.

The Chief Financial Officer is responsible for the financial and accounting work of the Company, including financial management (comprising budget management, investment management, financing management, cost management, cash management, and dividend distribution management, among others) and accounting matters.

Article 152 If a senior management person, in the course of performing his or her duties for the Company, causes damage to others, the Company shall be liable for compensation; if a senior management person is found to have acted with intent or gross negligence, he/she shall also bear liability for compensation. A senior management person who violates the provisions of laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, or these Articles of Association in performing his/her duties in the Company shall indemnify the Company for the losses arising therefrom.

Senior management personnel shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. A senior management person of the Company who fails to faithfully perform his/her duties or breaches the fiduciary duty shall indemnify the Company and the shareholders for the damages arising therefrom according to law.

Where a senior management person provides a guarantee for others with the Company's property without the approval of the board of directors or the general meeting, the Company shall remove such person from all positions in the Company; where losses are caused to the Company as a result, such senior management person shall be liable for compensation.

Where a controlling shareholder or actual controller of the Company instructs a senior management person to engage in an act that is detrimental to the interests of the Company or its shareholders, it/he/she shall bear joint and several liability with such senior management person.

Chapter 7 The Audit Committee

- Article 153** The Audit Committee shall comprise at least three (3) directors. All members of the Audit Committee shall be non-executive directors, and more than half of the members shall not hold any office in the Company other than that of director. Independent non-executive directors shall constitute more than one-half (1/2) of the Audit Committee, and at least one (1) of the independent non-executive directors shall possess appropriate professional qualifications or expertise in accounting or related financial management.
- Article 154** Members of the Audit Committee shall be nominated by the chairman of the Board, more than one-half (1/2) of the independent non-executive directors, or more than one-third (1/3) of all directors, and shall be elected by the Board by a simple majority vote of all directors. The appointment and removal of members of the Audit Committee shall be effected by resolution of the Board.
- Article 155** The Audit Committee shall have one (1) chairman, who shall be an independent non-executive director and shall possess appropriate professional qualifications or expertise in accounting or related financial management. The chairman of the Audit Committee shall be appointed by the Board and shall act as the convener of the Committee, responsible for presiding over the work of the Committee.
- Article 156** The term of office of a member of the Audit Committee shall be coterminous with his or her term as a director. A member may serve consecutive terms if re-elected. If, prior to the expiry of his or her term, a member ceases to be a director of the Company or, in the case of a member required to be an independent non-executive director or a non-executive director, ceases to satisfy the relevant requirements under applicable laws and regulations, the Hong Kong Listing Rules or these Articles of Association, such member shall automatically cease to be a member of the Audit Committee, and the Board shall fill the vacancy in accordance with the foregoing provisions. Pending the filling of such vacancy by the Board in accordance with these Working Rules, the former member shall continue to perform the relevant duties and exercise the relevant powers in accordance with these Working Rules.

Article 157 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, and for supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the Board for consideration after having been approved by a simple majority of all members of the Audit Committee:

- (i) disclosure of financial information in the financial accounting report and periodic report, as well as the internal control and evaluation report;
- (ii) engagement or dismissal of the accounting firm performing audit of the listed company;
- (iii) appointment or dismissal of the Chief Financial Officer in charge of finance of the listed company;
- (iv) changes in accounting policies or accounting estimates, or the correction of material accounting errors, for reasons other than changes in accounting standards;
- (v) other matters as stipulated by applicable laws, administrative regulations, the laws and regulations of the place where the Company's shares are listed, the Hong Kong Listing Rules and these Articles of Association, and any other matters authorized by the Board.

Article 158 The Audit Committee meetings are divided into regular meetings and interim meetings. A regular meeting shall be held once before the Board reviews the annual report, and notice of such meeting shall be given to all members fourteen (14) days in advance of the meeting (unless such notice is waived by unanimous consent of all members of the Audit Committee). Interim meetings shall be convened as required by the Board or upon the proposal of a member of the Audit Committee, and notice of such meeting shall be given to all members three (3) days in advance of the meeting. Meetings shall be presided over by the chairman of the Committee. In the event that the chairman is unable or fails to discharge his or her duties, he or she shall designate another member to act on his or her behalf. If the chairman neither discharges his or her duties nor designates another member to act on his or her behalf, more than half of the members may elect one (1) member to act as chairman and shall promptly report the relevant circumstances to the Board.

Article 159 The notice of meeting shall at least include the following:

- (i) Time, place and manner of convening the meeting;
- (ii) The duration of the meeting;
- (iii) Topics to be discussed at the meeting;
- (iv) The contact person of the meeting and his/her contact information;
- (v) The date of the notice of the meeting.

- Article 160** Agenda and accompanying supporting papers shall be sent, in full, to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree). Prior to the convening of the meeting, members shall review the meeting materials thoroughly.
- Article 161** The quorum of the meetings of the Audit Committee shall be two-thirds or more of all its members, where each member of the Audit Committee shall have one ballot for voting. Resolutions of the meetings shall be passed by a simple majority of all members.
- Article 162** Voting at meetings of the Audit Committee shall be conducted by a show of hands or by poll. Meetings may be convened by means of written resolutions or by way of electronic communication where necessary.
- Article 163** Resolutions passed and signed in writing by all members of the Audit Committee shall be effective as if it has been passed at a meeting of the Audit Committee duly convened.
- Article 164** Meetings of the Audit Committee shall in principle be held in person, by video conference or by telephone conference. In the event that holding a meeting in person, by video conference or by telephone conference is impracticable due to emergency circumstances, force majeure or other special reasons, the meeting may be held by way of written resolutions or electronic communication.
- Article 165** The minutes of meetings of the Audit Committee shall record in sufficient detail the matters considered by the Audit Committee and the decisions reached. Minutes shall be kept of all meetings and shall include any concerns raised or dissenting views expressed by members, and shall contain at least the following particulars: the date, time and place of the meeting, the chairman, the attendees, the agenda, the key points made by each speaker on each item of business considered, the voting results for each item, and such other matters as should be stated and recorded in the minutes.
- Article 166** Members attending the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept by the Company Secretary of the Company in accordance with the Company's document retention policy.
- Article 167** The draft minutes of the Audit Committee meeting shall be circulated to all members of the Committee on the same day as the meeting for their comments. The resolutions and voting results adopted at the Audit Committee meeting shall be reported in writing by a member of the Committee or the Company Secretary to the Board no later than the day immediately following the date on which the relevant resolution becomes effective, for the Board's review and decision-making.
- Article 168** Members attending the meeting and persons attending the meeting by invitation shall be bound by a duty of confidentiality in respect of the matters discussed at the meeting. Save as otherwise required by applicable laws, regulations and/or regulatory authorities, no such person shall disclose any relevant information without due authorization.

Chapter 8 Financial Accounting System, Profit Distribution and Audit

Section 1 Financial Accounting System

Article 169 The Company shall formulate its financial and accounting systems, profit distribution policy and auditing systems in accordance with applicable laws, administrative regulations, the requirements of the relevant national authorities, and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 170 The financial year of the Company shall be the calendar year, commencing on 1 January and ending on 31 December of each year.

The Company shall prepare financial statements at the end of each financial year, which shall be audited by an accounting firm in accordance with applicable laws. The financial statements shall be prepared in accordance with the requirements of applicable laws, regulations, normative documents issued by relevant national authorities, and the laws, regulations and listing rules of the place where the Company's shares are listed.

The Board shall, at each annual general meeting, lay before the shareholders such financial reports as are required to be prepared by the Company under applicable laws, administrative regulations, normative documents issued by local governments and competent authorities, and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 171 The Company's financial reports shall be made available for shareholders' inspection and copy at the Company no later than twenty-one days before the date of each annual general meeting. Each shareholder of the Company shall be entitled to obtain the financial reports mentioned in this chapter.

Save as otherwise provided in these Articles of Association, the Company shall, not less than twenty-one (21) days prior to the annual general meeting, give notice and make announcement of the aforesaid reports or the directors' report together with the balance sheet, income statement or statement of income and expenditure, or summary financial report in accordance with the relevant provisions of Chapter IX of these Articles of Association.

Article 172 The financial statements of the Company shall be prepared in accordance with the accounting standards and regulations of the People's Republic of China and shall also be prepared in accordance with international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. In the event of any material discrepancy between the financial statements prepared under the two sets of accounting standards, such discrepancy shall be disclosed in the notes to the financial statements. In distributing the after-tax profits for the relevant financial year, the lower of the after-tax profit figures set out in the two sets of financial statements shall be adopted.

Article 173 The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the accounting standards and regulations of the People's Republic of China and shall also be prepared in accordance with international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. In the event of any material discrepancy between the financial statements prepared under the two sets of accounting standards, such discrepancy shall be disclosed in the notes to the financial statements.

Article 174 The Company shall publish two (2) financial reports every accounting year. An interim report shall be published within sixty (60) days of the end of the first six (6) months of the accounting year and the annual report shall be published within one hundred and twenty (120) days of the end of the accounting year.

If the laws, regulations and listing rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

The Company shall, at a minimum, send the aforesaid reports by postage-paid mail to each H Shareholder at the address registered in the register of members. The aforesaid reports may also be made available by publication on the website of The Stock Exchange of Hong Kong Limited in accordance with the relevant procedures prescribed by the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 175 The Company shall not establish accounts books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 176 The profit distribution proposal of the Company for each year shall be considered and approved by the shareholders at a general meeting. The Company shall distribute its after-tax profit for the current year in the order of:

- (i) recovering losses of the preceding year;
- (ii) withdrawing ten per cent (10%) after-tax profit of the current year as a statutory common reserve fund;
- (iii) appropriation to discretionary surplus reserve according to relevant resolution of a general meeting;
- (iv) distributing dividends to shareholders.

The Company may not withdraw a statutory common reserve fund if the cumulative amount has reached fifty percent (50%) or more of the Company's registered capital. The general meeting shall determine whether to allocate the discretionary reserve after allocating the statutory reserve and the risk reserve.

If the statutory reserve could not cover the losses of the preceding year, profit of the year shall be used to cover the losses before withdrawing the statutory reserves.

Where the general meeting distributes profits to shareholders in violation of the foregoing provision, the shareholders concerned shall refund to the Company the profits distributed in violation of the foregoing provision. After losses have been covered and the statutory reserve has been allocated in accordance with these Articles of Association, any remaining after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in the Company's Articles of Association.

Where a general meeting distributes profits to shareholders in contravention of the Company Law, the shareholders shall return the unlawfully distributed profits to the Company. Where such distribution causes loss to the Company, the shareholders and the directors and senior management members responsible shall bear liability for compensation.

The Company shall not participate in profit distribution in respect of shares held under its name.

Article 177 The reserves of the Company shall be applied for making up for losses, expanding the Company's production and operation or increasing the capital of the Company by way of capitalization.

To make up losses of the Company, both discretionary and statutory reserves first shall be utilized; should this prove insufficient, capital reserve shall be used in accordance with regulations.

When the statutory surplus reserve is converted into an increase of registered capital, the balance of such reserve remaining thereafter shall not be less than twenty-five percent (25%) of the registered capital of the Company prior to such conversion.

The capital reserve includes the following items:

- (i) premium on shares issued at a premium over par value;
- (ii) any other income designated for the capital reserve by the regulations of the finance regulatory department of the State Council.

Article 178 The profit distribution policy of the Company shall be to value reasonable investment returns to investors while being conducive to the long-term development of the Company.

Article 179 Subject to compliance with applicable laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company may distribute dividends in cash or by way of shares, or in such other forms as may be permitted by the laws and regulations of the People's Republic of China and the laws, regulations and listing rules of the place where the Company's shares are listed. Where dividends are distributed by way of shares, a resolution shall be passed by the shareholders in general meeting and the relevant procedures shall be carried out in accordance with applicable laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed.

Cash dividends and other amounts payable by the Company to holders of unlisted shares shall be paid in Renminbi. Cash dividends and other amounts payable by the Company to holders of overseas listed shares shall be declared and denominated in Renminbi and paid in foreign currency. The foreign currency required for the payment of cash dividends and other amounts to holders of overseas listed shares shall be arranged in accordance with the relevant regulations of the State concerning foreign exchange control.

Unless otherwise provided by applicable laws and regulations, the exchange rate for the payment of cash dividends and other amounts in foreign currency shall be the average of the selling prices of the relevant foreign currency published by the People's Bank of China for the calendar week immediately preceding the date of declaration of such dividends and other amounts.

Article 180 Any amount paid up in advance of calls on any shares may bear interest but shall not entitle the holder of the shares to participate in respect thereof in a dividend subsequently declared.

Subject to the laws and regulations of the PRC, and listing rules of the place where the Company's shares are listed, the Company may exercise power to forfeit unclaimed dividends, provided that it may do so only after the expiration of the applicable relevant period.

Subject to the laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company shall have the power to cease sending dividend warrants by post to holders of H Shares, provided that the Company may only exercise such power after two consecutive dividend warrants have remained uncashed. The Company may exercise such power upon the return of the initial dividend warrant undelivered to the addressee.

Subject to the laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company shall have the power to sell, in such manner as the Board thinks fit, the shares of any holder of H Shares who cannot be traced, provided that the following conditions are satisfied:

- (i) the Company has distributed dividends for at least three times to such shares within twelve (12) years, but none of such dividends was claimed;
- (ii) the Company, after the expiration of the twelve (12)-year period, made public announcement on one or more of the newspapers at the jurisdiction where the shares of the Company are listed, stating its intention to sell such shares, and notified the securities regulatory authorities of the places where the shares of the Company are listed.

Article 181 The Company shall appoint a receiving agent(s) for the holders of H Shares. The receiving agent(s) shall receive on behalf of the relevant shareholders dividends distributed and other amounts payable by the Company in respect of the H Shares.

The receiving agent(s) appointed by the Company shall meet the requirements of the laws of the place where the Company's shares are listed or the relevant regulations of the stock exchange.

The receiving agent(s) appointed by the Company for the holders of H Shares listed in Hong Kong shall be a trust company registered under the Trustee Ordinance of Hong Kong.

Article 182 After the shareholders in general meeting have passed a resolution on the profit distribution plan, the Board shall complete the distribution of dividends (or shares) within two (2) months after the convening of the general meeting.

Section 2 Internal Audit

Article 183 The Company shall establish an internal audit system, which specifies the leadership system, duties and responsibilities, staffing, financial security, use of audit results and accountability for internal audit. The internal audit system is implemented upon approval from the board of directors, and disclosed to the public.

Article 184 The Company's internal audit department shall supervise and inspect the Company's business activities, risk management, internal control and financial information.

Article 185 The internal audit department shall be held accountable to the board of directors. The internal audit body is supervised and guided by the Audit Committee during the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information. The internal audit department shall immediately and directly report any relevant significant issues or leads found to the Audit Committee.

Article 186 The internal audit department is responsible for the organization and implementation of the internal control evaluation of the Company. The Company shall issue its annual internal control evaluation report based on the evaluation report and the relevant materials issued by the internal audit department and considered by the Audit Committee.

Article 187 When the Audit Committee communicates with external audit units such as accounting firms and national audit agencies, the internal audit department shall actively cooperate and provide necessary support and collaboration.

Article 188 The Audit Committee shall participate in the evaluation of the chief internal auditing officer.

Section 3 Appointment of Accounting Firm

Article 189 The Company shall appoint an independent accounting firm that satisfies the relevant requirements of the State to audit the annual financial statements of the Company, review other financial reports of the Company, and provide audit services in respect of financial statements, verification of net assets and other related consultancy services.

The term of appointment of an accounting firm shall be one (1) year, commencing upon the conclusion of each annual general meeting of the Company and ending upon the conclusion of the next annual general meeting, and such appointment may be renewed. The appointment, removal and renewal of an accounting firm shall comply with the laws, regulations and listing rules of the place where the Company's shares are listed. The Company shall not appoint as its auditor an accounting firm with which it has a connected relationship.

Article 190 The appointment of an accounting firm by the Company shall be subject to the approval of the shareholders in general meeting, and the Board shall not appoint an accounting firm prior to such approval by the shareholders in general meeting. The Audit Committee may make recommendations to the Board regarding the remuneration of the accounting firm or the basis for determining such remuneration. Where the Audit Committee identifies any irregularity in the operations of the Company, it may, if necessary, engage an accounting firm or other professional institution to assist in its work.

Article 191 The Company shall ensure that it provides the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and shall not refuse to provide, conceal or misrepresent the same.

Article 192 The audit fees of the accounting firm shall be determined by the shareholders in general meeting. Where an accounting firm is engaged by the Audit Committee, the remuneration thereof shall be determined by the Audit Committee, unless otherwise provided by the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 193 Notwithstanding anything in the agreement between the accountants firm and the Company, the shareholders in general meeting may by ordinary resolution remove an accountants firm before the expiration of the term of office or determine not to reappoint it upon the expiry of its term. The relevant accounting firm's right to claim compensation from the Company arising from such removal shall not be prejudiced thereby.

Article 194 Where the Company resolves to remove an accounting firm or not to renew its appointment, it shall give the accounting firm ten (10) days' prior notice. The accounting firm shall have the right to make representations to the shareholders in general meeting. Where an accounting firm tenders its resignation, it shall state to the shareholders in general meeting whether there are any improper circumstances in relation to the Company.

Where a resolution is proposed to be passed at the general meeting to appoint a firm other than an existing accounting firm to fill any vacancy in the office of the accountants firm, to reappoint an accountants firm who has been appointed by the Board to fill a vacancy or to dismiss an accountants firm before the expiry of its term of office, the following provisions shall apply:

- (i) A copy of the proposed resolution in respect of appointment or removal shall be sent before notice of meeting is given to the shareholders to the accountants firm proposed to be appointed or the accountants firm proposing to leave its post or the accountants firm who has left its post in the relevant financial year. "Leaving" includes leaving by removal, resignation and retirement.
- (ii) If the accountants firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall take the following measures (unless the representations are received too late):
 - 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made;
 - 2. send a copy of the representations as appendix to the notice to every Shareholder in accordance with the mode of service prescribed by the Articles of Association of the Company.
- (iii) If the representations of the accountants firm are not sent out as required by paragraph (ii) of this article, the accountants firm may require that the representations shall be read out at the general meeting and may have further rights of redress.
- (iv) An accountants firm which is leaving its post shall be entitled to attend:
 - 1. the general meeting at which its term of office would otherwise have expired;
 - 2. any general meeting at which it is proposed to fill the casual vacancy caused by its removal;
 - 3. any general meeting convened on its resignation.

The leaving accountants firm is entitled to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting on any matter which concerns its as a former accountants firm of the Company.

Chapter 9 Notices

Article 195 A notice of the Company shall be sent in the following forms:

- (i) by hand;
- (ii) by mail;
- (iii) by fax or email;
- (iv) by publication of an announcement on the website designated by the Company and the stock exchange or in newspapers, as required by applicable laws, regulations and the laws, regulations and listing rules of the place where the Company's shares are listed;
- (v) by other means agreed by the Company and the recipient of the notice in advance or agreed by the recipient of the notice after receiving such notice;
- (vi) by such other means as may be recognized by applicable laws, regulations, the relevant regulatory authorities of the place where the Company's shares are listed or prescribed in these Articles of Association;
- (vii) in respect of the provision or dispatch of corporate communications by the Company to holders of H Shares as required under the Hong Kong Listing Rules, and subject to compliance with the laws, regulations and listing rules of the place where the Company's shares are listed and these Articles of Association, corporate communications may be provided or sent to holders of H Shares by publication on the website designated by the Company and/or the website of The Stock Exchange of Hong Kong Limited or by electronic means.

Where a notice is given by the Company by means of a public announcement, the notice shall be deemed to have been received by all relevant persons upon the publication of such announcement. Unless otherwise prescribed by the regulatory authorities of the place where the Company's shares are listed, in which case such prescription shall apply.

Notices convening general meetings of the Company shall be given by way of public announcement or publication on the Company's website. If the listing rules of the place where the Company's shares are listed or the securities regulatory authority provides otherwise, such provisions shall prevail.

Notices convening meetings of the Board shall be given by hand, by mail, by telephone, by fax, by email or by such other means as the Board may agree.

Notices convening meetings of the Audit Committee shall be given by hand, by mail, by telephone, by fax, by email or by such other means as the Audit Committee may agree.

- Article 196** Where a notice is given by hand, the date on which the recipient or its agent signs (or chops) the acknowledgment of receipt shall be deemed to be the date of service. Where a notice is sent by express courier, the date of service shall be the second (2nd) business day after the date on which the notice is delivered to the post office. Where a notice is sent by email, the date on which the email enters the electronic data interchange system designated by the recipient shall be deemed to be the date of service. Where a notice is sent by fax, the date of transmission confirmed by the sender's fax machine shall be deemed to be the date of service. Where a notice of the Company is given by way of public announcement, the date on which the announcement is first published shall be deemed to be the date of service.
- Article 197** If the listing rules of the place where the Company's shares are listed require the Company to send, post, deliver, issue, publish or otherwise make available relevant documents of the Company in both English and Chinese versions, and provided that the Company has made appropriate arrangements to ascertain whether its shareholders wish to receive the English version only or the Chinese version only, the Company may, to the extent permitted by and in accordance with applicable laws and regulations, send to the relevant shareholders the English version only or the Chinese version only (based on the preference indicated by the shareholders).
- Article 198** The accidental omission to send a notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting or any resolution passed thereat.
- Article 199** The Company shall issue announcements and make information disclosures to holders of unlisted shares through the newspapers and websites designated for information disclosure by applicable laws, regulations or the relevant domestic regulatory authorities. Where an announcement is required to be issued to holders of overseas listed shares under applicable provisions, such announcement shall also be published in the manner prescribed by the Hong Kong Listing Rules, and sufficient notice shall be given to enable holders of overseas listed shares with registered addresses in Hong Kong to have adequate time to exercise their rights or to act in accordance with the terms of the notice. Information disclosed by the Company in other public media shall not be released prior to the designated newspapers and designated websites, and the Company's announcements shall not be replaced by press releases, responses to media enquiries or other forms of communication. Where notice may be given by way of advertisement under applicable provisions, such advertisement may be published in newspapers.
- Article 200** The Board shall have the power to change the newspapers designated for information disclosure by the Company, provided that the newspapers so designated for information disclosure shall satisfy the qualifications and conditions prescribed by applicable laws, regulations, regulatory provisions and the stock exchange.

Chapter 10 Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 201 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

The merger of a company with one or more other companies by absorption shall constitute a merger by absorption, and the company or companies being absorbed shall be dissolved. The merger of two or more companies to form a new company shall constitute a consolidation, and all parties to the consolidation shall be dissolved.

Where the Company merges with a company in which it holds more than ninety percent (90%) of the equity interests, the merger of the company being merged shall not require a resolution of the shareholders in general meeting of such company, provided that notice shall be given to the other shareholders, and such other shareholders shall have the right to request the Company to acquire their equity interests or shares at a reasonable price.

Where the consideration payable by the Company for a merger does not exceed ten percent (10%) of the Company's net assets, the merger may be effected without a resolution of the shareholders in general meeting.

Where a merger is effected without a resolution of the shareholders in general meeting pursuant to this Article, the merger shall be subject to a resolution of the Board.

Article 202 Where the Company undergoes a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall, within ten (10) days from the date on which the merger resolution is passed, notify its creditors, and shall, within thirty (30) days thereafter, publish an announcement in a newspaper recognized by the stock exchange on which the Company's shares are listed or make an announcement on the National Enterprise Credit Information Publicity System. The creditors shall be entitled to require the Company to settle its debts or provide corresponding guarantees within 30 days from the receipt of the written notice, or within 45 days from the date of the public notice for those who have not received the written notice.

Article 203 When the merger of the Company occurs, the claims and debts of the parties to the merger shall be assumed by the surviving company, or the newly established company resulting from the merger.

Article 204 In the case of a division of the Company, its assets shall be divided accordingly.

Where the Company undergoes a division, it shall prepare a balance sheet and an inventory of assets. The Company shall, within ten (10) days from the date on which the division resolution is passed, notify its creditors, and shall, within thirty (30) days thereafter, publish an announcement in a newspaper recognized by the stock exchange on which the Company's shares are listed or on the National Enterprise Credit Information Publicity System.

Article 205 Debts of the Company prior to the division shall be assumed by the companies which exist after the division, except otherwise agreed in the written agreement in respect of debt service reached between the Company and its creditors prior to the division.

Article 206 When the Company reduces its registered capital, it shall draw up a balance sheet and an inventory of assets.

The Company shall, within ten (10) days from the date on which the resolution to reduce its registered capital is passed, notify its creditors, and shall, within thirty (30) days thereafter, publish an announcement in a newspaper recognized by the stock exchange on which the Company's shares are listed or on the National Enterprise Credit Information Publicity System. Any creditor shall have the right to require the Company to discharge its debts or to provide corresponding security within thirty (30) days from the date of receipt of such notice, or within forty-five (45) days from the date of the announcement in the case of a creditor who has not received such notice.

Where the Company reduces its registered capital, the amount of capital contribution or the number of shares shall be reduced in proportion to the capital contribution made or shares held by the shareholders, unless otherwise provided by law or agreed by all shareholders.

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

Where a deficit remains after the Company has made up losses in accordance with the provisions of paragraph 2 of Article 177 of these Articles of Association, the Company may reduce its registered capital for the purpose of making up such deficit. Where the registered capital is reduced to make up a deficit, the Company shall not make any distribution to shareholders, nor shall it release any shareholder from the obligation to pay up his or her capital contribution or the amount payable in respect of his or her shares.

Where the registered capital is reduced pursuant to the preceding paragraph, the provisions of the second paragraph shall not apply, provided that the Company shall, within thirty (30) days from the date on which the resolution to reduce the registered capital is passed by the shareholders in general meeting, publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System.

After the Company has reduced its registered capital pursuant to the preceding two paragraphs, no profits shall be distributed until the aggregate amount of the statutory surplus reserve and the discretionary surplus reserve reaches fifty percent (50%) of the registered capital of the Company.

Where the registered capital is reduced in contravention of applicable laws, regulations and these Articles of Association, the shareholders shall return the funds received by them, and any remission of capital contribution obligations shall be restored to the status quo ante. Where any loss is caused to the Company, the shareholders and the directors and senior management officers responsible therefor shall be liable for compensation.

Article 207 The merger or division of the Company shall be carried out in accordance with applicable laws, administrative regulations and the relevant provisions of the securities regulatory authorities and the laws, regulations and listing rules of the place where the Company's shares are listed, and shall be subject to the approval of the securities regulatory authority and other competent approval authorities. Where any change in the registered particulars occurs, the Company shall complete the relevant registration of change with the company registration authority in accordance with applicable laws. Where the Company is dissolved, it shall complete the relevant deregistration formalities in accordance with applicable laws. Where a new company is established, it shall complete the relevant company incorporation registration in accordance with applicable laws.

Any increase or reduction of the registered capital of the Company shall be registered with the company registration authority in accordance with applicable laws.

Section 2 Dissolution and Liquidation

Article 208 The Company shall be dissolved for the following reasons:

- (i) the operating term prescribed in the Articles of Association has expired, or any other grounds for dissolution prescribed in the Articles of Association have arisen;
- (ii) the general meeting has adopted a resolution to dissolve the Company;
- (iii) dissolution is required due to a merger involving the Company or the breakup of the Company;
- (iv) the Company's business license has been lawfully revoked, or the Company has been ordered to close down or wound up;
- (v) where serious difficulties have arisen in the operation of the Company and the continuation of the Company would certainly damage the shareholders' interests to a significant extent; however, where any such scenario cannot be resolved through other channels, shareholders holding more than 10% of voting rights may petition the people's court to dissolve the Company.

Where any cause for dissolution as specified in the preceding paragraph arises, the Company shall, within ten days, disclose such cause for dissolution through the National Enterprise Credit Information Publicity System.

Article 209 Where the circumstances described in items (i) and (ii) of Article 208 apply to the Company, and no property has yet been distributed to the shareholders, it may amend its Articles of Association or adopt a resolution of the general meeting to continue its existence.

Any amendment made to the Articles of Association pursuant to the preceding paragraph or resolution of the general meeting made shall be adopted by no less than two-thirds of all voting shareholders in attendance at the relevant general meeting.

Article 210 Where the Company is dissolved pursuant to items (i), (ii), (iv) or (v) of Article 208 of these Articles of Association, a liquidation committee shall be formed within fifteen (15) days from the date on which the grounds for dissolution arise, and liquidation shall commence. The directors shall be the persons responsible for the liquidation of the Company, and the liquidation committee shall be composed of the directors or such other persons as may be determined by the shareholders in general meeting by ordinary resolution. If a liquidation committee is not formed within the prescribed time limit or, having been formed, fails to carry out the liquidation, any creditor may apply to the people's court to appoint relevant persons to form a liquidation committee to conduct the liquidation. Where the persons responsible for liquidation fail to perform their liquidation obligations in a timely manner, thereby causing loss to the Company or its creditors, they shall be liable for compensation.

Article 211 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

- (i) sorting out the property of the Company, and preparing a balance sheet and an inventory of assets separately;
- (ii) serving notices or making announcements to creditors;
- (iii) processing the unfinished businesses of the Company related to the liquidation;
- (iv) clearing off the outstanding taxes and the taxes incurred in the course of liquidation;
- (v) clearing off credits and debts;
- (vi) distributing of the residual property of the Company after settling debts;
- (vii) participating in the civil litigation on behalf of the Company.

Article 212 The liquidation committee shall, within ten (10) days from the date of its establishment, notify the creditors and shall, within sixty (60) days thereafter, publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System. Any creditor shall, within thirty (30) days from the date of receipt of such notice, or within forty-five (45) days from the date of the announcement in the case of a creditor who has not received such notice, lodge its claim with the liquidation committee.

In filing their claims, creditors shall provide all relevant details relating thereto and provide supporting materials. The liquidation committee shall make records of such claims.

The liquidation committee shall not pay out on any creditors' claims while such claims are still being filed.

Article 213 After identifying the Company's assets and preparing the balance sheet and schedule of assets, the liquidation committee shall prepare a liquidation plan, which shall be submitted to the general meeting or the people's court for ratification.

After paying all liquidation expenses, staff wages and labor insurance expenses, statutory expenses, outstanding taxes, and company debts, the remaining assets shall be distributed to the shareholders in proportion to their respective shareholdings.

During the liquidation, the Company shall continue in existence, but shall not carry on any business unconnected to the liquidation. The assets of the Company shall not be distributed to its shareholders before payments have been made in accordance with the preceding provisions.

Article 214 Where the liquidation committee, after identifying the Company's assets and preparing the balance sheet and schedule of assets, discovers that the Company does not have sufficient assets to repay the Company's debts in full, the liquidation committee shall file for a bankruptcy liquidation with the people's court in accordance with the law.

After the people's court accepts a bankruptcy application, the liquidation group shall transfer the liquidation of the company to the bankruptcy administrator designated by the people's court.

Article 215 On completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report and submit the same to the shareholders in general meeting or the people's court for confirmation, and shall thereafter file the same with the company registration authority, apply for deregistration of the Company, and announce the termination of the Company.

Article 216 Members of the liquidation committee shall owe fiduciary duties and duties of care in discharging their liquidation duties.

Members of the liquidation committee shall not use their authority to accept bribes or other illegal income, and shall not misappropriate any property of the Company.

Members of the liquidation committee who fail to perform their liquidation duties and thereby cause losses to the Company shall assume compensation liability; shall assume compensation liability if creditors incur losses as a result of the deliberate or gross default of the said members.

Article 217 Where the Company is declared bankrupt in accordance with the law, it shall carry out bankruptcy liquidation in accordance with relevant corporate bankruptcy laws.

Chapter 11 Amendment to Articles of Association

Article 218 The Company shall amend its Articles of Association under any of the following circumstances:

- (i) where, following any amendment to the Company Law or any relevant laws, regulations, departmental rules, normative documents, or the laws, regulations or rules of the place where the Company's shares are listed, any provision of these Articles of Association conflicts with the provisions of such amended laws, regulations, departmental rules, normative documents, or the laws, regulations or rules of the place where the Company's shares are listed (insofar as there is any such conflict, the provisions of the relevant laws, regulations, departmental rules, normative documents, or the laws, regulations or rules of the place where the Company's shares are listed shall prevail pending the amendment of these Articles of Association in accordance with law);
- (ii) where the Company's circumstances change to such an extent that they are inconsistent with what is recorded in the Articles of Association;
- (iii) where the general meeting decides to amend the Articles of Association.

Article 219 Where the amendments to the Articles of Association approved by the shareholders in general meeting are subject to the approval of the competent authority, such amendments shall be submitted to the competent authority for approval. Where the amendments to the Articles of Association approved by the shareholders in general meeting involve matters required to be registered with the company registration authority, the relevant registration of change shall be completed in accordance with applicable laws.

Article 220 The Board shall amend these Articles of Association in accordance with the resolution of the shareholders in general meeting approving such amendments.

Article 221 Any amendment to the Articles of Association that involves information to be disclosed as required by laws and regulations shall be announced to the public as required.

Chapter 12 Supplementary Provisions

Article 222 Definitions

- (i) Controlling Shareholder means a shareholder who satisfies any one of the following conditions:
 1. such person, acting alone or in concert with others, is entitled to elect a majority (more than half) of the members of the Board;

2. such person, acting alone or in concert with others, is entitled to exercise or control the exercise of thirty percent (30%) or more (inclusive of thirty percent (30%)) of the voting rights of the Company (or such other percentage as may be prescribed from time to time under applicable laws, administrative regulations, departmental rules or normative documents of the People's Republic of China, being the percentage which triggers a mandatory general offer);
3. such person, acting alone or in concert with others, holds thirty percent (30%) or more (inclusive of thirty percent (30%)) of the issued shares of the Company;
4. such person, acting alone or in concert with others, otherwise exercises *de facto* control over the Company.

For the purposes of this Article, “acting in concert” means the conduct of two or more persons who, pursuant to an agreement (whether oral or written), act in concert to obtain voting rights in the Company through any one of them for the purpose of acquiring or consolidating control of the Company.

- (ii) Actual Controller means a person who, although not a shareholder of the Company, is able to actually direct the conduct of the Company by virtue of investment relationships, agreements or other arrangements.
- (iii) Connected Relationship shall have the meaning ascribed to it under the listing rules of the place where the Company's shares are listed.
- (iv) Substantial Shareholder means a person (including a holder of depositary receipts; provided that a depositary shall not, at any time, be regarded as a Substantial Shareholder solely by reason of it holding shares of the Company for the benefit of holders of depositary receipts) who is entitled to exercise, or control the exercise of, ten percent (10%) or more of the voting rights at a general meeting of the Company.

Article 223 These Articles of Association are written in the Chinese language. In the event of any discrepancy between any other language version of these Articles of Association and the Chinese version, the Chinese version last approved and registered with the competent administration for industry and commerce registration authority shall prevail.

Article 224 The phrases “more than”, “within” and “below” herein for the numbers include the numbers indicated themselves, while the phrases “less than”, “beyond”, “above”, “below”, “exceeding”, and “more than” exclude the numbers indicated themselves.

Article 225 The board of directors may formulate by-laws in accordance with the Articles of Association, provided that such by-laws do not conflict with the provisions of the Articles of Association.

- Article 226** Matters not expressly provided for in these Articles of Association shall be dealt with in accordance with applicable laws, administrative regulations and the relevant provisions of the securities regulatory authority of the place where the Company's shares are listed and the stock exchange, taking into account the actual circumstances of the Company. In the event of any conflict between these Articles of Association and any laws, administrative regulations or relevant provisions of the securities regulatory authority of the place where the Company's shares are listed promulgated and coming into effect after the effective date of these Articles of Association, the latter shall prevail.
- Article 227** It shall be the responsibility of the board of directors to interpret the Articles of Association.
- Article 228** The annexes hereof shall include the rules of procedure for the general meeting, and the rules of procedure for board meetings.
- Article 229** These Articles of Association have been approved by a special resolution of the shareholders in general meeting of the Company and shall become effective and be implemented as from the date on which the H Shares of the Company issued by way of public offering are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited. With effect from the date on which these Articles of Association become effective, the former Articles of Association of the Company shall automatically cease to have effect.

SENASIC Electronics Technology Co., Ltd.
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