Shanghai Seer Intelligent Technology Co., Ltd.

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

Articles of Association

November 2026

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Chapter I General Provisions

Article 1 The Articles of Association of Shanghai Seer Intelligent Technology Co., Ltd. (hereinafter referred to as the "**Articles of Association**") are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter referred to as the "**Securities Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**") (including all interpretations, guidance and amendments thereto issued by The Stock Exchange of Hong Kong Limited from time to time), and relevant provisions of other laws, regulations, departmental rules, normative documents and the securities regulatory authorities at the place where the Company's shares are listed, with a view to safeguarding the lawful rights and interests of Shanghai Seer Intelligent Technology Co., Ltd. (hereinafter referred to as the "**Company**"), its shareholders, employees and creditors, and regulating the organization and activities of the Company.

Article 2 The Company is a joint stock company incorporated through the overall restructuring of Shanghai Seer Intelligent Technology Limited Corporation (上海仙工智能科技有限公司) ("**Shanghai Seer Ltd.**") in accordance with the Company Law and other relevant regulations. The Company was registered with the Market Supervision Administration of Shanghai Municipality (上海市市場監督管理局) and obtained a business license in accordance with the law, with a unified social credit code of 91310115MA1K4HX99N.

Article 3 The Company was filed with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") on May 11, 2026, and approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") on June 23, 2026 for the initial issuance of 10,497,300 overseas listed foreign shares (hereinafter referred to as "**H Shares**") to the public, which were listed on the Main Board of the Hong Kong Stock Exchange on June 24, 2026.

Article 4 Registered name of the Company:
Chinese name: 上海仙工智能科技股份有限公司
English name:: Shanghai Seer Intelligent Technology Co., Ltd.

Article 5 Domicile of the Company: Building 3, 799 Dangui Road, Pudong New District, China (Shanghai)

The domicile of the Company shall be subject to the address registered and filed with the company registration authority.

Post Code: 201203

Article 6 The registered capital of the Company is RMB110,497,300.

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

Article 8 The manager is the legal representative of the Company. The resignation of the manager who serves as the legal representative shall be deemed to be accompanied by the resignation of the legal representative. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation.

Article 9 Any legal consequences from any civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Any restrictions on the powers of the legal representative stipulated in the Articles of Association or resolved by the Shareholders' meeting shall not be set up against a bona fide counterparty.

If the legal representative causes harm to others in the performance of his/her duties, the Company shall bear civil liability. Upon the assumption of civil liability, the Company may, in accordance with the provisions of relevant laws or the Articles of Association, seek recourse from the legal representative who is at fault.

Article 10 Shareholders shall bear liability for the Company to the extent of the Shares subscribed by them, and the Company shall bear liability for its debts to the extent of all its assets.

Article 11 Upon becoming effective, the Articles of Association shall automatically invalidate the original articles of association and all amendments thereto. The Articles of Association, upon becoming effective, shall constitute a legally binding document regulating the organization and conduct of the Company and the rights and obligations between the Company and its Shareholders and among Shareholders, and shall be legally binding on the Company, Shareholders, Directors, and senior management members. Pursuant to the Articles of Association, Shareholders may institute legal proceedings against other Shareholders, Shareholders may institute legal proceedings against the Directors and senior management of the Company,

Shareholders may institute legal proceedings against the Company, and the Company may institute legal proceedings against Shareholders, Directors, and senior management members.

Article 12 Senior management members referred to in the Articles of Association include the manager, deputy manager, financial officer (chief financial officer) of the Company, the secretary of the Board of Directors ("**Board**"), and such other senior management members appointed by the Board.

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

Chapter II Business Purpose and Scope

Article 14 The business purpose of the Company is to advance an open and diverse intelligent civilization and make intelligent robots accessible without barriers.

Article 15 The business scope of the Company registered according to law include: technical services, technical development, technical consultation, technical exchange, technology transfer and technology promotion; software development; software sales; network and information security software development; artificial intelligence application software development; technical services for cloud computing equipment; sales of artificial intelligence hardware; sales of intelligent robots; artificial intelligence basic software development; sales of wearable smart devices; development of artificial intelligence theory and algorithm software; manufacturing of intelligent basic manufacturing equipment; leasing of machinery and equipment; leasing of computers and communication equipment; leasing services (excluding licensed leasing services); manufacturing of general equipment (excluding special equipment manufacturing); sales of mobile terminal devices; manufacturing of special electronic equipment; manufacturing of communication equipment; sales of information security equipment; sales of mechanical and electrical equipment; maintenance of computers and office equipment; installation and maintenance of industrial robots; repair of instruments and meters; repair of electrical equipment; repair of general equipment; retail of computer software, hardware and auxiliary equipment; manufacturing of computer software, hardware and peripheral equipment; sales of machinery and equipment; retail of hardware products; sales of building materials; sales of communication equipment; sales of instruments and meters; sales of electronic products; import and export of goods; technology import and export; industrial design services; graphic design and production; project planning and public relations services; conference and

exhibition services; information consulting services (excluding licensed information consulting services); marketing planning; corporate image planning. (For items not subject to approval according to law, business activities shall be carried out independently with the business license in accordance with the law).

The business scope of the Company shall be subject to that approved by the company registration authority.

Chapter III Shares

Section 1 Issuance of Shares

Article 16 The shares of the Company shall be in the form of stock certificates. The shares of the Company shall be registered shares. In addition to particulars stipulated under the Company Law, the share certificates shall also set out other particulars as required by the stock exchange where the Company's shares are listed. The H Shares issued by the Company may, in accordance with the laws of the place where the Company's shares are listed and prevailing practices for securities registration and custody, adopt the form of overseas depositary receipts or other derivative forms of shares. Where the share capital of the Company includes non-voting shares, such shares shall bear the words "non-voting" in their denomination. Where the share capital consists of shares with varying voting rights, each class of shares (save for shares carrying the most favorable voting rights) shall bear the words "restricted voting" or "limited voting" in their denomination.

Article 17 Shares of the Company shall be issued in a fair, equal and transparent manner and each of shares of the same class shall rank pari passu. Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by subscribers.

Domestic unlisted shares and H Shares issued by the Company shall rank pari passu in respect of any distributions by way of dividends (including cash and in specie distributions) or otherwise.

Article 18 All shares issued by the Company shall be denominated in RMB with a par value of RMB1.00 per share.

Foreign-owned shares issued by the Company and listed on the Hong Kong Stock Exchange are referred to as "H Shares", meaning shares approved for listing by the Hong Kong Stock Exchange, denominated in RMB at par and subscribed for and traded in Hong Kong Dollars.

Article 19 The H Shares issued by the Company shall be primarily deposited with the custodian companies under Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their individual names. The domestic unlisted shares issued by the Company shall be centrally registered and deposited with domestic securities registration and settlement institutions.

Article 20 The Company is overall restructured from the original limited liability company into a joint stock limited company by way of promotion. Details of name of the each promoter, number of shares, shareholding percentage, form of contribution and date of contribution are set out below:

No.	Name of the promoter	Number of shares *(shares)*	Shareholding percentage *(%)*	Form of contribution	Date of contribution
1	Zhao Yue (趙越)	2,024,166.00	17.4236%	Conversion of net assets into shares	November 30, 2024
2	Shanghai Xianyi Enterprise Management Partnership (Limited Partnership) (上海仙一企業管理合夥企業(有限合夥))	1,918,620.00	16.5151%	Conversion of net assets into shares	November 30, 2024
3	Zhuhai Yinshan Modern Logistics Industry Equity Investment Fund (Limited Partnership) (珠海隱山現代物流產業股權投資基金(有限合夥))	1,768,258.00	15.2208%	Conversion of net assets into shares	November 30, 2024
4	Ningbo Meishan Bonded Port Area Huilidaoqin Investment Management Center (Limited Partnership) (寧波梅山保稅港區匯利道勤投資管理中心(有限合夥))	1,198,056.00	10.3126%	Conversion of net assets into shares	November 30, 2024
5	Shanghai Xiansan Enterprise Management Partnership (Limited Partnership) (上海仙三企業管理合夥企業(有限合夥))	945,000.00	8.1344%	Conversion of net assets into shares	November 30, 2024
6	Ecovacs Robotics (Suzhou) Co., Ltd. (科沃斯機器人(蘇州)有限公司)	799,993.00	6.8862%	Conversion of net assets into shares	November 30, 2024
7	Tianjin Dehui Investment Management Partnership (Limited Partnership) (天津德輝投資管理合夥企業(有限合夥))	663,849.00	5.7143%	Conversion of net assets into shares	November 30, 2024
8	Hangzhou Yuanqiao Zhixing Venture Capital Partnership Enterprise (Limited Partnership) (杭州遠橋智行創業投資合夥企業(有限合夥))	552,957.00	4.7597%	Conversion of net assets into shares	November 30, 2024
9	Shanghai Xianqi Enterprise Management Partnership (Limited Partnership)(上海仙七企業管理合夥企業(有限合夥))	506,400.00	4.3590%	Conversion of net assets into shares	November 30, 2024

No.	Name of the promoter	Number of shares *(shares)*	Shareholding percentage *(%)*	Form of contribution	Date of contribution
10	Shanghai Xianliu Enterprise Management Partnership (Limited Partnership)(上海仙六企業管理合夥企業(有限合夥))	394,713.00	3.3976%	Conversion of net assets into shares	November 30, 2024
11	Shanghai Xianwu Enterprise Management Partnership (Limited Partnership)(上海仙五企業管理合夥企業(有限合夥))	247,542.00	2.1308%	Conversion of net assets into shares	November 30, 2024
12	Nanjing SAIF Equity Investment Fund (L.P.) (南京賽富股權投資基金(有限合夥))	212,985.00	1.8333%	Conversion of net assets into shares	November 30, 2024
13	Hangzhou Fuyang SAIF Yi'an Equity Investment Partnership (Limited Partnership) (杭州富陽賽富億安股權投資合夥企業(有限合夥))	162,159.00	1.3958%	Conversion of net assets into shares	November 30, 2024
14	Hangzhou Xiaoshan Haolan Equity Investment Fund Partnership Enterprise (Limited Partnership) (杭州蕭山浩瀾股權投資基金合夥企業(有限合夥))	145,217.00	1.2500%	Conversion of net assets into shares	November 30, 2024
15	Nanjing SAIF Yulin Equity Investment Partnership Enterprise (Limited Partnership) (南京賽富雨林股權投資合夥企業 (有限合夥))	48,406.00	0.4167%	Conversion of net assets into shares	November 30, 2024
16	Jiaxing Tengyuan Investment Partnership (Limited Partnership) (嘉興騰元投資合夥企業(有限合夥))	29,043.00	0.2500%	Conversion of net assets into shares	November 30, 2024
Total		**11,617,364.00**	**100.0000%**	**—**	**—**

Article 21 The Company obtained filing confirmation from the CSRC on May 11, 2026 and the approval from the Hong Kong Stock Exchange on June23, 2026 to issue no mo re than 38,333,332 H Shares to investors. An aggregate of 100,000,000 domestic unlisted shares held by the Company's shareholders shall be converted into overse as-listed shares and listed on the Hong Kong Stock Exchange upon completion of full conversion.

Following completion of the aforesaid H Share offering and conversion of domest ic unlisted shares into H Shares, the Company's share capital structure shall be as follows: the total number of the Company's shares shall be 110,497,300, all of which are ordinary shares ranking pari passu in respect of all rights and obligations.

Article 22 The Company or its subsidiaries (including the Company's affiliates) shall not provide any financial assistance in the form of gifts, advances, guarantees, loans or otherwise to any person for the purpose of acquiring shares in the Company or its parent company, save for the implementation of the Company's employee share ownership plan.

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

Section 2 Increase in, Reduction and Repurchase of Share

Article 23 The Company may, based on its operating and development needs, increase its registered capital in the following ways pursuant to the requirements of laws and regulations and subject to the resolutions at the general meeting:

(1) Issuing shares to non-specific parties with approval from the relevant authorities;

(2) Issuing Shares to specific parties;

(3) Distributing bonus shares to its existing shareholders;

(4) Conversion of capital reserve into share capital;

(5) Other methods approved by applicable laws, administrative regulations, the CSRC, the securities regulatory authorities of the place where the Company's shares are listed, and other regulatory authorities.

Any increase in registered capital shall be processed in accordance with the procedures prescribed by relevant laws and regulations upon approval pursuant to the Articles of Association and the regulations of the place where the Company's shares are listed.

Article 24 The Company may reduce its registered capital. Any reduction in registered capital shall be conducted in accordance with the procedures stipulated in the Company Law, the Listing Rules, other relevant laws, administrative regulations and regulatory documents, as well as other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 25 The Company shall not acquire its own shares, provided that the Company complies with the applicable laws, regulations, the regulations of the securities regulatory authorities of the place where the Company's shares are listed, the Listing Rules, and the provisions of the Articles of Association, the restriction above shall not apply in any of the following circumstances:

(i) to reduce the registered capital of the Company;

(ii) to merge with another company that holds the shares of the Company;

(iii) to utilize shares in the employee share ownership plans or share incentive plans;

(iv) to acquire the shares upon request by shareholders who vote against any resolution made at the general meeting on the merger or division of the Company;

(v) to use the shares in the conversion of the convertible corporate bonds issued by the Company;

(vi) being necessary for the Company to protect its value and the shareholders' equity;

(vii) other circumstances permitted by laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules and other regulatory rules of the place where the Company's shares are listed.

Article 26 The Company may acquire its own shares through public centralized trading or other means recognized by laws, administrative regulations, regulatory documents, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the CSRC (if required).

Where the Company acquires its own shares under the circumstances set out in Items (3), (5) and (6) of Article 25 of the Articles of Association, it shall be done through public centralized trading, and the Company shall perform information disclosure obligations in accordance with relevant provisions.

Article 27 Where the Company acquires its own shares under the circumstances set out in Items (1) and (2) of Article 25 of the Articles of Association, it shall be subject to the resolution of the shareholders' general meeting; where the Company acquires its own shares under the circumstances set out in Items (3), (5) and (6) of Article 25 of the Articles of Association, subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, it shall be subject to the resolution of the Board meeting attended by more than two-thirds of the Directors. Following any share acquisition, the Company shall fulfil its information disclosure obligations pursuant to the Securities Law, the Securities and Futures Ordinance, the rules of the stock exchange where the Company's shares are listed and other applicable securities regulatory rules.

After the Company acquires its own shares in accordance with Article 25 of the Articles of Association, such shares shall be canceled within 10 days from the date of buy-back in the case of item (1); such shares shall be transferred or canceled within 6 months in the case of items (2) and (4); the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company in the case of items (3), (5) and (6), and such shares shall be transferred or canceled within 3 years. Where applicable laws, regulations, the Listing Rules and the securities regulatory authority of the place where the Company's shares are listed stipulate otherwise in respect of matters concerning share repurchase, such provisions shall prevail.

Section 3 Transfer of Shares

Article 28 The shares of the Company may be transferred in accordance with the law. The transfer of H shares listed in Hong Kong shall be registered with the Hong Kong share registration agent appointed by the Company.

All H Shares shall be transferred by way of written transfer instrument in standard or general form, or any other format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). In the event that the transferor or transferee is a recognized clearing house (hereinafter referred to as the "**Recognized Clearing House**") as defined under the relevant ordinances in effect from time to time in the laws of Hong Kong or its agent, the written transfer instrument may be signed by hand or in a machine-printed form. All the transfer instrument shall be kept at the legal address of the Company or an address may be designated by the Board of Directors from time to time.

Article 29 The Company shall not accept its own shares as the subject matter of a pledge.

Article 30 Shares issued by the Company prior to its public offering shall not be transferred within 1 year from the date on which the shares are listed and traded in a stock exchange. Where laws, administrative regulations, the Listing Rules or the CSRC provide otherwise regarding transfer of the shares of a listed company held by its shareholders or actual controllers, such provisions shall prevail.

The Directors and senior management of the Company shall declare to the Company the number of the Company's shares held by them and any relevant changes thereto. During their term of office as determined upon their appointment, the number of shares transferred by them each year shall not exceed 25% of the total number of the Company's shares held by them. They shall not transfer any of the Company's shares held by them within one year from the listing date of the Company's shares. Such personnel shall not transfer any of the Company's shares held by them within six months after their resignation. Where any shares are pledged within the share transfer restriction period prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right during such restriction period.

Article 31 If any of the shareholders holding more than 5% of the Company's shares (other than Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited) or the Company's Directors, senior management members, sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys such shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the Board of Directors of the Company. However, in the circumstances where a securities company holds more than 5% of the Company's shares as a result of purchase of remaining unsold shares from underwriting arrangements or under other circumstances stipulated by the CSRC, such recovery by the Company shall be exempted. Where the listing rules and relevant regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

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

If the Board of Directors of the Company fails to comply with the provisions of the first paragraph of this Article, the shareholders shall have the right to request the Board of Directors to implement the provisions within 30 days. If the Board of Directors of the Company fails to carry out the enforcement within the aforesaid time limit, the shareholders shall have the right to directly file a lawsuit in the People's Court for the benefit of the Company in their own name.

If the Board of Directors of the Company fails to comply with the first paragraph of this Article, relevant responsible Directors shall bear joint liability pursuant to the laws.

Chapter IV Shareholders and Shareholders' Meeting

Section 1 Shareholders

Article 32 The Company shall establish a register of shareholders with the information provided by the securities registration authority. The register of shareholders shall be sufficient evidence of the holding of the shares of the Company by the shareholders. The original of the register of members for H shares listed in Hong Kong is kept in Hong Kong and is available for inspection by shareholders, but the Company may close the register of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the places where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

The Company shall maintain a complete register of shareholders, which shall include the following parts: (I) the register of shareholders maintained at the Company's domicile other than those specified in items (II) and (III) of this Article; (II) the register of shareholders of H Shares of the Company maintained in the place of the overseas stock exchange where the shares are listed; and (III) the register of shareholders maintained in other places as the Board of Directors considers necessary for listing purposes. Different parts of the register of shareholders shall not overlap. The transfer of the shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register of shareholders. Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the place where each part is kept.

The Company shall maintain at its domicile a copy of the register of shareholders of H Shares. The entrusted overseas agent shall always ensure that the original and copies of the register of shareholders of H Shares are consistent. The register of shareholders maintained in Hong Kong shall be open for inspection by shareholders; however, the Company may close the register of shareholders in accordance with the provisions equivalent to the Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Where the original and duplicate of the register of shareholders of H Shares are inconsistent, the original shall prevail.

Any shareholder whose name is registered in the register of shareholders or any person who requests to have his/her name registered in the register of shareholders has lost his/her/its share certificate (hereinafter referred to as the "**original share certificate**"), may apply to the Company for issuing new share certificate in respect of such shares (hereinafter referred to as the "**such shares**"). Shareholders of domestic shares who have lost their share certificates and apply for the issuance of replacement shall be dealt with in accordance with the relevant provisions of the Company Law. Any shareholder of H shares who lost his/her share certificates and apply for the issuance of replacement may be dealt with in accordance with the laws of the place where the original register of H shareholders is kept, the rules of the stock exchange, or any other relevant provisions.

With respect to the shareholders of H Shares, where two or more persons are registered as the joint shareholders of any H shares, they shall be deemed as joint shareholders of the H shares concerned, subject to the following provisions:

(I) the Company shall not register more than four persons as the joint shareholders of any H shares;

(II) the joint shareholders of any H shares shall be severally and jointly liable for all unpaid payment which ought to be made in respect of such H shares;

(III) on the death of any one of such joint shareholders, only the surviving person(s) among the joint shareholders shall be deemed as the person(s) entitled to such H shares by the Company, but the Board has rights to request such shareholders' evidence of death from the surviving person(s) as it considers appropriate for purpose of amending the register of shareholders;

(IV) In respect of any of the joint shareholders of any H shares, only the joint shareholder whose name appears first in the register of members has the right to receive the share certificate of the relevant H shares from the Company, or receive notices of the Company. Any notice delivered to the aforesaid persons shall be deemed to have been delivered to all the joint holders of the relevant H shares. Any joint holder may sign a proxy form. If more than one joint holder is present in person or by proxy, the vote made by the preferred joint holder shall be accepted as the sole vote made on behalf of other joint holders (regardless of whether it is made in person or by proxy). In this respect, the priority of shareholders must be determined according to the order of ranking of the joint holders of relevant H shares in the register of members of the Company;

(V) If any of the joint shareholders sends to the Company a receipt of any dividend, bonuses or capital returns payable to such joint shareholders, such receipt shall be deemed as valid receipt issued by such joint shareholders to the Company.

Article 33 When the Company convenes the general meeting, distributes dividends, conducts liquidation or engages in other acts requiring the identification of shareholders, the Board of Directors or the convener of the general meeting should determine the record date of shareholdings. The shareholders whose names appear on the register of shareholders after the closing hours on the record date shall be those entitled to the relevant rights and interests.

Article 34 Shareholders of the Company shall entitle the following rights:

(I) to the Company for dividends and other forms of profit distribution according to the proportion of shares they hold;

(II) to legally request, convene, hold, participate or authorize proxies to attend shareholders' general meeting, and to exercise the corresponding voting rights;

(III) to supervise the business operations of the Company and to make suggestions or inquiries;

(IV) to transfer, give or pledge the shares held by them in accordance with the laws and administrative regulations, the Listing Rules and the Articles of Association;

(V) to inspect or make copies of the Articles of Association, the register of shareholders, minutes of shareholders' general meetings, resolutions of the Board meetings, financial and accounting reports. shareholders who satisfy the prescribed criteria may inspect the Company's accounting books and accounting vouchers;

(VI) to participate in the distribution of the remaining property of the Company according to the proportion of shares they hold when the Company is terminated or liquidated;

(VII) to require the Company to buy back the shares held by them in the event that shareholders objecting to resolutions of the general meeting concerning merger or division of the Company;

(VIII) other rights set out in laws and administrative regulations, departmental rules, the Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association;

Article 35 A shareholder requesting for inspection of information or access to materials listed in the preceding Article shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder and a reasonable fee may be charged for providing copies of the aforementioned materials.

If shareholders who individually or collectively hold more than 3% of the Company's shares for more than 180 consecutive days request to inspect the Company's accounting books and vouchers, they shall submit a written request to the Company, stating the purpose. Where the Company reasonably believes that shareholders have unjust purposes in accessing the accounting books and vouchers which may harm the legal rights and interests of the Company, the Company may refuse such request and shall, within 15 days of such request, reply in written form and state the reasons. If the Company refuses to provide access for inspection, the shareholder may file a lawsuit with the people's court.

Article 36 If any resolution of the general meeting or the Board of Directors violates the law or regulation, the shareholders shall have the right to request the people's court to invalidate the resolution.

Where the convening procedure or voting method of a general meeting or Board meeting violates the laws, regulations or the Articles of Association, or the contents of the resolutions violate the Articles of Association, shareholders shall have the right to request the people's court to revoke the relevant resolution within 60 days from the date on which the resolution was made, provide that there are only minor defects in the convening procedure or voting method of the general meeting or Board meeting which do not materially affect the resolution.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, Directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC, the rules of the place where the Company's shares are listed and the provisions of other securities regulatory rules, fully explain the impact, and actively cooperate with the

enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.

Article 37 Resolutions of the shareholders' meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

(I) no shareholders' meetings or Board meetings has been convened to pass a resolution;

(II) the resolution is not voted on at the shareholders' meeting or Board meeting;

(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;

(IV) the number of persons approving the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.

Article 38 Where the Directors or senior management personnel who are not members of the Audit Committee violate the provisions of laws, regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the Audit Committee to initiate legal proceedings with the people's court in writing; where the members of the Audit Committee violate the provisions of laws, regulations or the Articles of Association in the performance of duties and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer may request the Board to initiate legal proceedings with the people's court in writing.

Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Audit Committee or the Board of Directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if legal proceedings is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own name for the interest of the Company.

If any third parties infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may initiate legal proceedings with the people's court according to the provisions of the preceding two paragraphs.

If the Directors, supervisors, or senior officers of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations, or the Articles of Association when performing their duties, causing losses to the Company, or if others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company and cause losses, shareholders who have held, individually or jointly, more than 1% of the Company's shares for more than 180 consecutive days may, in accordance with the preceding three paragraphs of Article 189 of the Company Law, submit a written request to the supervisory committee or the Board of Directors of the wholly-owned subsidiary to file a lawsuit with the people's court or file a lawsuit directly with the people's court in their own name.

Article 39 Where any Director or senior management personnel violates the provisions of laws, regulations or the Articles of Association, damaging interests of shareholders, the shareholders may initiate legal proceedings with the people's court.

Article 40 Shareholders of the Company shall assume the following obligations:

(I) to abide by the laws, regulations and the Articles of Association;

(II) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(III) not to withdraw its share capital unless otherwise provided by laws and regulations;

(IV) not to abuse their shareholders' rights to harm the Company's or other shareholders' interests, not to abuse the independent legal person status of the Company or the shareholders' limited liability to harm the interests of the Company's creditors;

(V) other obligations to be assumed according to the laws and administrative regulations, the Listing Rules, other regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

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

Article 41 Any shareholder holding 5% or more of the voting shares of the Company who pledges any shares held by him/her shall report to the Company in writing on the date of such pledge.

Section 2 Controlling Shareholder and Actual Controller

Article 42 The Company's controlling shareholders and actual controllers shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, the Listing Rules, and the provisions of the CSRC and other regulatory rules of the place where the Company's shares are listed, in order to safeguard the interests of the listed company.

Article 43 The Company's controlling shareholders and actual controllers shall comply with the following provisions:

(I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders;

(II) to strictly implement the public statements and undertakings made and shall not change or waive them;

(III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;

(IV) not to appropriate the Company's funds in any way;

(V) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(VI) not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;

(VII) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, foreign investment or any other means;

(VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;

(IX) other provisions of laws, administrative regulations, the Listing Rules, the CSRC, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The controlling shareholders and actual controllers of the Company who do not serve as Directors of the Company but actually carry out the Company's affairs shall be subject to the provisions of the Articles of Association regarding the fiduciary duty and diligence duty of Directors.

If the controlling shareholders and actual controllers of the Company instruct Directors or senior management to engage in actions that harm the interests of the Company or shareholders, they shall be jointly liable with the Director or senior management concerned.

Article 44 If the controlling shareholders and actual controllers of the Company pledge the Company's shares they hold or actually control, they should maintain the Company's control rights and ensure stable production and operation.

Article 45 If the controlling shareholders and actual controllers of the Company transfer their holdings of the Company's shares, they shall comply with the restrictive provisions on share transfer in laws, administrative regulations, provisions of the CSRC and the stock exchange of the place where the Company's shares are listed, as well as the commitments they have made regarding restricted share transfers.

Section 3 General Provisions for Shareholders' Meeting

Article 46 The shareholders' general meeting is composed of all shareholders. The shareholders' general meeting acts as the authority of the Company which, according to laws, exercises the following functions and power:

(I) to elect and replace the Directors and decide on matters relating to the remuneration of the Directors of the Company;

(II) to review and approve the reports of the Board of the Company;

(III) to review and approve the Company's profit distribution plans and loss recovery plans;

(IV) to decide on the increase or reduction of the Company's registered capital;

(V) to decide on the issue of securities of the Company or corporate bonds and listing plans;

(VI) to decide on merger, division, dissolution, liquidation of the Company, or changes in the form of the Company;

(VII) to amend the Articles of Association;

(VIII) to decide on the engagement, dismissal or non re-appointment of the accounting firm and its remuneration of the Company;

(IX) to review and approve the guarantee matters stipulated in Article 47 of the Articles of Association;

(X) to review the matters of purchase or sale by the Company within one year of significant assets exceeding 30% of the latest audited total assets of the Company;

(XI) to review and approve the change of the use of the raised funds;

(XII) to review equity incentive plans and employee stock ownership plans;

(XIII) matters related to the acquisition of the Company's shares that shall be reviewed by the general meeting as stipulated by laws, regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(XIV) matters related to connected transactions that shall be reviewed by the general meeting as stipulated by laws, regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(XV) other matters that shall be determined by the general meeting as stipulated by laws, administrative regulations, departmental rules, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The general meeting may authorize the Board to resolve on the issuance of corporate bonds.

Article 47 The following external guarantees provided by the Company shall be reviewed and approved by the shareholders' general meetings:

(I) any guarantee to be provided after the total amount of external guarantees provided by the Company and the Company's controlled subsidiaries has exceeded 50% of the Company's audited net assets of the latest period;

(II) any guarantee to be provided after the total amount of external guarantees provided by the Company has exceeded 30% of the Company's audited total assets of the latest period;

(III) guarantees to be provided by the Company within one year that exceed 30% of the Company's audited total assets of the latest period;

(IV) any guarantee to be provided for a party with a gearing ratio of over 70%;

(V) any single guarantee with a guarantee amount exceeding 10% of the Company's audited net assets of the latest period;

(VI) any guarantee to be provided for shareholders, actual controllers and their connected parties;

(VII) other guarantee circumstances that shall be reviewed by the general meeting as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or other normative documents

Other external guarantee matters that do not meet the above standards shall be approved by the Board.

Article 48 The guarantee matters within the authority of the Board of Directors shall be approved by more than half of all Directors, and by more than two thirds of the Directors present at the Board meeting.

Where a shareholder meeting deliberates on a proposal to provide guarantees for a shareholder, the actual controller, or their connected parties, the shareholder concerned or any shareholder controlled by such actual controller shall abstain from participating in the vote on that matter. Such vote shall be passed by a majority of the voting rights held by the other shareholders present at the meeting.

Article 49 Shareholders' meetings include annual shareholders' general meetings and extraordinary shareholders' meeting. annual shareholders' general meetings shall be convened once a year and within 6 months after the end of the preceding fiscal year.

Article 50 The Company shall convene an extraordinary shareholders' meeting within 2 months in any of the following cases:

(I) when the number of Directors is less than the number prescribed by the Company Law or less than 2/3 of the amount required by the Articles of Association;

(II) when the Company's uncovered losses amount to 1/3 of the total share capital;

(III) when shareholders, individually or collectively, holding more than 10% or more of the shares of the Company request;

(IV) when the Board deems it's necessary;

(V) when the Audit Committee proposes convening the meeting;

(VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

In the event that an extraordinary general meeting is convened at the request of the securities regulatory rules of the place where the Company's shares are listed, the effective date of the extraordinary general meeting may be adjusted in accordance with the clearance progress of the stock exchange where the Company's shares are listed.

Article 51 The venue of the shareholders' meeting shall be the domicile or ordinary office of the Company, or the venue specified in the notice of the shareholders' meeting.

The shareholders' meeting shall have a venue and be held in the form of an on-site meeting. The Company may also provide convenience for shareholders to participate in the meeting through online and other means. A shareholder who participates in a shareholders' meeting in the aforesaid manner shall be deemed to have been present at the meeting.

Once a notice of a shareholders' meeting has been issued, the venue for the on-site meeting may not be changed without due cause. If a change is indeed necessary, the convener must issue a notice at least two business days prior to the date of the on-site meeting and explain the reasons for the change.

If laws, administrative regulations, departmental rules, the Listing Rules, or other securities regulatory rules of the place where the Company's shares are listed explicitly require that a lawyer witness a shareholders' meeting and issue a legal opinion, the Company will engage a lawyer to issue a legal opinion on the following matters and make an announcement when convening such a 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 attendees and the convener are lawful and valid;

(3) Whether the voting procedures and results of the meeting are lawful and valid;

(4) Any legal opinions issued at the Company's request regarding other relevant matters.

Section 4 Summoning of Shareholders' Meeting

Article 52 The Board of Directors shall summon the shareholders' meeting in a timely manner within the prescribed period.

With the approval of a majority of all independent non-executive Directors, the independent non-executive Directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. In response to a proposal by an independent non-executive Directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the laws and regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide written feedback within 10 days of receiving the proposal to agree or disagree with the convening of the extraordinary general meeting. If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening of the general meeting within 5 days after making a resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall explain the reasons.

Article 53 The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall make such proposal in writing. The Board of Directors shall, in accordance with the laws and regulations and the Articles of Association, provide written feedback on whether to convene an extraordinary general meeting within 10 days of receiving the proposal.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall, within 5 days after making a resolution of the Board of Directors, issue a notice to convene the general meeting, and any changes to the original request in the notice shall be subject to the consent of the Audit Committee prior to the issuance of the notice.

If the Board of Directors does not agree to convene an extraordinary general meeting, or does not provide feedback within 10 days after receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duties and responsibilities in convening the general meeting, and the Audit Committee may convene and preside over such meeting on its own initiative.

Article 54 Shareholders, individually or collectively, holding 10% or more of the shares of the Company shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting, and shall submit their request in writing to the Board of Directors. The Board of Directors shall, in accordance with the laws and regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide written feedback on whether to convene an extraordinary general meeting within 10 days of receiving the request.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall, within 5 days after making a resolution of the Board of Directors, issue a notice to convene the general meeting, and any changes to the shareholders' original request in the notice shall be subject to the consent of the shareholders concerned prior to issuing the notice.

If the Board of Directors does not agree to convene an extraordinary general meeting, or does not provide feedback within 10 days after receiving the request, shareholders, individually or collectively, holding 10% or more of the shares of the Company shall have the right to propose to the Audit Committee the convening of an extraordinary general meeting, and shall submit their request in writing to the Audit Committee. The Audit Committee shall, in accordance with the laws and regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide written feedback on whether to convene an extraordinary general meeting within 10 days of receiving the request.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall, within 5 days after receiving the request, issue a notice to convene the general meeting, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.

If the Audit Committee disagrees to convene an extraordinary general meeting, or fails to respond within 10 days of receiving the request, it shall be deemed not to convene and preside over the general meeting. Shareholders who individually or collectively hold 10% or more of the shares of the Company for more than 90 consecutive days may convene and preside over the general meeting on their own.

Article 55 Where the Audit Committee or shareholders decide to convene a general meeting on their own, they must give a written notice to the Board of Directors. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail, provided that they do not conflict with domestic laws, administrative regulations and the Articles of Association.

Prior to the announcement of the results of a shareholders' meeting vote, the shareholder convening the meeting must hold, individually or collectively, at least 10% of the Company's shares.

When the Audit Committee or the convening shareholder issues a notice of a shareholders' meeting or an announcement of the results of a shareholders' meeting, if the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail, provided that they do not conflict with domestic laws, administrative regulations and the Articles of Association.

Article 56 For general meetings convened independently by the Audit Committee or shareholders, the Board of Directors and the Board Secretary shall provide cooperation. The Board of Directors shall provide a register of shareholders as of the record date.

Article 57 Expenses necessary for general meetings convened independently by the Audit Committee or shareholders shall be borne by the Company.

Section 5 Proposals and Notice of Shareholders' Meeting

Article 58 The content of proposals shall fall within the scope of the functions and powers of the general meeting, have clear topics and specific resolution matters, and comply with the relevant provisions of the laws, the administrative regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 59 When the Company convenes a general meeting, the Board of Directors, the Audit Committee, and shareholders individually or collectively holding 1% or more of the Company's shares have the right to submit proposals to the Company.

Subject to the provisions of the Listing Rules, shareholders individually or collectively holding 1% or more of the Company's shares may submit interim proposals in writing to the convener 10 days prior to the convening of the general meeting. The interim proposal must specify a clear agenda item and a specific resolution. The convener shall issue a supplementary notice to the general meeting within two days after receiving the proposal, announcing the content of the extraordinary proposal and submitting such extraordinary proposal to the general meeting for deliberation. Except where the interim proposal violates the laws and regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or does not fall within the scope of the functions and powers of the general meeting. Prior to the adoption of a resolution by the shareholders' meeting, the shareholder(s) submitting an interim proposal must hold, individually or collectively, at least 1% of the Company's shares. With regard to the publication of a supplementary notice for a shareholders' meeting, if the securities regulatory rules of the place where the Company's shares are listed contain specific provisions, such provisions shall prevail, provided they do not conflict with the Company Law and the Securities Law. If, pursuant to the securities regulatory rules of the place where the Company's shares are listed, the shareholders' meeting must be postponed due to the publication of a supplementary notice, the meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Except for the circumstances stipulated in the preceding paragraph or as required by the Listing Rules, after issuing the notice of the general meeting, the convener shall not modify the proposals listed in the notice of the general meeting or add new proposals.

Proposals not listed in the notice of the general meeting or not conforming to the provisions of the Articles of Association shall not be voted on or resolved upon at the general meeting.

Article 60 To convene an annual shareholders' meeting, the convener shall notify all shareholders of the time, venue, and agenda items at least 21 days prior to the meeting. For an extraordinary shareholders' meeting, shareholders shall be notified at least 15 days in advance. Where laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 61 The notice of a shareholders' meeting shall be issued in writing and shall include the following:

(I) the time, venue and duration of the meeting;

(II) matters and proposals submitted for consideration and approval at the meeting;

(III) it shall be clearly stated that all holders of ordinary shares and shareholders holding shares with special voting rights are entitled to attend general meetings, and may appoint a proxy in writing to attend and vote at the meeting on their behalf. Such proxy need not be a shareholder of the Company;

(IV) the equity registration date of the shareholders who are entitled to attend the general meetings;

(V) name(s), telephone number(s) and address of the standing contact person(s) for the affairs of meetings;

(VI) the time and procedures for voting via the internet or by other means;

(VII) specify the time and venue for delivery of the proxy forms for voting at the meeting;

(VIII) other requirements stipulated by the laws, the administrative regulations, the Listing Rules or other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The notice of the general meeting and any supplementary notice shall include the information required by the Listing Rules and the Articles of Association, and shall fully and completely set forth the specific details of all proposals. Where the matters to be discussed require the independent non-executive Directors to express their views, the opinions and reasons of the independent non-executive Directors shall be disclosed concurrently with the issuance of the notice of the general meeting and any supplementary notice. If the Company is required to provide additional material information regarding the proposed matters of the general

meeting, such information must be provided no later than ten (10) business days prior to the meeting. If necessary, the Company shall postpone the general meeting to ensure compliance with this provision.

Article 62 If the general meeting intends to discuss the election of Directors, the notice of the general meeting shall include detailed particulars of the candidates for Directors, including at least the following contents:

(I) personal details such as educational background, work experience, and part-time positions;

(II) whether there is any connected relationship with the Company or the controlling shareholders and actual controllers of the Company;

(III) the number of shares held in the Company;

(IV) whether they have been subject to penalties by CSRC and other relevant departments, or disciplinary actions by stock exchanges;

(V) other information required by securities regulatory authorities and the securities regulatory rules of the place where the Company's shares are listed.

Unless the cumulative voting system is adopted for the election of Directors, each candidate for Director shall be proposed as a separate proposal.

Shareholders shall have the opportunity to notify the Company of their nomination of a person to stand for election as a Director or supervisor at the general meeting. If the Company receives such a notice from a shareholder after the notice of the general meeting has been published, the Company must publish an announcement or issue a supplementary circular; such announcement or supplementary circular must include information regarding the person nominated to stand for election as a Director. The Company must allow shareholders at least seven days prior to the date of the meeting to consider the relevant information disclosed in the aforementioned announcement or supplementary circular. The Company must assess whether it is necessary to postpone the meeting for the election of Directors to allow shareholders a longer period (at least ten business days) to consider the relevant information disclosed in the announcement or supplementary circular.

Article 63 After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled without justified reasons, and proposals listed in the notice of the general meeting shall not be cancelled. In the event of postponement or cancellation, the convener shall notify all shareholders and state the reasons at least two working days prior to the original scheduled date. If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling general meeting, such provisions shall prevail provided that they do not violate Company Law and Securities Law.

Section 6 Convening of Shareholders' Meetings

Article 64 The Board and other conveners of the Company will take necessary measures to ensure the normal order of the general meeting. Measures will be taken to stop acts that interfere with the general meeting, create disturbances, or infringe upon the lawful rights and interests of shareholders, and shall promptly report them to the relevant authorities for investigation and handling.

Article 65 All shareholders or their proxies recorded in the register on the record date shall be entitled to attend the general meeting and to speak and exercise their voting rights at the meeting in accordance with relevant laws, regulations, the Listing Rules and the Articles of Association.

Shareholders may attend the general meeting in person or entrust proxies to attend and vote on their behalf. Unless a particular shareholder is required under the Listing Rules to abstain from voting on a particular matter. Such shareholders' proxy may, on the shareholders' instructions, exercise the following rights:

(I) the right of the shareholder to speak at the general meeting;

(II) the right to demand for voting by a poll individually or jointly with others;

(III) the right to vote by hand or on a poll except as otherwise provided by relevant laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or other securities laws and regulations.

Article 66 An individual Shareholder attending the meeting in person shall produce his/her ID card or other valid documents or certificates capable of proving his/her identity; an agent attending the meeting shall produce his/her valid identity document and the power of attorney signed by the shareholder.

An institutional shareholder or other corporate shareholder shall be represented at the meeting by its legal representative (or person in charge)/executing partner or an agent entrusted by the legal representative (or person in charge)/executing partner. If the legal representative (or person in charge)/executing partner attends the meeting, he/she shall produce his/her ID card and valid proof proving his/her qualification as legal representative (or person in charge)/executing partner; if an agent attends the meeting, the proxy shall produce his/her ID card and the written power of attorney issued by the legal representative (or person in charge)/executing partner of the institutional or corporate shareholder in accordance with the law (except the approved clearing house or its nominee(s)).

If the shareholder is an approved clearing house or its nominee(s) as defined in the relevant ordinances from time to time in force in Hong Kong, the shareholder may authorize one or more persons as deemed appropriate to act as its proxy or representative at any general meeting or any meeting of creditors. However, if more than one person is authorized, the power of attorney or the authorization letter shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its nominee(s)) (without the need to present shareholding certificates, notarized authorization and/or further evidence to confirm formal authorization) and exercise statutory rights equivalent to those of other shareholders, including the rights to speak and vote, as if the person is an individual shareholder of the Company.

Article 67 Any shareholder entitled to attend and vote at a shareholders' general meeting of the Company shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxies to attend and vote on behalf of him. The power of attorney issued by a shareholder authorizing another person to attend the general meeting shall state the following contents:

(I) name of the principal, and the number of shares held in the Company;

(II) name of the proxy;

(III) instructions to vote for, against, or abstain on each matter to be deliberated included in the agenda of the general meeting;

(IV) date of issuance and validity period of the power of attorney;

(V) signature (or seal) of the principal. Where the principal is a corporate shareholder, the seal of the corporate shareholder shall be affixed.

The power of attorney shall contain a statement that whether in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.

Article 68 The power of attorney shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or the time appointed for voting. Where the power of attorney for voting is signed by a person authorized by the principal, the power of attorney or other authorization document authorizing such signing shall be notarized. The notarized power of attorney or other authorization documents, and the power of attorney for voting proxy, shall all be kept at the Company's domicile or other place specified in the notice convening the meeting.

If the principal is an institutional shareholder, the legal representative or such person who is authorized by the resolution of the Board of Directors or other governing body to act as its representative may attend the general meeting of the Company.

Article 69 The meeting register of attendees shall be prepared by the Company. The meeting register shall state the names (or entity names) of the attendees, ID card numbers, address, the number of voting shares held or represented, the names (or entity names) of the principals, and other particulars.

Article 70 The convener and the lawyer appointed by the Company (if applicable) shall verify the validity of the qualifications of shareholders based on the register of members of the securities registration and settlement institution, and shall register the names of shareholders as well as the amount of their voting shares. The registration for a meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of their voting shares.

Article 71 Where the general meeting requires Directors or senior management members to attend the meeting, such Directors and senior management shall attend and accept shareholders' inquiries.

Article 72 The general meeting shall be presided over by the Chairman of the Board. When the Chairman is unable to perform his/her duties or fails to perform his/her duties, a Director jointly nominated by more than half of the Directors shall preside over the meeting.

A general meeting convened independently by the Audit Committee shall be presided over by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform his/her duties or fails to perform his/her duties, a member jointly nominated by more than half of the members of the Audit Committee shall preside over the meeting.

Where a general meeting is convened by shareholders themselves, the chairman of the meeting shall be elected by the conveners.

When the general meeting is held, if the meeting chairman violates the Procedural Rules for General Meetings causing the meeting to be unable to proceed, the general meeting may, with the consent of shareholders holding more than half of the voting rights present at the meeting on-site, elect a person to act as the meeting chairman to continue the meeting.

Article 73 The Company shall formulate the Procedural Rules for General Meetings, which specify the procedures for convening of and voting at the meeting, including notice, registration, review of proposals, voting, vote counting, announcement of voting results, adoption of resolutions, minutes-taking, signing and announcement thereof, as well as the principles under which the Board of Directors is authorized by the general meeting. The scope of such authorization shall be clear and specific. The Procedural Rules for General Meetings shall be appended to the Articles of Association as an appendix, and shall be formulated by the Board of Directors and approved by the general meeting.

Article 74 At the annual general meeting, the Board of Directors shall report to the general meeting on their work over the past year. Each independent non-executive Director shall also report on their duty performance.

Article 75 The Directors and senior management members shall provide explanations and clarifications regarding shareholders' inquiries and proposals at the general meeting.

Article 76 The meeting chairman shall, before voting, announce the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held, and the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held shall be subject to the meeting registration.

Article 77 The general meeting shall have minutes, which shall be the responsibility of the Board Secretary, and the minutes shall record the following contents:

(I) time, place, and agenda of the meeting, and the name of the convener;

(II) name of the meeting chairman and names of the Directors, general manager and other senior management members (if any) attending or being present by invitation at the meeting;

(III) number of shareholders and proxies attending the meeting, the total number of voting shares held, and the proportion of such shares to the total shares of the Company;

(IV) the deliberation process, key points of speeches, and voting results for each proposal;

(V) shareholders' inquiries or suggestions and the corresponding replies or explanations;

(VI) names of lawyer(s) (if any), vote counters, and scrutineers;

(VII) other contents required to be recorded in the minutes by laws, administrative regulations, and securities regulatory rules of the place where the Company's shares are listed.

Article 78 The convener shall ensure that the contents of the minutes are true, accurate, and complete. The Directors attending the meeting, the Board Secretary, the convener or his/her representative, and the meeting chairman shall sign the minutes and ensure that the contents of the minutes are true, accurate, and complete. The minutes shall be preserved together with the attendance signature book of shareholders attending on-site, the powers of attorney for proxy attendance, and valid data on voting via the network or other means, for a period of not less than 10 years.

Article 79 The convener shall ensure that the general meeting proceeds continuously until a final resolution is formed. Where the general meeting is suspended or unable to make a resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the general meeting as soon as possible or to directly terminate the general meeting, and an announcement shall be promptly made accordingly.

Section 7 Voting and Resolutions at Shareholders' Meeting

Article 80 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.

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

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

Article 81 The following matters shall be adopted by way of ordinary resolution of the general meeting:

(I) work reports of the Board of Directors;

(II) proposals formulated by the Board of Directors for distribution of profits and loss recovery plans;

(III) appointment and removal of members of the Board of Directors (removing any Director before the expiry of his term of office, provided that such removal shall be without prejudice to any claim for damages by such Director under any agreement), and their remuneration and method of payment of their remuneration;

(IV) annual report of the Company;

(V) to resolve on the engagement and dismissal or non-reappointment of the accounting firm or the remuneration of the accounting firm;

(VI) other matters required to be approved by a general meeting other than those required to be approved by way of special resolution under any laws, administrative regulations, the Listing Rules, other securities regulatory rules of the place where the shares of the Company are listed or the provisions of the Articles of Association.

Article 82 The following matters shall be adopted by way of special resolution of the general meeting:

(I) the increase or reduction of the registered capital by the Company;

(II) the division, spin-off, merger, dissolution, or liquidation of the Company;

(III) the amendment to the Articles of Association;

(IV) the amount of purchase and the sale of major assets or the guarantee to others by the Company within one year exceeds 30% of the latest audited total assets of the Company;

(V) the share incentive plans;

(VI) other matters clearly prescribed by the laws, administrative regulations, the Listing Rules, other securities regulatory rules of the place where the shares of the Company are listed or the provisions of the Articles of Association, or determined by a general meeting via ordinary resolution as having a material impact on the Company that shall be adopted by special resolution.

Article 83 All shares held by the shareholders of the Company are ordinary shares and there are no shares with special voting rights. Shareholders (including shareholders' proxies) may exercise voting rights in the amount of the voting shares they represent and each share shall have one vote. When voting, a shareholder (including a shareholder's proxy) holding two or more voting rights is not required to cast all of his/her voting rights entirely in favor, against, or abstention.

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

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

Under applicable laws and regulations, the Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed, if any shareholder is required to abstain from voting on a resolution or restricts any shareholder to voting only for (or against) a resolution, the number of votes cast by such shareholder or its proxy in violation of relevant regulations or restrictions shall not be counted in the total number of voting shares.

If a shareholder purchases shares with voting rights of the Company in violation of paragraph 1 and paragraph 2 of Article 63 of the Securities Law (provided that if the listing rules and relevant regulatory rules of the place where the Company's shares are listed do not contain any mandatory requirement in this regard, this provision may not apply), such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted in the total number of shares with voting rights represented by shareholders present at the general meeting.

The Board of Directors, independent Directors, shareholders holding 1% or more of the voting shares of the Company or investor protection institutions established pursuant to laws, administrative regulations, the rules of the securities regulatory authorities of the place where the Company's shares are listed or the China Securities Regulatory Commission, may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Except for statutory conditions, the Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights.

Article 84 When a relevant connected transaction is considered at a general meeting, the connected shareholders shall not participate in the voting, and the number of voting shares represented by them shall not be counted in the total number of valid voting; the public announcement of general meeting resolutions shall fully disclose the voting decisions of the non-associated shareholders.

Before connected transactions are considered at a general meeting, the Company shall determine the scope of connected persons in accordance with relevant laws, regulations, the Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed. Connected shareholders or their authorized representatives may attend general meetings and present their views to the attending shareholders in accordance with the procedures of the meeting, but shall proactively abstain from voting on a poll. When the general meeting resolves matters relating to connected transactions, connected shareholders shall voluntarily disqualify themselves from participating in the voting. If the connected shareholders do not recuse themselves from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. After the recusal of the connected shareholders, the other shareholders shall vote according to their voting rights and adopt the corresponding resolution in accordance with the provisions of the Articles of Association. The procedures for the recusal of connected shareholders and voting shall be notified by the presider of the general meeting and shall be recorded in the meeting minutes.

For the consideration of connected transaction matters, the disqualification and voting procedures for connected shareholders are as follows:

(I) Where a matter under consideration at a general meeting is related to a shareholder, such shareholder shall disclose his/her connected relationship to the Board of Directors of the Company prior to the date of the general meeting;

(II) When the general meeting is considering matters relating to connected transactions, the chairman of the meeting shall announce the shareholders who are connected, and explain the connection between the connected shareholders and the connected transaction;

(III) The chairman of the meeting shall announce the disqualification of the connected shareholders and the voting on the connected transaction matters shall be conducted by the non-connected shareholders;

(IV) A resolution on a connected transaction shall be passed by a majority of the number of voting shares of the non-connected shareholders present at the meeting; if the transaction matter falls within the scope of a special resolution, it shall be passed by more than two-thirds of the number of voting shares of the non-connected shareholders present at the meeting.

Article 85 Save that the Company is under special circumstances such as crisis, unless approved by way of special resolution at a general meeting, the Company shall not enter into any contracts with any person other than the Directors and senior management members pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.

Article 86 The list of candidates for Directors shall be submitted to the general meeting for voting in the form of a proposal.

When the general meeting votes on the election of Directors, the cumulative voting system may be adopted according to the Articles of Association or the resolution of the general meeting.

The cumulative voting system shall be adopted when electing two or more independent non-executive Directors at a general meeting.

If a Director is elected by cumulative voting at a general meeting, the voting of independent non-executive Directors and other Directors shall be carried out separately, and the elected Directors shall be determined in descending order of the number of votes received, based on the number of Directors to be elected. Where Directors are not elected by cumulative voting, each candidate for the Directorship shall be proposed as a separate resolution.

For the purpose of the preceding paragraph, the term "cumulative voting method" shall refer to the scheme whereby in the election by the general meeting of the Directors, each share shall be granted the same number of votes as the number of Directors to be elected and each shareholder may cast the votes held by him in a concentrated manner to a single candidate or distribute them amongst several candidates. The Board shall inform the shareholders of the biographies and basic information of the Director candidates through the public announcement.

The Board shall formulate the implementation rules of the cumulative voting system and submit the same to the general meeting for approval.

The nomination methods and procedures for Directors are as follows:

(I) The list of candidates for the first session of the Board shall be proposed by the promoters of the Company and elected by the Company's founding meeting. During the change of session of the Board, the list of candidates for the next session of the Board shall be proposed by the Nomination Committee of the previous session of the Board and submitted to the general meeting for voting by way of resolution.

(II) Shareholders who hold or jointly hold over 1% of the total number of voting shares issued by the Company have the right to propose new candidates for Directors in accordance with the provisions of the Company Law and the Articles of Association.

The Board shall seek shareholders' opinions as much as possible when nominating Directors.

Article 87 Except for the cumulative voting system, votes on all proposals shall be taken one by one at a general meeting, and if there are different proposals regarding the same matter, vote on such proposals shall be taken in order of time of submission thereof. Unless the general meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, the general meeting shall not put on hold or refrain from voting on any proposal.

Article 88 When a proposal is considered at a general meeting, no amendments shall be made thereto, were any amendments to be made, it shall be regarded as a new proposal and cannot be voted at that general meeting.

Article 89 The same voting right may only be exercised once at a general meeting, either by on-site voting, online voting or other voting methods. In the event of repeated voting with the same voting right, the result of the first voting shall prevail.

Article 90 Unless otherwise required by relevant laws and regulations and the Listing Rules, voting at the general meeting shall be carried out with open ballot.

Article 91 Before voting on a proposal at the general meeting, two shareholder representatives shall be nominated to count and scrutinize the votes. Where the matters to be considered are (connected) related to shareholders, the relevant shareholders and their proxies are not allowed to participate in the counting or scrutinizing votes.

When voting on a proposal at a general meeting, lawyer (if any), shareholder representatives and representatives of the Audit Committee shall be jointly responsible for counting and scrutinizing the votes, and the voting results of the resolutions shall be announced on the spot and recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who vote through online or other means have the right to check their voting results through the corresponding voting system.

Article 92 The on-site general meeting shall not be concluded earlier than the online meeting or meeting held by other means. The meeting chairman shall announce the voting status and results of each proposal and declare whether the proposal is adopted based on the voting results.

Before the formal announcement of the voting results, relevant parties involved in the on-site, online and other voting methods of the general meeting, including the Company, vote counters, scrutineers, shareholders, and network service providers, shall be obliged to keep the voting status confidential.

Article 93 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: for, against or abstain. Except where the securities depository and clearing institution, acting as the nominal holder of stocks under the Stock Connect mechanism between the Mainland and Hong Kong stock markets, makes a declaration in accordance with the expression of intent of the actual holder.

Votes that are unfilled, incorrectly filled, illegible, or uncast shall be deemed as the voter waiving voting rights, and the voting result regarding the shares held thereby shall be counted as "abstention".

Article 94 If the meeting chairman has any doubt regarding the result of the resolution submitted for voting, he/she may organize a count of the votes; if the meeting chairman fails to conduct a vote count, and shareholders or shareholders' proxies attending the meeting have objections to the result announced by the meeting chairman, they have the right to request a vote count immediately after the announcement of the voting result, and the meeting chairman shall immediately organize a vote count.

Article 95 The voting result of a general meeting shall be announced in a timely manner, and the announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares held and their proportion to the total voting shares of the Company, the voting method, the voting result of each proposal, the detailed content of each adopted resolution and any other information required by the Listing Rules.

Article 96 Where a proposal is not adopted or this general meeting changes the resolution of a previous general meeting, a special note shall be made in the resolution of the general meeting.

Article 97 Where a proposal on election of Directors is passed at the passed meeting, the term of office of a new Director shall commence at the time specified in the resolution of the general meeting; or it is not specified, on the date on which resolutions of the general meeting are approved.

Article 98 Where a proposal concerning the distribution of cash dividends, bonus issues, or capitalization of capital reserve is passed by the general meeting, the Company shall implement the specific plan within two months after the general meeting. If the specific plan cannot be implemented within 2 months due to the requirements of applicable laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly based on such requirements and the actual circumstances.

Chapter V Board of Directors

Section 1 General Provisions for Directors

Article 99 The Directors of the Company shall be natural persons. A person who falls under any of the following circumstances shall not serve as a Director of the Company:

(I) a person who has no or limited civil capacity;

(II) a person who has been sentenced for corruption, bribery, embezzlement, misappropriation of property, or disrupting the socialist market economic order, or having been deprived of political rights for committing a crime, and the execution period has not expired for more than five years; or having been granted probation, where less than two years have elapsed since the end of the probation period;

(III) a person who has served as a Director or factory manager, manager of a company or enterprise that went bankrupt and was liquidated, and being personally liable for the bankruptcy, where less than three years have elapsed since the completion of the bankruptcy liquidation;

(IV) a person who has served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close due to legal violations, and being personally liable for such violations, where less than three years have elapsed since the business license was revoked or the order to close;

(V) a person who has a large amount of personal debt that is due and unpaid and being listed as a dishonest judgment debtor by the People's Court;

(VI) a person who is subject to securities market entry restrictions by the securities regulatory authorities, where the restriction period has not yet expired;

(VII) other circumstances where a person is disqualified from serving as a Director under laws, administrative regulations, the Listing Rules, the other securities regulatory rules of the place where the Company's shares are listed, or departmental rules.

If a Director is elected or appointed in violation of the provisions of this article, such election, appointment, or engagement shall be invalid. If a Director falls under any of the circumstances listed in this article during his or her term of office, the Company shall remove him or her from office.

Article 100 Directors shall be elected or replaced by the shareholders' meeting, and may be removed by the shareholders' meeting before the expiration of their term of office. Each Director shall serve a term of three years and may be re-elected upon the expiry of their term in accordance with the securities regulatory rules of the place where the Company's shares are listed.

The term of a Director shall commence from the date of assuming office and shall end upon the expiration of the term of the current Board of Directors. Where the election of new Directors is not conducted in a timely manner upon expiration of the term, or if a Director resigns during the term resulting in fewer members of the Board than the quorum, the incumbent Directors shall continue to perform their duties as Directors in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected Directors assume office.

A Director may concurrently serve as the senior management personnel. However, the number of Directors concurrently serving as the senior management personnel, together with Directors who are employee representatives, shall not exceed one-half of the total number of Directors of the Company.

The Board of Directors of the Company shall have employee representatives as Directors. The employee representative of the Board of Directors shall be democratically elected by the employees of the Company through employee congresses, staff meetings or other forms and subsequently join the Board of Directors.

Article 101 Directors shall observe laws, regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association. Directors owe a duty of loyalty to the Company and take measures to avoid conflicts between personal interests and the interests of the Company, and refrain from exploiting his/her position for improper gain:

Directors shall fulfill the following obligations of loyalty to the Company:

(I) not to expropriate the property or embezzle monies of the Company;

(II) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Company's monies;

(III) not to abuse their official powers to accept bribes or other unlawful income;

(IV) not to conclude any contract or conduct any transaction directly or indirectly with the Company, unless he/she has reported it to the Board of Directors or the general meeting and the contract or transaction has been approved by a resolution of the Board of Directors or the general meeting in accordance with the Articles of Association;

(V) not to take advantage of his/her position to secure, for himself/herself or for any other person, any business opportunity that rightfully belongs to the Company, unless the matter has been reported to the Board of Directors or the general meeting and approved by a resolution of the general meeting, or the Company is unable to exploit the opportunity under applicable laws, regulations or the Articles of Association;

(VI) not to operate, either on their own account or for others, businesses of the same kind as those of the Company where they serve, unless the matter has been reported to the Board of Directors or the general meeting and approved by a resolution of the general meeting;

(VII) not to take as their own any commission for any transaction with the Company;

(VIII) not to disclose any secret of the Company without permission;

(IX) not to use their related party relations to damage the interests of the Company;

(X) to fulfill other obligations of honesty stipulated by laws, administrative regulations, departmental rules, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

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

The provisions of item (IV) of paragraph 2 of this Article shall apply when a close relative of a Director or senior management member, an enterprise directly or indirectly controlled by a Director, senior management member or their close relatives, or an affiliated person having other affiliated relationships with a Director or senior management member enters into a contract or conducts a transaction with the Company.

Article 102 Directors shall comply with laws, regulations and the Articles of Association. They owe a duty of diligence to the Company and shall exercise reasonable care, as typically expected of a manager, in performing their duties to act in the best interests of the Company.

Directors shall fulfill the following obligations of diligence to the Company:

(I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company not beyond the business scope specified in the business license of the Company;

(II) to treat all shareholders impartially;

(III) to keep informed of the business operations and management of the Company in a timely manner;

(IV) to sign written confirmations of the regular reports issued by the Company and to ensure the information disclosed by the Company is true, accurate and complete;

(V) to honestly provide the Audit Committee with relevant information and materials, and not to prevent the Audit Committee from exercising its functions and powers;

(VI) to fulfill other duties of diligence specified by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 103 Where a Director fails to attend Board meetings in person for two consecutive times and also fails to entrust another Director to attend, such Director shall be deemed as unable to perform his/her duties, and the Board of Directors shall recommend that the general meeting remove such Director. Where a Director attends Board meetings by means of the internet, video conference, telephone or any other means having equivalent effect, such attendance shall also be deemed as personal attendance, provided that such means complies with the applicable securities regulatory rules of the place where the Company's shares are listed.

Article 104 A Director may resign before his/her term of office expires. The resignation of a Director shall be submitted to the Board of Directors in the form of a written resignation report. If any Director resigns so that the membership of the Board of Directors of the Company and its Special Committees falls short of the quorum, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, regulations and the Articles of Association until a new Director is elected.

A Director's resignation shall not take effect until the vacancy arising from his/her resignation is filled by the re-elected Director. Except for the circumstances set out in the preceding paragraph, the resignation of a Director shall take effect when the resignation letter is served on the Board of Directors.

Subject to the relevant laws, regulations and regulatory rules of Hong Kong, if the Board of Directors (if permitted by applicable laws and regulations) appoints a new Director to fill a vacancy or as an additional Director, the term of office of the appointed Director shall expire at the first annual general meeting of the Company following his or her appointment, and such Director shall be eligible for re-election.

Article 105 The Company shall establish a management system for the resignation of Directors, clarifying the protective measures regarding accountability and compensation for unfulfilled public undertakings and other outstanding matters. When a Director's resignation takes effect or his/her term of office expires, the Director shall complete all transfer procedures with the Board of Directors. His/her duties of loyalty towards the Company and the shareholders do not necessarily cease after the termination of his/her term of office and shall still be in effect for a reasonable period stipulated by the Articles of Association. The liability of a Director for actions performed in the execution of his/her duties during the term of office shall not be exempted or terminated upon his/her departure.

Article 106 The general meeting may remove a Director by a resolution, and the removal shall take effect on the date the resolution is adopted. If a Director is removed prior to the expiration of his/her term without just cause, the Director may require the Company to provide compensation.

Article 107 Save as specified in the Articles of Association or legally authorized by the Board of Directors, no Director shall act on behalf of the Company or the Board of Directors in his/her personal name. When a Director acts in his or her personal capacity and a third party would reasonably believe that the Director is acting on behalf of the Company or the Board of Directors, such Director should declare his or her standpoint and identity in advance.

Article 108 When a Director, in the performance of his/her duties for the Company, causes damage to any other party, the Company shall bear the liability for compensation. If the Director is found to have acted with intent or gross negligence, he/she shall also be liable for compensation.

If any Director violates the laws, regulations or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, the said Director shall be liable for compensation.

The Company shall have independent non-executive Directors, and matters such as qualifications, nomination and election procedures, term of office, resignation and functions and powers of the independent non-executive Directors shall be processed in accordance with the laws, administrative regulations, departmental rules and the relevant requirements of the regulatory rules of the place where the Company's shares are listed.

Section 2 Board of Directors

Article 109 The Company shall have a Board of Directors, which shall consist of 7 Directors. The Company shall have 1 chairman, who shall be elected by more than half of all Directors of the Company. Members of the Board of Directors shall be elected by the general meeting in accordance with applicable laws and regulations. The Directors shall comprise executive Directors, non-executive Directors and independent non-executive Directors. The number of independent non-executive Directors shall not be less than three and shall represent at least one-third of the total number of Board of Directors. At least one independent non-executive Director must possess appropriate professional qualifications as required under the Listing Rules or appropriate accounting or related financial management expertise, and at least one independent non-executive Director shall be ordinarily resident in Hong Kong.

Article 110 The Board of Directors shall exercise the following functions and powers:

(I) to convene general meetings and report on its work to the general meetings;

(II) to implement the resolutions of the general meeting;

(III) to determine the business operation plans and investment plans of the Company;

(IV) to formulate the profit distribution plans and loss recovery plans of the Company;

(V) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of bonds or other securities of the Company and listing of shares of the Company;

(VI) subject to the provisions of the securities regulatory rules of the place where the Company's shares are listed, to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or change of corporate form of the Company;

(VII) subject to the provisions of the securities regulatory rules of the place where the Company's shares are listed and within the scope of authorization granted by the general meeting, to decide on matters such as the Company's external investments, acquisition or disposal of assets (including but not limited to land, properties, equipment, production lines, equity interests), asset pledges, provision of external guarantees, entrusted wealth management, and connected transactions and external donations;

(VIII) to determinate the setup of the Company's internal management organizations;

(IX) to decide on the appointment or dismissal of the Company's manager, secretary to the Board of Directors and other senior management members, and to decide on matters over the remunerations and rewards or punishments thereof; and to appoint or dismiss the Company's deputy manager, financial officer and other senior management as well as their remunerations and rewards or punishments according to the nomination of the general manager;

(X) to formulate the basic management policies of the Company;

(XI) to formulate the amendment to the Articles of Association;

(XII) to manage the information disclosure of the Company;

(XIII) to advise the general meeting to engage or replace the accounting firm that provides audits for the Company;

(XIV) to listen to the work report of the manager of the Company and inspect the work of the manager;

(XV) other functions and powers conferred by laws, administrative regulations, departmental rules, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or as granted by the general meeting.

Any matters that are beyond the scope of authorization of the general meeting shall be submitted for consideration at the general meeting.

Article 111 The Board of Directors of the Company shall explain to the general meeting for any non-standardized audit opinion on the financial report of the Company issued by a certified public accountant.

Article 112 The Board of Directors shall formulate the rules of procedure for the Board of Directors, which shall set out the convening and voting procedures for meetings of the Board of Directors, to ensure that the Board of Directors will implement the resolutions approved at the general meeting, work efficiently and be scientific in decision making. The rules of procedures for the Board of Directors shall be appended to the Articles of Association, which shall be formulated by the Board of Directors and approved at the general meeting.

Article 113 The Board of Directors shall formulate stringent examination and approval system to determine the authority with respect to external investments, purchases and sales of assets, pledge of assets, external guarantees, entrusted asset management, connected transactions and external donations, and organize relevant specialists or professional personnel to assess and examine any material investment projects, and report such investment projects to the general meeting for approval.

Transactions that are required to be submitted to the Board of Directors for consideration under the relevant provisions of the Listing Rules and other securities regulatory rules of the place where the Company's shares are listed shall be submitted to the Board of Directors for consideration.

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

(I) to preside over general meetings and to convene and preside over meetings of the Board of Directors;

(II) to supervise and inspect the implementation of the resolutions of the Board of Directors;

(III) except as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, to sign documents of the Board of Directors and other documents required to be signed by the legal representative of the Company;

(IV) other powers and functions as granted by the Board of Directors or as stipulated by laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed.

Article 115 If the chairman of the Board of Directors is unable or fails to perform his/her duties, more than half of the Directors shall jointly elect a Director to perform such duties.

Article 116 Board meetings shall consist of regular meetings and extraordinary meetings. The Board of Directors shall convene at least four meetings each year, and such meetings shall be convened by the chairman of the Board of Directors. Regular meetings of the Board of Directors shall be notified in writing to all Directors 14 days before the meeting. It is expected that each regular Board meeting will be attended by a majority of the Directors entitled to attend the meeting either in person or participate actively through electronic means of communication. The regular Board meetings shall not include the practice of obtaining approval from the Board of Directors by way of circulation of written resolutions. The chairman of the Board of Directors should at least annually hold a meeting with independent non-executive Directors without the presence of other Directors.

Article 117 Shareholders representing more than one tenth of all voting rights, more than one third of all Directors or the Audit Committee may propose the holding of an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall, within 10 days of receipt of such proposal, convene and preside over the meeting of the Board of Directors.

Article 118 The Board of Directors may convene an ad hoc Board meeting by personal delivery, email or mail, telephone or such other forms as prescribed in the Articles of Association). The notification should be delivered to all Directors three days before the meeting. In case of an urgent matter, with the unanimous consent of all

Directors, an ad hoc Board meeting may also be convened without being subject to the aforementioned notification time limit, but it shall be recorded in the minutes of the Board of Directors and signed by all attending Directors.

The first meeting after the change of session of the Board of Directors may be convened on the date of the change of session, and the time of convening the meeting is not subject to the restrictions on the method and time of notice in the first paragraph.

Article 119 The notification for the meeting of the Board of Directors shall include the following:

(I) date and place of the meeting;

(II) duration of the meeting;

(III) reasons and issues;

(IV) date of issuance of notification.

Article 120 The meeting of the Board of Directors should be attended by more than half of the Directors before it can be held. A resolution made by the Board of Directors must be passed by a majority of all Directors.

The voting on the resolutions of the Board of Directors shall be based on one person, one vote.

Article 121 Where a Director is connected with an enterprise or an individual involved in a resolution of a meeting of the Board of Directors, the Director shall promptly report in writing to the Board of Directors. The connected Director shall not exercise his/her right to vote on the resolution, nor shall he/she exercise his/her right to vote on behalf of other Directors. The meeting of the Board of Directors may be held when more than half of the unconnected Directors attend the meeting, and the resolution made at the meeting of the Board of Directors shall be adopted by more than half of the unconnected Directors. If the number of the unconnected Directors present at the meeting is less than 3, the matter shall be submitted to the general meeting for consideration. If there are any additional restrictions imposed by laws and regulations and the securities regulatory rules of the place where the Company's shares are listed on the participation of Directors in the Board meetings and voting, the provisions shall prevail accordingly.

Article 122 Directors shall attend the meetings of the Board of Directors in person. Where a Director is unable to attend the meeting, he/she may delegate another Director to attend the meeting on his/her behalf in writing. The proxy form shall set out the name of the proxy, issues under consideration, scope of authorization and effective period, which will be signed or sealed by the appointor. The appointed Director present at the meeting shall exercise the rights of a Director within the scope of

authorization. Where a Director is unable to attend a meeting of the Board of Directors and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

Article 123 Except in accordance with the laws and regulations, the regulatory rules of the place where the Company's shares are listed or the Articles of Association, the voting method for resolutions of the Board of Directors shall be: recorded poll vote, on the basis of which a written resolution of the Board of Directors shall be formed.

Meetings of the Board of Directors may be held and voting thereat can be conducted by physical meeting, or means of communication, or a combination of both. If a substantial shareholder (as defined in the applicable Listing Rules in force from time to time) or a Director has a conflict of interest in a matter to be considered by the Board of Directors which the Board of Directors has determined to be material, the matter should be dealt with by a physical Board meeting rather than a written resolution.

An extraordinary meeting of Board of Directors may pass a resolution via telecommunication, including telephone, video conference, fax or email and signed by Directors attending the meeting provided that Directors can fully express their opinions.

Article 124 The Board of Directors shall keep minutes of the resolutions on the matters considered at the meetings, which shall be signed by the Directors and the keeper present at the meeting. Any Directors present at the meeting shall have the right to request that an explanatory record of his or her speech at the meeting be included in the minutes.

The minutes of meetings of the Board of Directors shall be kept by the Company as company files for a period of not less than 10 years.

Article 125 The minutes of the meetings of the Board of Directors shall include the following:

(I) the time and venue of the meeting and the name of the convener;

(II) the names of the Directors present at the meeting and names of Directors being appointed to attend the meeting of the Board of Directors on the other's behalf (proxy);

(III) the agenda;

(IV) the main points of Directors' speeches;

(V) the voting method of each resolution and the result (with the voting result to include the number of polls that vote for, against or abstaining);

(VI) such other matters as the Directors present at the meeting consider should be recorded.

Section 3 Independent Non-executive Directors

Article 126 The independent non-executive Directors shall diligently perform their duties in accordance with the requirements of the laws and regulations, securities regulatory authorities, the regulatory rules of the place where the Company's shares are listed and the Articles of Association, play a role in participating in decision-making, supervision, check and balance, and providing professional advice in the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 127 Independent non-executive Directors shall remain independent. The following individuals may not serve as independent non-executive Directors:

(I) persons holding office in the Company or its affiliates and their spouses, parents, children or major social relations;

(II) natural person shareholders directly or indirectly holding more than 1% of issued shares of the Company or among top 10 shareholders of the Company and their spouses, parents and children;

(III) persons holding office in any shareholder directly or indirectly holding more than 5% of issued shares of the Company or among top 5 shareholders of the Company and their spouses, parents and children;

(IV) persons holding office in any affiliate of the controlling shareholders or actual controllers of the Company and their spouses, parents and children;

(V) persons who have material business dealings with the Company or its controlling shareholders or actual controllers or their respective affiliates or who hold office in any entity having material business dealings or its controlling shareholders or actual controllers;

(VI) persons providing financial, legal, consulting, sponsoring or other services to the Company, its controlling shareholders, actual controllers or their respective affiliates, including but not limited to all members of the project team of an intermediary providing services, reviewers at all levels, persons signing reports, partners, Directors, senior management and principals;

(VII) persons who have been in the situations listed in the items I to VI hereof within the last 12 months;

(VIII) other persons who are not independent as stipulated by the laws, administrative regulations, securities regulatory authorities, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The affiliates of controlling shareholders or actual controllers of the Company as referred to in items IV to VI of the preceding paragraphs do not include those companies which are controlled by the same state-owned assets administration institution with the Company and do not have a connected relationship with the Company in accordance with the relevant provisions.

Independent non-executive Directors shall conduct self-examination of their independence each year and submit the results of self-examination to the Board of Directors. The Board of Directors shall assess the independence of incumbent independent non-executive Directors and issue special opinions thereon each year.

Article 128 A person to serve as an independent non-executive Director of the Company shall meet the following conditions:

(I) being qualified to serve as Director of a listed company according to the laws, administrative regulations and other relevant provisions;

(II) meeting the independence requirements stipulated under the Articles of Association;

(III) having basic knowledge of the operation of listed companies and being familiar with relevant laws, regulations and rules;

(IV) having more than five years of legal, accounting or economic work experience necessary to perform the duties of an independent non-executive Director;

(V) having good personal morality, with no major dishonesty or other adverse records;

(VI) other conditions stipulated by the laws, administrative regulations, securities regulatory authorities, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 129 As members of the Board of Directors, the independent non-executive Directors owe a duty of loyalty and duty of diligence to the Company and all shareholders, and shall prudently perform the following duties:

(I) to participate in the decision making of the Board of Directors and provide explicit opinions on the matters discussed;

(II) to supervise matters involving potential material conflict of interest between the Company and its controlling shareholders, actual controllers, Directors and senior management, so as to protect legitimate rights and interests of minority shareholders;

(III) to provide professional and objective advice on the Company's operations and development, thereby facilitating improvement in the standard of the decision-making of the Board of Directors;

(IV) other duties stipulated by the laws, administrative regulations, securities regulatory authorities, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 130 Independent non-executive Directors shall exercise the following special functions and powers:

(I) independently engage intermediaries to audit, provide consultation on or verify specific matters of the Company;

(II) propose the convening of extraordinary general meetings to the Board of Directors;

(III) propose the convening of Board meetings;

(IV) openly solicit shareholders' rights from shareholders in accordance with the laws;

(V) express independent opinions on matters potentially detrimental to interests of the Company or its minority shareholders;

(VI) other functions and powers stipulated by the laws, administrative regulations, securities regulatory authorities, the regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any exercise of the functions and powers as referred to in items I to III of the preceding paragraphs by the independent non-executive Directors shall be approved by more than half of all independent non-executive Directors.

The Company shall disclose in a timely manner any exercise of the functions and powers set out in paragraph 1 by the independent non-executive Directors. If any of the aforesaid functions and powers could not be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.

Article 131 The following matters shall be approved by more than half of all the independent non-executive Directors of the Company before submitting to the Board of Directors for deliberation:

(I) disclosable connected transactions;

(II) proposals for amendments or waivers of undertakings by the Company and the relevant parties;

(III) decisions made and measures taken by the Board of Directors of an acquired listed company in relation to an acquisition;

(IV) other functions and powers stipulated by the laws, administrative regulations, securities regulatory authorities, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 132 The Company shall establish a mechanism for special meetings which will be attended by independent non-executive Directors only. Matters such as connected transactions to be considered by the Board of Directors shall be approved in advance by a special meeting of the independent non-executive Directors.

The Company shall convene special meetings of the independent non-executive Directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of paragraph 1 of Article 130 and in Article 131 of the Articles of Association shall be considered by a special meeting of the independent non-executive Directors.

The special meetings of the independent non-executive Directors may consider and discuss other matters of the Company when necessary.

The special meetings of the independent non-executive Directors shall be convened and chaired by one independent non-executive Director elected by more than half of the independent non-executive Directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent non-executive Directors may convene a meeting on their own and elect one representative to preside over the meeting.

Minutes of special meetings of independent non-executive Directors should be prepared in accordance with the regulations and the views of independent non-executive Directors should be set out in the minutes. The independent non-executive Directors should sign to confirm the minutes of the meeting.

The Company shall facilitate and support the convention of the special meetings of the independent non-executive Directors.

Section 4 Board Committees of the Board of Directors

Article 133 An Audit Committee shall be established under the Board of Directors of the Company to perform the duties and powers of the supervisory committee as prescribed by the Company Law.

Article 134 The Audit Committee consists of three members, who can only be non-executive Directors, the majority of which shall be independent non-executive Directors, with at least one member with the proper qualification as required by the securities regulatory rules of the place where the Company's shares are listed, or appropriate accounting or related financial management expertise, and the convener (i.e. the chairman) must be an independent non-executive Director.

Article 135 The Audit Committee shall be responsible for reviewing the Company's financial information and its information disclosure, as well as supervising and assessing both internal and external audit activities and internal controls. The following matters shall be submitted to the Board of Directors for consideration only after being approved by a majority of all members of the Audit Committee:

(I) disclosure of financial information in financial accounting and periodic reports, and the internal control evaluation reports;

(II) engagement or dismissal of the accounting firm undertaking audit services for the Company;

(III) appointment or dismissal of the Company's financial officer;

(IV) changes in accounting policies or accounting estimates, or correction of material accounting errors, except those resulting from changes in accounting standards;

(V) other matters as prescribed by laws, administrative regulations, securities regulatory authorities, the regulatory rules of the place where the Company's shares are listed, the Articles of Association and the Rules of Procedure of the Audit Committee under the Board of Directors.

Article 136 The Audit Committee shall convene at least once every six months. An extraordinary meeting may be convened upon the proposal of not less than two members or where the convener deems it necessary. A meeting of the Audit Committee shall be valid only if attended by more than two-thirds of its members.

Resolutions of the Audit Committee shall be passed by a majority of its members.

The voting on the resolutions of the Audit Committee shall be based on one person, one vote.

Resolutions of the Audit Committee shall be kept in minutes in accordance with the relevant requirements, and the minutes shall be signed by the members of the Audit Committee present at the meeting.

The Board of Directors shall be responsible for formulating the working procedures of the Audit Committee.

Article 137 The Board of Directors of the Company sets up other special committees, such as the Nomination Committee and the Remuneration Committee, to perform their duties in accordance with the laws and regulations, securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the authorization of the Board of Directors, and the proposals of the special committees shall be submitted to the Board of Directors for consideration and decision. The Board of Directors shall be responsible for formulating the working procedures of the special committees. The majority of the Nomination Committee and the Remuneration Committee shall be independent non-executive Directors. The convener (i.e. the chairman) of the Remuneration Committee must be an independent non-executive Director, and the convener (and the chairman) of the Nomination Committee must be either the chairman of the Board of Directors or an independent non-executive Director.

Article 138 The Nomination Committee is responsible for formulating the selection criteria and procedures for Directors and senior management, selecting and reviewing candidates for Directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters:

(I) nominations or appointments and dismissals of Directors;

(II) appointments or dismissals of senior management;

(III) other matters as stipulated by laws, administrative regulations, the CSRC regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the Board of Directors does not adopt or fully adopt the recommendations of the Nomination Committee, it shall specify the opinions of the Nomination Committee and the specific reasons for non-adoption in the resolutions made at the meetings of the Board of Directors and disclose them.

Article 139 The Remuneration Committee is responsible for formulating assessment criteria for Directors and senior management and conducting assessments, formulating and reviewing remuneration decision mechanisms, decision-making processes, payment and cessation of payments recovery arrangements as well as other remuneration policies and proposals for Directors and senior management, and making recommendations to the Board of Directors on the following matters:

(I) remuneration for Directors and senior management;

(II) formulation or amendments to stock incentive plans, employee stock ownership plans, the granting of rights to incentive recipients and the achievement of conditions for exercise of such rights by incentive recipients;

(III) arrangement of stock ownership plans for Directors and senior management in the event of a proposed spin-off of a subsidiary;

(IV) other matters as stipulated by laws and regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the Board of Directors does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall specify the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolutions made at the meetings of the Board of Directors.

Chapter VI Senior Management

Article 140 The Company shall have one manager and several deputy managers and other senior management, who shall be appointed or dismissed by the Board of Directors.

Article 141 The circumstances of disqualification from being a Director prescribed in Article 99 of the Articles of Association shall be applicable to senior management.

Provisions regarding duty of loyalty of the Directors in the Article 101 and the duty of diligence of Directors in the Article 102 of the Articles of Association shall be applicable to senior management.

Article 142 Personnel holding administrative positions (other than as a Director or supervisor) in the Company's controlling shareholder unit shall not serve as senior management of the Company. Senior management of the Company shall receive salaries solely from the Company and not from the controlling shareholders.

Article 143 The term of office of the manager shall be three years, renewable upon re-appointment by the Board of Directors.

The term of office of the manager shall commence from the date of adoption of the Board resolutions and end upon the expiry of the current Board's term.

Article 144 The manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:

(I) to preside over the production and operation management of the Company, organize and implement the resolutions of the Board of Directors, and report work to the Board of Directors;

(II) to organize and implement the Company's annual business plan and investment proposals;

(III) to draft plans for establishment of the Company's internal management organization;

(IV) to draft the Company's basic management systems;

(V) to formulate specific regulations of the Company;

(VI) to propose to the Board of Directors the appointment or dismissal of the deputy manager and financial officer of the Company;

(VII) to decide on the appointment or dismissal of the management personnel other than those whose appointment or dismissal is to be decided by the Board of Directors;

(VIII) other functions and powers granted by the Articles of Association and the Board of Directors.

The manager attends the meetings of the Board of Directors.

Article 145 In accordance with the needs of the Company, the manager may formulate the working rules of the manager, which shall be implemented upon approval by the Board of Directors.

Article 146 The working rules of the manager include the following:

(I) conditions, procedures, and participants for convening the meetings of the manager;

(II) responsibilities and division of labor of the manager and other senior management;

(III) use of funds and assets of the Company, authority for signing of major contracts, and the reporting system to the Board of Directors;

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

Article 147 The manager may resign before expiry of his/her term of office. The specific procedures and methods regarding the resignation of the manager shall be stipulated in the labor contract between the manager and the Company.

Article 148 Each term of office of the deputy manager and other senior management shall be three years. They shall be appointed or dismissed by the Board of Directors upon the proposal of the general manager. The deputy manager and other senior management shall assist the manager in the operation and management of a specific aspect of the Company. The specific allocation of duties shall be determined by the manager and reported to the Board of Directors for record.

Article 149 The Company shall appoint a secretary to the Board of Directors, who shall be responsible for the preparation of general meetings of the Company and the meetings of the Board of Directors, custody of documents, management of shareholder information of the Company, and matters related to information disclosure.

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

Article 150 Where senior management cause damage to others when performing duties of the Company, the Company shall be liable for compensation; where senior management have acted with intent or gross negligence, they shall also be liable for compensation.

Senior management shall be liable for compensation for any loss caused to the Company as a result of violation of the provisions of laws, regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association when performing duties of the Company.

Article 151 The senior management of the Company shall perform duties faithfully and safeguard the maximum benefits of the Company and all shareholders. Where senior management causes damage to the interests of the Company due to failure to perform their duties faithfully or breach of their obligations of good faith, they shall be liable for compensation according to law.

Chapter VII Financial Accounting System, Distribution of Profits and Auditing

Section 1 Financial Accounting Systems

Article 152 The Company shall establish its financial accounting system in accordance with laws, regulations, and relevant provisions of state departments. If the securities regulatory authorities of the place where the Company's shares are listed stipulate otherwise, such stipulations shall prevail.

Article 153 The Company shall prepare its annual financial accounting report within four months after the end of each accounting year and shall prepare its interim financial accounting report within two months after the end of the first half of each accounting year. The foregoing financial accounting reports shall be prepared and disclosed in accordance with relevant laws, administrative regulations, departmental rules, the Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Article 154 The Company shall not establish any accounting books other than the statutory ones. The Company's assets shall not be deposited in accounts opened in any individual's name.

Article 155 When distributing each year's after-tax profits, the company shall set aside 10% of its profits into its statutory reserve fund. The company can no longer withdraw statutory reserve fund if it has accumulated to more than 50% of the registered capital.

If the statutory reserve fund of the company is insufficient to make up for the losses of the previous years, the current year profits shall be used to make up for the losses before making allocations to the statutory reserve in accordance with the preceding paragraph.

After the company has made an allocation to the statutory reserve fund from its after-tax profit, it may also make an allocation to the discretionary reserve fund from its after-tax profit upon a resolution of the general meeting.

The remaining post-tax profits after covering losses and making appropriations to the reserve funds shall be distributed to shareholders in proportion to the shares held by them, except where laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association provide otherwise.

If the general meeting distributes profits to shareholders in violation of the provisions of the Company Law, the shareholders shall return the profits distributed in violation of the provisions to the Company; if losses are caused to the Company, the shareholders as well as the Directors and senior management who are responsible shall bear the liability for compensation.

The Company's own shares held by the Company shall not be entitled to profit distribution.

The Company shall appoint one or more collection agents in Hong Kong for H shareholders. The collection agent shall collect and keep the dividends distributed by the Company in respect of H shares and other amounts payable on behalf of the relevant H shareholders, to make payments to such H shareholders. The collection agent appointed by the Company shall comply with the requirements of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 156 The Company's cash dividend policy aims to achieve steady growth of dividends. Subject to the conditions for profit distribution, the Company may distribute dividends in cash, by shares, or by a combination of cash and shares, with cash dividends taking priority over share dividends.

If the Company's most recent audit report is not an unqualified opinion or is an unqualified opinion with a significant uncertainty related to going concern, the Company may refrain from profit distribution.

Article 157 After the general meeting of the Company resolves on a profit distribution plan, or after the Board of Directors of the Company formulates a specific distribution plan pursuant to the interim dividend conditions and cap as considered and approved by an annual general meeting for the following year, the distribution of dividends (or shares) shall be completed within two months.

Article 158 The Company's reserve funds shall be used to make up for the Company's losses, expand the Company's production and operations, or be converted to increase the Company's capital.

To cover the Company's losses with reserve funds, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses still cannot be fully covered, the capital reserve funds may be used in accordance with the regulations.

When the statutory reserve fund is converted into registered capital, the amount retained in the statutory reserve fund shall not be less than 25% of the Company's registered capital prior to the conversion.

Section 2 Internal Audit

Article 159 The Company shall implement an internal audit system, clarifying the leadership structure of internal audit work, its responsibilities and authorities, personnel allocation, financial support, application of audit results, and accountability.

The Company's internal audit system shall be implemented and disclosed externally after approval by the Board of Directors.

Article 160 The Company's internal audit function shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters.

The internal audit function shall maintain independence, employ full-time auditors, and shall not be placed under the leadership of the Finance Department or share offices with the Finance Department.

Article 161 The internal audit function shall be accountable to the Board of Directors.

In the course of supervising and inspecting the Company's business activities, risk management, internal control and financial information, the internal audit function shall accept the supervision and guidance of the Audit Committee. If the internal audit function discovers material issues or leads, it shall report directly and promptly to the Audit Committee.

Article 162 The actual organisation and implementation of the Company's internal control evaluation shall be undertaken by the internal audit function. The Company shall prepare an annual internal control evaluation report based on the evaluation report and related materials issued by the internal audit function and reviewed by the Audit Committee.

Article 163 The internal audit function shall actively cooperate and provide necessary support and assistance when the Audit Committee communicates with external audit bodies, such as the accounting firms or national audit institutions.

Article 164 The Audit Committee shall participate in the performance evaluation of the person in charge of internal audit.

Section 3 Appointment of Accounting Firms

Article 165 The Company shall engage an independent accounting firm that complies with the Securities Law, the Listing Rules, as well as other laws, regulations and the regulatory rules of the place where the Company's shares are listed to carry out the audit of accounting statements, verification of net assets and other related advisory services for a period of one year, which is renewable.

Article 166 The appointment and dismissal of an accounting firm by the Company shall be submitted to the Board for consideration after obtaining the approval of a majority of all members of the Audit Committee, and shall be determined by the general meeting. The appointment, dismissal and remuneration (or method of determining remuneration) of an accounting firm must be decided by the general meeting by way of an ordinary resolution. The Board shall not appoint an accounting firm before the decision is made by the general meeting.

Article 167 The Company shall provide true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting materials to the engaged accounting firms, and shall not refuse to provide, conceal or misrepresent such materials.

Article 168 The audit fee of an accounting firm shall be decided by the general meeting.

Article 169 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 7 days' advance notice to the accounting firm. When the Company's general meeting votes on dismissing an accounting firm, the accounting firm shall be allowed to state its views.

Where an accounting firm tenders its resignation, it shall explain to the general meeting whether the Company has any improper circumstances.

Chapter VIII Notice

Section 1 Notice

Article 170 Subject to the laws, regulations, rules and the relevant provisions of the stock exchange of the place where the Company's shares are listed, the Company shall give notice in the following ways:

(I) by hand or written notice;

(II) by email or postal mail;

(III) by way of announcement;

(IV) by way of announcement on the websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of the stock exchange of the place where the Company's shares are listed;

(V) by other means as agreed in advance between the Company and/or the addressee or as approved by the addressee after receipt of the notice;

(VI) by other means as approved by relevant regulatory authorities of the place where the Company's shares are listed or as prescribed under the Articles of Association.

Article 171 Subject to the laws, administrative regulations and the listing rules of the stock exchange of the place where the Company's shares are listed, and the Articles of Association, where notices issued by the Company are given by way of announcement, they shall be deemed received by all relevant persons upon publication.

Unless the context requires otherwise, an "announcement" as referred to in the Articles of Association must be, for the purpose of an announcement addressed to H shareholders or required by relevant provisions and the Articles of Association to be made in Hong Kong, published in accordance with the relevant requirements of the Listing Rules on the Company's website, the website of the Hong Kong Stock Exchange and any other website as stipulated by the Listing Rules from time to time.

For the purposes of providing and/or delivering corporate communications to H shareholders as required by the listing rules of the place where the Company's shares are listed, and in compliance with such listing rules of the place where the Company's shares are listed, the Company may also send or provide corporate

communications to H shareholders of the Company electronically or by publishing them on the Company's website or the website of the stock exchange where the Company's shares are listed, in lieu of sending corporate communications to H shareholders by hand or prepaid mail.

"Corporate communications" means any document issued or to be issued by the Company for the information or action of holders of any of the Company's securities, including but not limited to:

(I) the Directors' report, the Company's annual accounts together with the auditors' report and (where applicable) summary financial report;

(II) the interim report and (where applicable) summary interim report;

(III) notices of meetings;

(IV) listing documents;

(V) circulars; and

(VI) proxy forms.

Except as otherwise provided in the Articles of Association, where a notice to H shareholders is given by way of announcement, the Company shall, in accordance with the Listing Rules, submit on the same day an electronic version of such announcement suitable for in-real-time publication to the Hong Kong Stock Exchange through its electronic publication system for posting on the Hong Kong Stock Exchange's website, or, as required by the Listing Rules, publish the announcement in newspapers (including advertisements in newspapers). The announcement must also be posted on the Company's website.

H shareholders of the Company may select in writing to receive such corporate communications the Company is required to dispatch to its shareholders either in electronic form or in printed form by post, and may select to receive only the Chinese or only the English version, or both the Chinese and English versions. They may give the Company written notice within a reasonable time in advance to change their chosen means of receipt and language version in accordance with the appropriate procedures.

Article 172 Notices for the Company's general meetings shall be given by way of announcement. If the regulatory rules of the place where the Company's shares are listed contain specific provisions, such provisions shall prevail.

Article 173 Notices for the Company's meetings of the Board or the Audit Committee shall be given by hand, email, postal mail or telephone.

Article 174 Where a notice of the Company is given by hand, the recipient shall sign (or affix a seal) on the receipt, and the date of signature by the recipient shall be the date of service; where a notice of the Company is given by postal mail, the 3rd working day from the date of posting to the post office shall be the date of service; where a notice of the Company is given by way of email, the date on which such data message enters the designated system specified by the recipient shall be the date of service; where a notice of the Company is given by way of telephone, the date on which the telephone call is successfully connected shall be the date of service; where a notice of the Company is given by way of announcement, the date of the first publication of the announcement shall be the date of service.

Article 175 Meetings and resolutions made at meetings shall not be invalidated merely by reason of accidental omission of meeting notices to persons entitled to receive notices or failure of such persons to receive meeting notices.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 176 The merger of the Company may take the form of either merger by absorption or merger by consolidation.

When a company has another company absorbed with it, it is merger by absorption, and the absorbed company shall be dissolved. Where two or more companies merge to establish a new company, this constitutes merger by consolidation, and all merging parties shall be dissolved.

Article 177 If the consideration paid by the Company for the merger does not exceed 10% of the Company's net assets, a resolution of the general meeting may not be required, unless otherwise provided in the Articles of Association.

If the Company conducts a merger without a general meeting resolution in accordance with the provisions of the preceding paragraph, such merger shall be subject to a resolution of the Board of Directors.

Article 178 In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall notify creditors within 10 days from the date of making the merger resolution and make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days.

Creditors may, within 30 days from receipt of the notice or, where no notice was received, within 45 days from the date of the announcement, require the Company to repay debts or provide corresponding guarantees.

Article 179 Upon merger, the rights and the obligations of the merging parties shall be assumed by the company in existence or the newly established company after the merger.

Article 180 If the Company is to be divided, its property shall be divided accordingly.

In the case of company division, balance sheets and inventories of assets shall be prepared. The Company shall notify creditors within 10 days from the date of making the division resolution and make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days.

Article 181 Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division jointly and severally, except as otherwise stated in the agreement entered into between creditors and the Company for debt service prior to the division.

Article 182 Where the Company reduces its registered capital, it shall prepare balance sheets and inventories of assets.

The Company shall notify creditors within 10 days from the date on which the general meeting adopts the resolution to reduce the registered capital and make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days. Creditors shall, within 30 days from receipt of the notice or, where no notice was received, within 45 days from the date of the announcement, have the right to require the Company to repay debts or provide corresponding guarantees.

The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.

Article 183 After the Company offsets its losses in accordance with the provisions of the second paragraph of Article 156 of the Articles of Association, if there are still remaining losses, it may reduce its registered capital to offset such remaining losses. If the Company reduces its registered capital to offset losses, it shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to contribute capital or pay share monies.

When the Company reduces its registered capital in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of Article 182 of the Articles of Association shall not apply; however, the Company shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the general meeting adopts the resolution to reduce the registered capital.

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

Article 184 If the Company reduces its registered capital in violation of the provisions of the Company Law and other relevant regulations, the shareholders shall return the funds they have received; if the shareholders' capital contributions have been reduced or exempted, such contributions shall be restored to their original state. If losses are caused to the Company, the shareholders, as well as the Directors and senior officers who are liable, shall bear the liability for compensation.

Article 185 When the Company issues new shares to increase its registered capital, the shareholders shall not be entitled to pre-emptive rights, except as otherwise provided in the Articles of Association or where the general meeting resolves to grant the shareholders such pre-emptive rights.

Article 186 When the Company merges or divides and there are changes in the registered particulars, it shall apply to the company registration authority for registration of such changes in accordance with the law; if the Company is dissolved, it shall go through the company deregistration procedures in accordance with the law; if a new company is established, the Company shall go through the company establishment registration procedures in accordance with the law.

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

Section 2 Dissolution and Liquidation

Article 187 The Company shall be dissolved for the following reasons:

(I) the term of business provided for in the Articles of Association expires or other causes for dissolution provided for in the Articles of Association occur;

(II) the general meeting makes a resolution to dissolve;

(III) dissolution is required for merger or division of the Company;

(IV) The business license is revoked, the Company is ordered to close down, or the Company is deregistered in accordance with the law;

(V) where the Company has serious difficulties in its operation and management, and the continuation of the Company will cause significant losses to the interests of the shareholders, and the problem cannot be solved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company request a people's court to dissolve the Company.

In case any event of dissolution specified in the preceding paragraph occurs, the Company shall publish an announcement regarding the reasons for dissolution on the National Enterprise Credit Information Publicity System within 10 days.

Article 188 If the Company shall be dissolved pursuant to the items (I), (II), (IV) and (V) of Article 187 of the Articles of Association, it shall be liquidated. Directors, as the Company's liquidation obligors, shall establish a liquidation committee within 15 days from the date of occurrence of the reasons for dissolution to proceed with the liquidation process.

The liquidation committee shall be composed of Directors, unless otherwise stipulated in the Articles of Association or the general meeting has resolved to elect another person.

If the liquidation obligors fail to perform liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 189 Where the Company falls under the circumstances described in items (I) and (II) of Article 187 of the Articles of Association, and no property has been distributed to the shareholders, the Company may survive by amending the Articles of Association or by resolution of the general meeting.

Any amendment to the Articles of Association or resolution of the general meeting made in accordance with the foregoing requirements shall be approved by at least two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 190 The liquidation committee may exercise following powers during the liquidation:

(I) to verify the Company's assets and to prepare a balance sheet and an inventory of assets;

(II) to inform creditors by notice or announcement;

(III) to deal with and settle any outstanding business of relevant company;

(IV) to pay all outstanding taxes and the taxes arising during the liquidation process;

(V) to settle claims and debts;

(VI) to distribute the Company's remaining assets after its debts have been paid off;

(VII) to represent the Company in civil lawsuits.

Article 191 The liquidation committee shall notify the creditors within 10 days of its establishment, and publish an announcement in the newspapers or on the National Enterprise Credit Information Publicity System within 60 days. A creditor shall lodge his/her claim with the liquidation committee within 30 days of receipt of the notification or within 45 days of the date of the announcement if he/she has not received any notification.

The creditors shall explain matters relating to their claims and provide evidential documents. The liquidation committee shall register the creditor's claims.

In the claims declaration period, the liquidation committee shall not make repayment to the creditors.

Article 192 After liquidating the Company's assets and preparing balance sheets and inventories of assets, the liquidation committee shall draw up a liquidation plan and submit this plan to a general meeting or a people's court for endorsement.

The remaining part of the Company's assets, after payment of liquidation expenses, employee wages, social insurance fees and statutory compensation, outstanding taxes and the Company's debts, shall be distributed to shareholders in proportion to shares held by them.

The Company shall continue its existence during the liquidation period, although it cannot conduct operating activities that are not related to the liquidation.

The Company's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.

Article 193 After liquidating the Company's assets and preparing balance sheets and inventories of assets, where the liquidation committee discovers that the Company's assets are insufficient to settle debts, it shall apply to the people's court for bankruptcy liquidation in accordance with law.

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

Article 194 Liquidation committee members shall perform liquidation duties and owe duties of loyalty and diligence.

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

Article 195 After completion of company liquidation, the liquidation committee shall prepare a liquidation report, submit it to the general meeting or people's court for confirmation, and submit it to the company registration authority to apply for deregistration of the Company.

Article 196 If the Company is declared bankrupt in accordance with the laws, the bankruptcy liquidation shall be implemented in accordance with the laws on enterprise bankruptcy.

Chapter X Amendments to the Articles of Association

Article 197 The Company shall amend the Articles of Association under any of the following circumstances:

(I) After the Company Law or relevant laws or regulations, the Listing Rules and other securities regulatory rules of the place where the Company's shares are listed are amended, the matters stipulated in the Articles of Association conflict with the amended laws or regulations, the provisions of the Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(II) The situation of the Company changes and becomes inconsistent with the matters recorded in the Articles of Association;

(III) The general meeting decides to amend the Articles of Association.

Article 198 The amendment to the Articles of Association approved by way of resolution at the general meeting shall be submitted to the relevant authorities for approval (if necessary). Where the Company's registered items are involved, change registration shall be made according to law.

Article 199 The Board shall amend the Articles of Association in accordance with the resolutions of the general meeting and the approval opinions of relevant authorities.

Article 200 If the amendments to the Articles of Association are information required to be disclosed by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, they shall be announced in accordance with applicable provisions.

Chapter XI Supplementary Provisions

Article 201 Definitions

(I) "Controlling shareholder" means a shareholder who holds shares that represent more than 50% of the Company's total share capital; or a shareholder who, although holding less than 50% of the shares, is able by virtue of the voting rights attached to such shares to materially influence resolutions of the general meeting. Where the Listing Rules provide a different definition of "controlling shareholder", such definition shall prevail.

(II) "Actual controller" means a natural person, legal person or other organization that is able to actually control the Company's conduct through investment relationships, agreements or other arrangements.

(III) The criteria for determining "Connected" shall have the same meaning as ascribed to it under the Listing Rules.

Article 202 The Board may formulate the articles in accordance with the provisions of the Articles of Association. The articles shall not contradict the provisions of the Articles of Association.

Article 203 The Articles of Association are written in Chinese. Where the versions written in other languages are in conflict with the Chinese version, the latest Chinese version registered in the Shanghai Municipal Administration for Market Regulation shall prevail.

Article 204 In the Articles of Association, the terms "above" and "within" shall include the stated number; the terms "other than" "less than" "more than" and "over", shall exclude the stated number.

Article 205 Matters not covered in the Articles of Association shall be handled in accordance with the relevant provisions of applicable laws, administrative regulations, the Listing Rules or other securities regulatory rules of the place where the Company's shares are listed while taking into account the Company's actual circumstances. In the event of any inconsistency between the Articles of Association and the provisions of applicable laws, regulations, rules, the Listing Rules, or other securities regulatory rules of the place where the Company's shares are listed, the provisions of such laws, regulations, rules, the Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed shall prevail.

Article 206 The Articles of Association shall be interpreted by the Board of the Company.

Article 207 The appendix to the Articles of Association shall include the Procedural Rules for General Meetings and the Procedural Rules for Meetings of the Board of Directors.

Article 208 The Articles of Association shall, after being deliberated and approved by the Company's general meeting, come into effect. From the date on which the Articles of Association take effect, the Company's previous Articles of Association shall automatically become void.