ARTICLES OF ASSOCIATION
OF

GenFleet Therapeutics (Shanghai) Inc.

(Effective as of October 21, 2025)

CONTENTS

CHAPTER I GENERAL PROVISIONS

Article 1 In order to protect the legitimate rights and interests of GenFleet Therapeutics (Shanghai) Inc. (hereinafter referred to as the "Company"), its shareholders and creditors and to regulate the organization and acts of the Company, 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 (hereinafter referred to as the "Trial Administrative Measures"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and other relevant provisions of relevant laws, regulations and normative documents by reference to the Guidelines for the Articles of Association of Listed Companies.

Article 2 The Company is a joint stock company established by way of overall conversion from GenFleet Therapeutics (Shanghai) Inc. (hereinafter referred to as "GenFleet Inc.") in accordance with the Company Law and other relevant provisions.

Article 3 Upon filing with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on June 25, 2025, the Company issued no more than 102,633,800 overseas-listed foreign shares (hereinafter referred to as "H Shares") in Hong Kong. The H Shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on September 19, 2025.

Article 4 The registered name of the Company: GenFleet Therapeutics (Shanghai) Inc.

Article 5 Domicile of the Company is Floors 2, 3, 4, and 5, Building 8, 1206 Zhangjiang Road, (Shanghai) Pilot Free Trade Zone, PRC.

Article 6 The registered capital of the Company is RMB37.036663 million.

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

Article 8 The legal representative of the Company is the chairman of the board of directors (the "**Board**").

Article 9 All assets of the Company shall be divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its assets.

Article 10 From the effective date of the Articles of Association, the Articles of Association shall be a legally binding document which regulates the Company's organization and acts, governs the rights and obligations between the Company and the shareholders, and amongst the shareholders themselves, and shall be a legally binding document governing on the Company, its shareholders, directors, supervisors, and senior management officers. Pursuant to the Articles of Association, a shareholder may take legal actions against the other shareholders; a shareholder may take legal actions against the Company's directors, supervisors and senior management officers; a shareholder may take legal actions against the Company; and the Company may take legal actions against its shareholders, directors, supervisors and senior management officers.

Article 11 Senior management officers, as referred to herein, shall be the general manager, chief financial officer, secretary to the Board, and other senior management officers appointed by the Board of the Company.

CHAPTER II OBJECTIVE AND SCOPE OF BUSINESS

Article 12 The business objective of the Company is to develop innovative drugs urgently needed in the domestic market with the world's first-class academic level and research and development standards, and ultimately achieve industrialization and internationalization.

Article 13 As registered in accordance with the law, the scope of the Company's business is as follows: general items: engagement in technology research and development, and transfer of proprietary technology in the fields of medical technology and biotechnology (except for the technology development and application of human stem cells, gene diagnosis and treatment), and provision of relevant technical consulting and technical services, engagement in wholesale, import and export, and commission agency (except for auctions) of pharmaceutical intermediates, laboratory instruments, and laboratory reagents (except for drugs and hazardous chemicals) (except for items that are subject to approval according to the laws, the business activities shall be conducted independently with a business license in accordance with the law).

CHAPTER III SHARES

Section 1 Issuance of Shares

Article 14 The shares of the Company shall take the form of share certificates, the shares of the Company shall be in registered form.

Article 15 The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Each share of the same class shall carry the same rights.

Shares of the same class and in the same issuance shall be issued on the same conditions and at the same price. Any entity or individual shall pay the same price for each of the shares it or he/she subscribes for.

Article 16 The share certificates issued by the Company shall have a par value denominated in RMB, which shall be RMB0.1 for each share.

Article 17 The overseas-listed shares of the Company listed on the Hong Kong Stock Exchange shall be referred to as "H shares". The Company's shares in issue but unlisted on both domestic and overseas stock exchanges shall be referred to as unlisted shares. The Company's unlisted shares can be converted into overseas-listed shares and listed and traded on the overseas stock exchanges upon filing with the competent security authorities of the State Council. Such shares listed and traded on overseas stock exchanges shall be subject to the regulatory procedures, rules and requirements of the overseas stock exchanges. Unlisted shares are converted into overseas listed shares and listed and traded on the overseas stock exchanges without convening a general meeting to vote.

Among the shares issued by the Company, unlisted shares shall be registered and deposited centrally with the domestic securities registration and settlement institutions, and matters such as the registration and settlement arrangements for overseas listed shares shall be subject to the applicable regulations of the place where the Company's shares are listed.

Where the share capital of the Company includes non-voting shares, the name of such shares shall contain the term "without voting right". Where the share capital of the Company includes shares with different voting rights, the name of each class of shares (other than shares with the most privileged voting rights) shall contain the term "restricted voting right" or "limited voting right".

Article 18 The total number of the Company's shares is 370,366,630 shares, all of which are ordinary shares.

Article 19 The names of the promoters of the Company, the number of shares of the Company held by them, their shareholding percentage, the method and date of capital contribution are as follows:

No.	Name of promoters	Number of shares held (Shares)	Shareholding percentage	Method of Capital contribution	Date of Capital Contribution
1.	GenFleet Therapeutics (H.K.) Limited	4,372,465	16.3309%	Conversion of net assets into shares	2024.3.31
2.	Ourea Biotech HK Limited	2,505,596	9.3583%	Conversion of net assets into shares	2024.3.31
3.	Long Star Growth Group Limited (長星成長集團有限公司)	1,509,115	5.6365%	Conversion of net assets into shares	2024.3.31
4.	Shanghai Kunjin Consulting Partnership (Limited Partnership)	1,383,607	5.1677%	Conversion of net assets into shares	2024.3.31
5.	Hongyong Bingde (Hong Kong) Limited (鴻永秉德(香港)有限公司)	1,317,182	4.9196%	Conversion of net assets into shares	2024.3.31
6.	Ningbo Huiqiao Hongjia Venture Capital Partnership (Limited Partnership) (寧波匯橋弘甲創業投資合夥企業(有限合夥))	1,150,894	4.2985%	Conversion of net assets into shares	2024.3.31
7.	AUSPICIOUS DELIGHT LIMITED	1,000,000	3.7350%	Conversion of net assets into shares	2024.3.31
8.	Sinopharm (Shanghai) Biological Equity Investment Fund Partnership (Limited Partnership) (國藥中生(上海)生物股權投資基金合夥企業(有限合夥))	947,615	3.5393%	Conversion of net assets into shares	2024.3.31
9.	Shenzhen Hongtu Healthcare Industry Equity Investment Fund Partnership (Limited Partnership) (深圳紅土醫療健康產業股權投資基金合夥企業(有限合夥))	896,012	3.3466%	Conversion of net assets into shares	2024.3.31
10.	Capital Health Industry (Beijing) Fund (Limited Partnership) (首都大健康產業(北京)基金(有限合夥))	746,755	2.7891%	Conversion of net assets into shares	2024.3.31
11.	Beijing Huagai Xincheng Yuanhang Medical Industry Investment Partnership (Limited Partnership) (北京華蓋信誠遠航醫療產業投資合夥企業(有限合夥))	746,755	2.7891%	Conversion of net assets into shares	2024.3.31
12.	Guangzhou Chenhui Venture Capital Fund Partnership Enterprise (Limited Partnership) (廣州辰輝創業投資基金合夥企業(有限合夥))	564,325	2.1077%	Conversion of net assets into shares	2024.3.31
13.	Xiamen Zhongnan Hongyuan Equity Investment Fund Partnership (Limited Partnership) (廈門中南弘遠股權投資基金合夥企業(有限合夥))	487,719	1.8216%	Conversion of net assets into shares	2024.3.31
14.	Zhuhai Huajin Lingjian Equity Investment Fund Partnership (Limited Partnership) (珠海華金領健股權投資基金合夥企業(有限合夥))	470,271	1.7564%	Conversion of net assets into shares	2024.3.31
15.	Hangzhou Taikun Equity Investment Fund Partnership (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥))	470,271	1.7564%	Conversion of net assets into shares	2024.3.31
16.	Shanghai Panlong Venture Capital Partnership (Limited Partnership) (上海磐隴創業投資合夥企業(有限合夥))	448,006	1.6733%	Conversion of net assets into shares	2024.3.31
17.	Hangzhou Jingxin Venture Capital Partnership (Limited Partnership) (杭州鏡心創業投資合夥企業(有限合夥))	448,006	1.6733%	Conversion of net assets into shares	2024.3.31
18.	CSPC NBP Pharmaceutical Co., Ltd. (石藥集團恩必普藥業有限公司)	441,176	1.6478%	Conversion of net assets into shares	2024.3.31
19.	BETA ACHIEVE LIMITED	406,919	1.5198%	Conversion of net assets into shares	2024.3.31
20.	Shanghai Yuhan Equity Investment Fund Partnership (Limited Partnership) (上海譽瀚股權投資基金合夥企業(有限合夥))	402,956	1.5050%	Conversion of net assets into shares	2024.3.31

No.	Name of promoters	Number of shares held (Shares)	Shareholding percentage	Method of Capital contribution	Date of Capital Contribution
21.	Shijiazhuang High-Tech Zone Pu'en Guoxin Equity Investment Centre (Limited Partnership) (石家莊高新區普恩國新股權投資中心(有限合夥))	395,607	1.4776%	Conversion of net assets into shares	2024.3.31
22.	Shaoxing Haibang Caizhi Venture Capital Partnership (Limited Partnership) (紹興海邦才智創業投資合夥企業(有限合夥))	348,788	1.3027%	Conversion of net assets into shares	2024.3.31
23.	Shanghai Taiyi Venture Capital Partnership (Limited Partnership) (上海泰沂創業投資合夥企業(有限合夥))	339,919	1.2696%	Conversion of net assets into shares	2024.3.31
24.	Shaoxing Haibang Talent Venture Capital Partnership (Limited Partnership) (紹興海邦人才創業投資合夥企業(有限合夥))	322,129	1.2031%	Conversion of net assets into shares	2024.3.31
25.	Huimei Jiankang Haihe (Tianjin) Private Equity L.P. (惠每健康海河(天津)股權投資基金合夥企業(有限合夥))	307,213	1.1474%	Conversion of net assets into shares	2024.3.31
26.	Faithful Way Investment Limited (信運投資有限公司)	295,885	1.1051%	Conversion of net assets into shares	2024.3.31
27.	LBC Sunshine Healthcare Fund II L.P.	294,024	1.0982%	Conversion of net assets into shares	2024.3.31
28.	Suzhou Jichuang Xinyuan Venture Capital Partnership (Limited Partnership) (蘇州極創欣源創業投資合夥企業(有限合夥))	290,557	1.0852%	Conversion of net assets into shares	2024.3.31
29.	Guangzhou Chentu No. 14 Venture Capital Fund Partnership Enterprise (Limited Partnership) (廣州辰途十四號創業投資基金合夥企業(有限合夥))	280,017	1.0459%	Conversion of net assets into shares	2024.3.31
30.	Xiamen Dyee Evergreen Venture Capital Partnership (Limited Partnership) (廈門德屹長青創業投資合夥企業(有限合夥))	280,017	1.0459%	Conversion of net assets into shares	2024.3.31
31.	Jiaxing Runji Equity Investment Partnership (Limited Partnership) (嘉興閏濟股權投資合夥企業(有限合夥))	232,525	0.8685%	Conversion of net assets into shares	2024.3.31
32.	Suqian Lingdao Shengming Changqing Equity Investment Partnership (Limited Partnership) (宿遷領道生命常青股權投資合夥企業(有限合夥))	192,661	0.7196%	Conversion of net assets into shares	2024.3.31
33.	BOCOM Sci-Tech Innovation Equity Investment Fund (Shanghai) Partnership (Limited Partnership) (交銀科創股權投資基金(上海)合夥企業(有限合夥))	189,048	0.7061%	Conversion of net assets into shares	2024.3.31
34.	Suzhou Suxin Guokang Venture Capital Partnership (Limited Partnership) (蘇州市蘇信國康創業投資合夥企業(有限合夥))	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
35.	Suzhou Suxin Junnuo Venture Capital Partnership (Limited Partnership) (蘇州市蘇信君諾創業投資合夥企業(有限合夥))	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
36.	Suzhou Jingtian Medical Investment Partnership (Limited Partnership) (蘇州景天醫療投資合夥企業(有限合夥))	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
37.	BV Fund II L.P.	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
38.	Hangzhou Panlin Xukang Venture Capital Partnership (Limited Partnership) (杭州磐霖旭康創業投資合夥企業(有限合夥))	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
39.	Qingdao Shanjin Anjia Equity Investment Partnership (Limited Partnership) (青島善金安嘉股權投資合夥企業(有限合夥))	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
40.	Zhuzhou Wenzhou Junzhe Venture Capital Partnership (Limited Partnership) (株洲市文周君喆創業投資合夥企業(有限合夥))	186,695	0.6973%	Conversion of net assets into shares	2024.3.31
41.	Qingdao Panlin Hongyu Venture Capital Partnership (Limited Partnership) (青島磐霖鴻裕創業投資企業(有限合夥))	174,394	0.6514%	Conversion of net assets into shares	2024.3.31
42.	Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司)	149,335	0.5578%	Conversion of net assets into shares	2024.3.31

No.	Name of promoters	Number of shares held (Shares)	Shareholding percentage	Method of Capital contribution	Date of Capital Contribution
43.	Jiangmen Qishun Technology Partnership (Limited Partnership) (江門啟順科技合夥企業(有限合夥))	149,335	0.5578%	Conversion of net assets into shares	2024.3.31
44.	Guangzhou Chentu No. 15 Venture Capital Fund Partnership Enterprise (Limited Partnership) (廣州辰途十五號創業投資基金合夥企業(有限合夥))	140,021	0.5230%	Conversion of net assets into shares	2024.3.31
45.	Chongqing Jichuang Fengyuan Private Equity Investment Fund Partnership (Limited Partnership) (重慶極創灃源私募股權投資基金合夥企業(有限合夥))	116,362	0.4346%	Conversion of net assets into shares	2024.3.31
46.	Suzhou Suxin Qikang Venture Capital Partnership (Limited Partnership) (蘇州市蘇信啟康創業投資合夥企業(有限合夥))	93,347	0.3486%	Conversion of net assets into shares	2024.3.31
47.	Nantong Ruiyi Equity Investment Partnership (Limited Partnership) (南通瑞宜股權投資合夥企業(有限合夥))	93,347	0.3486%	Conversion of net assets into shares	2024.3.31
48.	Hangzhou Yantong Investment Partnership (Limited Partnership) (杭州岩桐投資合夥企業(有限合夥))	58,131	0.2171%	Conversion of net assets into shares	2024.3.31
49.	Shanghai Shengcheng Investment Management Partnership (Limited Partnership) (上海聖成投資管理合夥企業(有限合夥))	8,891	0.0332%	Conversion of net assets into shares	2024.3.31
Total		**26,774,063**	**100.0000%**	—	—

Article 20 The Company or its subsidiaries (including the Company's affiliated enterprises) shall not provide any assistance in the form of gifts, advances, guarantees, compensation or loans and other forms to purchasers or prospective purchasers of shares of the Company, except for the implementation of the Company's employee stock option plans.

For the interests of the Company, upon a resolution of the general meeting, or a resolution of the Board in accordance with the Articles of Association of the Company or the authorization of 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 shall be approved by more than two-thirds of all directors.

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

Section 2 Increase, Reduction and Repurchase of Shares

Article 21 The Company may, based on its operational and developmental needs, increase its capital in accordance with applicable laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the requirements of relevant regulatory authorities, and subject to a resolution of the general meeting, by any of the following methods:

(I) a public offering of shares;

(II) a non-public offering of shares;

(III) distribution of bonus shares to the existing shareholders;

(IV) conversion of common reserve funds to share capital;

(V) other methods permitted by the laws, administrative regulations as well as the CSRC and the securities regulatory authorities of the place where the Company's shares are listed.

Article 22 The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so by the procedures set forth in the Company Law, the securities regulatory rules of the place where the Company's shares are listed, other relevant regulations and the Articles of Association.

Article 23 The Company shall not acquire its shares, except under one of the following circumstances:

(I) reducing the registered capital of the Company;

(II) merging with other companies that hold shares in the Company;

(III) using the shares for employee shareholding schemes or as share incentives;

(IV) acquiring the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company;

(V) using the shares to satisfy the conversion of those corporate bonds convertible into share certificates issued by the Company;

(VI) safeguarding corporate value and shareholders' equity as the Company deems necessary;

(VII) other circumstances as stipulated by the laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules).

Article 24 The Company may acquire its own shares through public and centralized trading or other ways specified by the laws, administrative regulations, the CSRC and the securities regulatory authorities of the place where the Company's shares are listed, and in accordance with applicable laws, administrative regulations and departmental rules.

Article 25 In the event that the Company acquires its own shares under the circumstances set forth in (I) and (II) of Article 23 of the Articles of Association, this shall be resolved at a general meeting; in the event that the Company acquires its own shares under the circumstances set forth in (III), (V) and (VI) of Article 23 of the Articles of Association, this shall be resolved at a board meeting with more than two-thirds of the directors present.

After the Company acquires its own shares in accordance with Article 23 of the Articles of Association, in the circumstance in (I), the shares so acquired shall be cancelled within 10 days from the date of acquisition. In the case of (II) or (IV), the shares so acquired shall be transferred or cancelled within 6 months.

In the event that the Company acquires its own shares under the circumstances set forth in (III), (V) or (VI) of Article 23 of the Articles of Association, the shares so acquired shall not exceed 10% of the total issued shares of the Company, and they shall be transferred or cancelled within 3 years.

If the relevant laws and regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) otherwise have provisions in respect of matters related to the aforesaid repurchase of shares, without prejudicing the Company Law and the Securities Law, such provisions shall prevail.

Section 3 Transfer of Shares

Article 26 The shares of the Company may be transferred in accordance with the laws.

All transfers of H Shares shall be effected by instruments of transfer in writing in a general or ordinary form or in any other forms acceptable to the Board (including the standard transfer format or form of transfer that the Hong Kong Stock Exchange may provide from time to time). Where the transferor or transferee of the Company's shares is a recognized clearing house as defined by relevant regulations of Hong Kong laws from time to time (the "Recognized Clearing House"), or any of its agents, the instruments of transfer may be signed manually or in a machine-printed form. All instruments of transfer shall be maintained at the statutory address of the Company or such places as the Board may designate from time to time.

Article 27 The Company shall not accept any of its own shares as the subject of pledges.

Article 28 Shares issued prior to the Company's public offering of shares shall not be transferred for a period of 1 year from the date of listing and trading of the Company's shares on the stock exchange.

The directors, supervisors and senior management officers of the Company shall declare to the Company the numbers of the shares of the Company held by them and the changes thereof and shall not transfer in a given year during their terms of office determined at the time of their assumption of office more than 25% of the total number of shares of the Company held by them. The shares of the Company held by the said person shall not be transferred within 1 year from the date of listing and trading of the Company's shares. Any of the aforesaid persons shall not transfer the shares of the Company held by him/her within 6 months from his/her termination of the office.

If the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed have any other provisions in respect of restrictions on the transfer of overseas-listed shares, such provisions shall prevail.

CHAPTER IV SHAREHOLDERS AND GENERAL MEETINGS

Section 1 Shareholders

Article 29 The Company shall establish a register of shareholders based on the requirements as stipulated by the Company Law, the securities regulatory rules of the place where the Company's shares are listed, other relevant regulations and the Articles of Association. The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company.

The Company shall maintain the original copy of the register of shareholders for holders of shares listed on The Stock Exchange of Hong Kong Limited in Hong Kong for shareholders' inspection. However, the Company may close the register of shareholders in accordance with the requirements of applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 30 A shareholder is entitled to rights and assumes obligations as per the class of the shares held by them. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

Article 31 When the Company convenes the general meeting, distributes dividends, goes into liquidation or is involved in other actions that require the confirmation of the shareholders' identities, the Board or the convener of the general meeting shall determine a record date of shareholdings, and the shareholders whose names are registered on the register of shareholders at closing on the record date of shareholdings shall be the shareholders entitled to the relevant interests.

Article 32 The shareholders of the Company shall be entitled to the following rights:

(I) to receive distribution of dividends and other forms of benefits in proportion according to the number of shares held;

(II) to legally require, convene, preside over, participate in or appoint a shareholder proxy to participate in the general meeting and exercise corresponding right to speak and voting right (except for situations where voting rights are required to be waived on relevant matters in accordance with the securities regulatory rules of the place where the Company's shares are listed);

(III) to supervise the business operations of the Company, put forward proposals or raise enquiries;

(IV) to transfer, give as a gift or pledge the shares held in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, other relevant regulations and the Articles of Association;

(V) to inspect the Articles of Association, register of shareholders, corporate bond stubs, minutes of general meetings, resolutions of the Board meetings, resolutions of meetings of the supervisory committee and financial accounting reports;

(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held;

(VII) with respect to shareholders who voted against any resolution adopted at any general meetings on the merger or division of the Company, to request the Company to buy back the shares held by them;

(VIII) other rights as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) or the Articles of Association.

Article 33 Where shareholders request for inspection of the relevant information or demand for materials as mentioned in the previous Article, they shall provide the Company with written documents evidencing the class and number of shares of the Company held by them. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.

Article 34 Where the content of a resolution of the general meeting or the meeting of the Board of the Company violates laws or administrative regulations, the shareholders shall be entitled to request the People's Court to hold it invalid.

If the convening procedure or voting method of a general meeting or board meeting violates laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders shall be entitled to request the People's Court to revoke the resolution within 60 days from the date it was made, except for those with only minor defects in the convening procedure or voting method of a general meeting or board meeting and without material impact on resolutions.

Shareholders who have not been notified to attend the general meeting may apply to the People's Court for revocation within sixty days from the date they knew or should have known of the passing of the resolution at the general meeting. If the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.

Article 35 In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or the Articles of Association by the directors or senior management officers when performing their duties in the Company, the shareholders separately or jointly holding 1% or more shares of the Company for over 180 consecutive days may submit a written request to the supervisory committee to file an action with the People's Court. Where supervisors violate any laws, administrative regulations or the Articles of Association in their performance of duties and cause losses to the Company, the aforesaid shareholders may submit a written request to the Board to file an action with the People's Court.

In the event that the supervisory committee or the Board refuses to file an action upon receipt of the shareholders' written request specified in the preceding paragraph, or fails to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholders specified in the preceding paragraph may, in their own name, directly file an action with the People's Court for the interests of the Company.

In the event that any person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file an action with the People's Court pursuant to the provisions of the preceding two paragraphs.

Where the directors, supervisors or senior management officers of a wholly-owned subsidiary of the Company violate any laws, administrative regulations or the Articles of Association in their performance of duties and cause losses to the wholly-owned subsidiary or any person infringes upon the legitimate rights and interests of the wholly-owned subsidiary and causes losses thereto, the shareholders specified in paragraph 1 of this Article may request the supervisory committee or the board of the wholly-owned subsidiary in writing to file an action with the People's Court or, in their own name, directly file an action with the People's Court pursuant to the provisions of the preceding three paragraphs.

Article 36 Where the directors or senior management officers violate any laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may file an action with the People's Court.

Article 37 The shareholders of the Company shall have the following obligations:

(I) to comply with the laws, administrative 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 shares unless required by the laws and regulations;

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

(V) any other obligations imposed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where shareholders of the Company abuse their shareholders' rights and thereby cause losses to the Company or other shareholders, such shareholders shall be liable for indemnity according to the law;

Where shareholders of the Company abuse the independent legal person status of the Company and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

If shareholders conduct any action stipulated in the preceding paragraph by using two or more companies controlled by him/her, each of the companies shall assume joint and several liability for any one of the company's debts.

Article 38 Where a shareholder holding 5% or more of the voting shares of the Company pledges any shares in his/her possession, he/she shall make a written report to the Company on the date on which he/she pledges his/her shares.

Article 39 The controlling shareholders, de facto controllers, directors, supervisors and senior management officers of the Company shall not use their connections to harm the interests of the Company. Any person who violates this provision and causes losses to the Company shall be liable for compensation.

The controlling shareholders and de facto controllers of the Company shall have fiduciary duties towards the Company and the public shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws. The controlling shareholders shall not infringe the legitimate rights and interests of the Company and the public shareholders of the Company through profit distribution, asset restructuring, foreign investment, capital appropriation and loan guarantee, and shall not make use of their controlling status to jeopardize the interests of the Company and the public shareholders of the Company.

Article 40 Any shareholder who is registered on the register of members or any person who requests his/her name to be entered into the register of members may, if he/she has lost his/her share certificate (hereinafter referred to as the "Original Share Certificate"), apply to the Company for a new certificate in respect of the shares (hereinafter referred to as the "Relevant Shares") represented by the Original Share Certificate. Applications for the replacement of share certificates from holders of domestic shares that have lost their certificates shall be dealt with in accordance with the relevant provisions of the Company Law. Applications for the replacement of lost share certificates by holders of H Shares may be handled pursuant to the laws, regulations of the stock exchange or other relevant regulations of the place where the original of the register of H Shares is kept.

For shareholders of H Shares listed in Hong Kong applying for the replacement of lost share certificates, the following requirements shall be fulfilled:

(I) the applicant shall submit an application in a standard form designated by the Company, with a notarial certificate or statutory declaration attached. The notarial certificate or statutory declaration shall state the reasons for the application, the circumstances and evidence of the loss of the share certificates, and a declaration that no other person is entitled to be registered as the shareholder of the Relevant Shares;

(II) The Company has not received any declaration from any person other than the applicant requesting to be registered as the shareholder of the said shares prior to its decision to issue replacement share certificates;

(III) Where the Company decides to issue replacement share certificates to the applicant, it shall publish an announcement regarding its intent to issue replacement share certificates in newspapers designated by the Board that meet relevant regulatory requirements; the announcement period shall be 90 days, with republication at least once every 30 days;

(IV) Before publishing the announcement regarding its intent to issue replacement share certificates, the Company shall submit a copy of the proposed announcement to the stock exchange where it is listed; upon receiving confirmation from the stock exchange that the announcement has been displayed at the stock exchange, the Company may proceed with publication. The announcement shall be displayed at the stock exchange for a period of 90 days. If the application for the replacement share certificates has not been consented by the registered shareholder of the relevant shares, the Company shall mail a copy of the proposed announcement to that shareholder;

(V) if the Company has not received any objection from any person in respect of the issue of replacement share certificates upon the expiration of the 90-day period for the posting of the announcement as required in paragraphs (III) and (IV) of this Article, the Company may issue replacement share certificates according to the application of the applicant;

(VI) the Company is required to cancel the original share certificates immediately once the replacement share certificates are issued, and enter the cancellation and the issue into the register of shareholders as required by this Article;

(VII) the applicant shall bear all the costs incurred to the Company relating to and in connection with the cancellation of the original share certificates and the issue of replacement share certificates. The Company has the right to refuse to take any action until reasonable guarantees are provided by the applicant.

Article 41 For holders of H Shares, where two or more persons are registered as joint holders of any shares, they shall be deemed to be the co-owners of such shares and shall be subject to the following terms:

(I) Not more than four persons may be registered as joint shareholders of any shares of the Company;

(II) All joint shareholders of any shares shall be individually and jointly liable for all unpaid amounts which are payable in respect of such shares;

(III) In the event of death of one of the joint shareholders, only the other surviving members of the joint shareholders are regarded by the Company as owners of the relevant shares, but the Board has the right to request the surviving members of the joint shareholders to provide such death certificate as it deems appropriate for the purpose of revising the register of members;

(IV) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Company or to receive notices of the Company, and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares; any joint shareholder may sign the proxy form, provided that if more than one joint shareholder attend the meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint shareholding.

Any receipts issued to our Company by one of the joint shareholders for any dividend, bonus issue or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to our Company.

Section 2 General Rules of the General Meeting

Article 42 The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

(I) to elect and replace directors and supervisors and decide on matters relating to the remuneration of directors and supervisors;

(II) to consider and approve reports of the Board;

(III) to consider and approve reports of the supervisory committee;

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

(V) to decide on any increase or reduction of the registered capital of the Company;

(VI) to decide on the issuance of corporate bonds;

(VII) to decide on merger, division, dissolution, liquidation and change of form of the Company;

(VIII) to amend the Articles of Association;

(IX) to decide on the engagement or dismissal of the accounting firm of the Company and determine its remuneration;

(X) to consider and approve the guarantees under Article 43 of the Articles of Association;

(XI) to consider the purchase or disposal of material assets of the Company with an amount exceeding 30% of the latest audited total assets of the Company within one year;

(XII) to consider the proposals by the shareholders severally or jointly holding one percent or more of the voting shares of the Company;

(XIII) to consider and approve transactions between the Company and connected persons that meet the requirements of the Hong Kong Listing Rules to be submitted to a general meeting for approval;

(XIV) to consider other matters which are required to be determined at the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) or the Articles of Association.

Article 43 The following external guarantee offered by the Company shall be considered and approved by a general meeting after considering and approving by a meeting of the Board of the Company:

(I) guarantee provided by the Company with a guaranteed amount exceeding 30% of the latest audited total assets of the Company within one year (excluding guarantee between the Company and the subsidiaries of the Company);

(II) guarantee provided to shareholders, de facto controllers and their connected parties;

(III) other external guarantee matters which are required to be considered at the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) and the Articles of Association.

The shareholders set forth in (II) above or the shareholders who are subject to the domination of the de facto controllers set forth in (II) above shall not take part in the voting on the matters specified in (II) above, such voting shall be considered and approved by the other shareholders present at the meeting.

The Board shall resolve on all matters relating to external guarantees other than those approved at general meetings.

Article 44 General meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be held once every year and within 6 months from the close of the preceding fiscal year.

Article 45 The Company shall convene an extraordinary general meeting within 2 months upon the occurrence of the following events:

(I) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the number as specified in the Articles of Association;

(II) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;

(III) on request by the shareholder(s) individually or collectively holding 10% or more of the voting shares of the Company;

(IV) when the Board considers it is necessary;

(V) when the supervisory committee proposes to convene;

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

Article 46 The general meeting will be held in an on-site meeting or other forms permitted by laws and regulations. Under the premise of ensuring that the general meetings are lawful and valid, the Company may also facilitate the participation of shareholders in general meetings by providing Internet voting or other means of voting in accordance with the laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed. Shareholders participating in a general meeting by the above means shall be deemed to be present.

Section 3 Convening of General Meetings

Article 47 General meetings shall be called by the Board in accordance with the laws.

The independent non-executive directors shall have the right to propose to the Board to convene an extraordinary general meeting. In response to a proposal by an independent non-executive director to convene an extraordinary general meeting, the Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made; where the Board disagrees to convene the extraordinary general meeting, reasons shall be specified.

Article 48 The supervisory committee shall have the right to propose to the Board to convene an extraordinary general meeting and such proposal shall be made to the Board in writing. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made, and the changes made to the original proposal in the notice shall be approved by the supervisory committee.

Where the Board disagrees to convene the extraordinary general meeting, or fails to reply within 10 days upon the receipt of such proposal, the Board will be deemed as not being able to perform or not to perform its duty to convene a general meeting, and the supervisory committee may convene and preside over such meeting on its own.

Article 49 The shareholder(s) severally or jointly holding 10% or more of the voting shares of the Company shall have the right to propose to the Board to convene an extraordinary general meeting and such proposal shall be made to the Board in writing. The written proposal shall state the subject of the meeting and present a complete proposal. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene the extraordinary general meeting, a convening notice shall be issued within 5 days after the resolution of the Board is made, and the changes made to the original proposal in the notice shall be approved by the relevant shareholders. If the laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed have any other provisions, such provisions shall prevail. The subject of the meeting proposed by the convening requestor shall be included in the agenda of the extraordinary general meeting.

Where the Board disagrees to convene the extraordinary general meeting, or fails to reply within 10 days upon receipt of such proposal, the shareholder(s) individually or collectively holding 10% or more of the voting shares of the Company shall have the right to propose to the supervisory committee to convene an extraordinary general meeting and such proposal shall be made to the supervisory committee in writing.

Where the supervisory committee agrees to convene the extraordinary general meeting, a convening notice shall be issued within 5 days upon receipt of the proposal, and the changes made to the original proposal in the notice shall be approved by the relevant shareholders. If the laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed have any other provisions, such provisions shall prevail. The subject of the meeting proposed by the convening requestor shall be included in the agenda of the extraordinary general meeting.

Where the supervisory committee fails to issue the notice of the general meeting within the prescribed period, the supervisory committee will be deemed as not being able to convene or not to preside over the general meeting, and the shareholder(s) individually or collectively holding 10% or more of the voting shares of the Company for 90 or more consecutive days may convene and preside over such meeting on their own.

Article 50 If the supervisory committee or the shareholder(s) decides to convene a general meeting on his/her/its own, he/she/it shall notify the Board in writing and shall give notice of such meeting to the shareholders in accordance with the applicable requirements such as the Hong Kong Listing Rules.

Prior to the formation of the resolutions adopted at such general meeting, the shareholders convening such meeting shall hold at least 10% of the voting shares of the Company.

Article 51 With regard to the general meeting convened by the supervisory committee or shareholders on its/their own initiative, the Board will offer cooperation. The Board shall provide a register of shareholders as of the record date. The register of shareholders obtained by the convener shall not be used for other purposes except for convening the general meeting.

Article 52 Expenses necessary for the general meeting convened by the supervisory committee or shareholders on its/their own initiative shall be borne by the Company.

Section 4 Proposals and Notices of General Meetings

Article 53 The contents of proposals shall fall within the scope of functions and powers of the general meeting, have clear subjects for discussion and specific matters to be resolved and comply with relevant requirements of the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 54 The Board, the supervisory committee, and shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company shall have the right to make a proposal to the Company at a general meeting of the Company.

The shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company may make provisional proposals in writing to the convener of a general meeting 10 days prior to such meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such provisional proposals within 2 days upon receipt thereof, unless the provisional proposal does not comply with Article 53 of the Articles of Association.

Except as provided by the preceding paragraph and laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the convener of a general meeting shall neither amend the proposals specified in the notice of the general meeting nor add new proposals subsequent to the issue of the notice of the general meeting.

Proposals which are not specified in the notice of the general meeting or which do not comply with the Articles of Association shall not be voted on and resolved at the general meeting.

Article 55 The convener shall notify all shareholders by written notice (including announcement) no later than 21 days prior to the date of convening the annual general meeting and no later than 15 days prior to the date of convening the extraordinary general meeting. If the laws, administrative regulations, departmental rules, normative documents and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) have any other provisions, such provisions shall prevail.

The date of the meeting shall be excluded when the Company calculates the starting date.

Article 56 The notice of the general meeting shall include the following contents:

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

(II) the matters and proposals to be considered at the meeting;

(III) in clear statement that all shareholders are entitled to participate in the general meeting, and they may appoint proxies in writing to attend and vote at such meeting and such proxies need not be shareholders of the Company;

(IV) the record date for shareholders who are entitled to attend the general meeting;

(V) the name and telephone number of the regular contact person for the meeting;

(VI) the time and procedure for voting online or by other means (if any);

(VII) other requirements stipulated in laws, regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) and the Articles of Association.

All specific details of all proposals shall be disclosed on a full and complete basis in the notice and supplementary notice of the general meeting. If any matter to be discussed requires the opinions of the independent non-executive directors, the opinions of the independent non-executive directors and reasons therefor shall be disclosed at the same time when the notice or supplementary notice of the general meeting is issued.

Subsequent to the issue of the notice of the general meeting, the general meeting shall not be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be cancelled without proper reasons. In the event that the meeting is postponed or cancelled, the Company or the convener shall make an announcement and explain the reasons in accordance with the laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules).

Article 57 In the event that matters involving the election of directors and supervisors are to be discussed at the general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors and supervisors, including but not limited to the required information as stipulated by applicable laws, regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules), and the Articles of Association. Each candidate for director or supervisor shall be proposed by a single proposal.

Section 5 Holding of General Meetings

Article 58 The Board and other conveners of the Company shall take necessary measures to ensure the general meeting is held in an orderly manner. They shall also take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.

Article 59 All shareholders or their proxies recorded in the register on the record date shall have the right to attend general meetings, and they are entitled to speak and vote at general meetings in accordance with the relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Shareholders may attend general meetings in person or appoint their proxies to attend, speak and vote on their behalf. A proxy does not need to be a shareholder of the Company. Shareholders shall have the right to speak and vote at general meetings, unless individual shareholders are required by the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) to abstain from voting on specific matters. If the shareholder is a Recognized Clearing House (or its agents) as defined in the relevant ordinances promulgated in Hong Kong from time to time, the shareholder may authorize his/her company representatives or one or more persons as he/she thinks fit to act as his/her proxy at any general meeting.

The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time for the voting. Where the instrument is signed by another person authorized by the principal, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meeting as the representative of such legal person.

Article 60 Individual shareholders attending the meeting in person shall present his/her identification card or other valid documents or proof of his/her identification and certificate of shareholding. In the case of attendance by proxies, they shall present his/her valid identification documents and the proxy forms from the shareholders.

Legal person shareholders or other institutional shareholders shall be represented at the meeting by their legal representatives/executive partners or proxies appointed by the legal representatives/executive partners. In the case of attendance by legal representatives/executive partners, they shall present their identity cards, valid proof of their capacities as legal representatives/executive partners; in the case of attendance by proxies, they shall present their identity cards and written authorization letters issued by such legal representatives/executive partners of the legal person shareholders or institutional shareholders, unless the shareholder is a Recognized Clearing House (or its agents) as defined in the relevant ordinances enacted in Hong Kong from time to time.

If the shareholder is a Recognized Clearing House (or its agents) as defined in the relevant ordinances promulgated in Hong Kong from time to time, the shareholder may authorize one or more persons as he/she thinks fit to act as his/her proxy or representative(s) at any general meeting (and/or any meeting of creditors). However, if more than one person is authorized, the power of attorney or letter of authorization shall state the number and class of shares in respect of which each such person is authorized and shall be signed by the authorized officer of a Recognized Clearing House. A person so authorized is entitled to attend meetings and exercise the rights (including the right to speak and vote) on behalf of the Recognized Clearing House (or its agents) (without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization), as if they were the individual shareholders of the Company. Such authorized person shall be entitled to the same statutory rights as other shareholders, including the right to speak and vote.

Legal person shareholders or other institutional shareholders who have appointed proxy(ies) to attend any meeting on their behalf shall be deemed to attend in person.

Article 61 Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (the person(s) may not be shareholders) as his/her proxy(ies) to attend and vote at the meeting. The power of attorney issued by the shareholder to authorize another person to attend the general meeting shall contain the following information:

(I) the name of the proxy;

(II) whether the proxy has voting rights;

(III) separate instructions to vote in favor of, against or abstain from voting on every matter under consideration included in the agenda of the general meeting;

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

(V) signature (or seal) of the principal; if the principal is a legal person shareholder or a partnership shareholder, the power of attorney shall be affixed with the seal of the legal entity or the partnership;

(VI) it shall be stated clearly in the power of attorney whether the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions;

(VII) other requirements as stipulated by the laws, regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) and the Articles of Association.

It shall be stated clearly in the power of attorney whether the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.

Article 62 If the general meeting requires the presence of directors, supervisors and senior management officers, the directors, supervisors and senior management officers shall be present at the meeting.

Article 63 The general meeting shall be presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his/her duties, a director who has been elected by more than one-half of the directors shall preside over the meeting.

The general meeting convened by the supervisory committee shall be presided over by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform his/her duties, a supervisor who has been elected by more than one-half of the supervisors shall preside over the meeting.

The general meeting convened by shareholders shall be presided over by a representative elected by the convener.

During a general meeting, in the event that the presider of the meeting violates the rules of procedure of the general meeting so that the general meeting cannot proceed, a person may be elected at the general meeting to act as the presider of the meeting to proceed with the meeting with the consent of more than one half of the shareholders with voting rights who are present at the meeting in person, via internet or other methods.

Article 64 The Company shall formulate rules of procedure for the general meeting, which shall be annexed to the Articles of Association, prepared by the Board and approved by the general meeting.

Article 65 Directors, supervisors and senior management officers shall provide explanations and clarifications on the shareholders' inquiries and suggestions at the general meeting.

Article 66 The general meeting shall keep minutes, which shall be taken charge of by a special person assigned by the Board.

Article 67 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, supervisors, conveners or their representatives and the chairperson of the meeting attending the meeting shall sign the minutes. The minutes of the meeting shall be kept as a file together with the signature book of the shareholders attending the meeting on site, the power of attorney for proxy attendance and the valid information on voting on the Internet and by other means, for a period of not less than 10 years.

Section 6 Voting and Resolutions at General Meetings

Article 68 The resolutions of general meetings shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions of a general meeting shall be approved by more than one-half of the voting rights held by the shareholders (including proxies thereof) present at the general meeting.

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

Article 69 The following matters shall be approved by ordinary resolutions at the general meeting:

(I) work reports of the Board and the supervisory committee;

(II) profit distribution plans and loss recovery plans drafted by the Board;

(III) appointment or dismissal of the members of the Board and the supervisory committee, and determination of the remuneration of the members of the Board and the supervisory committee;

(IV) issuance of corporate bonds;

(V) annual reports of the Company;

(VI) engagement or dismissal of the accounting firm, and determination of the remuneration of the accounting firm;

(VII) related party/connected transactions between the Company and related parties/connected persons that meet the requirements of the Hong Kong Listing Rules to be submitted to a general meeting for approval;

(VIII) matters other than those approved by special resolutions as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) or the Articles of Association.

Article 70 The following matters shall be approved by special resolutions at the general meeting:

(I) increase or decrease of the registered capital of the Company;

(II) division, spin-off, merger, termination, dissolution, liquidation and change of corporate form of the Company;

(III) amendments to the Articles of Association;

(IV) purchase and disposal of material assets by the Company within one year, or a guaranteed amount exceeding 30% of the latest audited total assets of the Company;

(V) other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) or the Articles of Association, and confirmed by an ordinary resolution at a general meeting that it may have a material impact on the Company and accordingly shall be approved by special resolutions.

Article 71 Shareholders (including proxies thereof) shall exercise their voting rights based on the number of voting shares represented thereby, with each share having one vote. On a poll taken at a meeting, a shareholder (including proxy thereof) entitled to two or more votes need not cast all his/her votes in the same way (vote for, against or abstain from voting).

In accordance with the applicable laws, administrative regulations, departmental rules, normative documents and the securities regulatory rules of the place where the Company's shares are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any votes in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.

The shares of the Company held by it have no voting rights, and such portion of shares shall not be counted in the total number of voting shares represented by the shareholders present at general meetings.

Where matters relating to related party/connected transactions (as defined under the Hong Kong Listing Rules) are considered at general meetings, the related/connected shareholders and their close associates (as defined under the Hong Kong Listing Rules) shall not be involved in voting, and the voting shares they represent shall not be counted in the total number of valid votes. The votes of the non-related parties/non-connected persons shall be fully disclosed in the announcement on the resolutions of the general meetings.

Before matters relating to related party/connected transactions are considered at general meetings, the Company shall determine the scope of related/connected shareholders in accordance with applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules. Related parties/connected persons or their authorized representatives may attend general meetings and may clarify their views to the shareholders present at the meetings in accordance with the procedures of the general meeting, but they shall abstain from voting.

Where matters relating to related party/connected transactions are considered at general meetings, related/connected shareholders shall actively abstain from voting. If related/connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to do so. After related/connected shareholders have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association. The presider of the meeting shall announce the number of shareholders and proxies present at the meeting, except related parties/connected persons and the total number of their voting shares.

In order to be valid, the resolution of the general meeting on matters relating to related party/connected transactions shall be approved by more than one-half of the voting rights held by the non-related parties/non-connected persons attending the general meeting. However, in the event of such related party/connected transactions involving matters that are required to be approved by special resolution as stipulated in the Articles of Association, in order to be valid, the resolution of the general meeting must be approved by more than two-thirds of the voting rights held by the non-related parties/non-connected persons attending the general meeting.

If related parties/connected persons or their associates participating in voting are in violation of the provisions of this Article, the voting on matters relating to the related party/connected transactions shall be invalid.

Article 72 The list of director or supervisor candidates shall be submitted to the general meeting for voting in the form of a proposal.

The methods and procedures for nominating directors and supervisors of the Company are as follows:

(I) Re-election of the Board or addition of directors to the current Board: within the number of persons specified in the Articles of Association, the nomination committee shall propose a list of director candidates in accordance with the number of persons to be elected. After the resolution is approved by the current Board, the Board shall submit the list to the general meeting for voting in the form of a proposal. Shareholders who individually or collectively hold more than 1% of the Company's shares may propose director candidates to the current Board. The Board shall conduct a qualification review, and submit the list to the general meeting for voting upon approval;

(II) Re-election of the supervisory committee or the addition of non-employees' representative supervisors to the current supervisory committee: within the number of persons specified in the Articles of Association, the current chairman of the supervisory committee shall propose a list of candidates for non-employees' representative supervisors in accordance with the number of persons to be elected. After the resolution is approved by the current supervisory committee, the supervisory committee shall submit the list to the general meeting for voting in the form of a proposal. Shareholders who individually or collectively hold more than 1% of the Company's shares may propose non-employees' representative supervisor candidates to the current supervisory committee. The supervisory committee shall conduct a qualification review, and submit the list to the general meeting for voting upon approval;

(III) The methods and procedures for nominating independent non-executive directors shall be implemented in accordance with the relevant provisions of laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed;

(IV) The employees' representative supervisors of the supervisory committee shall be elected at the employee representative assembly or otherwise democratically.

Article 73 If there are different proposals on the same matter, such proposals will be voted on in the order of time in which they were proposed. Unless a general meeting is suspended or the resolution cannot be made due to force majeure or other special reasons, the general meeting shall not set aside or vote on the proposal.

Article 74 The general meeting shall not modify a proposal when deliberating on it, or the relevant change(s) shall be deemed as a new proposal and cannot be voted on at such general meeting.

Article 75 Each voting right shall be exercised either at the meeting, online, or by any other available means. In case of repeated voting on the same voting right, the result of the first vote shall prevail.

Article 76 Voting at general meetings shall be conducted by a disclosed ballot.

When the general meeting votes on a proposal, two shareholder representatives and supervisor representatives who have no interest in the matter under consideration and other relevant persons appointed in accordance with the securities regulatory rules of the place where the Company's shares are listed, shall be jointly responsible for counting and monitoring the votes in accordance with the foregoing rules. At the same time, the Company shall appoint an auditor, the share registrar or an external accountant who is qualified to serve as an auditor as the supervisor for counting votes at general meetings, and the identity of the supervisors shall be announced in the voting results.

When the general meeting votes on a proposal, the shareholder representatives, supervisory representatives and other relevant persons appointed in accordance with the Hong Kong Listing Rules shall be jointly responsible for counting and monitoring the votes in accordance with the Hong Kong Listing Rules, and the voting results shall be announced on the spot. The voting results of the resolution shall be recorded in the minutes of the meeting.

The resolutions of general meetings shall be announced in due course in accordance with the provisions of relevant laws and regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 77 Shareholders present at the general meeting shall express one of the following opinions on the proposals tabled for voting: for, against or abstain, save for the circumstance under which the securities registration and clearing institution, acting as the nominal holder of shares under the Mainland China and Hong Kong Stock Connect Scheme, makes declaration in accordance with the instruction of the de facto holders of relevant shares. The securities registration and clearing institution has the right to appoint representatives or company representatives to attend the issuer's general meetings and creditors' meetings, and these representatives or company representatives must enjoy the same statutory rights as other shareholders, including the right to speak and vote.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstain".

Article 78 If the presider of the meeting has any doubt about the results of a resolution put to the vote, he/she may count the number of votes. If the presider of the meeting does not count the votes, a shareholder or a proxy attending the meeting who challenges the results announced by the presider of the meeting shall have the right to request counting of votes immediately after such announcement, and the presider of the meeting shall immediately count the votes.

The resolutions of general meetings shall be announced in due course. The announcement shall list the directors attending the meeting, shareholders and proxies attending the meeting, the total number of voting shares held and the proportion of the total number of voting shares of the company, the voting method, the voting results of each proposal and the detailed contents of the resolutions passed.

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

CHAPTER V THE BOARD

Section 1 Directors

Article 79 Directors of the Company shall be natural persons. The following person may not serve as a director of the Company:

(I) a person without capacity or with limited capacity for civil conduct;

(II) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or for damaging the order of the socialist market economy, where less than five years have elapsed since the sentence was served, or who has been deprived of his/her political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served, or where less than 2 years have elapsed since the date of expiration of the probationary period if such person is sentenced to probation;

(III) a person who served as a director, or a factory director or a manager, and assumed personal liability for bankruptcy liquidation of a company or an enterprise, where less than 3 years have elapsed since the date of completion of the bankruptcy liquidation of such company or an enterprise;

(IV) a person who served as a legal representative of a company or an enterprise which had its business license revoked and was ordered to close down due to violation of laws, and assumed personal liability for such violation, where less than 3 years have elapsed since the date of the revocation of business license of such company or enterprise;

(V) a person who has a relatively large amount of debts which have fallen due but have not been settled and is named a dishonest person subject to enforcement by the People's Court;

(VI) a person who is banned by the CSRC from entering into the securities market for a period which has not yet expired;

(VII) other contents required by the laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules).

If the election or appointment of a director violates the provisions of this Articles, the election, appointment or engagement shall be invalid. Where a director encounters any of the circumstances described in the first paragraph of this Article during his tenure, the Company shall remove him/her from office.

Article 80 Directors shall be elected or replaced at a general meeting and he/she may be dismissed at a general meeting before the expiry of his/her term of office. Directors serve a term of office of 3 years for each session. A director may be re-elected and reappointed upon the expiry of his/her term of office, unless otherwise stipulated by the relevant laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

The term of office of a director shall commence from the date on which the said director assumes office to the expiry of the current term of the Board. If the term of office of a director expires but re-election is not carried out in a timely manner, the said director shall continue to perform the duties as director pursuant to the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) and the Articles of Association until the elected director assumes his/her office. Any person appointed by the Board to fill a temporary vacancy on or as an addition to the Board shall hold office only until the first annual general meeting immediately following his/her appointment, and shall then be eligible for re-election, provided that the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules), applicable laws, regulations and regulatory rules are not violated. Subject to the relevant laws and administrative regulations, the shareholders have the right to dismiss a director whose term of office has not expired by an ordinary resolution at a general meeting, but such dismissal shall not affect the director's claim for damages under any contract.

There are no employee representative directors in the Company. The general manager or other senior management officers may concurrently serve as directors.

Article 81 Directors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and bear the following duties of loyalty to the Company:

(I) not to exploit their positions to accept bribes or obtain other illegal income;

(II) not to expropriate the property of the Company, not to misappropriate the funds of the Company;

(III) not to open any account in their own name or in any other name for the deposit of the assets or funds of the Company;

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

(V) not to disclose any secret of the Company without authorization;

(VI) not to use their related relationships to harm the interests of the Company;

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

Article 82 Directors shall comply with the laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association, and fulfill the obligations of diligence to the Company, and exercise the reasonable care normally expected of a manager in the best interests of the Company in the performance of their duties.

Article 83 Where a director directly or indirectly enters into a contract or transaction with the Company, he/she shall report the matters relating to the entering of the contract or transaction to the Board or the general meeting, and the contract or transaction shall be approved by a resolution of the Board or the general meeting in accordance with the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

The provisions above shall be applicable to the close family members of the directors, the enterprises directly or indirectly controlled by the directors or their close family members, and the related persons who have other related relationships with the directors when they enter into contracts or conduct transactions with the Company.

Article 84 Directors shall not use their position to seek business opportunities that belong to the Company for themselves or others, except in any of the following circumstances:

(I) reporting to the Board or the general meeting and being approved by a resolution of the Board or the general meeting in accordance with the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed;

(II) where the Company is not permitted to make use of the business opportunity in accordance with the laws, administrative regulations or the Articles of Association.

Article 85 Directors, without reporting to the Board or the general meeting and being approved by a resolution of the Board or the general meeting in accordance with the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, shall not engage in or operate a business similar to that of the company in which they are employed either on their own account or for others.

Article 86 A Director may resign before the expiry of his/her term of office. The resigning Director shall submit to the Board a written resignation report.

In the event that the resignation of any director results in the number of members of the Board of the Company to be less than the statutory minimum requirement, or the resignation of independent non-executive directors results in the proportion of independent non-executive directors in the Board or its special committees, or the lack of persons who have professional qualifications among the independent non-executive directors, which does not comply with the requirements of laws, regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, the said director shall continue to perform the duties as director pursuant to the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until the elected director assumes his/her office. The Board shall convene the general meeting as soon as possible to elect a director to fill the vacancy caused by the said resignation.

Save for the circumstances stated in the preceding paragraph, the resignation of a director shall become effective upon receipt of the resignation report by the Board.

Article 87 If the resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board. In this case, his/her duties of loyalty to the Company and shareholders do not necessarily cease after the end of his/her term of office.

The director's obligation of confidentiality of the Company's business secrets shall remain valid after his/her resignation takes effect or the expiry of his/her term of office, until the secrets become public information. The duration of other duties shall be determined based on the principle of fairness.

Article 88 No director shall act on behalf of the Company or the Board in his/her personal capacity, unless specified under the Articles of Association or legally authorized by the Board. In the event that a director is acting in his/her personal capacity, which may be reasonably deemed to be acting on behalf of the Company or the Board by a third party, such director shall state his/her stance and capacity in advance.

Article 89 In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association by the directors when performing their duties in the Company, such directors shall be liable for making compensation. A director who leaves his office without authorization before the end of his/her term of office shall be liable for any loss suffered by the Company as a result of his departure.

Section 2 The Board

Article 90 The Company shall set up a board of directors, which shall be accountable to the general meeting. The Board shall consist of no more than 9 directors, and the directors of the Company are classified as executive directors, non-executive directors and independent non-executive directors. The number of independent non-executive directors shall comprise at least one-third of the members of the Board and shall not be less than 3 members.

Article 91 The Board exercises the following functions and powers:

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

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

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

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

(V) to formulate plans for increasing or decreasing the registered capital of the Company, the issuance of bonds or other securities, as well as the listing plan of the Company;

(VI) to formulate plans for merger, division, dissolution or change of form of the Company;

(VII) to decide on the setup of the internal management organization of the Company;

(VIII) to appoint or dismiss the general manager of the Company, and determine their remunerations; based on the nomination of the general manager, to appoint or dismiss other senior management officers of the Company, and determine their remunerations;

(IX) to develop the basic management systems of the Company;

(X) other functions and powers authorized by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) or the Articles of Association.

Article 92 The Board shall formulate the rules of procedure of the Board to ensure that the Board implements the resolutions of the general meetings, improves work efficiency and ensures scientific decision-making. The rules of procedure of the Board shall be annexed to the Articles of Association and shall be prepared by the Board and approved by the general meetings.

The Board of the Company shall establish the special committees, namely, an audit committee, a nomination committee and a remuneration committee. The special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization from the Board. Their proposals shall be submitted to the Board for consideration and decision-making. The members of each special committee shall all be directors, with reference to the laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) for specific composition and qualification requirements. The Board is responsible for formulating the working rules of the special committees and regulating the operation of the special committees.

Article 93 The Board shall have one chairman. The chairman of the Board shall be elected by a majority of all directors of the Board.

Article 94 The chairman of the Board exercises the following functions and powers:

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

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

(III) other functions and powers granted by the Board.

Article 95 If the chairman of the Board is unable or fails to perform his/her duties, more than one-half of the directors shall jointly nominate one director to perform his/her duties.

Article 96 Board meetings shall be classified into regular meetings and extraordinary meetings. The Board shall convene regular meetings at least 4 times a year, which shall be held approximately once each quarter and convened by the chairman of the Board. The written notice of the regular meeting shall be delivered 14 days before the date of the meeting. The chairman of the Board shall hold at least one meeting with the independent non-executive directors without the presence of other directors each year.

Article 97 An extraordinary meeting of the Board shall be convened and presided over by the chairman of the Board within 10 days after the receipt of such proposal under any of the following circumstances:

(I) when it is proposed by more than 1/10 of the shareholders with voting rights;

(II) when it is jointly proposed by more than 1/3 of the directors;

(III) when it is proposed by the supervisory committee;

(IV) when the chairman of the Board deems it necessary;

(V) at the request of the relevant securities regulatory authorities;

(VI) other circumstances as stipulated by the Articles of Association.

Article 98 The notice of extraordinary meetings of the Board convened by the Board shall be served in writing (including by post, email, fax or personal delivery) for 5 days before the date of the meeting. With the unanimous consent of all directors of the Company, the notice period stipulated in the preceding paragraph may be waived.

If the situation is urgent and an extraordinary meeting of the Board needs to be convened as soon as possible, a notice of the meeting may be given at any time by telephone or by other verbal means, provided that the convener gives an explanation thereof at the meeting.

Article 99 The notices of the Board meetings shall include the following:

(I) the date and venue of the meeting;

(II) the method of convening and duration of the meeting;

(III) the subject matters and topics of the meeting;

(IV) the date of the notice.

Article 100 Board meetings shall be convened on-site in principle. When necessary, on the premise of safeguarding the full expression of the opinions of the directors, the meeting may also be convened by means of video, telephone, fax, written resolution, etc., with the consent of the convener (presider) and the proposer. Board meetings may also be convened on-site in parallel with other means.

Article 101 Board meetings may be held only when a majority of the directors are present at the meetings. Resolutions of the Board must be passed by a majority of all the directors.

As for the voting on a Board resolution, each director shall have one vote only.

If a director or any of his/her close associates (as defined under the Hong Kong Listing Rules) has a material interest or (related) connected relation with a matter proposed by the Board, or is required to abstain from voting as required by the Hong Kong Listing Rules, such director shall not exercise the voting right on such resolution or on behalf of other directors during the consideration of such matters by the Board, nor shall it be counted in the quorum present at the meeting. Such Board meetings may be held if more than half of the (unrelated) unconnected directors are present, and the resolutions made by the Board meeting shall be passed by more than half of the (unrelated) unconnected directors present at the meeting. Other than exceptions specifically specified in the Articles of Association or the Hong Kong Listing Rules, directors shall not vote on any contract or arrangement or any other proposed Board resolution in which they have a material interest through themselves or any of their close associates; he/she shall not be counted in determining whether a quorum is present at the meeting.

Article 102 When the Board makes resolutions on matters stipulated in Articles 83 to 85 of the Articles of Association, the (related) connected directors shall not participate in voting, and their voting rights shall not be counted in the total number of voting rights. If the number of unrelated directors attending the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration. If laws, regulations or securities regulatory rules of the place where the Company's shares are listed have any additional restrictions on directors' participation in and voting at Board meetings, such provisions shall prevail.

Article 103 Directors shall attend Board meetings in person, or actively participate through electronic means. If a director cannot attend the meeting for any reason, he/she may authorize in writing another director to act on his/her behalf. The power of attorney shall set out the name of the proxy, the matters represented, the scope of authorization and the validity period, and shall be signed or sealed by the appointing director. The appointed director who attends the meeting shall exercise the director's rights within the scope of authorization. If a director does not attend a Board meeting in person and does not appoint a proxy to attend the meeting, he/she shall be deemed to have waived the voting rights at the meeting.

Article 104 The Board shall keep minutes of the decisions on the matters discussed at the meeting, which shall be taken charge of by special personnel designated by the Board and signed by the directors present at the meeting. The minutes of Board meetings shall be kept as company files for a period of not less than 10 years.

Article 105 The minutes of the Board meeting shall include the following particulars:

(I) the session, time and place of the meeting and the convening of the meeting;

(II) presence of directors;

(III) agenda of the meeting;

(IV) the voting methods and results of each resolution (the voting results shall state the number of votes in favor, against or abstention).

CHAPTER VI SENIOR MANAGEMENT OFFICERS

Article 106 The Company shall have one general manager, one chief financial officer and one secretary to the Board, who shall be appointed or dismissed by the Board. In the future, the Company may decide to appoint other senior management officers according to the actual operation and development needs.

Article 107 The circumstances in which one may not serve as a director in Article 79 of the Articles of Association shall also apply to senior management officers.

The provisions of Articles 81 to 85 of the Articles of Association concerning the duty of loyalty and obligations of diligence of directors shall also apply to senior management officers.

Article 108 Each term of office of the general manager is 3 years and is renewable upon re-election of the Board.

The term of office of the general manager shall commence from the date of approval by resolution of the Board until the expiry of the term of office of the current Board.

Article 109 The general manager is accountable to the Board and exercises the following functions and powers:

(I) to be in charge of the production and operational management of the Company, organize the enforcement of resolutions of the Board and report to the Board on work;

(II) to organize the implementation of the annual operation plans and investment schemes of the Company;

(III) to formulate the structure scheme of the internal management department of the Company;

(IV) to formulate the specific rules and regulations of the Company;

(V) to propose to the Board the appointment or dismissal of the chief financial officer of the Company and other senior management officers;

(VI) to decide on the appointment or dismissal of responsible management personnel other than those whose appointment or dismissal shall be determined by the Board;

(VII) other functions and powers authorized by the Articles of Association or the Board.

The general manager shall be present at the board meetings.

Article 110 The general manager may resign prior to the expiry of his/her term of office. The specific procedures and methods for the resignation of the general manager are stipulated in the employment contract entered into between the general manager and the Company.

Article 111 The term of office of other senior management officers is 3 years and shall be appointed or dismissed by the Board upon the proposal of the general manager.

Article 112 The Company shall have a secretary to the Board, who shall be responsible for the preparation of the shareholders' meeting and the Board meetings of the Company, file keeping, the Company's shareholder information management, handling matters relating to information disclosure, etc. The secretary to the Board shall abide by the relevant requirements of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 113 Where senior management officers violate laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association when performing their duties in the Company and cause losses to the Company, they shall be liable for compensation.

CHAPTER VII SUPERVISORY COMMITTEE

Section 1 Supervisors

Article 114 The circumstances defined in Article 79 hereof with respect to disqualified directors shall also apply to supervisors.

Directors and senior management officers shall not concurrently serve as supervisors.

Article 115 Supervisors shall abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and bear the duties of loyalty and diligence to the Company.

The provisions of Articles 81 to Articles 85 hereof with respect to the duties of loyalty and diligence of directors shall also apply to supervisors.

Article 116 The term of office of each session of supervisors shall be three years. A supervisor may serve consecutive terms if re-elected upon the expiry of his/her term of office.

Article 117 Supervisor shall continue to perform his/her duties as a supervisor in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office, or if the resignation of supervisor results in the member of supervisory board being less than the quorum.

Article 118 Supervisors may attend the meetings of the Board as non-voting delegates and make inquiries or recommendations for the matters to be resolved by the Board.

Article 119 Supervisors shall not use their related relationship to harm the interests of the Company and shall be liable for compensation for any losses caused to the Company arising therefrom.

Article 120 Supervisors who violate the provisions of the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association when performing their duties in the Company and cause losses to the Company shall be liable for compensation.

Section 2 Supervisory Committee

Article 121 The Company shall have a supervisory committee, which shall be composed of 3 supervisors, with 1 chairman. The chairman of the supervisory committee shall be elected by a majority of all supervisors. Meetings of the supervisory committee shall be convened and presided over by the chairman of the supervisory committee; if the chairman of the supervisory committee is unable or fails to perform his/her duties, a supervisor who has been elected by more than one-half of the supervisors shall convene and preside over the meeting of the supervisory committee.

Article 122 The supervisory committee consists of 2 shareholders' representatives and 1 employees' representative of the Company. The employee representatives of the supervisory committee shall be elected by the Company's employees through the employee representatives' general meeting, the employees' general meeting or other democratic means.

Article 123 The supervisory committee exercises the following functions and powers:

(I) to examine the financial operations of the Company;

(II) to supervise the performance of duties to the Company by the directors and senior management officers, and propose the dismissal of any directors or senior management officers who violate any laws, administrative regulations, the Articles of Association or resolutions of the general meeting;

(III) to require directors and senior management officers to make corrections if their conduct has damaged the interests of the Company;

(IV) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the board fails to perform such duties as specified in the Company Law;

(V) to submit proposals to the general meeting;

(VI) to institute legal proceedings against the directors and senior management officers according to the Company Law;

(VII) in the event that the supervisory committee discovers any unusual operation of the Company, it may conduct an investigation and, when necessary, professionals, such as accounting firms and law firms, may be engaged to assist in its work; any expenses incurred thereby shall be borne by the Company;

(VIII) other functions and powers authorized by the general meeting.

Article 124 The supervisory committee shall hold at least one meeting every six months. The written notice (including by post, email, fax or personal delivery) shall be delivered 10 days before the date of the meeting. A meeting of the supervisory committee may be held only when a majority of the supervisors are present at the meeting.

A supervisor may propose to convene an extraordinary meeting of the supervisory committee. The written notice of the extraordinary meeting of the supervisory committee shall be delivered 5 days before the date of the meeting. With the unanimous consent of all supervisors of the Company, the notice period stipulated in the preceding paragraph may be waived.

In case of an emergency where an extraordinary meeting of the supervisory committee is required to be convened as soon as possible, the supervisory committee may at any time give notice of such meeting by telephone or by other verbal means, and the convener shall give explanations at the meeting.

The resolutions of the supervisory committee shall be approved by a majority of the supervisors.

Article 125 The notice of the meeting of the supervisory committee shall include the following contents:

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

(II) the subject matters and topics of the meeting;

(III) the date of the notice.

Article 126 The supervisory committee formulates the rules of procedure for the supervisory committee, specifies the convening and voting procedures of the supervisory committee, and clarifies the deliberation methods and voting procedures of the supervisory committee, to ensure the work efficiency and scientific decision-making of the supervisory committee. The rules of procedure for the supervisory committee shall be annexed to the Articles of Association and shall be drafted by the supervisory committee and approved by the general meeting.

Article 127 The supervisory committee shall make minutes of the decisions on the matters discussed at the meeting, which shall be signed by the supervisors present at the meeting.

The minutes of the meeting of the supervisory committee shall be kept as company files for not less than 10 years.

CHAPTER VIII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 128 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and requirements of the relevant authorities of China. If the securities regulatory authorities of the place where the Company's shares are listed have any other provisions, such provisions shall prevail.

Article 129 The Company shall not establish any other accounting books except for the statutory ones. No assets of the Company shall be deposited in any account opened in the name of any individual.

Article 130 In distributing the after-tax profit of the current year, the Company shall withdraw 10% of the profit as its statutory reserve funds. When the aggregate amount of the statutory reserve funds of the Company is more than 50% of its registered capital, further appropriations are not required.

Where the statutory reserve funds of the Company are insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve funds in accordance with the preceding paragraph.

After withdrawing the statutory reserve funds from the after-tax profit, the Company may, subject to a resolution of the general meeting, withdraw the discretionary reserve funds from the after-tax profit.

After making up for the losses and making allocations to the reserve funds, any remaining after-tax profit shall be distributed by the Company to the shareholders in proportion to their respective shareholdings.

Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the shareholders before the Company has made up the losses and made allocations to the statutory reserve funds, the shareholders must return the profits distributed in violation of the provisions to the Company. In case of losses caused to the Company, the shareholders and the responsible directors, supervisors and senior management officers shall be liable for compensation.

The shares of the Company held by it are not entitled to any profit distribution.

Article 131 Reserve funds of the Company shall be used for making up for the losses, business expansion for operation or registered capital replenishment of the Company. When using the reserve funds to make up for the losses of the Company, the discretionary reserve funds and the statutory reserve funds shall be used first; if the losses still cannot be made up, the capital reserve funds can be used in accordance with the requirements.

When the statutory reserve funds are converted into capital, the remaining amount of such reserve funds shall not be less than 25% of the registered capital of the Company before the conversion.

Article 132 When a resolution is made by the general meeting of the Company on the profit distribution plan, the Board of the Company shall complete the dividend (or share) distribution within six months after the convening of the general meeting.

Article 133 The Company may distribute its profits in cash, shares or a combination of both cash and shares, or otherwise permitted by laws and regulations.

Section 2 Engagement of Accounting Firms

Article 134 The Company shall engage an accounting firm that complies with the laws and regulations to audit accounting statements, verify net assets and provide other relevant consultancy services, which is subject to re-appointment.

Article 135 The appointment of any accounting firm of the Company shall be subject to the approval of the general meeting, prior to which the Board shall not appoint any accounting firm.

Article 136 The Company shall ensure to provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide or hide the same or make false reports.

Article 137 The audit fee of the accounting firm shall be decided by the general meeting.

Article 138 When the Company intends to dismiss or not to reappoint an accounting firm, it shall give a 15-day prior notice to the accounting firm. When a general meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its opinions.

Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.

CHAPTER IX NOTICES

Article 139 The notices of the Company may be served as follows:

(I) by personal delivery;

(II) by fax, email or post;

(III) by telephone;

(IV) by announcement (including on the designated website and the website of the Company in accordance with the securities regulatory rules of the place where the Company's shares are listed);

(V) by other means as specified by the securities regulatory authorities of the place where the Company's shares are listed or the Articles of Association.

For the purpose of providing or delivering corporate communication to the shareholders as required by the Hong Kong Listing Rules, the Company may deliver such communication to the shareholders on the designated website(s) of the Company and/or the Hong Kong Stock Exchange or by electronic means, subject to the laws and regulations and the listing rules of the place where the Company's shares are listed and the Articles of Association. The corporate communication stated above refers to the documents issued or to be issued by the Company to the shareholders or other persons, as required by the Hong Kong Listing Rules, for information or action, including, but not limited to, the annual report, including the annual financial report, the interim report, including the interim financial report and interim results announcement, the report of directors, together with the balance sheet and statement of profit or loss, notices of meetings, listing documents, circulars and other communication documents. Where notices are given by way of announcements under authorization conferred by the Articles of Association, such announcements shall be published by means specified in the Hong Kong Listing Rules. Subject to the laws, regulations, normative documents, the listing rules of the place where the Company's shares are listed and the Articles of Association, notices given by the Company by way of announcement shall be deemed to have been received by all relevant parties after the publication of such announcement. The Company shall publish announcements on the website(s) of the Hong Kong Stock Exchange and/or the Company as required by the Hong Kong Listing Rules. The Board shall have the right to decide and adjust the determined media for information disclosure of the Company, but should ensure that the relevant media for information disclosure meet the requirements as stipulated by the laws and regulations and the listing rules of the place where the Company's shares are listed.

Article 140 Notices of general meetings of the Company may be served by means of announcement, etc., and the media for the publication of announcements shall be subject to the designated newspapers or websites for information disclosure in accordance with the laws, administrative regulations, department rules, and the securities regulatory rules of the place where the Company's shares are listed.

Article 141 Date of service of the notice of the Company shall be determined in accordance with relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 142 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to the establishment of a new company by merging two or more companies, whereby the merging parties shall be dissolved.

Article 143 In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days from the date on which a resolution in favor of the merger is adopted and shall publish an announcement within 30 days from the date of such resolution in accordance with the requirements. The creditors may require the Company to settle the debts or provide appropriate guarantees within 30 days after the receipt of the notice or within 45 days after the date of the announcement if the creditors have not received the notice.

Article 144 In case of a merger of the Company, the claims and debts of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.

Article 145 In the event of a division of the Company, its properties shall be divided accordingly.

In the event of a division, the Company shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days from the date on which a resolution is adopted in favor of the division and shall publish an announcement within 30 days from the date of such resolution in accordance with the requirements.

Article 146 Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the division, the surviving companies after the division shall jointly assume the indebtedness of the Company which has been incurred before such division.

Article 147 The Company shall prepare balance sheets and inventories of assets when it needs to reduce its registered capital.

The Company shall notify its creditors within 10 days from the date on which a resolution is adopted in favor of the reduction of its registered capital and shall publish an announcement within 30 days from the date of such resolution in accordance with the requirements. The creditors may require the Company to settle the debts or provide appropriate guarantees within 30 days after the receipt of the notice or within 45 days after the date of the announcement if the creditors have not received the notice.

The Company shall accordingly reduce capital contribution or shares pursuant to the capital reduction plan resolved by the general meeting when it reduces its registered capital.

Article 148 Where a merger or division of the Company involves any changes to any registration, an application for modification of registration shall be made to the company registration authority pursuant to the laws; where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with the laws; where a new company is established, the Company shall apply for registration thereof in accordance with the laws.

Where the Company increases or reduces its registered capital, an application for modification of registration shall be made to the company registration authority pursuant to the laws.

Section 2 Dissolution and Liquidation

Article 149 In any of the following circumstances, the Company shall be dissolved:

(I) the term of business operation set out in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;

(II) a resolution for dissolution is passed at a general meeting;

(III) dissolution is necessary due to a merger or division of the Company;

(IV) the business license is revoked, the Company is ordered to close or is wound up according to the laws;

(V) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters. Shareholders holding 10% or more of the total voting rights of the Company may appeal to the People's Court for dissolution of the Company.

The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.

Article 150 In the circumstances set forth in (I) and (II) of Article 149 of the Articles of Association, and where no property has been distributed to shareholders, the Company may carry on its existence by amending the Articles of Association or by resolution of the general meeting.

The amendments to the Articles of Association or by resolution of the general meeting pursuant to the preceding paragraph shall require the approval of more than two-thirds of the voting rights of shareholders attending a general meeting.

Article 151 Where the Company is dissolved pursuant to (I), (II), (IV) and (V) of Article 149 of the Articles of Association, a liquidation committee shall be formed within 15 days from the date of occurrence of such grounds for dissolution to start the liquidation process. The composition of the liquidation committee shall be determined by the directors or the general meeting. In case no such committee is established to timely proceed with liquidation, the creditors may make an application to the People's Court for the appointment of relevant persons to form the liquidation committee for liquidation.

Article 152 The liquidation committee shall exercise the following functions and powers during the liquidation period:

(I) to sort out the assets of the Company and prepare balance sheets and inventories of assets respectively;

(II) to notify creditors by sending notice or making public announcements;

(III) to handle the outstanding business of the Company in connection with liquidation;

(IV) to pay outstanding taxes as well as taxes arising in the course of liquidation;

(V) to settle claims and debts;

(VI) to handle the remaining assets of the Company after the repayment of debts;

(VII) to represent the Company in any civil proceedings.

Article 153 The liquidation committee shall notify the creditors within 10 days from the date of its establishment and publish an announcement within 60 days in accordance with the requirements. The creditors shall declare their claims to the liquidation committee within 30 days after the receipt of the notice or within 45 days after the date of the announcement if the creditors have not received the notice.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

Article 154 After sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation committee shall formulate a liquidation plan and present it to the general meeting or to the People's Court for confirmation.

The remaining assets of the Company after repayment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the debts of the Company shall be distributed by the Company to the shareholders in proportion to their respective shareholdings.

During the liquidation period, the Company shall continue to exist but not commence any business activities unrelated to the liquidation. The assets of the Company shall not be distributed to the shareholders before repayment of its debts in full in accordance with the preceding paragraph.

Article 155 If, after sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation committee discovers that the assets of the Company are insufficient to repay the Company's debts in full, it shall apply to the People's Court for a declaration of bankruptcy in accordance with the laws.

After the Company is declared bankrupt by a ruling from the People's Court, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 156 Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit it to the general meeting or the People's Court for confirmation. The liquidation committee shall submit the foregoing documents to the company registration authority and apply for deregistration of the Company.

Article 157 Where the Company is declared bankrupt according to the laws, bankruptcy liquidation shall be conducted pursuant to the laws on bankruptcy of enterprises.

CHAPTER XI AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 158 The Company shall amend the Articles of Association in any of the following circumstances:

(I) after amendment has been made to the Company Law or relevant laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the contents of the Articles of Association are in conflict with the amended laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed;

(II) the changes that the Company has undergone are inconsistent with the records made in the Articles of Association;

(III) the general meeting has resolved to amend the Articles of Association.

Article 159 Where the amendments to the Articles of Association approved by the general meetings are subject to examination and approval by the competent authorities, such amendments shall be submitted to the competent authorities for approval. Where the amendments involve registration of the Company, the Company shall register relevant changes according to the laws.

Article 160 The Board shall amend the Articles of Association in accordance with the resolution of the general meetings on the amendment to the Articles of Association and the approval opinions from relevant competent authorities.

CHAPTER XII SUPPLEMENTARY PROVISIONS

Article 161 The definitions under the Articles of Association are as follows:

(I) A controlling shareholder means a shareholder who holds 50% or more of the total share capital of the Company or a shareholder who holds less than 50% of the total shares but holds voting rights sufficient to have a significant influence on resolutions of the general meetings.

(II) An actual controller means a person who, through investment relationship, agreement or other arrangements, is able to effectively direct the activities of the Company.

(III) Connected transaction(s) means the definition stipulated under the Hong Kong Listing Rules.

(IV) Related (Connected) relationship means the relationship between the Company's controlling shareholders, actual controllers, Directors, Supervisors, senior management officers and enterprises directly or indirectly controlled by them, as well as other relationships which may lead to the transfer of the Company's interests. However, enterprises controlled by the State shall not be regarded as having related relationships only because they are under common control by the State.

Article 162 The Board may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws shall not be in violation of the Articles of Association.

Article 163 The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association and those in any other languages or of different versions, the latest Chinese version of the Articles of Association filed with the company registration authority shall prevail.

Article 164 The terms "or more" and "within" referred to herein shall include the given figure; and the terms "less than", "lower than", "exceed", "more than" and "under" shall not include the given figure.

Article 165 The power of interpretation of the Articles of Association shall be vested in the Board of the Company.

Article 166 In the event of any inconsistency between the Articles of Association and the current laws and regulations, the current laws and regulations shall prevail.

Article 167 The annexes hereto shall include the Rules of Procedure of the General Meeting, the Rules of Procedure of the Board and the Rules of Procedure of the Supervisory Committee.

Article 168 The Articles of Association are considered and approved at the general meeting of the Company, which shall come into effect and be implemented from the date of the Company's initial public offering of the overseas-listed foreign shares and dealing on the Hong Kong Stock Exchange. The articles of association of the Company and its amendments that are currently in force shall automatically lapse from the effective date of the Articles of Association.

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