

**Articles of Association of
TenNor Therapeutics (Suzhou) Limited**

2026

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CHAPTER 1 GENERAL RULES

Article 1 To safeguard the legitimate rights and interests of TenNor Therapeutics (Suzhou) Limited (the “company” or “Company”), shareholders, employees, and creditors, and to regulate the Company’s organizational structure and operations, this Articles of Association is formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including interpretations, clarifications, and amendments issued by the Hong Kong Stock Exchange Limited regarding the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (hereinafter referred to as the “Hong Kong Listing Rules”), and other relevant laws, regulations, departmental rules, normative documents, and provisions of the securities regulatory authorities in the Company’s listing location.

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

The company was established in June 2025 by way of initiation; it was registered with Suzhou Market Supervision Administration, obtained business license, and the unified social credit code is 91320594061875572A.

Article 3 The company obtained the “Filing Notice on Overseas Listing and Domestic Unlisted Shares ‘Full Circulation’ ” from the China Securities Regulatory Commission (hereinafter referred to as “CSRC”) on January 30, 2026. Approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as “HKEX”) on May 21, 2026, it issued 8,856,000 ordinary H-shares, all being overseas listed foreign shares, to overseas investors for the first time. Each H-share has a par value of RMB1.0. The company was listed on the Main Board of the HKEX on May 22, 2026.

Article 4 Company registration name:

Chinese name: 丹諾醫藥(蘇州)股份有限公司

English name: TenNor Therapeutics (Suzhou) Limited

Article 5 Company address: Unit 701, Block B7, BioBay, 218 Xinghu Street, Suzhou Industrial Park, Suzhou Area of China (Jiangsu), Pilot Free Trade Zone Suzhou, Jiangsu, PRC.

Zip code: 215123

Article 6 The company’s registered capital is RMB52,328,926.

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

Article 8 The legal representative of the Company shall be a director who performs the company affairs on behalf of the Company. The Chairman of the Board shall be the director who performs the company affairs on behalf of the Company. If the director resigns, he/she shall be deemed to have resigned as the legal representative. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation.

Article 9 Any civil activities conducted by the legal representative in the name of the Company shall be binding on the Company.

Any restrictions on the authority of the legal representative under these Articles or by resolution of the shareholders' 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 the Company has assumed such liability, it may seek recourse from the legal representative in accordance with the law or these Articles.

Article 10 Shareholders shall be liable to the Company to the extent of their subscribed shares. The Company shall be liable for its debts with all its assets.

Article 11 This Articles shall take effect upon approval by the shareholders' meeting and from the date of listing of the Company's H-shares on HKEX. Upon effectiveness, the original Articles of Association shall automatically become null and void. This Articles shall be a legally binding document governing the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders, and among shareholders. It shall be legally binding on the Company, its shareholders, directors, and senior management. Pursuant to this Articles, shareholders may sue other shareholders, directors, general managers, and other senior management personnel. Shareholders may sue the Company and the Company may sue shareholders, directors, general managers, and other senior management personnel.

Article 12 The term "senior management personnel" as used in this Articles refers to the general manager, deputy general managers, secretary of the board of directors, financial director, other personnel specified in these Articles, and other personnel explicitly appointed by the Board of Directors as senior management personnel.

Article 13 In accordance with the Constitution of the Communist Party of China, the Company shall establish a Party organization and carry out Party activities. The Company shall provide necessary conditions for the activities of the Party organization.

CHAPTER 2 PURPOSE AND SCOPE OF OPERATION

Article 14 The company's business purpose: in accordance with the provisions of national laws and administrative regulations, in accordance with the principles of good faith and diligence, manage and operate the company's assets in a professional way, and create satisfactory investment returns for all shareholders.

After registration according to law, the business scope of the company is:

Permitted projects: Drug production; drug commissioning production; drug wholesale (for projects that are subject to approval according to law, business activities can be carried out only after approval by relevant departments. The specific business projects shall be subject to the approval results)

General projects: Medical research and experimental development (excluding human stem cells, gene diagnosis and treatment technology development and application); technical services, technical development, technical consultation, technical exchange, technology transfer, technology promotion (except for projects that require approval according to law, business activities shall be independently carried out in accordance with the law based on the business license)

CHAPTER 3 SHARE

Section 1 Share Issue

Article 15 The shares of a company shall be in the form of share certificates. The share certificates of the company shall adopt the form of registered share certificates. In addition to those specified in the Company Law, the company's share certificates shall also include other matters required by the stock exchange at the place where the company's shares are listed.

The company issues common shares, including domestic shares and H-shares (shares issued for listing in Hong Kong). As required by law, administrative regulations, the CSRC, and the stock exchange where the company is listed, the company may issue different classes of shares from common shares, such as those entitled to preferential or post-deferred profit distribution or residual assets, as well as other classes specified by the State Council.

Article 16 The issuance of shares of a company shall follow the principles of openness, fairness and impartiality. Each share of the same class shall have equal rights. The conditions for issuance and the price of each share of the same class issued at the same time shall be the same; each share subscribed by a subscriber shall be paid the same amount.

The company's domestically unlisted shares (referring to shares issued but not traded on domestic or overseas exchanges) and overseas-listed shares shall enjoy identical rights in any distributions made through dividends (including cash and physical distributions) or other forms. No party shall exercise any rights, freeze, or otherwise impair the rights attached to the shares merely because they directly or indirectly hold such interests without disclosing their equity status to the company.

With filing with the CSRC and approval from regulatory authorities including the HKEX, the company may convert all or part of its unlisted domestic shares into overseas-listed shares. These converted shares can be listed and traded on the HKEX. The conversion process does not require a shareholder meeting vote. When such converted shares are listed on the HKEX, they must comply with local regulatory procedures, rules, and requirements of the exchange's jurisdiction.

Article 17 The shares issued by the company are all par value shares, with a par value of RMB1 per share.

Article 18 The unlisted domestic shares issued by the company are centrally depository in China Securities Depository and Clearing Company Limited (CSDCC); the H-shares issued by the company are centrally depository in Computershare Hong Kong Investor Services Limited (CHIS); shareholders may also hold them in their own names.

Article 19 The total number of shares at the time of establishment of the company is 41,199,517. At the time of establishment, the names/names of each initiator, the number of subscribed shares, the shareholding ratio and the contribution method are as follows:

Shareholder name	Number of shares (shares)	shareholding ratio	forms of investment
Cumbre IP Ventures, L.P.	6,153,028	14.934710%	Net assets are converted into shares
WuXi PharmaTech Healthcare Fund I L.P.	2,848,109	6.912966%	Net assets are converted into shares
Immense Vantage Limited	2,450,497	5.947878%	Net assets are converted into shares
Suzhou Industrial Park Origin Ventures Co., Ltd.	2,203,545	5.348473%	Net assets are converted into shares
Suzhou Danyuankangnuo Enterprise Management Partnership (Limited Partnership)	2,180,237	5.291900%	Net assets are converted into shares
Suzhou Danyuanaonuo Consulting Management Partnership (Limited Partnership)	1,780,987	4.322835%	Net assets are converted into shares
AMR Action Fund, L.P.	1,548,502	3.758544%	Net assets are converted into shares
Big Bend 77 LLC	1,466,857	3.560375%	Net assets are converted into shares
Zhongshan Bison Dankang Venture Capital Partnership (Limited Partnership)	1,436,554	3.486823%	Net assets are converted into shares
Nongyin No.2 WuXi Equity Investment Center (LP)	1,373,641	3.334119%	Net assets are converted into shares
MA ZHENKUN	1,372,670	3.331763%	Net assets are converted into shares

Shareholder name	Number of shares (shares)	shareholding ratio	forms of investment
Hainan Century Galaxy Investment Co., Ltd.	1,351,186	3.279615%	Net assets are converted into shares
Beijing Yuanjing Investment Fund Center (Limited Partnership)	1,079,386	2.619900%	Net assets are converted into shares
Zhongshan Kangnuo Venture Capital Partnership Enterprise (Limited Partnership)	863,509	2.095920%	Net assets are converted into shares
Allen Chao Interests, Ltd.	773,134	1.876560%	Net assets are converted into shares
MAL Investment Company	773,134	1.876560%	Net assets are converted into shares
Suzhou Gaotejia Xinyin Huixin Equity Investment Partnership (limited Partnership)	723,385	1.755810%	Net assets are converted into shares
Garcia – Bugge Enterprises, Inc.	669,475	1.624958%	Net assets are converted into shares
Ningbo Yanchuang Xiangshang Venture Capital Partnership (Limited Partnership)	600,527	1.457607%	Net assets are converted into shares
Yantai Gaotejia Huike Venture Capital Partnership Enterprise (Limited Partnership)	600,527	1.457606%	Net assets are converted into shares
Huzhou ZhongNuo Venture Capital Partnership (Limited Partnership)	600,527	1.457606%	Net assets are converted into shares

Shareholder name	Number of shares (shares)	shareholding ratio	forms of investment
Suzhou Danyuannuokang Consulting Management Partnership (Limited Partnership)	578,922	1.405168%	Net assets are converted into shares
William John Rieflin	544,150	1.320768%	Net assets are converted into shares
Zhongshan Cuiheng Venture Capital Fund Partnership (Limited Partnership)	539,693	1.309950%	Net assets are converted into shares
Zhongshan Xiwan Investment Holding Development Co Ltd.	539,693	1.309950%	Net assets are converted into shares
AMR Action Fund, SCSp	537,304	1.304150%	Net assets are converted into shares
Suzhou Ch' IN-HOO Cleaning Equipment Co., Ltd.	477,668	1.159403%	Net assets are converted into shares
Suzhou Qianrong Yingrun Equity Investment Partnership (LP)	457,881	1.111374%	Net assets are converted into shares
Wuxi Guolian Guokang Health Industry Investment Center (Limited Partnership)	450,395	1.093205%	Net assets are converted into shares
Ningbo Yanchuang Yaoshang Yangming Venture Capital Partnership (Limited Partnership)	450,395	1.093205%	Net assets are converted into shares

Shareholder name	Number of shares (shares)	shareholding ratio	forms of investment
Ningbo Yanyuan Chuangxin Venture Capital Partnership (Limited Partnership)	450,395	1.093205%	Net assets are converted into shares
Big Bend 72 LLC	448,108	1.087654%	Net assets are converted into shares
Suzhou Yuankang Dingxiang Investment Management Partnership (LP)	366,305	0.889100%	Net assets are converted into shares
Relativity Healthcare Fund, LLC	352,472	0.855524%	Net assets are converted into shares
Yangzhou Jinye Nuohang Venture Capital Partnership (Limited Partnership)	327,445	0.794778%	Net assets are converted into shares
Ningbo Yanchuang Borong Venture Capital Partnership (Limited Partnership)	300,263	0.728803%	Net assets are converted into shares
Changzhou Borun Mingdu Emerging Industry Venture Capital Center (Limited Partnership)	215,877	0.523980%	Net assets are converted into shares
Zhongshan Xiwan Investment Promotion Co., Ltd.	215,877	0.523980%	Net assets are converted into shares
Frances Mc Gary McKnight	170,699	0.414322%	Net assets are converted into shares
Grace Gillespie McKnight	170,699	0.414322%	Net assets are converted into shares

Shareholder name	Number of shares (shares)	shareholding ratio	forms of investment
John Stevens McKnight	170,699	0.414322%	Net assets are converted into shares
Nell Lanier McKnight	170,699	0.414322%	Net assets are converted into shares
Ningbo Rongshun Yanyuan Venture Capital Partnership (Limited Partnership)	140,319	0.340585%	Net assets are converted into shares
Big Bend 73 LLC	117,357	0.284851%	Net assets are converted into shares
Steven Lanier McKnight	77,313	0.187656%	Net assets are converted into shares
XIAODONG WANG	77,313	0.187656%	Net assets are converted into shares
Beijing Jingguo Chuanghui Equity Investment Center (Limited Partnership)	2,159	0.005240%	Net assets are converted into shares
Amount	41,199,517	100 %	—

Article 20 The Company filed with the CSRC on January 30, 2026 and was approved by the HKEX on May 21, 2026 to issue 8,856,000 H-shares to overseas investors.

On May 22, 2026, upon completion of the H-share issuance and listing, the total number of shares was 52,328,926 shares, all being ordinary H-shares.

Article 21 The Company or its subsidiaries (including the company's affiliated enterprises) shall not provide any assistance to the person who purchases or intends to purchase the company's shares in the form of gift, advance capital, guarantee, compensation or loan, except for the implementation of the employee stock ownership plan.

For the benefit of the company, the company may provide financial assistance to others for the acquisition of shares of the company or its parent company by resolution of the board of directors, provided that the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. The resolution of the board of directors shall be passed by more than two-thirds of all the directors.

Where the company or its subsidiaries (including the affiliated enterprises of the company) commit any act mentioned in this Article, they shall abide by the laws, administrative regulations, the CSRC and the rules and regulations of the stock exchange where the company's shares are listed.

Section 2 Increase/Reduction of Shares and Share Repurchase

Article 22 A company may, upon resolution by a shareholders' meeting, adopt the following methods to increase its capital based on its business and development needs and pursuant to the provisions of laws and regulations, Hong Kong Listing Rules, securities regulatory rules of the company's listing place and relevant regulations of regulatory authorities:

- (1) issuance of shares to unspecified objects;
- (2) issuance of shares to specified objects;
- (3) distribution of bonus shares to existing shareholders;
- (4) conversion of reserve to increase share capital; and
- (5) any other methods stipulated by laws, administrative regulations, the Hong Kong Listing Rules, as well as those approved by the securities regulatory authorities of the place where the company's shares are listed, the HKEX and the CSRC.

The board of directors may decide to issue no more than 50% of the issued shares within three years. However, the contribution of non-monetary property shall be approved by the shareholders' meeting.

Where the board of directors decides to issue shares in accordance with the provisions of the preceding paragraph, resulting in changes in the company's registered capital and the number of issued shares, no further vote shall be required by the shareholders' meeting on the modification of the items recorded in this article of association.

Where the board of directors decides to issue new shares, the resolution of the board of directors shall be passed by more than 2/3 of all the directors.

Article 23 A company may reduce its registered capital. The reduction of a company's registered capital shall be handled in accordance with the Company Law and other relevant provisions, the Hong Kong Listing Rules and other securities regulatory rules of the place where the company's shares are listed and the procedures stipulated in the articles of association.

Where a company increases or reduces its registered capital, it shall, in accordance with law, go through the registration of changes with the company registration authority.

Article 24 Under the following circumstances, the Company may acquire its own shares in accordance with laws, administrative regulations, departmental rules and these Articles of Association:

- (1) Reducing the company's registered capital;
- (2) merger with other companies holding shares of the Company;
- (3) Use the shares for employee stock ownership plan or equity incentive;

- (4) a shareholder dissatisfied with the resolution of merger or division of the company made by the shareholders' meeting requests the company to acquire his shares;
- (5) Use the shares for conversion of corporate bonds issued by the company that can be converted into stocks;
- (6) What is necessary for the company to safeguard its value and shareholders' rights and interests;
- (7) Other circumstances permitted by laws, administrative regulations, departmental rules and regulatory rules of the stock listing place of the company.

Article 25 The company's acquisition of its own shares shall be conducted in accordance with relevant laws and regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the company's shares are listed and the provisions of the articles of association.

The Company may acquire its shares through open centralized transactions or other methods approved by relevant laws and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the company's listing place and the CSRC (if necessary).

Where a company acquires its own shares under the circumstances specified in (3), (5) and (6) of paragraph 1 of Article 24 of these Articles, it shall, subject to the requirements of applicable securities regulatory rules and guidelines in the stock listing place of the company, conduct the acquisition through open centralized trading.

Article 26 When a company acquires its own shares under the circumstances specified in Items (1) and (2) of Paragraph 1 of Article 24 of this Articles of Association, such acquisition shall be approved by a resolution of the shareholders' meeting. If the acquisition is made under the circumstances stipulated in Items (3), (5), or (6) of Paragraph 1 of Article 24, it may be resolved by a board meeting attended by more than two-thirds of the directors, either in accordance with these Articles of Association or as authorized by the shareholders' meeting.

Upon acquiring shares of the company in accordance with Article 24, Paragraph 1 of this Articles of Association, the company shall: (1) cancel such shares within ten days from the acquisition date for cases under item (1); (2) transfer or cancel shares within six months for cases under items (2) and (4); (3) limit total holdings to no more than 10% of issued shares for cases under items (3), (5), and (6), with mandatory transfer or cancellation within three years.

Upon acquiring shares of a company, the acquiring entity shall fulfill disclosure obligations in accordance with relevant laws, regulations, and the Hong Kong Listing Rules. Where applicable regulations from the listing jurisdiction or stock exchange provisions differ regarding share repurchases, such differing requirements shall prevail. The repurchase of foreign shares listed overseas by the company shall comply with the Hong Kong Listing Rules and other applicable laws, regulations, and regulatory provisions of the overseas listing jurisdiction.

Section 3 Transfer of Shares

Article 27 The shares of the company shall be transferred according to law.

The restricted sale, reduction and other share changes of the shares held by the company's shareholders, directors and senior managers shall comply with the Company Law, the Securities Law, the Hong Kong Listing Rules, as well as the relevant regulations of the CSRC and the relevant regulatory rules of the company's stock listing place on the company's share changes.

All transfers of H-shares shall be executed through written documents in either standard or general formats approved by the Board of Directors (including the Standard Transfer Form or Assignment Form as required by the HKEX). Such documents may only be executed through manual signing or affixing the company's valid official seal (if the transferor or transferee is a company). Where the transferor or transferee is a recognized clearing house or its authorized agent under applicable Hong Kong legislation, the documents may be executed either manually or electronically. All transfer documents shall be maintained at the company's statutory address or such address as may be designated by the Board of Directors.

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

Article 29 The shares already issued by the company before its public offering of shares shall not be transferred within one year from the date on which the company's shares are listed and traded on the stock exchange. If laws, administrative regulations or securities regulatory agencies have other provisions on the transfer of shares held by the company's shareholders or actual controllers, such provisions shall prevail.

Directors and senior management personnel of the company shall report their holdings and any changes in shares to the company. During their tenure confirmed at appointment, they may not transfer more than 25% of their total shares held in the company each year, except for share transfers caused by judicial enforcement, inheritance, bequests, or legal property division. Shares held in the company shall not be transferred within one year from the date of listing and trading. These individuals are also prohibited from transferring their shares within six months after leaving their positions.

Where a share is pledged within the period of limitation for transfer prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within the period of limitation for transfer.

Where the relevant regulations of the securities regulatory body and the stock exchange in the place where the company's shares are listed have other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.

Article 30 The directors, senior management personnel of the company and Shareholders holding 5% or more of the company's shares, must sell their holdings within six months after purchase or repurchase within six months after sale. Any profits derived from such transactions shall belong to the company, with the board of directors recovering the proceeds. However, securities companies holding over 5% shares through underwriting purchases of post-sale surplus shares, as well as other circumstances specified by the State Council's securities regulatory authority, the securities regulatory authority of the place where the company's shares are listed, stock exchange, or relevant authorities, are exempt from the six-month restriction. Notably, these shareholders holding 5% or more of the company's shares do not include recognized clearing institutions and their agents as defined under the relevant ordinances in force from time to time under the laws of Hong Kong.

The stocks or other securities of equity nature held by the directors, senior managers and natural person shareholders mentioned in the preceding paragraph include the stocks or other securities of equity nature held by their spouses, parents, children and other connected persons and those held through others' accounts.

Where the board of directors of a company fails to execute the provisions of paragraph 1 of this Article, the shareholders shall have the right to demand that the board of directors execute the provisions within 30 days. If the board of directors fails to execute the provisions within the said time limit, the shareholders shall have the right to file a lawsuit directly in the people's court in their own name for the benefit of the company.

Where the board of directors of the company fails to implement the provisions of paragraph 1 of this Article, the responsible directors shall be jointly and severally liable according to law.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 1 Shareholder

Article 31 The company maintains a shareholder register based on certificates provided by securities registration and settlement institutions, in accordance with laws, regulations, normative documents, and the Hong Kong Listing Rules. The shareholder register serves as definitive proof of shareholders' equity holdings. Any shareholder registered in the shareholder register or any party who requests that its name (or title) be registered in the shareholder register may apply to the company for supplementary issue of replacement certificates if its share certificates have been lost. In the case of a holder of foreign capital shares listed overseas losing its share certificate and applying for supplementary issue of a replacement certificate, this shall be handled in accordance with the law and the rules of the stock exchange of the place where the original register of foreign capital shareholders is kept or other relevant regulations. Shareholders enjoy rights and fulfill obligations according to the type of shares they hold. Shareholders holding identical types of shares shall enjoy equal rights and bear corresponding obligations.

Article 32 The transfer and assignment of shares shall be registered in the shareholder register. The company may, pursuant to understandings or agreements reached between the securities regulatory authority under the State Council and overseas securities regulators, maintain the register of shareholders for overseas-listed shares abroad and entrust it to foreign agents for management. The original H-share shareholder register shall be stored in Hong Kong. In case of discrepancies between the original and duplicate copies of the H-share shareholder register, the original version shall prevail. While the H-share shareholder register must remain accessible to shareholders, the company may suspend shareholder registration procedures in accordance with Section 632 of the Companies Ordinance (Cap. 622, Laws of Hong Kong) and the securities regulatory rules of the listing jurisdiction.

Article 33 When a company convenes Shareholders' meetings, distributes dividends, conducts liquidation, or engages in other actions requiring shareholder identification, the board of directors or the convener of the shareholders' meeting shall determine the equity registration date and identify shareholders entitled to relevant rights based on the shareholder register. Where laws, administrative regulations, departmental rules, normative documents, or the stock exchange where the company is listed or regulatory authorities have provisions regarding the suspension of share transfer registration procedures before the convening of shareholders' meetings or prior to the benchmark date for dividend distribution decisions, such provisions shall be followed.

Article 34 Shareholders of the company shall enjoy the following rights:

- (1) To receive dividends and other forms of benefit distribution in accordance with the share of shares they hold;

- (2) To request, convene, preside over, attend or appoint a shareholder agent to attend the shareholders' meeting in accordance with the law, to speak at the shareholders' meeting and exercise the corresponding voting rights, unless an individual shareholder is required to waive the right to vote on certain matters in accordance with the securities regulatory rules of the listing place or applicable laws and regulations;
- (3) to supervise the company's operations and make suggestions or inquiries;
- (4) Transfer, gift or pledge the shares held by it in accordance with laws, administrative regulations and the provisions of these Articles;
- (5) To consult and copy the articles of association, register of shareholders, minutes of meetings of Shareholders' meetings, resolutions of meetings of the board of directors, and financial and accounting reports; shareholders who meet the requirements may consult the company's accounting books and accounting vouchers; if there are other provisions in the securities regulatory rules of the place where the company's shares are listed, such provisions shall prevail;
- (6) When the company terminates or liquidates, it shall participate in the distribution of the remaining property of the company according to its share of shares;
- (7) a shareholder who disagrees with the resolution of merger or division of the company made by the shareholders' meeting and requests the company to acquire its shares;
- (8) other rights provided for by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, regulatory rules of the place where the company's shares are listed or these Articles of Association.

Article 35 Shareholders requesting to review or copy company-connected materials shall comply with the provisions of laws and administrative regulations such as the Company Law and Securities Law. When shareholders request to access company information or obtain materials, they must provide written documents proving the type and quantity of their shareholdings. After verifying the shareholder's identity, the company shall provide the requested materials according to their requirements. Shareholders are obligated to maintain confidentiality regarding any information obtained from the company or materials requested until such information is publicly disclosed. Should shareholders breach confidentiality obligations and cause losses to the company, they shall bear liability for compensation.

Shareholders who have individually or collectively held more than 3% of the company's shares for over 180 consecutive days may request access to the company's accounting books and financial records. When making such requests, shareholders must submit a written application specifying their purpose. If the company has reasonable grounds to believe that the shareholder's request for accessing these documents is improper and could harm its legitimate interests, it may refuse the request. The company must provide a written response with justification within fifteen days from the date when shareholders submit a written application. Shareholders who are denied access may file a lawsuit with the People's Court.

Shareholders may entrust accounting firms, law firms and other intermediary agencies to examine the materials specified in the preceding paragraph.

Shareholders and the intermediary agencies such as accounting firms and law firms entrusted by them to consult and copy relevant materials shall abide by the provisions of laws and administrative regulations on the protection of state secrets, business secrets, personal privacy and personal information.

Article 36 Where the resolution of the shareholders' meeting or the board of directors of the company violates laws or administrative regulations, the shareholders shall have the right to request the people's court to invalidate it.

Where the convening procedures or voting methods of Shareholders' meetings or board meetings violate laws, administrative regulations, or the company's articles of association, or where the resolution content contravenes these articles of association, shareholders shall have the right to petition the People's Court for revocation within sixty days from the date the resolution is adopted. However, this does not apply when such procedural flaws or voting methods involve minor defects that do not substantially affect the resolution.

When disputes arise between the board of directors, shareholders, or other relevant parties regarding the validity of a shareholders' resolution, they shall promptly file a lawsuit with the People's Court. Before the court issues a judgment or ruling, all parties must execute the shareholders' resolution without exception. No entity may refuse to comply with its content on the grounds that the resolution is invalid. The company, directors, and senior management must conscientiously fulfill their duties to ensure the smooth operation of the enterprise.

When the People's Court issues a judgment or ruling on relevant matters, the company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the CSRC and the stock listing location. The company must fully explain the impacts and actively cooperate with enforcement after the judgment or ruling takes effect. For corrections to prior matters, the company shall promptly address them and fulfill corresponding information disclosure obligations.

Article 37 Under any of the following circumstances, the resolution of the shareholders' meeting or the board of directors of the company shall not be established:

- (1) No resolution was made at the shareholders' meeting or the board of directors meeting;
- (2) The shareholders' meeting or the board of directors fails to vote on the matters resolved;
- (3) The number of persons present at the meeting or the number of voting rights held does not meet the number or the number of voting rights stipulated in the Company Law or these Articles of Association;
- (4) The number of persons or the number of voting rights holding the resolution items does not reach the number or the number of voting rights stipulated in the Company Law or these Articles of Association.

Article 38 Directors and senior management personnel outside the Audit Committee who violate laws, administrative regulations, or the company's articles of association while performing their duties, thereby causing losses to the company, shall bear compensation liability in accordance with the law. Shareholders holding 1% or more of the company's shares individually or collectively for over 180 consecutive days have the right to submit written requests to the Audit Committee to file a lawsuit with the People's Court. Similarly, Audit Committee members who violate laws, administrative regulations, or the company's articles of association while performing their duties and cause losses to the company shall also bear compensation liability in accordance with the law. The aforementioned shareholders may submit written requests to the Board of Directors to file a lawsuit with the People's Court.

Where the Board of Auditors or the Board of Directors refuses to initiate litigation after receiving a written request from a shareholder specified in the preceding paragraph, fails to do so within 30 days from the date of receiving the request, or where an emergency situation arises that would cause irreparable harm to the company's interests if litigation is not initiated immediately, such shareholder shall have the right to directly file a lawsuit in the People's Court in its own name for the benefit of the company.

Where a company's lawful rights and interests are infringed by another person, thereby causing losses to the company, the shareholder specified in paragraph 1 of this Article may bring a lawsuit before a people's court in accordance with the provisions of the preceding two paragraphs.

Where directors, supervisors, or senior management personnel of a wholly-owned subsidiary violate laws, administrative regulations, or the company's articles of association in performing their duties, causing losses to the company, or where others infringe upon the legitimate rights and interests of the wholly-owned subsidiary resulting in losses, shareholders who individually or collectively hold more than 1% of the company's shares for over 180 consecutive days may submit written requests pursuant to the first three paragraphs of Article 189 of the Company Law. Such requests may direct the subsidiary's board of supervisors or board of directors to file a lawsuit with the people's court, or directly file a lawsuit in their own name. Where the wholly-owned subsidiary does not have a board of supervisors or supervisor, or has an audit committee, the provisions of the first and second paragraphs of this article shall apply.

Article 39 Where a director or a senior manager violates the provisions of laws, administrative regulations or these articles of association and damages the interests of shareholders, the shareholders may bring a lawsuit before a people's court.

Article 40 Shareholders of the company undertake the following obligations:

- (1) Abide by laws, administrative regulations and these articles of association;
- (2) Pay the share price according to the shares subscribed and the mode of investment;
- (3) The share capital shall not be withdrawn except under circumstances prescribed by laws and regulations;
- (4) It shall not abuse the rights of shareholders to harm the interests of the company or other shareholders; it shall not abuse the independent legal status of the company and the limited liability of shareholders to harm the interests of the company's creditors;
- (5) other obligations to be assumed as stipulated by laws, administrative regulations, regulatory rules of the stock listing place of the company and these articles of association.

Where a shareholder of a company abuses his right as a shareholder and causes losses to the company or other shareholders, he shall be liable for compensation according to law. Where a shareholder of a company abuses the independent legal status of the company and the limited liability of shareholders to evade debts and seriously damage the interests of creditors of the company, he shall be jointly and severally liable for the debts of the company.

Article 41 If a shareholder holding more than 5% of the voting shares of the company pledges his shares, he shall make a written report to the company on the day when the fact occurs.

Section 2 General provisions of the shareholders' meeting

Article 42 The shareholders' meeting is the authority of the company and exercises the following functions and powers according to law:

- (1) electing and replacing directors and deciding on matters relating to the remuneration of directors;
- (2) to examine and approve the reports of the board of directors;
- (3) to examine and approve the company's profit distribution plan and loss compensation plan;
- (4) to make resolutions on the increase or decrease of the company's registered capital;
- (5) to make resolutions on the issuance of bonds or other securities and the listing of the company;
- (6) to make resolutions on the merger, division, dissolution, liquidation or change of the form of the company;
- (7) Amend these Articles of Association;
- (8) To make resolutions on the employment and dismissal of accounting firms undertaking audit services for the company;
- (9) to examine and approve the security matters prescribed in Article 43;
- (10) to examine the purchase or sale of major assets by the company within one year that exceeds 30% of the company's total assets in the latest period;
- (11) examine and approve changes in the use of raised funds;
- (12) Reviewing equity incentive plans and employee stock ownership plans;
- (13) to examine the repurchase of shares of the Company in accordance with the provisions of these Articles;
- (14) To examine laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed or other matters that should be decided by the shareholders' meeting as stipulated in these Articles of Association.

Unless otherwise provided for by laws, administrative regulations, departmental rules and regulatory rules of the stock listing place of the company, the authority of the shareholders' meeting shall not be exercised by the board of directors or other institutions or individuals in the form of authorization.

Article 43 The following external guarantee acts of the company shall be submitted to the shareholders' meeting for deliberation and approval:

- (1) Any guarantee provided by the company and its holding subsidiaries whose total amount of external guarantees exceeds 50% of the net assets of the latest period;
- (2) Any guarantee provided by the Company whose total amount of external guarantees exceeds 30% of the total assets of the latest period;
- (3) The amount of guarantee provided by the company within one year exceeds 30% of the total assets of the company in the latest period;
- (4) Guarantees provided for guarantee objects whose asset-liability ratio exceeds 70%;
- (5) A single guarantee whose amount exceeds 10% of the net assets of the latest period;
- (6) Guarantees provided by shareholders, actual controllers and their connected persons;
- (7) Other guarantee circumstances that require approval by the shareholders' meeting as stipulated in laws, administrative regulations, rules, normative documents, The Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed.

The external guarantee that should be examined and approved by the shareholders' meeting must be submitted to the shareholders' meeting for examination and approval only after being examined and approved by the board of directors.

Except for the matters mentioned above which shall be examined and approved by the shareholders' meeting, all other external guarantee matters of the company shall be examined and approved by the board of directors.

When a shareholders' meeting deliberates on a proposal to provide a guarantee for the shareholder, the actual controller and its connected persons (as defined in the Hong Kong Listing Rules), such shareholder or the shareholder under the control of the actual controller shall not participate in the vote, and the vote shall be passed by more than half of the voting rights held by other shareholders present at the shareholders' meeting.

Where a company provides a guarantee to a connected person (as defined in the Hong Kong Listing Rules), it shall comply with the applicable provisions of the Hong Kong Listing Rules (except for the exemption of the HKEX).

Article 44 Shareholders' meetings are divided into annual shareholders' meetings and interim Shareholders' meetings. The annual shareholders' meeting shall be held once a year and shall be held within 6 months after the end of the previous fiscal year.

Article 45 Under any of the following circumstances, the company shall convene an extraordinary shareholders' meeting within two months from the date when the fact occurs:

- (1) The number of directors is less than 2/3 of the number stipulated in the Company Law or the articles of association;
- (2) The company's unremedied losses reach 1/3 of the total amount of paid-up share capital;
- (3) When a shareholder who individually or collectively holds more than 10% of the company's shares (based on the basis of one share, one vote);
- (4) When the board of directors deems it necessary;
- (5) When the audit Committee proposes to convene;
- (6) Other circumstances stipulated by laws, administrative regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed or other provisions of the Articles of Association.

Article 46 The Company shall convene Shareholders' meetings at its registered office or other locations designated by the convening party. Shareholders' meetings shall be conducted in a manner approved or required by the securities regulatory authority of the stock listing location. The Company will provide convenient participation methods such as online platforms, video conferencing, telephone calls, or other means in accordance with laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory requirements of the listing location. Participation through these methods shall be deemed as attendance. For remote attendees via online platforms, video conferencing, or telephone calls, shareholders must complete registration and identity verification as required by the meeting notice in advance, submit personal information to the Company, and use provided network credentials to participate. During meetings, the Board of Directors and chairpersons may arrange for remote participants to speak and ask questions without disrupting normal proceedings. The Company will also provide online voting options to facilitate shareholder participation, provided such practices comply with applicable laws, administrative regulations, departmental rules, normative documents, and the Hong Kong Listing Rules.

Article 47 If laws, administrative regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules in the listing place of the Company explicitly require the company to hold a shareholders' meeting with the presence of a lawyer and issue legal opinions, the Company will employ a lawyer to issue legal opinions and make public announcements on the following issues when holding a shareholders' meeting:

- (1) whether the procedures for convening and holding the meeting comply with laws, administrative regulations and the articles of association;
- (2) whether the qualifications of the participants and the qualifications of the convenor are legal and valid;
- (3) whether the voting procedure and the result of the vote are legal and valid;
- (4) Legal opinions issued at the request of the Company on other relevant issues.

Section 3 Convening of shareholders' meeting

Article 48 The board of directors shall convene the shareholders' meeting on time within the prescribed time limit.

With the approval of a majority vote by all independent non-executive directors, such directors may submit a written proposal to the Board of Directors requesting the convening of an extraordinary general meeting. The Board shall provide written feedback within 10 days of receiving such request, evaluating whether to approve or reject the proposal in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules, securities regulatory requirements of the company's listing jurisdiction, and the Company's Articles of Association.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution is made by the board of directors; if the board of directors does not agree to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

Article 49 The Audit Committee may propose to the Board of Directors to convene an extraordinary shareholders' meeting and must submit such proposal in writing. The Board shall, within 10 days of receiving the proposal, provide written feedback on whether to approve or reject the extraordinary shareholders' meeting in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the company's listing location, and the company's Articles of Association.

If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution of the board of directors, and any change to the original proposal in the notice shall be subject to the consent of the audit committee.

If the board of directors does not agree to hold an interim shareholders' meeting, or fails to give feedback within 10 days after receiving the proposal, it shall be deemed that the board of directors is unable or fails to perform its duty of convening a shareholders' meeting, and the audit committee may convene and preside over the meeting by itself.

Article 50 Shareholders holding 10% or more of the company's shares, either individually or collectively, have the right to request the board of directors to convene an extraordinary shareholders' meeting. Such requests must be submitted in writing to the board. The board shall provide written feedback on whether to approve the request within 10 days of receiving it, in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the stock listing location, and the company's articles of association.

Where the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after the resolution is made. Any modification to the original request in the notice shall obtain the consent of the relevant shareholders. Where laws, administrative regulations, departmental rules, or securities regulatory rules of the stock listing place have other provisions, such provisions shall prevail.

If the board of directors does not agree to convene an extraordinary shareholders' meeting, or fails to give feedback within 10 days after receiving the request, a shareholder who individually or collectively holds more than 10% of the company's shares (on the basis of one vote per share) shall have the right to propose to the audit committee to convene an extraordinary shareholders' meeting and shall submit the request in writing to the audit committee.

If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within 5 days after receiving the request, and the modification of the original proposal in the notice shall obtain the consent of the relevant shareholders.

If the audit committee fails to issue a notice of shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee does not convene and preside over the shareholders' meeting, and the shareholders who individually or collectively hold more than 10% of the company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves.

Article 51 If the audit committee or shareholders decide to convene the shareholders' meeting by themselves, they shall notify the board of directors.

Before the announcement of the shareholders' meeting resolution, the shareholding ratio of the convening shareholder shall not be less than 10%. The convening shareholder shall disclose the announcement no later than the issuance of the shareholders' meeting notice, and promise that during the period from the date of proposing to convene the shareholders' meeting to the date of the shareholders' meeting, its shareholding ratio shall not be less than 10% of the total share capital of the company.

Where laws, administrative regulations, departmental rules or securities regulatory rules of the place where the company's shares are listed provide otherwise, such provisions shall prevail.

Article 52 The board of directors and the secretary of the board of directors shall cooperate with the audit committee or shareholders in convening a shareholders' meeting. The board of directors shall provide the register of shareholders on the date of share registration. The register of shareholders obtained by the convenor shall not be used for any purpose other than convening a shareholders' meeting.

Article 53 The expenses necessary for the meeting of the shareholders' meeting convened by the audit committee or the shareholders themselves shall be borne by the company.

Section 4 Proposals and notices of shareholders' meeting

Article 54 The contents of the proposal shall fall within the authority of the shareholders' meeting, have clear topics and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules in the place where the company's shares are listed and the articles of association.

Article 55 When the company convenes a shareholders' meeting, the board of directors, the audit committee and the shareholders who individually or collectively hold more than 1% of the company's shares have the right to put forward proposals to the company.

Shareholders holding 1% or more of the company's shares individually or collectively may submit a provisional proposal in writing to the convenor at least 10 days before the shareholders' meeting. The proposal must specify clear agenda items and concrete resolution matters. Upon receiving the proposal, the convenor shall issue a supplementary notice within two days, disclose the provisional proposal's content through public announcement, and submit it to the shareholders' meeting for consideration. However, this does not apply if the proposal violates laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the company's listing location, or the company's articles of association, or falls outside the shareholders' meeting's authority.

Except for the circumstances specified in the preceding paragraph, the convenor shall not modify any proposal listed in the notice of shareholders' meeting or add any new proposal after issuing the notice of shareholders' meeting.

If a proposal is not listed in the notice of shareholders' meeting or does not conform to the provisions of these Articles of Association, the shareholders' meeting shall not vote and make a resolution.

Article 56 The convenor shall notify the shareholders 21 days before the annual shareholders' meeting (including by announcement), and the extraordinary shareholders' meeting shall notify the shareholders 15 days before the meeting (including by announcement).

The Company shall not include the date of the meeting when calculating the starting period, but shall include the date of the notice. If there are other provisions in relevant laws, administrative regulations, the Hong Kong Listing Rules and the securities regulatory authorities of the company's listing place, such provisions shall prevail.

Article 57 The written notice of the shareholders' meeting shall include the following contents:

- (1) The time, place and duration of the meeting;
- (2) Matters and proposals submitted to the meeting for consideration;
- (3) It shall be clearly stated that all shareholders registered on the record date have the right to attend the shareholders' meeting and may appoint agents in writing to attend the meeting and vote, and such shareholder agent need not be a shareholder of the company;
- (4) The date of registration of shares of shareholders entitled to attend the shareholders' meeting;
- (5) Name and telephone number of the permanent contact person for the conference;
- (6) the time and procedure of voting by network or other means.

Shareholders' notices and supplementary notices shall include the content stipulated by the securities regulatory rules of the company's listing location and the Articles of Association, while fully disclosing all specific details of each proposal. When matters requiring opinions from independent non-executive directors are proposed for discussion, the notices shall simultaneously disclose their opinions and rationale.

Where the shareholders' meeting adopts the Internet or other means, the voting time and voting procedures of the Internet or other means shall be clearly stated in the notice of the shareholders' meeting.

The interval between the record date and the date of meeting shall not be more than 7 working days. Once the record date is confirmed, it shall not be changed.

Article 58 If the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors, including at least the following:

- (1) Personal information such as educational background, working experience and part-time jobs;
- (2) whether there is a connected relationship with the company or its controlling shareholders and actual controllers;
- (3) disclose the number of shares of the company held;
- (4) whether they have been punished by relevant securities regulatory agencies and other relevant departments or disciplined by the stock exchange;
- (5) whether the qualifications for appointment required by laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the stock listing place of the company and the Articles of Association are met, as well as other details that should be disclosed.

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

Article 59 After the notice of shareholders' meeting is issued, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals listed in the notice of shareholders' meeting shall not be cancelled. In case of postponement or cancellation, the convenor shall make an announcement at least 2 working days before the original date of convening and explain the reasons.

If there are other provisions in the Hong Kong Listing Rules on the foregoing matters, such provisions shall prevail.

Section 5 The convention of Shareholders' Meeting

Article 60 The board of directors and other conveners of the company shall take necessary measures to ensure the normal order of the shareholders' meeting. For acts that disturb the shareholders' meeting, cause trouble or infringe upon the legitimate rights and interests of shareholders, measures shall be taken to stop them and report them to relevant departments for investigation and punishment in time.

Article 61 All shareholders registered in the shareholder register on the record date or their agents are entitled to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the listing place of the company's shares and this Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters in accordance with the securities regulatory rules of the listing place of the company's shares).

In accordance with applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from voting on a resolution or if any shareholder is restricted to vote for (or against) a resolution, the number of votes cast by such shareholder or its representative in violation of the relevant provisions or restrictions shall not be counted.

Shareholders may attend the shareholders' meeting in person or authorize agents to attend and vote on their behalf. Each shareholder has the right to appoint one agent, but such agent need not be a shareholder of the company. The shareholder's agent may exercise the following rights in accordance with the shareholder's authorization:

- (1) The right of the shareholder to speak at the shareholders' meeting;
- (2) to vote by themselves or jointly with others;
- (3) Exercise the voting right by raising hands or voting, except as otherwise provided for in relevant laws, administrative regulations and the listing rules of the stock exchange where the company's shares are listed or other securities laws and regulations.

Article 62 If a private shareholder attends the meeting in person, he/she shall present his/her identity card or other valid certificates or certificates that can show his/her identity; if he/she attends the meeting on behalf of another person, he/she shall present his/her valid identity certificate and shareholder's power of attorney.

Shareholders of a legal entity or institutional shareholders shall be represented by their legal representative/Executive Partner or an authorized agent appointed by such representative to attend meetings and vote. When attending in person, the legal representative/Executive Partner must present their ID card and valid documentation proving their authority as such. For agents attending on behalf, the agent must present their ID card and a written power of attorney legally issued by the legal representative/Executive Partner of the corporate shareholder entity/institution.

Shareholders without independent legal personality shall be present at the meeting by their responsible persons (if it is a partnership, the managing partner or general partner or the representative appointed by the managing partner) or agents entrusted by the responsible persons.

If a shareholder is defined as a recognized clearing house (or its agent) under the relevant regulations of Hong Kong, such shareholder may authorize one or more persons deemed appropriate to act as their representative at any shareholders' meeting. However, if multiple persons are authorized, the power of attorney shall specify the number and type of shares each person is authorized to represent, and must be signed by the authorized personnel of the recognized clearing house. The authorized persons may attend meetings on behalf of the recognized clearing house (or its agent) (without presenting shareholding certificates, provided that notarized authorization and/or additional evidence confirms formal authorization), exercising rights (including the right to speak and vote) as if they were individual shareholders of the company.

Article 63 Any shareholder who has the right to attend a shareholders' meeting and the right to vote shall have the right to entrust one or several persons (such persons need not be shareholders) as agent(s) to attend the meeting and to exercise voting rights. The power of attorney issued by a shareholder authorizing another person to attend the shareholders' meeting shall contain the following contents:

- (1) The name or title of the client, and the type and number of shares held by the client;
- (2) the name or title of the agent;
- (3) agency matters and scope of authorization, specific instructions from shareholders, including instructions on whether to vote in favour, against or abstain from each matter under consideration on the agenda of the shareholders' meeting; and specific instructions on whether they have the right to vote on any provisional proposal that may be included in the agenda of the shareholders' meeting and what kind of voting rights they should exercise if they have the right to vote;
- (4) the date of issue and validity period of the power of attorney;
- (5) Signature (or seal) of the client. If the client is a legal person shareholder, the company seal shall be affixed or a qualified person shall sign.

The power of attorney shall indicate whether the shareholder's agent may vote according to his own will if the shareholder does not give specific instructions. The shareholder's agent is not a shareholder of the company. The shareholder's agent shall exercise the voting right within the scope of authorization. If no such indication is indicated, it shall be deemed that the shareholder's agent has the right to vote according to his own will.

Where the Hong Kong Listing Rules have special provisions on power of attorney, such provisions shall prevail.

Article 64 A letter of proxy for voting shall be received and kept at the company's domicile or at another place designated in the notice of the meeting at least twenty-four (24) hours prior to commencement of the relevant meeting or before the designated time of voting. Where a proxy voting power of attorney is authorized by the client to be signed by another person, the power of attorney or other authorization documents authorizing the signature shall be notarized. The notarized power of attorney or other authorization documents and the proxy voting power of attorney shall be kept at the company's domicile or other places specified in the notice of convening the meeting.

Where the entrusting party is a non-natural person, its legal representative (person in charge) or the person authorized by the board of directors or other decision-making organs shall attend the shareholders' meeting of the company as a representative.

If the shareholder is Hong Kong Securities Clearing Company Limited, it has the right to appoint one or more agents or corporate representatives to attend Shareholders' meetings and creditors' meetings. These agents or corporate representatives shall enjoy statutory rights equivalent to those of other shareholders, including the right to speak and vote. If two or more individuals are authorized, the power of attorney or authorization letter shall specify the number and type of shares each individual is authorized to represent. The authorized individuals may exercise rights on behalf of Hong Kong Securities Clearing Company Limited (or its agents) without presenting shareholding certificates, provided that the authorization is notarized and supported by further evidence proving formal authorization, as if they were individual shareholders of the company.

Article 65 The company shall be responsible for making the meeting register of the participants. The meeting register shall specify the name (or the name of the unit) of the participants, their ID card numbers, the number of voting shares held or represented, and the name (or the name of the unit) of the agent.

Article 66 The convenor and the company's appointed legal counsel (if any) shall jointly verify the validity of shareholder qualifications based on the shareholder register provided by the securities registration and clearing institution, and register the shareholders' names (or titles) along with the number of voting shares they hold. The meeting registration shall be terminated before the chairperson announces the number of shareholders and proxies present at the meeting and the total number of voting shares they hold.

Article 67 Where the shareholders' meeting requires the directors and senior managers to attend the meeting, the directors and senior managers shall attend the meeting and accept the inquiries of the shareholders.

Article 68 The shareholders' meeting shall be presided over by the chairman. If the chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside over the meeting.

The shareholders' meeting convened by the audit committee itself shall be presided over by the convenor of the audit committee. If the convenor of the audit committee is unable or fails to perform his duties, the meeting shall be presided over by a member of the audit committee jointly elected by more than half of the members of the audit committee.

A shareholders' meeting convened by the shareholders themselves shall be presided over by the convenor or his representatives.

When a shareholders' meeting is held, if the presiding person violates the rules of procedure and the shareholders' meeting cannot continue, with the consent of more than half of the shareholders present at the meeting who have the right to vote, the shareholders' meeting may elect one person to preside over the meeting and continue the meeting.

Article 69 The company shall formulate shareholders' meeting rules of procedure, which shall specify in detail the convening, holding, and voting procedures of shareholders' meetings. These rules shall cover notification procedures, registration requirements, proposal review processes, voting mechanisms, vote counting methods, announcement of voting results, resolution formation, meeting minutes and their signing, as well as public announcements. The rules shall also outline the authorization principles granted by shareholders to the board of directors, with the scope of authorization being clearly defined. The shareholders' meeting rules shall be annexed to the articles of association, drafted by the board of directors and approved by the shareholders' meeting.

Article 70 At the annual general meeting, the board of directors shall report to the shareholders on its work in the past year. Each independent non-executive director shall also make a report on his/her work.

Article 71 Except for the information connected to the company's trade secrets that cannot be disclosed at the shareholders' meeting, directors and senior managers shall explain and clarify the inquiries and suggestions of shareholders at the shareholders' meeting.

Article 72 The presiding person of the meeting shall announce the number of shareholders and agents present at the meeting and the total number of voting shares held before voting, and the number of shareholders and agents present at the meeting and the total number of voting shares held shall be subject to the meeting registration.

Article 73 The board of shareholders shall have minutes of the meeting, which shall be kept by the secretary of the board of directors.

The minutes of the meeting recorded the following:

- (1) The time, place and agenda of the meeting and the name or name of the convenor;
- (2) The names of the meeting presiding persons and the directors and senior managers attending or sitting in on the meeting;
- (3) the number of shareholders and agents present at the meeting, the total number of voting shares held and the proportion of the total number of shares of the company;
- (4) the deliberation process, key points of speech and voting results of each proposal;
- (5) the inquiries, opinions or suggestions of the shareholders and the corresponding replies or explanations;
- (6) the names of lawyers, vote counters and supervisors;
- (7) Other contents that the shareholders' meeting considers or that should be included in the minutes of the meeting as stipulated in these Articles of Association.

Article 74 The convenor shall ensure the meeting minutes are authentic, accurate, and complete. All attending directors, the board secretary, the convenor or their representative, and the chairperson must sign the minutes. The meeting minutes shall be archived alongside the on-site shareholder signature book, proxy voting documents, and valid records of other voting methods, with a retention period of no less than 10 years.

Article 75 The convenor shall ensure the shareholders' meeting is held consecutively until a final resolution is reached. In case of suspension or failure to reach resolutions due to force majeure or other special circumstances, necessary measures shall be taken to resume the meeting promptly or terminate it immediately. The company must also make timely announcements in compliance with relevant laws, regulations, and requirements set by the securities regulatory authority of the stock listing location.

Section 6 Voting and resolutions of the shareholders' meeting

Article 76 Shareholders' resolutions are divided into ordinary resolutions and special resolutions.

The shareholders' meeting shall pass the ordinary resolution by a majority of the voting rights held by the shareholders present at the shareholders' meeting (including the shareholders' agents).

A special resolution of the shareholders' meeting shall be passed by more than 2/3 of the voting rights held by the shareholders present at the shareholders' meeting (including shareholders' agents).

Article 77 The following matters shall be passed by the shareholders' meeting through ordinary resolution:

- (1) Report on the work of the board of directors;
- (2) the profit distribution plan and loss compensation plan formulated by the board of directors;
- (3) appointment and removal of members of the board of directors and their remuneration and payment methods;
- (4) the appointment, dismissal or non-renewal of an accounting firm and its remuneration;
- (5) The company's annual report;
- (6) Other matters other than those requiring special resolution as provided for by laws and administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed or as provided for in these Articles of Association.

Article 78 The following matters shall be passed by the shareholders' meeting through special resolution:

- (1) The company increases or reduces its registered capital;
- (2) The division, spin-off, merger, dissolution and liquidation of the company (including voluntary liquidation of the company);
- (3) Modification of these Articles of Association;
- (4) The amount of major assets purchased or sold by the company within one year or the amount of guarantees provided to others exceeds 30% of the total assets of the company in the latest period;
- (5) Equity incentive plan;
- (6) Other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed or the articles of association, as well as other matters that are deemed to have a significant impact on the company by the ordinary resolution of the shareholders' meeting and need to be passed by a special resolution.

Article 79 Shareholders (including their agents) exercise voting rights based on the number of voting shares they represent, with each share entitled to one vote. During voting procedures, shareholders holding two or more votes (including their agents) are not required to cast all their votes as either affirmative, negative, or abstaining.

When a shareholders' meeting deliberates on major matters affecting the interests of small and medium investors, separate votes shall be counted for small and medium investors. The results of separate votes shall be disclosed in a timely manner.

The shares held by the company have no voting rights, and such shares are not included in the total number of voting shares present at the shareholders' meeting.

Where a shareholder's purchase of voting shares of the company violates the provisions of Paragraph 1 and Paragraph 2 of Article 63 of the Securities Law, the excess proportion of the shares shall not be exercised for voting rights within 36 months after the purchase, and shall not be included in the total number of voting shares present at the shareholders' meeting.

The company's board of directors, independent non-executive directors, shareholders holding over 1% of voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or securities regulatory requirements of the stock listing location may publicly solicit shareholder voting rights. When soliciting shareholder voting rights, the solicitor must fully disclose specific voting intentions and other relevant information to the solicited parties. Solicitation through paid or disguisedly paid means is prohibited. Except for statutory conditions, the company shall not impose minimum shareholding ratio restrictions on the solicitation of voting rights.

If the company has other shares outstanding, it shall state whether it enjoys voting rights.

Article 80 When the shareholders' meeting considers a matter relating to a connected transaction (as defined in the Hong Kong Listing Rules), a connected shareholder (as defined in the Hong Kong Listing Rules) may make an appropriate statement regarding the matter but shall not vote and the number of voting shares represented by such connected shareholder shall not be included in the total number of valid votes.

Prior to Shareholders' meetings deliberating on connected transactions, the company shall determine the scope of connected shareholders in accordance with relevant national laws and regulations, the Hong Kong Listing Rules, and regulatory requirements from securities regulators at the company's listing location. Connected shareholders or their authorized representatives may attend the meeting and present their views according to the general meeting procedures, but must abstain from voting during the voting process. When resolutions concerning connected transactions are passed by the shareholders' meeting, such connected shareholders shall voluntarily recuse themselves from voting. If a connected shareholder fails to recuse themselves voluntarily, other attending shareholders have the right to request their recusal.

After the withdrawal of the connected shareholders, other shareholders shall vote according to their voting rights and pass corresponding resolutions in accordance with the provisions of this Articles of Association; the withdrawal and voting procedures of the connected shareholders shall be notified by the presiding officer of the shareholders' meeting and recorded in the minutes of the meeting.

Resolutions on connected transactions by the shareholders' meeting shall be valid only if passed by a majority vote of non-connected shareholders present at the meeting. However, when such transactions involve matters requiring special resolutions under the Articles of Association, the resolution must obtain approval from more than two-thirds of the voting rights held by non-connected shareholders present. If connected shareholders fail to disclose their affiliations or abstain as required by these procedures, all resolutions concerning such transactions shall be void and require a new vote. For public announcements regarding resolutions, the voting status of non-connected shareholders must be fully disclosed. In accordance with applicable laws, regulations, and the Hong Kong Listing Rules, votes cast by shareholders who waive their voting rights or restrict others to supporting (or opposing) specific resolutions in violation of relevant provisions or restrictions shall not be counted.

The connected transaction between the company and its connected parties shall be signed in a written agreement, which shall follow the principles of equality, voluntary, equivalent and compensated, and the contents of the agreement shall be clear and specific.

Article 81 If the Hong Kong Listing Rules provide that any shareholder is required to abstain from voting or to restrict the voting of other matters (or objects), any vote cast by such shareholder or its representative for such matter which contravenes the relevant provisions or restrictions shall not be counted.

Article 82 Except for the company's special circumstances such as crisis, the company will not enter into a contract with any person other than the directors, general manager and other senior managers to entrust the management of all or important business of the company to such person without the special resolution of the shareholders' meeting.

Article 83 The list of candidates for directors shall be submitted to the shareholders' meeting for voting by proposal.

The nomination of directors candidates shall be in the following manner and procedure:

- (1) When the board of directors is replaced or a new director is added to the current board of directors, the current board of directors and shareholders holding more than 1% of the shares individually or jointly may nominate candidates for the next board of directors or candidates for the addition of directors by shareholder representatives not exceeding the number of persons to be elected;
- (2) Independent non-executive directors shall be nominated by the current board of directors or shareholders who individually or collectively hold more than 1% of the company's outstanding shares;
- (3) The shareholders shall submit the resume and basic information of the candidates for directors and independent non-executive directors nominated by them to the current board of directors, which shall examine their qualifications. If they meet the qualifications for the office of director after examination, they shall be submitted to the shareholders' meeting for election;
- (4) The nominator shall obtain the written commitment of the candidate before nominating the candidate, confirming that he/she accepts the nomination, and promise that the information of the candidate to be disclosed in public is true and complete, and that he/she will earnestly perform the duties of a director after being elected.

Article 84 When voting on the election of directors, the shareholders' meeting may implement the cumulative voting system in accordance with the provisions of the articles of association or the resolution of the shareholders' meeting. If the proportion of the shares with rights and interests owned by a single shareholder and its acting-in-concert persons is 30% or more, the cumulative voting system shall be implemented.

The cumulative voting system mentioned in the preceding paragraph means that each share has the same number of voting rights as the number of directors to be elected by the shareholders' meeting, and the voting rights owned by shareholders can be used centrally. The board of directors shall announce the resume and basic information of the candidates for directors to the shareholders.

The following principles shall be implemented when the cumulative voting system is adopted for shareholders' vote:

- (1) The number of candidates for directors may be more than the number of directors to be elected by the shareholders' meeting, but the number of candidates voted by each shareholder shall not exceed the number of directors to be elected by the shareholders' meeting, and the total number of votes allocated shall not exceed the number of votes owned by the shareholders; otherwise, the vote shall be invalid;
- (2) The final list of elected directors shall be determined based on the order of vote counts. However, each elected director must receive a minimum number of votes exceeding half of the total shares held by shareholders present at the shareholders' meeting (including proxies). If fewer directors are elected than the proposed number, a second round of voting shall be conducted for all under-voted candidates. Should this still result in insufficient numbers, the company shall hold a by-election at its next shareholders' meeting. In cases where two or more directors have identical vote counts but only partial positions remain available due to quota restrictions, these tied candidates shall undergo separate second-round voting.

Article 85 Except for the cumulative voting system, the shareholders' meeting shall vote on each proposal individually. If there are multiple proposals regarding the same matter, voting shall proceed in the order of their submission. Unless the shareholders' meeting is suspended or unable to reach a resolution due to force majeure or other special circumstances, no proposal shall be shelved or left unvoted.

Article 86 When the shareholders' meeting deliberates a proposal, it shall not modify the proposal. If any change is made, it shall be regarded as a new proposal and shall not be voted at the shareholders' meeting.

Article 87 One voting right can only choose one of the on-site, online or other voting methods. If there is a duplicate vote for the same voting right, the first vote shall prevail.

Article 88 Shareholders' meeting shall vote by secret ballot.

Article 89 Before voting on the proposal, the shareholders shall elect two shareholder representatives to participate in the counting and monitoring of votes. If the matters under consideration are connected to the shareholders, the relevant shareholders and their agents shall not participate in the counting and monitoring of votes.

When voting on a proposal, the shareholders shall have lawyers (if any) and shareholder representatives jointly responsible for counting and supervising the votes in accordance with the Hong Kong Listing Rules, and the voting results shall be announced on the spot. The voting results of the resolution shall be recorded in the minutes of the meeting.

Shareholders of a company who vote by network or other means, or their agents, shall have the right to check their voting results through the corresponding voting system.

Article 90 The closing time of the shareholders' meeting shall not be earlier than that of the meeting held online or by other means. The presiding person shall announce the voting status and results of each proposal, and announce whether the proposal is passed according to the voting results.

Prior to the official announcement of the voting results, the company, vote counters, supervisors, shareholders, network service providers and other relevant parties involved in the on-site, online and other voting methods of the shareholders' meeting shall have the obligation to keep confidential the voting situation.

Article 91 Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposals submitted for voting: consent, opposition or abstention. Securities registration and settlement institutions, except those that declare according to the expression of the actual holders' opinions, shall act as nominal holders of the stocks traded in the Mainland-Hong Kong Stock Market Interconnection Mechanism.

Ballot papers that are not filled in, incorrectly filled in or illegible, and ballot papers that are not cast shall be deemed to be the waiver of voting rights by the voters, and the voting result of the number of shares held shall be counted as "abstaining".

If any shareholder is required to abstain from voting on any particular resolution, or is limited to voting for or against a particular resolution, in accordance with the stock exchange in which the company's shares are listed, any vote cast by such shareholder or his representative in violation of such requirement or restriction shall not be counted.

Article 92 If the presiding officer of a meeting has any doubt about the result of a resolution submitted to voting, he may organize a vote on the group of votes cast. If the presiding officer does not conduct a vote count, shareholders present at the meeting or their agents who have objections to the results announced by the presiding officer shall have the right to demand a vote count immediately after the announcement of the voting results, and the presiding officer shall immediately organize a vote count.

Article 93 Shareholders' resolutions shall be promptly disclosed in accordance with applicable laws, regulations, or securities regulatory requirements of the company's listing jurisdiction. The disclosure must include: the number of shareholders and proxies present at meetings; the total number of voting shares held and their proportion of the company's total voting shares; voting procedures; voting outcomes for each proposal; detailed content of approved resolutions; and other matters required by the Hong Kong Listing Rules.

Article 94 If the proposal is not passed, or the resolution of the previous shareholders' meeting is changed during this shareholders' meeting, a special reminder shall be made in the resolution of the shareholders' meeting.

Article 95 If the shareholders' meeting approves a proposal regarding director election, the term of office for newly elected directors shall commence at the date specified in the resolution. Where no specific appointment date is specified in the resolution, the term of office shall be calculated from the date of approval of the resolution. However, during leadership transition elections, if the previous board members' terms have not expired, the new board members' term shall commence from the date when their current terms conclude.

Article 96 If the shareholders' meeting passes the proposal on cash distribution, stock transfer or capital reserve conversion into share capital, the company will implement the specific plan within 2 months after the shareholders' meeting.

CHAPTER 5 DIRECTORS AND BOARD OF DIRECTORS

Section 1 General provisions for directors

Article 97 A natural person shall not serve as a director of the company if he falls under any of the following circumstances:

- (1) being without civil capacity or having limited civil capacity;
- (2) those who have been sentenced to criminal punishment for embezzlement, bribery, embezzlement of property, misappropriation of property or destruction of the socialist market economic order, or those who have been deprived of political rights for crimes and have not exceeded five years after the expiration of the execution period, and are granted probation; or those who have not exceeded two years from the date of the expiration of the probation period;
- (3) Where a director, factory director or general manager of a company or enterprise undergoing bankruptcy liquidation has personal liability for the bankruptcy of the company or enterprise, not more than three years have passed since the completion of the bankruptcy liquidation of the company or enterprise;
- (4) If he acts as the legal representative of a company or enterprise whose business license has been revoked or which has been ordered to close due to violation of law and bears personal liability, the period shall not exceed 3 years from the date on which the business license of the company or enterprise is revoked or which is ordered to close;
- (5) The individual's large amount of debt is not repaid when it becomes due and the person is listed by the people's court as a dishonest person subjected to execution;
- (6) having been imposed a ban from the securities market by the CSRC for an unexpired period;
- (7) Other contents stipulated by laws, administrative regulations or departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the listing place of the company's shares.

Where a director is elected or appointed in violation of the provisions of this Article, such election, appointment or appointment shall be invalid. If a director commits any of the circumstances specified in this Article during his/her term of office, the company shall remove him/her from his/her post.

Article 98 Directors shall be elected or replaced by the shareholders' meeting, and may be removed from their posts by the shareholders' meeting before the expiration of their term of office. The term of office of directors shall be three years, and upon the expiration of their term of office, they may be re-elected in accordance with the securities regulatory rules of the stock listing place of the company.

The term of office for directors shall commence on the date of appointment and terminate upon the expiration of the current Board's term. If a director fails to be timely re-elected upon the expiration of their term, or if resignation during the term results in the Board membership falling below the statutory quorum or causes the company to fail to meet other requirements under the Hong Kong Listing Rules, the former director shall continue to perform their duties in accordance with applicable laws, administrative regulations, departmental rules, and the Company's Articles of Association until a newly elected director assumes office.

Any person appointed by the Board of Directors as a director to fill an interim vacancy or increase the number of directors shall be elected by shareholders at the first annual general meeting of shareholders after his/her appointment and shall serve only until the first annual general meeting of shareholders of the Company after his/her appointment and shall be eligible for re-election at that time.

Directors may be concurrently held by the general manager or other senior managers, but the total number of directors who hold the positions of general manager or other senior managers shall not exceed half of the total number of directors of the company.

The board of directors of the company shall not have employee representative directors.

Article 99 Directors shall abide by laws, administrative regulations and the provisions of these Articles of Association, have a duty of loyalty to the company, take measures to avoid conflicts of interest between their own interests and the interests of the company, and shall not take advantage of their authority to seek illegitimate interests.

Directors shall be bound by the following duties of loyalty:

- (1) They shall not embezzle the company's property or misappropriate the company's funds;
- (2) The company's funds shall not be deposited in an account under the name of the individual or another individual;
- (3) They shall not use their authority to bribe or accept other illegal income;
- (4) Without reporting to the board of directors or the shareholders' meeting and obtaining the resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles of Association, it shall not directly or indirectly conclude contracts or conduct transactions with the company;
- (5) It shall not take advantage of its position to seek for itself or others business opportunities that should belong to the company, except where such business opportunities are reported to the board of directors or shareholders' meeting and approved by the shareholders' meeting, or the company cannot take advantage of such business opportunities in accordance with laws, administrative regulations or the provisions of these Articles of Association;
- (6) It shall not engage in or operate for others business of the same kind as that of the company without reporting to the board of directors or shareholders' meeting and obtaining resolution by the board of directors or shareholders' meeting in accordance with the provisions of these Articles of Association;
- (7) It shall not accept commissions from others for transactions with the company as its own;
- (8) Shall not disclose the company's secrets without authorization;
- (9) It shall not take advantage of its connected relationship to harm the interests of the company;
- (10) Other duties of loyalty as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed and these Articles of Association.

Any income obtained by a director in violation of the provisions of this Article shall belong to the company; if losses are caused to the company, he shall be liable for compensation.

The provisions of paragraph 2 (4) of this Article shall apply to the conclusion of contracts or transactions by directors, their near relatives, enterprises directly or indirectly controlled by directors, senior managers or their near relatives, and persons connected with directors or senior managers in other ways.

Article 100 Directors shall abide by laws, administrative regulations and the provisions of these Articles of Association, have a duty of diligence to the company, and exercise their duties in the best interests of the company and exercise reasonable care normally due to managers.

Directors shall have the following duties of diligence towards the Company:

- (1) Exercise the rights granted by the company with caution, diligence and diligence to ensure that the company's business activities comply with the requirements of national laws, administrative regulations and various national economic policies, and that the business activities do not exceed the business scope specified in the business license;
- (2) All shareholders shall be treated fairly;
- (3) To keep abreast of the company's business operation and management;
- (4) It shall sign a written confirmation opinion on the company's periodic report to ensure that the information disclosed by the company is true, accurate and complete;
- (5) They shall truthfully provide the audit committee with relevant information and materials, and shall not hinder the audit committee from exercising its functions and powers;
- (6) Other duties of diligence as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed and these Articles of Association.

Article 101 If a director fails to attend the meeting in person for two consecutive times or does not entrust another director to attend the meeting, he shall be deemed unable to perform his duties and the board of directors shall recommend the shareholders' meeting to replace him.

Article 102 A director may resign before the expiration of their term. A director's resignation shall be submitted in writing to the Board of Directors, and the resignation takes effect upon receipt by the company. The Board of Directors shall disclose the relevant information within two business days. If the resignation of a director results in the number of Board members falling below the statutory minimum, or if the resignation of an independent non-executive director causes the number or proportion of such directors in the Board or its specialized committees to fail to meet legal, regulatory, or stock exchange listing requirements, or if there are no qualified independent non-executive directors with appropriate professional qualifications or expertise in accounting and financial management, the former director shall continue to perform their duties in accordance with applicable laws, administrative regulations, departmental rules, and the company's articles of association until a new director is elected.

Article 103 When a director resigns, completes all handover procedures with the board of directors, or leaves office due to expiration of term, their fiduciary obligations to the company and shareholders remain legally binding. These obligations persist not only after resignation takes effect but also continue for two years following the termination of their term. The duty to maintain confidentiality regarding the company's trade secrets remains effective until such secrets become publicly available. Any responsibilities arising from the director's official duties during their tenure shall not be waived or terminated upon resignation.

Article 104 The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date of the resolution.

If a director is removed without justifiable reasons before the expiration of his term of office, the director may demand compensation from the company.

Article 105 No director shall act on behalf of the company or the Board of Directors in his or her personal capacity without the provisions of these Articles of Association or the lawful authorization of the Board of Directors. When acting in his or her personal capacity, a director shall declare his or her position and identity in advance if a third party reasonably considers that he or she is acting on behalf of the company or the Board of Directors.

Article 106 Where a director causes damage to others by performing his duties as an executive of the company, the company shall be liable for compensation; where the director intentionally or through gross negligence, he shall also be liable for compensation.

The directors who violate the provisions of laws, administrative regulations, departmental rules or the articles of association in performing their duties for the company and cause losses to the company shall be liable for compensation.

Section 2 board of directors

Article 107 The company has a board of directors, which is responsible to the shareholders' meeting.

Article 108 The Board of Directors consists of seven directors, including three independent non-executive directors. The Board shall have a Chairman. At any time, the Board must maintain at least one-third of its members as independent non-executive directors, with a minimum total of three such directors. Notably, at least one independent non-executive director must be a financial accounting professional who meets the requirements specified in Article 3.10(2) of the Hong Kong Listing Rules.

Article 109 The board of directors shall exercise the following functions and powers:

- (1) To convene a shareholders' meeting and report on its work to the shareholders' meeting;
- (2) To execute the resolutions of the shareholders' meeting;
- (3) to decide on the company's business plans and investment plans, and to decide on the company's entry into areas of non-essential business operations or changes in existing essential business operations;
- (4) to formulate the company's profit distribution plan and loss compensation plan;

- (5) Formulate plans for the company to increase or decrease its registered capital, issue bonds or other securities and go public;
- (6) to draw up plans for major acquisitions, the acquisition of the company's shares, merger, division, dissolution or change of the company's form;
- (7) To decide, within the scope authorized by the shareholders' meeting, on matters such as the company's external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and external donation;
- (8) to decide on the establishment of the company's internal administrative organs;
- (9) To appoint or dismiss the general manager and the secretary of the board of directors; to appoint or dismiss senior managers such as deputy general managers and financial director according to the nominations of the general manager, and to decide on their remuneration, rewards and punishments;
- (10) Formulate the basic management system of the company;
- (11) Formulate a plan for the revision of these Articles of Association;
- (12) To administer the information disclosure of the company;
- (13) To request the shareholders' meeting to employ or replace the accounting firm auditing the company;
- (14) To hear the work report of the general manager of the company and inspect his work;
- (15) Formulate and review the corporate governance policies and practices of the Company and make recommendations to the Board of Directors;
- (16) Review and monitor the training and continuing professional development of directors and senior managers;
- (17) Review and monitor the company's policies and practices in compliance with laws and regulatory requirements;
- (18) Formulate, review and monitor codes of conduct for employees and directors and (if applicable) compliance manuals;
- (19) Review the Company's compliance with the Corporate Governance Code (Appendix C1 of the Hong Kong Listing Rules) and its disclosure in the corporate governance report;
- (20) Approval of transactions that are subject to the approval of the Board of Directors in accordance with laws, regulations, the Hong Kong Listing Rules, securities regulatory rules of the stock listing place of the Company and relevant regulatory authorities and the Articles of Association;
- (21) Laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed, the articles of association or other powers granted by the shareholders' meeting.

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

Article 110 The board of directors of the company shall explain to the shareholders' meeting the non-standard audit opinions issued by certified public accountants on the company's financial reports.

Article 111 The board of directors shall formulate the rules of procedure for the board of directors to ensure that the board of directors implements the resolutions of the shareholders' meeting, improve work efficiency and ensure scientific decision-making.

The rules of procedure for the meeting of directors shall stipulate the procedures for the convening and voting of the board of directors. As an annex to the articles of association, the rules of procedure for the meeting of directors shall be drawn up by the board of directors and approved by the shareholders' meeting.

To ensure effective implementation of the Board's responsibilities, three specialized committees have been established: the Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee. All members of these specialized committees are composed of directors, with their composition complying with legal requirements, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory requirements applicable to the company's listing location or as stipulated by relevant regulatory authorities. The Board is responsible for formulating operational guidelines for these specialized committees to standardize their functioning.

The above special committees may employ intermediary agencies to provide professional advice, and the company shall bear the relevant costs.

The special committees are responsible to the board of directors, and the proposals of the special committees shall be submitted to the board of directors for review and decision.

Article 112 The board of directors shall determine the authority to make foreign investment, acquire or sell assets, mortgage assets, make external guarantees, entrust financial management, connected transactions and make donations, and establish strict examination and decision-making procedures; if the authority exceeds the authority of the board of directors or the authorization scope of the shareholders' meeting, it shall be submitted to the shareholders' meeting for approval.

Article 113 The chairman shall be elected by the board of directors with a majority of all the directors.

Article 114 The chairman shall exercise the following functions and powers:

- (1) Preside over shareholders' meetings and convene and preside over board meetings;
- (2) Supervise and inspect the implementation of the resolutions of the board of directors;
- (3) signing the company's stocks, bonds and other securities;
- (4) signing important documents of the board of directors and other documents that should be signed by the chairman of the company;
- (5) To exercise the functions and powers of the legal representative;

- (6) In case of force majeure emergency such as a major natural disaster, exercise the special disposal right in accordance with legal provisions and the interests of the company, and report to the board of directors and shareholders' meeting after the event;
- (7) other functions and powers granted by the board of directors.

Article 115 Board meetings are divided into regular and extraordinary sessions. The Board shall convene at least four meetings annually, which are chaired by the Chairman. Regular board meetings shall notify all directors 14 days in advance through official channels (including personal delivery, fax, or email). Regular board meetings do not include approval of resolutions obtained through written circulation.

Article 116 Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors or the audit committee may propose to convene an interim meeting of the board of directors. The chairman shall, within 10 days after receiving the proposal, convene and preside over the meeting of the board of directors.

Article 117 The notice method of the temporary meeting of the board of directors shall be: special delivery, letter, fax, email or telephone; the time limit of the notice shall be no later than 3 days before the meeting of the temporary board of directors.

However, with the unanimous consent of all the directors, the time limit for notice of an interim board meeting convened for a particularly urgent matter may not be restricted by the preceding paragraph.

Article 118 The board meeting notice will include the following:

- (1) Date and place of the meeting;
- (2) The duration of the meeting;
- (3) Causes and topics;
- (4) the date of issuing the notice.

Article 119 A meeting of the board of directors shall be held only when more than half of the directors are present. Unless otherwise provided by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules in the place where the company's shares are listed and these Articles of Association, resolutions of the board of directors shall be adopted by a majority of all directors.

In the voting of resolutions of the board of directors, one person has one vote.

Article 120 Directors who have business connections with the enterprise involved in resolutions passed at board meetings (as defined in the Hong Kong Listing Rules) shall promptly submit a written report to the board. Directors with such business connections shall not exercise voting rights on the resolution, nor may they act on behalf of other directors to do so. A board meeting requires the attendance of more than half of non-connected directors to be valid, and resolutions must be approved by a majority of non-connected directors. If fewer than three non-connected directors are present at a board meeting, the matter shall be submitted to the shareholders' meeting for review.

Article 121 The Board of Directors may adopt voting methods including named ballot, show of hands, fax, email, letter, or telephone. For voting conducted via fax, email, letter, or telephone, the company shall retain corresponding documents such as fax copies, emails, letters, delivery receipts, and telephone recordings for a period of 10 years. However, if any director requests a ballot-based voting method, such method shall be adopted.

The board of directors meeting shall be held on-site as the principle. The temporary meeting of the board of directors may be conducted by fax, email, letter or telephone to make resolutions on the premise of ensuring that the directors fully express their opinions, and the participating directors shall sign the resolutions.

When a board meeting is held in a non-on-site manner, the number of directors present shall be calculated by video display of the directors present, the directors who express their opinions in a teleconference, and the valid voting votes actually received within the prescribed time limit such as faxes or emails.

When the board meeting is held simultaneously in a field and off-site manner, the number of attendees shall be confirmed by counting the total number of people according to paragraphs 2 and 3 of this Article.

Article 122 At board meetings, directors shall attend in person. If a director is unable to attend due to circumstances, they may authorize another director in writing to attend on their behalf. Independent non-executive directors must designate other independent non-executive directors as proxies. The authorization letter shall specify the proxy's name, scope of authority, validity period, and be signed or sealed by the authorizing party. Directors shall not issue or accept proxy votes without voting intent, full authority, or ambiguous authorization terms. A proxy attending the meeting shall exercise the director's rights within the authorized scope. Directors who neither attend nor authorize a proxy at a board meeting shall be deemed to have waived their voting rights at that meeting.

A director shall not accept the authorization of more than two directors to attend a board meeting. An independent non-executive director shall not authorize a non-independent non-executive director to attend the meeting on his behalf; when considering connected transactions, a non-connected director shall not authorize a connected director to attend the meeting on his behalf.

Article 123 The board of directors shall make minutes of the decisions on matters discussed at the meeting, and the directors present at the meeting shall sign the minutes. If a director has different opinions on the minutes of the meeting or the record of the resolution, he may make a written explanation when signing.

The minutes of the board of directors shall be kept as the company's archives for no less than 10 years.

Article 124 The minutes of the board meeting include the following:

- (1) The date and place of the meeting and the name of the convenor;
- (2) The names of the directors present and the names of the directors (agents) attending the board of directors entrusted by others;
- (3) agenda of the meeting;
- (4) Key points of the director's speech;
- (5) the voting method and result of each resolution (the voting result shall state the number of votes in favour, against or abstaining).

Section 3 independent director

Article 125 Independent directors shall, in accordance with laws, administrative regulations, the CSRC, the stock exchange, and securities exchange rules of the place where the company's shares are listed and the provisions of these Articles of Association, conscientiously perform their duties, play a role in participating in decision-making, supervision and balance, professional consultation in the board of directors, safeguard the overall interests of the company and protect the legitimate rights and interests of minority shareholders.

The term of office, nomination, election and resignation of independent directors shall be carried out in accordance with laws, administrative regulations, other normative documents, securities regulatory rules of the stock listing place of the company and relevant provisions of the company's management system.

Article 126 Independent directors must maintain their independence. The following persons shall not serve as independent directors:

- (1) the personnel employed by the company or its affiliated enterprises and their spouses, parents, children and main social relations;
- (2) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the company, or who are among the top ten shareholders of the company and his/her spouse, parents or children;
- (3) shareholders who directly or indirectly hold more than 5% of the issued shares of the company or persons who are employed by the top five shareholders of the company and their spouses, parents and children;
- (4) the personnel who hold positions in the subsidiary enterprises of the controlling shareholder and the actual controller of the company, as well as their spouses, parents and children;
- (5) persons who have major business dealings with the company and its controlling shareholders, actual controllers or their respective affiliated enterprises, or persons who hold positions in the units that have major business dealings and their controlling shareholders and actual controllers;

- (6) Persons who provide financial, legal, consulting, sponsoring and other services to the Company, its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all project team members of the intermediary agencies providing such services, review personnel at all levels, persons signing the report, partners, directors, senior managers and principal persons;
- (7) persons who have had the circumstances listed in items 1 to 6 within the last twelve months;
- (8) Other personnel who are not independent in accordance with laws, administrative regulations, rules of the CSRC, Hong Kong Listing Rules, other securities regulatory rules in the place where the company's shares are listed and the articles of association.

The independent director shall conduct self-examination on the independence of the independent director every year and submit the self-examination to the board of directors. The board of directors shall evaluate the independence of the incumbent independent director every year and issue a special opinion, which shall be disclosed at the same time as the annual report.

Article 127 Qualifications for independent directors:

- (1) Having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (2) It meets the independence requirements stipulated in these Articles of Association;
- (3) Have the basic knowledge of the operation of a listed company and be familiar with relevant laws, regulations and rules;
- (4) Having at least five years of working experience in law, accounting or economy necessary for performing the duties of an independent director;
- (5) Having good personal ethics and no bad records such as major dishonesty;
- (6) No more than 3 independent directors shall concurrently serve in a listed company.
- (7) other conditions stipulated by laws, administrative regulations, rules of the CSRC and other securities regulatory rules in the place where the company's shares are listed.

Article 128 Independent directors shall exercise the following special powers:

- (1) To independently employ intermediary agencies to audit, consult or verify specific matters of the listed company;
- (2) To propose to the board of directors to convene an extraordinary shareholders' meeting;
- (3) proposing to convene a board of directors;

- (4) Solicit shareholders' rights from shareholders in accordance with the law;
- (5) To express independent opinions on matters that may harm the rights and interests of listed companies or minority shareholders;
- (6) Other functions and powers stipulated by laws and regulations, relevant regulations of the stock exchange and the articles of association.

The exercise of the functions and powers specified in items 1 to 3 of the preceding paragraph by an independent director shall be subject to the consent of more than half of all the independent directors.

Where an independent director exercises the functions and powers listed in paragraph 1 of this Article, the listed company shall make a timely disclosure. If the above-mentioned functions and powers cannot be normally exercised, the listed company shall disclose the specific situation and reasons.

Article 129 The following matters shall be submitted to the board of directors for deliberation only after the consent of more than half of all the independent directors of the company:

- (1) Connected transactions that should be disclosed;
- (2) plans for the company and relevant parties to change or waive their commitments;
- (3) decisions and measures taken by the board of directors of the acquired company in respect of the acquisition;
- (4) Other matters stipulated by laws, administrative regulations, the CSRC and these Articles of Association.

The company shall hold meetings (hereinafter referred to as "special meetings of independent directors") attended entirely by independent directors on a regular or irregular basis. The first paragraph of Article 128, Paragraph 1, Items 1 to 3 of this Articles of Association and the matters listed in this article shall be reviewed and deliberated at the special meetings of independent directors.

Special meetings of independent directors may be convened to discuss other matters of the company as necessary.

A special meeting of independent directors shall be convened and presided over by an independent director jointly nominated by more than half of the independent directors; if the convenor fails to perform or is unable to perform his duties, two or more independent directors may convene and nominate a representative to preside over the meeting.

The meeting minutes of the special meeting of independent directors shall be prepared in accordance with the provisions, and the opinions of the independent directors shall be recorded in the meeting minutes. The independent directors shall sign and confirm the meeting minutes.

The company provides convenience and support for the convening of special meetings of independent directors.

Section 4 Special Committee of the Board of Directors

Article 130 The board of directors of the company shall set up an audit committee to exercise the functions and powers of the board of supervisors stipulated in the Company Law.

Article 131 The Audit Committee shall be composed of three members, who are non-executive directors who do not hold senior management positions in the Company. The independent non-executive directors shall constitute more than half of the committee members, and at least one of the committee members shall be a financial accounting professional and meet the requirements of Article 3.10(2) of the Hong Kong Listing Rules.

Article 132 The audit committee is responsible for examining the company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all members of the audit Committee:

- (1) Disclosure of financial information in financial and accounting reports and periodic reports, and internal control evaluation reports;
- (2) hiring or dismissing an accounting firm that undertakes the company's audit business;
- (3) To appoint or dismiss the company's financial director;
- (4) Changes in accounting policies or accounting estimates or corrections of major accounting errors made for reasons other than changes in accounting standards;
- (5) other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed and the articles of association.

Article 133 The audit Committee shall meet at least twice a year. An interim meeting may be convened upon the proposal of two or more members, or when the convenor deems it necessary. A meeting of the audit Committee shall be held only when more than two-thirds of its members are present.

The resolution of the audit committee shall be adopted by a majority of the members of the audit committee.

In the resolution of the audit committee, each member shall have one vote.

The audit committee shall make minutes of the meeting in accordance with the provisions of the resolution, and the members of the audit committee present at the meeting shall sign the minutes.

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

Article 134 The company's Board of Directors has established specialized committees including the Remuneration and Appraisal Committee and Nomination Committee, which perform their duties in accordance with this Articles of Association, Board authorization, and the Hong Kong Listing Rules. Proposals from these specialized committees shall be submitted to the Board for review and decision. The Board is responsible for formulating the operational guidelines for these specialized committees. The Remuneration and Appraisal Committee shall consist of no fewer than three directors, with independent non-executive directors constituting a majority. The Chairperson (Convener) shall be an independent non-executive director. The Nomination Committee shall comprise no fewer than three directors, with independent non-executive directors accounting for over half and at least one director of different gender. The Chairperson (Convener) shall be either an independent non-executive director or the Chairman.

Article 135 The main responsibilities of the Remuneration and Appraisal Committee and the Nomination Committee are as follows:

The Remuneration and Appraisal Committee is responsible for establishing evaluation criteria and conducting assessments for directors and senior executives, formulating and reviewing compensation policies and plans for these personnel, and providing recommendations to the Board of Directors on connected matters. The Nomination Committee establishes selection standards and procedures for directors and senior executives, conducts rigorous screening and qualification reviews for candidates, and submits recommendations to the Board regarding relevant appointments. The specific powers of each specialized committee within the Board are defined through corresponding procedural rules established by the Board of Directors.

If the board of directors does not adopt or does not fully adopt the suggestions of the Remuneration and Appraisal Committee or the nomination committee, it shall record the opinions of the special committee and the specific reasons for not adopting them in the resolution of the board of directors, and disclose them.

CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 136 The company has one general manager, who is appointed or dismissed by the board of directors.

The company may appoint several deputy general managers as required by its operation and management, who shall be appointed or dismissed by the board of directors.

The general manager, deputy general managers, financial director and secretary of the board of directors are senior management personnel of the company.

Article 137 The circumstances under which a director shall not be appointed as provided in Article 97 of these Articles shall also apply to senior managers.

The provisions of Article 99 of these Articles on the duty of loyalty of directors and Article 100 on the duty of diligence shall also apply to senior managers.

Article 138 Personnel who hold administrative positions other than directors and supervisors in the controlling shareholder unit of the company shall not serve as senior management personnel of the company. The senior management personnel of the company shall only receive salaries from the company and shall not be paid by the controlling shareholder.

Article 139 The general manager shall serve a three-year term and may be reappointed for consecutive terms.

Article 140 The general manager is responsible to the board of directors and exercises the following functions and powers:

- (1) To preside over the production, operation and management of the company, organize the implementation of the resolutions of the board of directors, and report the work to the board of directors;
- (2) Organize and implement the company's annual business plan and investment plan;
- (3) To draw up plans for the establishment of the company's internal management organs;
- (4) To formulate the basic management system of the company;
- (5) Formulate specific rules and regulations of the company;
- (6) To request the board of directors to appoint or dismiss the deputy general manager and the person in charge of finance;
- (7) to decide on the appointment or dismissal of responsible management personnel other than those who should be appointed or dismissed by the board of directors;
- (8) To examine and approve transactions that should be examined and approved by the shareholders' meeting and the board of directors as stipulated by laws, regulations and these Articles of Association;
- (9) Other powers granted by these articles of association or the board of directors.

The general manager attends the board meetings.

Article 141 The general manager shall formulate the working rules of the general manager and submit them to the board of directors for approval before implementation.

Article 142 The general manager's working rules include the following:

- (1) Conditions, procedures and participants for the meeting of general managers;
- (2) The specific duties and division of labor of the general manager and other senior managers;
- (3) the authority of the company to use its funds and assets, to sign major contracts and to report to the board of directors;
- (4) other matters deemed necessary by the board of directors.

Article 143 The general manager may resign before the expiration of his term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labor contract between the general manager and the company.

Article 144 The deputy general manager shall be responsible to the general manager and assist the general manager in his work according to the division of management and operation. On behalf of the general manager, he/she may exercise part of the authority of the general manager authorized by the board of directors or the general manager. He/she shall be responsible for the work of the departments under his/her division of labor. The specific authority shall be specified separately.

Article 145 The company shall appoint a board secretary to be responsible for the preparation of shareholders' meetings and board meetings, document storage, management of shareholder information, and handling of information disclosure matters. The board of directors and other senior management personnel shall support the work of the board secretary. No organization or individual shall interfere with the normal performance of duties by the board secretary.

The Secretary of the Board shall comply with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed and the relevant provisions of these Articles of Association.

Article 146 Where a senior manager causes damage to others while performing his duties for the company, the company shall be liable for compensation; if the senior manager intentionally or through gross negligence, he shall also be liable for compensation.

Where a senior manager violates the provisions of laws, administrative regulations, departmental rules or these articles of association in performing his duties for the company and causes losses to the company, he shall be liable for compensation.

Article 147 The senior management personnel of the company shall faithfully perform their duties and safeguard the maximum interests of the company and all shareholders.

If the senior management personnel of a company fails to faithfully perform their duties or violates the obligation of good faith, thereby causing damage to the interests of the company and the public shareholders, they shall be liable for compensation according to law.

CHAPTER 7 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION, INTERNAL AUDIT AND THE APPOINTMENT OF ACCOUNTING FIRMS

Section 1 Financial accounting system

Article 148 The company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the provisions of relevant state departments. If the securities regulatory authorities of the stock listing place have other provisions, such provisions shall prevail.

Article 149 The company shall prepare annual financial and accounting reports within 4 months from the end of each fiscal year, and prepare interim financial and accounting reports within 2 months from the end of the first 6 months of each fiscal year.

The above financial and accounting reports are prepared and announced in accordance with relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the company's listing place.

Article 150 The company shall not set up separate accounting books except for the statutory accounting books. The assets of the company shall not be deposited in any personal account.

Section 2 profit distribution

Article 151 When distributing the annual after-tax profits, the company shall set aside 10% of the profits into the company's legal accumulation fund. If the accumulated amount of the company's legal accumulation fund exceeds 50% of the company's registered capital, no further withdrawal may be made.

Where the company's statutory reserve fund is insufficient to cover its losses in previous years, it shall first make up for its losses with its profits in the current year before drawing the statutory reserve fund in accordance with the provisions of the preceding paragraph.

After the company draws the statutory accumulation fund from the after-tax profits, it can also draw any accumulation fund from the after-tax profits upon resolution of the shareholders' meeting.

The remaining after-tax profits of the company after making up for losses and drawing out the accumulation fund shall be distributed according to the proportion of shares held by shareholders, except as provided in these Articles of Association.

Where a shareholder violates the Company Law in distributing profits to shareholders, the shareholder shall refund the profits distributed in violation of the provisions to the company; if losses are caused to the company, the shareholder and the directors and senior managers responsible shall be liable for compensation.

The company's shares held by the company do not participate in the distribution of profits.

Article 152 The company's accumulation fund shall be used to make up for the company's losses, expand the company's production and operation or increase the company's capital. When making up for the company's losses, the company shall first use the arbitrary accumulation fund and the statutory accumulation fund; if it still cannot be made up, the capital accumulation fund may be used in accordance with the provisions.

When the legal provident fund is converted into an increase in the registered capital, the remaining provident fund shall not be less than 25% of the company's registered capital before the conversion.

Article 153 The company's profit distribution focuses on reasonable investment returns for shareholders, and the profit distribution policy maintains continuity and stability.

The company's profit distribution policy is to distribute dividends according to the proportion of shares held by shareholders, and adopt cash, stock or a combination of the two methods or other methods permitted by laws, administrative regulations, departmental rules and regulatory rules of the company's listing place. The profit distribution method of cash dividend shall be given priority.

Specific conditions for cash dividend:

- (1) The distributable profit (that is, the after-tax profit remaining after the company's loss compensation and accumulation of reserve funds) realized by the company in the current year or half-year is positive and the cash flow is sufficient, and the implementation of cash dividend will not affect the company's subsequent sustainable operation; the cumulative distributable profit of the company is positive;

- (2) The audit institution issues an audit report with no reservation on the company's financial report for the current year;
- (3) The company has no material investment plans or significant cash expenditures (except for fundraising projects). Material investment plans or significant cash expenditures refer to cumulative expenditures from external investments, asset acquisitions, or equipment purchases planned within the next twelve months that reach or exceed 30% of the company's net assets of the latest period. However, if the company initiates such material investment plans or cash expenditures and subsequently passes a cash dividend resolution at the shareholders' meeting, the company may proceed with cash dividends.

On the premise of meeting the conditions for cash dividend and ensuring the normal operation and long-term development of the company, the company shall, in principle, make a cash dividend once after the annual shareholders' meeting. The board of directors may propose the company to make a mid-term cash dividend according to the company's profit status and capital needs.

Where a shareholder violates the rules in occupying the company's funds, the company shall deduct the cash dividends distributed to the shareholder to repay the funds occupied by the shareholder.

The Company shall pay cash and other amounts to domestic shareholders in RMB. The Company shall pay cash dividends and other amounts to H-share shareholders in RMB and shall declare them in foreign currencies. The foreign currency required by the Company to pay cash dividends and other amounts to H-share shareholders shall be handled in accordance with the relevant regulations on foreign exchange administration of the State.

When distributing dividends to shareholders, the company shall, in accordance with the provisions of Chinese tax law, withhold and pay the tax payable on the amount of dividends distributed.

Article 154 After the shareholders' meeting of the company makes a resolution on the profit distribution plan, the board of directors of the company shall complete the distribution of dividends (shares) within two months after the shareholders' meeting.

Article 155 Specific conditions for the company to issue stock dividends:

- (1) The company is in good business;
- (2) the company's stock price does not match the size of the company's share capital, and the issuance of stock dividends is conducive to the overall interests of all shareholders;
- (3) meeting the conditions for cash dividends;
- (4) other requirements stipulated by laws, regulations and normative documents.

Article 156 Before the shareholders review the specific plan of cash dividend, the company shall actively communicate with the shareholders, especially the minority shareholders, through various channels, fully listen to the opinions and demands of the minority shareholders, and timely answer the questions concerned by the minority shareholders.

Article 157 In the event of force majeure such as war or natural disasters, if the company needs to adjust its profit distribution policy due to factors including investment plans, actual business operations, social capital costs, external financing environment, shareholder preferences and requirements, or significant changes in production and operational conditions, the board of directors shall propose an adjustment plan based on actual circumstances. The revised profit distribution policy must prioritize shareholder rights protection and comply with relevant laws, regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the company's listing location.

Article 158 The company shall appoint one or more collection agents in Hong Kong for shareholders holding overseas-listed shares. These agents are responsible for collecting dividends and other payable amounts declared by the company for its Hong Kong-listed shares, and shall hold such funds on behalf of the shareholders pending payment to the holders. The collection agents appointed by the company must comply with the relevant regulations of the securities regulatory authorities in the listing jurisdiction.

Section 3 internal audit

Article 159 The company implements the internal audit system, and defines the leadership system, responsibilities and authority of the internal audit work, personnel allocation, fund guarantee, application of audit results and accountability.

The company's internal audit system shall be implemented and disclosed after being approved by the board of directors.

Article 160 The company's internal audit institution shall supervise and inspect the company's business activities, risk management, internal control, financial information and other matters, and shall be equipped with full-time auditors.

Article 161 Internal audit bodies are accountable to the Board.

Internal audit institutions shall be subject to the supervision and guidance of the audit committee during the process of supervising and checking the company's business activities, risk management, internal control and financial information. If internal audit institutions find relevant major problems or clues, they shall immediately report directly to the audit committee.

Article 162 The internal audit institution is responsible for the specific organization and implementation of the company's internal control evaluation. The company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the audit committee.

Article 163 When communicating with external audit units such as accounting firms and national audit institutions, internal audit institutions shall actively cooperate and provide necessary support and cooperation.

Article 164 The Board of Auditors participates in the assessment of internal audit officers.

Section 4 Appointment of an accounting firm

Article 165 The company employs accounting firms that comply with the Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the stock listing place to conduct accounting statement audit, net assets verification and other connected consulting services. The term of employment is one year, from the time when the annual shareholders' meeting of the company is approved to the end of the next annual shareholders' meeting, and can be renewed.

Article 166 The appointment or dismissal of an accounting firm by the company shall be submitted to the board of directors for consideration after being approved by more than half of all members of the audit committee, and shall be decided by the shareholders' meeting. The board of directors shall not appoint an accounting firm before the decision of the shareholders' meeting.

Article 167 The company guarantees to provide the employed accounting firm with true and complete accounting documents, accounting books, financial and accounting reports and other accounting materials, and shall not refuse, conceal or make false statements.

Article 168 The audit fee of the accounting firm shall be decided by the shareholders' meeting.

Article 169 When a company terminates or declines to renew an accounting firm's engagement, it shall notify the firm 10 days in advance and send a formal notice recommending termination or non-renewal, along with any written statements from the firm (if applicable), to shareholders at least 10 business days prior to the shareholders' meeting. During the vote on the termination of the accounting firm, the company shall permit the firm to present its position.

If an accounting firm proposes to resign, it shall explain to the shareholders' meeting whether there is any improper situation in the company.

CHAPTER 8 NOTICES AND ANNOUNCEMENTS

Section 1 notice

Article 170 The company's notice was issued in the following form:

- (1) Special delivery;
- (2) sent by letter;
- (3) by means of public announcement;
- (4) sent by fax;
- (5) sent by E-mail;
- (6) sent by telephone;

- (7) In accordance with laws, administrative regulations and securities regulatory rules of the stock listing place of the Company, the information shall be released on the website designated by the Company and the HKEX;
- (8) other forms recognized by the securities regulatory body of the place where the company's shares are listed or stipulated in these Articles of Association.

Regarding the method of providing or sending corporate communications to H-share shareholders in accordance with the Hong Kong Listing Rules, provided that it complies with applicable laws, administrative regulations, departmental rules, securities regulatory requirements of the company's listing location, and the Company's Articles of Association, such communications may be delivered to H-share shareholders through the company's designated channels, the HKEX website, or electronic means.

"Corporate communications" for the purposes of the preceding paragraph means any document issued or to be issued by the Company for reference or action by any H-share shareholder of the Company or other persons required under the Hong Kong Listing Rules, including but not limited to:

1. The company's annual report (including the board of directors' report, the company's annual accounts, the audit report and the financial summary report (if applicable));
2. The company's interim report and interim summary report (if applicable);
3. Meeting notice;
4. Listing documents;
5. Circular;
6. Appointment Form (the appointment form shall have the meaning given in the Hong Kong Listing Rules).

When exercising the powers/rights under these Articles by notice in public notice, such notice shall be published in accordance with the methods prescribed in the Hong Kong Listing Rules.

If the listing rules of the stock exchange where the company is listed require the company to send, mail, distribute, issue, publish, or otherwise provide relevant documents in both English and Chinese versions, and if the company has made appropriate arrangements to determine whether shareholders prefer to receive only the English version or only the Chinese version, the company may, within the scope permitted by applicable laws and regulations and in accordance with such laws and regulations, send only the English version or only the Chinese version to relevant shareholders as specified by their instructions.

Article 171 If the notice issued by the company is made in the form of an announcement, it shall be deemed to have been received by all relevant persons once the announcement is made.

Article 172 The notice of the shareholders' meeting shall be made by public announcement.

Article 173 The notice of the meeting of the board of directors shall be delivered by special person, letter, fax, email, etc. However, except as otherwise provided in these Articles of Association, the meeting of the board of directors shall be convened on an emergency basis.

Article 174 For company notices delivered by designated personnel: The date of delivery shall be the date when the recipient signs (or stamps) the delivery receipt. For notices sent via mail: The delivery date shall be the third working day after the notice is mailed to the post office or courier service. For notices sent via fax: The delivery date shall be the date recorded on the fax transmission slip. For notices sent via email: The delivery date shall be the date of email dispatch. For notices delivered by phone: The delivery date shall be the date recorded in the call log. For notices issued through public announcement: The delivery date shall be the first publication date of the announcement.

Article 175 The meeting and the resolutions made thereat shall not be invalidated by any accidental omission to send the notice of the meeting to a person entitled to be notified or by the fact that such person did not receive the notice of the meeting.

Section 2 announcement

Article 176 The company shall formulate an information disclosure system in accordance with laws, regulations, rules and relevant provisions of the securities regulatory authorities in the place where the company's shares are listed, and disclose information in a standardized manner in accordance with the principles of authenticity, accuracy, completeness, comparability and timeliness.

The company shall issue announcements and disclose information to shareholders through legally mandated channels, administrative regulations, and information disclosure publications and websites designated or approved by domestic regulatory authorities or the stock exchange where the company is listed. Information disclosed through other public media must not precede that published in the designated publications and websites, nor shall it be substituted by press releases or press conferences to replace official announcements.

CHAPTER 9 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1 Merger, division, capital increase and reduction

Article 177 A company may merge by absorption or by establishing a new company.

Where one company absorbs another company through an absorption merger, the absorbed company is dissolved. Where two or more companies merge to establish a new company, the parties to the merger are dissolved.

Article 178 Where the price paid by the company for the merger does not exceed 10% of the net assets of the company, no resolution of the shareholders' meeting may be required, except as otherwise provided in these Articles of Association.

Where the company does not make a resolution of the shareholders' meeting in accordance with the provisions of the preceding paragraph, it shall make a resolution of the board of directors.

Article 179 When a company merges, the merging parties shall execute a merger agreement and prepare a balance sheet along with an asset inventory. The company must notify creditors within 10 days of making the merger resolution and publish a public notice in newspapers or through the National Enterprise Credit Information Publicity System within 30 days. Creditors who receive the notice must request debt repayment or corresponding guarantees within 30 days, while those without notice must do so within 45 days from the announcement date.

Article 180 In case of merger of companies, the claims and debts of the parties to the merger shall be succeeded by the surviving company or the newly established company.

Article 181 The property shall be divided accordingly in the event of a corporate split.

In case of a company split, a balance sheet and a list of assets shall be prepared. The company shall notify its creditors within 10 days from the date of making the resolution on the split, and make an announcement in a newspaper or on the national enterprise credit information publicity system within 30 days.

Article 182 The debts incurred before the division of a company shall be jointly and severally liable by the company after the division, except as otherwise agreed in writing between the company and its creditors with respect to the settlement of debts before the division.

Article 183 When a company needs to reduce its registered capital, it must prepare a balance sheet and a list of its assets.

The company shall notify creditors within 10 days from the date of making the resolution to reduce its registered capital, and make a public announcement in the information disclosure newspaper designated by the company within 30 days. Creditors who have received the notice shall have the right to demand repayment of debts or provide corresponding guarantees within 30 days from the date of receiving the notice, while those who have not received the notice shall have the right to demand repayment of debts or provide corresponding guarantees within 45 days from the date of the announcement.

Where a company reduces its registered capital, it shall reduce its capital contribution or shares proportionally according to the proportion of shares held by shareholders, except as otherwise provided by law or these Articles of Association.

Article 184 Where a company reduces its registered capital in accordance with Article 225 of the Company Law, the provisions of Paragraph 2 of Article 183 shall not apply, but it shall make an announcement on the information disclosure newspaper designated by the company within 30 days from the date when the shareholders' meeting makes the resolution to reduce its registered capital.

After the company reduces its registered capital in accordance with the provisions of the preceding paragraph, it shall not distribute profits before the accumulated amount of statutory and arbitrary reserves reaches 50% of the company's registered capital.

Article 185 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, the shareholder shall refund the funds received, and the original status shall be restored if the shareholder's contribution is reduced; if losses are caused to the company, the shareholder and the responsible directors and senior managers shall be liable for compensation.

Article 186 When the company issues new shares to increase its registered capital, shareholders shall not have the right of first refusal, except as otherwise provided in these Articles of Association or the resolution of the shareholders' meeting decides that shareholders shall have the right of first refusal.

Article 187 Where a company is merged or divided and the registered items are changed, it shall go through the registration of changes with the company registration authority according to law; where a company is dissolved, it shall go through the cancellation registration of the company according to law; where a new company is established, it shall go through the registration of establishment of the company according to law.

Where a company increases or reduces its registered capital, it shall, in accordance with law, go through the registration of changes with the company registration authority.

Section 2 Dissolution and liquidation

Article 188 The company is dissolved for the following reasons:

- (1) The cause for dissolution provided for in these Articles of Association occurs;
- (2) The shareholders' meeting resolves to dissolve;
- (3) the company needs to be dissolved due to merger or division;
- (4) having its business license revoked, being ordered to close down or being revoked according to law;
- (5) Where the company's operation and management are in serious difficulties, the continuation of which would cause heavy losses to the interests of shareholders, and no solution can be found through other means, a shareholder holding more than 10% of the voting rights of all the shareholders of the company may request the people's court to dissolve the company.

If the company encounters any of the dissolution causes specified in the preceding paragraph, it shall publicize the dissolution causes through the National Enterprise Credit Information Publicity System within 10 days.

Article 189 Where the company falls under the circumstances specified in Item (1) and Item (2) of Article 188 of these Articles of Association, and has not yet distributed its property to shareholders, it may continue to exist by amending these Articles of Association or by resolution of the shareholders' meeting.

Any amendment to these Articles of Association in accordance with the provisions of the preceding paragraph shall be passed by more than 2/3 of the voting rights held by the shareholders present at the meeting of the shareholders' meeting.

Article 190 Where the company is dissolved in accordance with item (1), item (2), item (4) and item (5) of Article 188 of these Articles, a liquidation group shall be established within 15 days from the date on which the cause for dissolution occurs to begin liquidation.

The liquidation group shall be composed of persons designated by the directors or shareholders' meeting.

Where the liquidation group is not established within the time limit or the liquidation is not carried out after the establishment of the liquidation group, the interested party may apply to the people's court to appoint relevant persons to form a liquidation group for liquidation.

Article 191 The liquidation team shall exercise the following functions and powers during the liquidation:

- (1) To liquidate the company's property and prepare separate balance sheets and lists of property;
- (2) notify and announce the creditors;
- (3) To handle the outstanding business of the company connected to liquidation;
- (4) payment of the taxes owed and taxes incurred in the course of liquidation;
- (5) liquidation of claims and debts;
- (6) disposing of the remaining property after the company has paid off its debts;
- (7) To participate in civil litigation activities on behalf of the company.

Article 192 The liquidation group shall notify the creditors within 10 days from the date of its establishment, and make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their claims to the liquidation group within 30 days from the date of receiving the notice, and those who have not received the notice shall declare their claims within 45 days from the date of the announcement.

When a creditor declares a claim, it shall state the relevant matters of the claim and provide supporting materials. The liquidation group shall register the claims.

During the period of claim declaration, the liquidation group shall not pay off debts to creditors.

Article 193 After liquidating the company's property, preparing the balance sheet and a list of assets and liabilities, the liquidation group shall work out a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

The remaining property of the company shall be distributed according to the proportion of shares held by the shareholders after the payment of liquidation expenses, wages, social insurance expenses and statutory compensation for employees, payment of outstanding taxes and settlement of debts.

During the liquidation period, the company shall continue to exist, but shall not carry out any business activities unconnected to the liquidation.

The property of the company shall not be distributed to shareholders until the debts specified in the preceding paragraph have been paid off.

Article 194 If, after liquidation of the company's property, preparation of balance sheet and inventory of property, the liquidation group finds that the company's property is insufficient to pay off debts, it shall apply to the people's court for bankruptcy declaration according to law.

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

Article 195 After the completion of the company liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, submit it to the company registration authority, apply for cancellation of the company registration, and make a public announcement of the termination of the company.

Article 196 Members of the liquidation group shall perform liquidation duties and have obligations of loyalty and diligence.

Where a member of the liquidation group neglects to perform the liquidation duties and causes losses to the company, it shall be liable for compensation; if it intentionally or through gross negligence causes losses to creditors, it shall be liable for compensation.

Article 197 Where a company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER 10 REVISION OF ARTICLES OF ASSOCIATION

Article 198 Under any of the following circumstances, the company shall amend its articles of association:

- (1) After the Company Law or relevant laws and administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules in the place where the company's shares are listed are amended, the matters stipulated in the articles of association conflict with the provisions of the amended laws and administrative regulations;
- (2) The situation of the company has changed and is inconsistent with the matters recorded in the articles of association;
- (3) The shareholders' meeting decides to amend the articles of association.

Article 199 Any modification of the articles of association approved by the shareholders' meeting shall be submitted to the competent authority for approval if it is required to be approved by the competent authority; if it involves the registration of the company, the change of registration shall be handled according to law.

Article 200 The board of directors shall amend these articles of association in accordance with the resolution of the shareholders' meeting to modify the articles of association and the approval opinions of the relevant competent authorities.

Article 201 Any modification of the articles of association shall be disclosed in accordance with the requirements of laws and regulations.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 202 paraphrase

- (1) The controlling shareholder refers to the shareholder whose shareholding accounts for more than 50% of the total share capital of the joint stock limited company; or a shareholder whose shareholding proportion does not exceed 50%, but whose voting rights held by the shares are sufficient to have a significant impact on the resolutions of the shareholders' meeting, or a shareholder with the meaning specified in the Hong Kong Listing Rules.
- (2) Actual controller refers to a natural person, legal person or other organization that can actually control the conduct of a company through investment relations, agreements or other arrangements.
- (3) Connected party, connected transaction and connected person mean as defined in the Hong Kong Listing Rules.

Article 203 The board of directors may, in accordance with the provisions of the articles of association, formulate rules for the articles of association. The rules for the articles of association shall not conflict with the provisions of the articles of association.

Article 204 This Constitution is written in Chinese. In case of any ambiguity between this Constitution and other languages or different versions of the Constitution, the Chinese version of the Constitution approved and registered by the Suzhou Industrial Park Market Supervision and Administration Bureau in the latest time shall prevail.

Article 205 The words “above” and “within” in these Articles of Association include the number itself; the words “less than”, “outside”, “lower than”, “more than”, “exceeding”, and “higher than” do not include the number itself.

Article 206 If any other agreement between shareholders (if any) is inconsistent or conflicting with these Articles of Association, the contents of these Articles of Association shall prevail.

Article 207 The board of directors of the company is responsible for the interpretation of these articles.

Article 208 For matters not covered in these Articles, the company shall handle and implement them in accordance with relevant national laws, regulations, departmental rules, normative documents, the Hong Kong Listing Rules, and provisions of the Hong Kong Securities Regulatory Authority, while taking into account the company's actual circumstances. Should any provisions of these Articles conflict with future laws, regulations, departmental rules, normative documents, the Hong Kong Listing Rules, or relevant provisions of the Hong Kong Securities Regulatory Authority, the latter provisions shall prevail, and these Articles shall be promptly amended accordingly.

Article 209 This Articles of Association and its annexes shall take effect and be implemented from the date of the company's initial public offering of H-shares and listing on the HKEX, upon approval by the shareholders' meeting. The company must promptly file with the Suzhou Industrial Park Market Supervision Administration for record. From the effective date of these Articles of Association, the original "Articles of Association of TenNor Therapeutics (Suzhou) Limited" shall automatically become void.

TenNor Therapeutics (Suzhou) Limited
October 2026