

Articles of Association
of
Hongxing Coldchain (Hunan) Co., Ltd.

January 2026

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Articles of Association of Hongxing Coldchain (Hunan) Co., Ltd.

CHAPTER I GENERAL PROVISIONS

Article 1 To safeguard the legitimate rights and interests of Hongxing Coldchain (Hunan) Co., Ltd. (the “**Company**”), its shareholders, employees and creditors, and regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “**Company Law**”), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》) (the “**Securities Law**”), the Accounting Law of the People’s Republic of China (《中華人民共和國會計法》), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) as well as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (the “**Hong Kong Listing Rules**”) and other relevant requirements.

Article 2 The Company is established as a limited company by shares in accordance with the Company Law and other relevant regulations by way of an overall change of Hunan Hongxing Frozen Food Co., Ltd. (湖南紅星冷凍食品有限公司). Hunan Hongxing Frozen Food Co., Ltd. was established in October 2006 and the Company was established by way of promotion in December 2019 and registered with Changsha Administration for Market Regulation (長沙市市場監督管理局) and obtained the business license with the unified social credit code of 91430100794716317P.

Article 3 The Company completed the filing procedures with the China Securities Regulatory Commission (the “**CSRC**”) on September 23, 2025 and has been listed on the main board of The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”) on January 13, 2026, and issued 23,263,000 overseas-listed foreign shares with par value of RMB1 each (“**H Shares**”) in Hong Kong, bearing a nominal value denominated in Renminbi and to be subscribed and traded in Hong Kong dollars.

Shareholders holding domestic unlisted shares of the Company applying to convert their domestic unlisted shares into overseas-listed shares for listing and circulating on the Hong Kong Stock Exchange shall comply with applicable requirements of the CSRC and entrust the Company to file with the CSRC. Application for the conversion of domestic unlisted shares into overseas-listed shares for listing and circulating on the Hong Kong Stock Exchange by shareholders is not subject to the approval of shareholders’ meeting.

The domestic unlisted shares referred to in the preceding paragraph represent the shares issued by a domestic enterprise but not listed or traded on any domestic stock exchange.

Article 4 The registered name of the Company:

Chinese name: 紅星冷鏈（湖南）股份有限公司

English name: Hongxing Coldchain (Hunan) Co., Ltd.

Article 5 The domicile of the Company is No. 21, Section 1 Huanbao East Road, Yuhua District, Changsha City, Hunan Province, the PRC, post code: 410007.

Article 6 The registered capital of the Company amounted to RMB98,263,000.

Article 7 The Company's term of office is from October 16, 2006 to October 15, 2056 with independent legal status.

Article 8 Chairman of the Board shall be the legal representative of the Company. Where the Chairman of the Board who serves as the legal representative tenders a resignation, he/ she shall be deemed to have resigned as the legal representative at the same time. Where the legal representative tenders a resignation, the Company shall appoint a new legal representative within 30 days from the date of the resignation of the legal representative.

Article 9 Shareholders shall be liable to the Company to the extent of the shares subscribed by them. The Company shall be liable for its debts to the extent of all of its assets.

Article 10 The Articles of Association shall, from the date on which they take effect, be the legally binding document that regulates the organization and activities of the Company and the relationship of rights and obligations as between the Company and the shareholders and among the shareholders, and shall be legally binding on the Company, the shareholders, the Directors and senior management.

In accordance with these Articles, shareholders may take legal action against other shareholders; shareholders may take legal action against Directors, general manager and other senior management of the Company; shareholders may take legal action against the Company; the Company may take legal action against shareholders, Directors, general manager and other senior management.

Article 11 Senior management referred to in the Articles of Association represent the general managers, deputy general managers, secretary to the Board, chief financial officer of the Company and other senior management of the Company designated by the Board of the Company.

Article 12 The Company shall establish Communist Party of China (“CPC”) organization and carry out CPC activities in accordance with the requirements of the Constitution of the CPC. The Company shall provide the CPC organization with necessary conditions for its activities.

CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS

Article 13 The objectives of business of the Company include: we adhere to the corporate mission of “Service Value Creation” and strive to become a leading cold chain enterprise in the logistics supply chain industry in the world, so as to create value for the society, provide services for customers, build a platform for employees, and gain profits for shareholders, and to satisfy the increasingly rich material needs of the people at different levels.

Article 14 The scope of business of the Company, upon registration in accordance with the law, includes: cold chain warehousing; cold chain management; cold chain operation; warehousing agency services; warehousing consulting services; domestic freight forwarding agency; international freight forwarding agency; development and construction of e-commerce platform; software development; software technical services; road freight forwarding agency; loading and unloading services (except for sand and gravel); general cargo transportation; logistics agency services; enterprise management services; specialized transportation of goods (refrigeration and preservation); cargo warehousing (excluding hazardous chemicals and controlled goods); self-managed operation and agency for the import and export of all kinds of commodities and technologies, except for those which are restricted by the state to be operated by companies or prohibited from being imported and exported; property cleaning and maintenance; rental of buildings; rental of premises; sales of dried seafood, computers, frozen food, pre-packaged food (including refrigerated frozen food), bulk food, fruits and subsidiary agricultural products; freezing and refrigeration of fruits; sale, freezing and refrigeration of aquatic products; operation of value-added telecommunication business. (For items subject to approval according to law, business activities shall only be carried out upon approval by the relevant authorities).

CHAPTER III SHARES

Section 1 Issuance of Shares

Article 15 The shares of the Company shall be in the form of stock.

The shares of the Company shall be in registered form. The share certificates of the Company shall, other than those specified in the Company Law, include other matters as required to be specified by the stock exchange of the place where the shares of the Company are listed.

The Company's shares issued and listed overseas may take the form of overseas depository receipts or other derivative shares, in accordance with the laws of the place where the Company's shares are listed and the common practices of securities registration and depository. If the Company's share capital includes any non-voting shares, such shares shall be designated as "non-voting".

Article 16 The shares of the Company shall be issued in an open, fair and equal manner, and each of the shares of the same class shall carry the same rights.

Shares of the same class shall be issued under the same conditions at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by subscribers.

Article 17 The share certificates issued by the Company shall have a par value of Renminbi and each of the share certificates has a par value of RMB1.

Article 18 The Company was established by way of promotion by 35 promoters. All the promoters invested in the Company with the shares converted from the net assets of Hongxing Coldchain (Hunan) Co., Ltd. held by them. The shares issued to the promoters at the time of the establishment of the Company and the way of capital contribution and the percentage of shareholdings of the promoters are as follows:

No.	Name of promoters	Number of shares held (share)	Percentage of shareholding (%)	Way of capital contribution	Date of capital contribution
1	Red Star Industrial Group Co., Ltd. (紅星實業集團有限公司)	43,690,535	58.2540	Shares converted from net assets	2019.6.30
2	Changsha Hongri Jingming Equity Investment Partnership (Limited Partnership) (長沙紅日景明股權投資合夥企業(有限合夥))	6,045,039	8.0600	Shares converted from net assets	2019.6.30

No.	Name of promoters	Number of shares held (share)	Percentage of shareholding (%)	Way of capital contribution	Date of capital contribution
3	Hunan Food Industry Co., Ltd. (湖南省食品產業有限責任公司)	3,637,401	4.8499	Shares converted from net assets	2019.6.30
4	Changsha Hongri Mingsheng Enterprise Management Partnership (Limited Partnership) (長沙紅日明升企業管理合夥企業(有限合夥))	3,491,905	4.6559	Shares converted from net assets	2019.6.30
5	XIE Longgui (謝龍貴)	1,813,512	2.4180	Shares converted from net assets	2019.6.30
6	CHEN Ai (陳愛)	1,360,134	1.8135	Shares converted from net assets	2019.6.30
7	HUANG Fusheng (黃福生)	1,360,134	1.8135	Shares converted from net assets	2019.6.30
8	DAI Mingzhi (戴明智)	906,756	1.2090	Shares converted from net assets	2019.6.30
9	WU Ruiqi (吳瑞棋)	906,756	1.2090	Shares converted from net assets	2019.6.30
10	LI Wenjing (黎雯靜)	906,756	1.2090	Shares converted from net assets	2019.6.30
11	LUO Qinli (羅勤立)	906,756	1.2090	Shares converted from net assets	2019.6.30
12	SONG Deying (宋德映)	906,756	1.2090	Shares converted from net assets	2019.6.30
13	CHEN Xinglong (陳興隆)	634,729	0.8463	Shares converted from net assets	2019.6.30
14	CHENG Yan (成燕)	453,378	0.6045	Shares converted from net assets	2019.6.30
15	LV Yuanhong (呂元紅)	453,378	0.6045	Shares converted from net assets	2019.6.30
16	WU Jun (吳軍)	453,378	0.6045	Shares converted from net assets	2019.6.30

No.	Name of promoters	Number of shares held (share)	Percentage of shareholding (%)	Way of capital contribution	Date of capital contribution
17	PENG Wenzhao (彭文釗)	453,378	0.6045	Shares converted from net assets	2019.6.30
18	LUO Tiexing (羅鐵興)	453,378	0.6045	Shares converted from net assets	2019.6.30
19	YI Danyang (易丹陽)	453,378	0.6045	Shares converted from net assets	2019.6.30
20	ZENG Wei (曾維)	453,378	0.6045	Shares converted from net assets	2019.6.30
21	ZENG Ya (曾亞)	453,378	0.6045	Shares converted from net assets	2019.6.30
22	LI Changxiao (李昌孝)	453,378	0.6045	Shares converted from net assets	2019.6.30
23	KONG Yu (孔昱)	453,378	0.6045	Shares converted from net assets	2019.6.30
24	SONG Liwen (宋利文)	453,378	0.6045	Shares converted from net assets	2019.6.30
25	ZOU Songqiu (鄒松球)	453,378	0.6045	Shares converted from net assets	2019.6.30
26	SUN Ping (孫萍)	453,378	0.6045	Shares converted from net assets	2019.6.30
27	LI Zhenbin (李振斌)	453,378	0.6045	Shares converted from net assets	2019.6.30
28	LI Gang (李剛)	453,378	0.6045	Shares converted from net assets	2019.6.30
29	LIU Xinming (柳新明)	272,027	0.3627	Shares converted from net assets	2019.6.30
30	WU Yong (吳勇)	241,802	0.3224	Shares converted from net assets	2019.6.30
31	ZHANG Mingsheng (張明生)	226,689	0.3023	Shares converted from net assets	2019.6.30
32	LI Zhenwu (李振武)	226,689	0.3023	Shares converted from net assets	2019.6.30
33	LI Dengyun (李登雲)	226,689	0.3023	Shares converted from net assets	2019.6.30

No.	Name of promoters	Number of shares held (share)	Percentage of shareholding (%)	Way of capital contribution	Date of capital contribution
34	ZHANG Ying (張穎)	226,689	0.3023	Shares converted from net assets	2019.6.30
35	XIAO Niuping (肖牛平)	211,576	0.2821	Shares converted from net assets	2019.6.30
Total		75,000,000	100.0000	—	—

The total number of shares issued at the time of the establishment of the Company was 75,000,000 shares, and the par value of each share was RMB1.

Article 19 The Company completed the filing procedures with the CSRC on September 23, 2025, and was approved by SEHK on January 12, 2026 to issue 23,263,000 overseas listed foreign shares to investors for the first time. After the completion of issuance of the aforementioned overseas listed foreign shares, the Company's capital structure is as follows: the total number of shares of the Company is 98,263,000, all of which are ordinary shares, comprising 73,696,536 unlisted shares and 24,566,464 H shares, each with a par value of RMB1.

Article 20 The Company or any subsidiary of the Company (including the affiliates of the Company) shall not provide grants, advances, guarantees, compensation, borrowings and other financial assistance for others to acquire shares/shareholdings in the Company or its parent company, except in the case of the Company's implementation of the employee shareholding scheme.

The Company may, for the benefit of the Company, provide financial assistance for others to acquire shares/shareholding of the Company or its parent company upon a resolution of the shareholders' meeting or a resolution of the Board in accordance with the Articles of Association or the authorization of the shareholders' meeting, provided that the aggregate amount of financial assistance shall not exceed 10 percent of the total issued share capital. Resolutions of the Board shall be passed by more than two-thirds of all the Directors.

In case of a violation of the preceding two paragraphs that results in losses to the Company, any Directors and senior management responsible for the violation shall be liable for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 21 The Company may, based on its business and development needs and in accordance with the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, increase its capital in the following ways, subject to separate resolutions of the shareholders' meeting:

- (I) issuance of shares to unspecified parties after approval by, registration with or filing with the relevant authorities in accordance with the law;
- (II) offering of shares to specified parties;
- (III) bonus issue to existing shareholders;
- (IV) capitalizing its capital common reserve;
- (V) other means as stipulated by laws and administrative regulations and as stipulated by relevant regulatory authorities such as the securities regulatory authority of the State Council and the regulatory authority of the place where the Company's shares are listed.

If the decision of the Board to issue shares pursuant to the provisions of the preceding paragraph results in a change in the registered capital of the Company or the number of issued shares, amendments to such matters recorded in the Articles of Association are not required to be voted on by the shareholders at a shareholders' meeting.

Article 22 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the provisions of the Company Law, laws, administrative regulations and prescriptive documents, securities regulatory authorities of the places where the Company's shares are listed, the Hong Kong Stock Exchange and other relevant regulations as well as the Articles of Association.

Article 23 The Company shall not buy back its shares, except under one of the following circumstances provided that it does not violate laws, regulations, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Hong Kong Listing Rules, and the Articles of Association:

- (I) reducing the registered capital of the Company;
- (II) merging with another company that holds shares in the Company;

- (III) using shares for employee stock ownership plan or share incentives;
- (IV) shareholders who object to resolutions of the shareholders' meeting on merger or division of the Company requesting the Company to buy back their shares;
- (V) using the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (VI) where it is necessary for the Company to preserve its value and shareholders' interest;
- (VII) other circumstances as permitted by the laws, administrative regulations, departmental rules, prescriptive documents, the regulatory rules of the place where the shares of the Company are listed and Hong Kong Listing Rules.

Article 24 The Company may purchase its shares through public centralized trading or other methods recognized by laws, administrative regulations, the CSRC and the regulatory authorities where the shares of the Company are listed.

The purchase of its shares by the Company under the circumstances set out in items (3), (5) and (6) under the first paragraph of Article 23 shall be conducted through public centralized trading.

Article 25 Where the Company repurchases its shares under the circumstances set out in items (1) and (2) under the first paragraph of Article 23, a resolution shall be passed at the shareholders' meeting of the Company. Where the Company purchases its shares under the circumstances set out in items (3), (5) and (6) under the first paragraph of Article 23, a resolution shall be passed at a Board meeting attended by more than two-thirds of the Directors, according with the provisions of the Articles of Association or with the authorization of the shareholders' meeting.

Regarding the domestic unlisted shares, where the Company purchases its shares under the circumstances set out in item (1) under the first paragraph of Article 23, such shares shall be cancelled within 10 days from the date of purchase; where the Company purchases its shares under the circumstances set out in items (2) and (4), such shares shall be transferred or cancelled within 6 months; where the Company purchases its shares under the circumstances set out in items (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within 3 years.

If laws, regulations, regulatory authority of the place where the shares of the Company are listed, otherwise stipulate matters related to the aforesaid share certificate repurchase, such provisions shall prevail.

Where the Company acquires shares of the Company, it shall fulfill its information disclosure obligations in accordance with the provisions of the Securities Law, the Securities and Futures Ordinance and the securities regulatory rules of the place where the Company's shares are listed.

Section 3 Transfer of Shares

Article 26 Shares of the Company shall be transferred in accordance with laws. Unless otherwise provided by laws, administrative regulations, departmental rules, prescriptive documents, the securities regulatory authorities in the place where the shares of the Company are listed and the Hong Kong Stock Exchange, the shares of the Company that have been fully paid for shall not be subject to any restrictions in respect of the right of assignment, can be transferred freely and are not subject to any lien. Transfer of overseas listed foreign shares listed in Hong Kong shall be registered with the Hong Kong-based share registrar entrusted by the Company.

Article 27 All fully paid overseas-listed shares listed in Hong Kong may be transferred freely according to the Articles of Association. However, unless the following conditions are met, the Board may refuse to recognize any documents for the transfer without stating any reasons:

- (I) transfer documents and other documents relating to or affecting the ownership of any shares shall be registered, and a fee shall be paid to the Company for such registration at the rate of fee prescribed in the Hong Kong Listing Rules, which shall not exceed the maximum fee prescribed from time to time in the Hong Kong Listing Rules;
- (II) transfer documents are only in relation to H Shares listed in Hong Kong;
- (III) the stamp duty payable under the laws of Hong Kong in respect of the transfer document has been paid;
- (IV) relevant share certificate(s) and any other evidence which the Board may reasonably request to show that the transferor has the right to transfer the shares have been provided;
- (V) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;
- (VI) the relevant shares do not have any lien attached; and

(VII) no transfer of shares shall be made to any minors or any person of unsound mind or under other legal disability.

If the Company refuses to register a transfer of shares, the Company shall, within two months after the date on which the transfer was duly lodged, send to the transferor and transferee a notice of the refusal to register the transfer. All instruments of transfer shall be left at the legal address of the Company or at such address as the Board shall from time to time specify.

Article 28 All H Shares shall be transferred by instruments of transfer in writing in any usual or common form or any other form which the Board accepts (including the prescribed form or transfer form as required by the Hong Kong Stock Exchange from time to time). The written instruments of transfer may only be executed by hand or (if the transferor or the transferee is a company) affixed with the company's seal. If the transferor or transferee is a recognized clearing house as defined by the laws of Hong Kong in effect from time to time or the agent thereof, the written instruments of transfer may be executed by hand or by machine imprinted signatures.

All instruments of transfer shall be kept at the legal address of the Company, the address of the share transfer agency, or any other place specified by the Board from time to time.

Article 29 In compliance with the Articles of Association and all other applicable regulations, the transferee of shares shall become the holders of such shares upon the completion of the transfer. At the same time, the name of the transferee shall be registered into the register of members.

All instruments of transfer and other documents relating to or affecting the ownership of overseas listed shares shall be registered. If any fee shall be payable for such registration, the fee shall not exceed the maximum fee prescribed from time to time by the Hong Kong Stock Exchange.

If two or more persons are registered as the joint holders of any shares, they shall be deemed as joint holders of the relevant shares, subject to the following provisions:

- (I) if the number of joint holders of shares is restricted by the authority, the Company shall register no more than four persons as the joint holders of any shares;
- (II) all joint holders of any shares shall jointly and severally assume the liability to pay for all amounts payable for the relevant shares;

- (III) if one of the joint holders is deceased, only the other surviving joint holders shall be deemed as the persons who have the ownership of the relevant shares. However, the Board shall have the right to require such evidence of death as it may think fit in regard to any change in the register of members; and
- (IV) in respect of any of the joint holders of any shares, any one of the joint holders may attend the shareholders' meeting or exercise the voting right of the relevant shares (whether in person or by proxy). If more than one joint holder attends the shareholders' meetings in person or by proxy, only the joint holder ranking first in the register of members shall have the right to receive notices from the Company for such voting of such share, attend the shareholders' meetings and exercise all voting rights of the relevant share in the shareholders' meetings. The service of the notice to the aforesaid persons shall be deemed as the service of the notice to all joint holders of the relevant shares.
- (V) any receipts issued by any joint holders in respect of any dividends, bonuses or capital returns distributed by the Company to such joint holders shall be deemed to be the effective receipts issued by such joint holders to the Company.

Article 30 The Company, in accordance with the understanding and agreements between the securities regulatory authority of the State Council and overseas securities regulatory authorities, may maintain the register of members of overseas-listed foreign shares outside China, and entrust an overseas agent to manage such register. The original copy of the register of members of overseas-listed foreign shares listed on the Hong Kong Stock Exchange shall be maintained in Hong Kong.

The Company shall maintain a duplicate of the register of members of overseas-listed foreign shares at the domicile of the Company. The appointed overseas agent shall ensure the consistency between the original copy and the duplicate of the register of members of overseas-listed foreign shares at any time.

If there is any inconsistency between the original copy and the duplicate of the register of members of overseas-listed foreign shares, the original copy shall prevail.

Article 31 The Company shall not accept its shares as the subject matter of a pledge.

Article 32 Shares issued by the Company prior to the public issuance of shares shall not be transferred within 1 year from the date of listing and trading of the Company's shares on the stock exchange concerned.

Directors and senior management of the Company shall declare to the Company the shares held by them in the Company and the changes therein, and the shares transferred by them in a particular year during their term of office as determined at the time of taking office shall not exceed 25% of the total number of shares held by them in the Company; their shareholding in the Company shall not be transferred within 1 year from the date of listing and trading of the Company's shares. The Company's shares held by the above-mentioned personnel shall not be transferred within half a year after their departure from office.

If the shares are pledged within the period of transfer restriction prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within the period of transfer restriction.

Where the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed provide otherwise for restrictions on the transfer of shares listed overseas, such regulations shall apply.

Article 33 If any of the Company's shareholders (other than a recognized clearing house as defined in the relevant regulations in force under Hong Kong laws from time to time) holding 5% or more of the shares, Directors, senior management sell shares or other securities of an equity nature of the Company within 6 months after buying the same or buy shares or securities within 6 months after selling the same, the earnings thereof shall belong to the Company and the Board of the Company shall recover such earnings, except for any sale of shares by a securities company holding five per cent or more Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by the regulatory rules of the place where the Company's shares are listed or CSRC.

The shares or other securities of an equity nature held by Directors, senior management or natural person shareholders referred to in the preceding paragraph shall include shares or other securities of an equity nature held by their spouses, parents or children and those held by using others' accounts.

If the Board of the Company does not act in accordance with the first paragraph of this article, shareholders shall have the right to request the Board to do so within 30 days. If the Board of the Company fails to act within the above-mentioned period, the shareholders shall have the right to bring a lawsuit directly to a people's court in their own name in the interest of the Company.

If the Board of the Company does not act in accordance with the first paragraph of this article, the Directors responsible shall bear joint and several liabilities in accordance with the law.

If the restriction on transfer in this article involves H share, the Company shall also comply with the relevant regulations of the securities regulatory authorities of the place where the shares of the Company are listed.

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 1 Shareholders

Article 34 The Company will establish a register of members based on certificates provided by the securities registration institution. This register of members serves as conclusive evidence of shareholders' ownership in the Company.

The Company shall keep a complete register of members. The register of members shall consist of the following parts: (I) a register of members, other than those specified in subparagraphs (II) and (III) of this paragraph, which is kept at the domicile of the Company; (II) the H Share register of members kept at the place where the overseas stock exchange is domiciled; (III) the register of members kept at such other place as the Board may consider necessary for the purpose of listing of the shares of the Company. Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any other part of the register shall, during the existence of registration of such shares, be registered in any other part of the register. Changes or corrections to each part of the register of members shall be made in accordance with the laws of the places where each part of the register of members is maintained.

The register of members shall register the following particulars or shareholders in accordance with the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:

- (I) the name, address (domicile), occupation or nature of each shareholder;
- (II) the class and number of the shares held by each shareholder;
- (III) the amount paid or payable for the shares held by each shareholder;
- (IV) the serial number of the shares held by each shareholder;
- (V) the date on which each shareholder is registered as a shareholder;
- (VI) the date on which each shareholder ceases to be a shareholder.

Subject to the Articles of Association and other applicable regulations, upon transfer of any shares of the Company, the name of the transferee shall be listed in the register of members as the holder of such shares.

Any shareholder whose name registered on the register of members or any person who requests his/her name to be registered on the register of members may apply to the Company for the issuance of new certificate in respect of such shares (hereinafter referred to as the “**Relevant Shares**”) if his/her share certificate (hereinafter referred to as the “**Original Share Certificate**”) is lost. If holders of domestic shares lose their share certificates and applies for a replacement, such replacement shall be dealt with in accordance with the relevant provisions of the Company Law. If H Share shareholders lost their share certificates and applies for replacement, such replacement may be dealt with in accordance with the laws, rules of the venue for trading of securities and other relevant regulations of the place where the original copy of the H Share register of members is maintained.

Where a shareholder of H Shares listed in Hong Kong applies for the issuance of a new share certificate, the following conditions shall be satisfied:

- (I) the applicant shall submit an application in a standard form prescribed by the Company, with a notarial certificate or statutory declaration attached, which shall set forth the reasons for the application, the description and evidence of loss of the Original Share Certificate, and a statement that no other person is entitled to be registered as the shareholder of the Relevant Shares;
- (II) the Company shall not have received any declaration from any person other than the applicant who claims to be entitled to be registered as the shareholder of the Relevant Shares before the Company decides to issue a new share certificate;
- (III) if the Company decides to issue a new share certificate, the Company shall publish an announcement in qualified newspaper designated by the Board with an announcement period of ninety (90) days, during which, the announcement shall be re-published at least once every thirty (30) days;
- (IV) before publishing the announcement about issuance of a new share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange on which it is listed, and may publish such announcement only after receiving the response from the stock exchange, which confirms the publication of the announcement upon the display of such announcement thereof on the stock exchange. Such announcement shall be displayed on the stock exchange for a period of ninety (90)

days. If the application for a new share certificate is not approved by the registered holder of the Relevant Shares, the Company shall mail a copy of the announcement to be published to such shareholder;

- (V) if the Company has not received any opposition to the issuance of a new share certificate upon expiration of the ninety-day period set forth in items (III) and (IV) above, the Company may issue a new share certificate at the request of the applicant;
- (VI) upon the issuance of a new share certificate pursuant to this article, the Company shall immediately cancel the Original Share Certificate, and record the cancellation and re-issuance of the share certificate in the register of members;
- (VII) the applicant shall bear all expenses incurred in connection with the cancellation of the Original Share Certificate and the issuance of the new share certificate. The Company shall have the right to refuse taking any action before the applicant provides reasonable guarantees.

Article 35 When the Company convenes a shareholders' meeting, distributes dividends, carries out liquidation or other matters requiring the identification of shareholders, the Board or the convener of the shareholders' meeting shall determine the shareholding record date, and the shareholders registered on the register of members following the close of trading on the shareholding record date shall be entitled to the relevant rights and interests.

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

- (I) to receive dividends and other distributions in proportion to the number of shares held;
- (II) to request, summon, preside over, attend or appoint a proxy to attend shareholders' meetings in accordance with the laws, and to exercise the corresponding rights to speak and vote;
- (III) to supervise Company's operations, provide suggestions and make inquiries;
- (IV) to transfer, give or pledge their shares in compliance with laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (V) to obtain relevant information in accordance with the Articles of Association, including:
 - 1. receiving a copy of the Articles of Association after payment of cost;

2. being entitled to inspect free of charge and copy after payment of reasonable fee:
 - (1) all parts of the register of members;
 - (2) personal data of Directors, general manager and other senior management of the Company, including:
 - (a) present and former name and alias;
 - (b) principal address (domicile);
 - (c) nationality;
 - (d) primary and all other part-time occupations and duties;
 - (e) identification documents and the number thereof.
 - (3) report of the status of the issued share capital of the Company;
 - (4) report of the total nominal value, quantity, the highest and lowest price of share of each class repurchased by the Company from the last fiscal year, and the total amount paid by the Company for this purpose;
 - (5) special resolutions of the shareholders' meetings of the Company;
 - (6) the latest audited financial statements of the Company, and the reports of the Board, auditors and the Audit Committee;
 - (7) a copy of the latest annual report filed with the State Administration for Industry & Commerce of China or other competent authorities; and
 - (8) the bond stub of the Company, resolutions of meetings of the Board, resolutions of meetings of the Audit Committee; and
 - (9) minutes of the shareholders' meetings.

The Company shall, in accordance with the requirements of the Hong Kong Listing Rules, publish the documents specified in item (3) to (7) of the aforementioned point 2 and other applicable documents on the websites of the Hong Kong Stock Exchange and the Company. The Company shall keep items (1) and (9) of the

aforementioned point 2 at the designated address in Hong Kong for free inspection by the public and shareholders (the minutes of the shareholders' meetings are only available for shareholders to inspect and copy after paying a reasonable fee).

The Hong Kong branch register of members must be available for inspection by shareholders. However, the Company may be allowed to suspend the registration of shareholders on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). In other words, the Company may, by notice, close its register of members or that part of the register relating to shareholders holding any class of shares for one or more than one periods, provided that, the accumulative period of closure shall not exceed 30 days within any one year.

Subject to compliance with applicable laws, administrative regulations and securities regulatory rules in the place where the shares of the Company are listed, the Company may reject the requests if the content to be inspected and copied involves the business secrets and inside information of the Company or the personal privacy of relevant personnel.

- (VI) to review and copy the Articles of Association, the register of members, the bond stub of the Company, minutes of shareholders' meeting, resolutions of the Board meetings, resolutions of the Audit Committee meetings and financial and accounting reports. Qualified shareholders may inspect the Company's accounting books and vouchers;
- (VII) in case of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company proportionate to the number of shares held;
- (VIII) to request the Company to buy back the shares of shareholders objecting to resolutions of the shareholders' meeting concerning merger or division of the Company;
- (IX) other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 37 A shareholder who holds individually or in aggregate more than 3% of the shares of the Company for more than 180 consecutive days may request to inspect the accounting books and vouchers of the Company, and if he or she requests to inspect the accounting books and vouchers of the Company, he or she shall submit a written request to the Company stating the purpose thereof. If the Company has reasonable grounds to believe that a shareholder's access to

the Company's accounting books and vouchers has an improper purpose and may jeopardize the Company's lawful interests, it may refuse to provide such access and shall reply to the shareholder in writing within 15 days from the date of the shareholder's written request, stating the reasons therefor. If the Company refuses to provide access, the shareholder may file a lawsuit with the people's court.

Shareholders who wish to inspect the information mentioned in the preceding article may entrust intermediary agencies such as accounting firms, law firms, etc.

Shareholders and the accounting firms, law firms and other intermediary agencies entrusted by them to inspect and copy relevant materials shall comply with the relevant laws, administrative regulations and regulatory rules of the place where the Company's shares are listed on the protection of state secrets, trade secrets, personal privacy, and personal information.

Where a shareholder requests to inspect or copy materials related to wholly-owned subsidiaries of the Company, the provision (VI) of Article 36 and the first three provisions of this article of the Articles of Association shall apply.

Article 38 If any shareholder proposes to inspect and copy the relevant information mentioned in the Article 36 and Article 37, the said shareholder shall comply with laws and administrative regulations such as the Company Law, the Securities Law, and the securities regulatory rules of the place where the Company's shares are listed.

Article 39 If the content of a resolution of the shareholders' meeting or the Board of the Company violates laws or administrative regulations, shareholders shall have the right to request a people's court to hold it invalid.

If the summoning procedure or voting method of a shareholders' meeting or meeting of the Board violates laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, the shareholders shall have the right to request the people's court to revoke the relevant resolution within 60 days from the date on which the resolution was made. However, except that there are only minor defects in the convening procedures or voting method of a shareholders' meeting or a meeting of the Board, which do not materially affect the resolution.

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

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, regulations, the requirements of the CSRC and the stock exchange of the place where the Company's shares are listed, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.

Article 40 Resolutions of the shareholders' meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

- (I) no shareholders' meetings or Board meetings has been convened to pass the resolution;
- (II) the resolution is not voted on at the shareholders' meeting or Board meeting;
- (III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;
- (IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.

Article 41 If a Director or senior management violates the provisions of laws, administrative regulations or the Articles of Association in performing duties and caused damage to the Company, shareholders who hold 1% or more of the shares in the Company, either individually or collectively, for 180 or more consecutive days may request the Audit Committee in writing to institute a legal action in a people's court; if the Audit Committee violates any law or administrative regulation or breaches the Articles of Association in performing duties and caused damage to the Company, the aforesaid shareholders may request the Board in writing to institute a legal action in the people's court.

If the Audit Committee or the Board refuses to institute legal actions after receiving a written request from the shareholder as provided for in the preceding paragraph, or if no legal actions are instituted within 30 days from the date of receipt of the request, or if the situation is urgent and failure to institute proceedings immediately would cause irreparable damage to the interests of the Company, the shareholder as provided for in the preceding paragraph shall have the right to institute proceedings directly in the people's court in his own name and for the interests of the Company.

In the event that a third party infringes upon the lawful rights and interests of the Company and causes damage to the Company, the shareholders specified in the first paragraph of this article may institute a legal action in the people's court pursuant to the first two paragraphs of this article.

If any Director, Supervisor or senior management of a wholly-owned subsidiary of the Company performs his/her duties in violation of the provisions of laws, administrative regulations or the Articles of Association and hereby causes losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders who have held, individually or in aggregate, more than one percent of the shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of this article, request in writing that the Board of Supervisors or the Board of the wholly-owned subsidiary bring a lawsuit to the people's court, or in its own name to bring a lawsuit directly to the people's court.

Where a wholly-owned subsidiary of the Company establishes an audit committee in lieu of a board of supervisors or any supervisors, the provisions of the first and second paragraphs of this Article shall apply.

Articles 42 If Director or senior management violates the provisions of laws, administrative regulations or the Articles of Association to the detriment of the interests of shareholders, the shareholders may institute a legal action in the people's court.

Article 43

Shareholders of the Company shall assume the following obligations:

- (V) to abide by laws, administrative regulations, and the Articles of Association;
- (VI) to pay subscription monies according to the shares subscribed and the method of subscription;
- (VII) not to withdraw its share capital, except under the circumstances stipulated by laws and regulations;
- (VIII) not to abuse shareholders' rights to harm the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to the detriment of the Company's creditors;

(IX) other obligations as mandated by laws, administrative regulations, listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be held accountable for compensation in accordance with the law. Shareholders of the Company who abuse the legal person's independent status of the Company and the limited liability of shareholders to evade debts, thereby seriously harming the interests of the Company's creditors, shall bear joint and several liabilities for the debts of the Company.

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

Article 44 The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, regulations, provisions of the CSRC and the stock exchange of the place where the Company's shares are listed, to safeguard the interests of the Company.

Where the Hong Kong Listing Rules and other applicable laws and regulations provide for the protection of minority investors, the Company shall implement such provisions.

Article 45 The controlling shareholders and de facto controllers of the Company shall abide by the following provisions:

- (I) exercise shareholder rights in accordance with the law, not to abuse controlling interest, or exploit connected-party relationships to harm the legitimate rights and interests of the Company or other shareholders;
- (II) strictly fulfill public statements and commitments made, without unauthorized changes or waivers;
- (III) strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are planned to occur;

- (IV) shall not misappropriate the Company's funds in any way;
- (V) shall not coerce, instruct, or require the Company and related personnel to illegally provide guarantees;
- (VI) shall not seek benefits using the Company's undisclosed significant information, shall not disclose any undisclosed significant information about the Company in any way, shall not engage in insider trading, short term trading, market manipulation, or other illegal activities;
- (VII) shall not damage the legitimate rights and interests of the Company and other shareholders through unfair related party transactions, profit distribution, asset reorganization, external investments, or any other means;
- (VIII) ensure the integrity of the Company's assets, personnel independence, financial independence, institutional independence, and business independence, and shall not in any way affect the Company's independence;
- (IX) comply with laws, regulations, provisions of the CSRC, the business rules of the stock exchange of the place where the Company's shares are listed and other provisions of the Articles of Association.

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

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

Article 46 When controlling shareholders and actual controllers pledge the Company's shares held or effectively controlled by them, they shall maintain the stability of the Company's control and production operations.

Article 47 When controlling shareholders and actual controllers transfer the Company shares held by them, they shall comply with the restrictive provisions regarding share transfers in laws, regulations, regulations of the CSRC and the stock exchange of the place where the Company are listed, and the commitments they have made regarding restrictions on share transfers.

Section 2 General Provisions for Shareholders' Meetings

Article 48 The Company's shareholders' meeting shall be composed of all shareholders. The shareholders' meeting is the authority of power of the Company and shall exercise the following functions and powers in accordance with the law:

- (I) to elect and replace the Directors and to decide on matters relating to the remuneration of Directors;
- (II) to consider and approve the report of the Board;
- (III) to consider and approve the Company's profit distribution and loss recovery plan;
- (IV) to resolve on the increase or reduction of the registered capital of the Company;
- (V) to resolve on the issuance of corporate bonds or other securities as well as listing;
- (VI) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (VII) to amend the Articles of Association;
- (VIII) to resolve on the engagement and dismissal of the Company's accounting firm and to determine its remuneration;
- (IX) to consider and approve the guarantees as provided in Article 49;
- (X) to consider the purchase or sale of material assets of the Company (including controlling subsidiaries) exceeding 30% of the Company's latest audited total assets within one year;
- (XI) to consider and approve the change of use of proceeds;
- (XII) to consider share incentive schemes and employee share ownership schemes;
- (XIII) to consider other matters and transactions that shall be decided by the shareholders' meeting as stipulated in the laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The above-mentioned functions and powers of the Shareholders' meeting shall not be exercised by the Board or other bodies and individuals on its behalf by way of delegation. The Board may be authorized by the shareholders' meeting to adopt resolutions on the issuance of corporate bonds.

The shareholders' meeting may authorize or delegate to the Board and/or the person(s) authorized by the Board such matters as it may authorize or delegate, including, without limitation, at an annual shareholders' meeting:

- (I) Subject to applicable laws, regulations and listing rules, to grant a general mandate to the Board to issue, allot and deal with additional ordinary shares not exceeding 20% of the ordinary shares in issue (or such other proportion as may be required under applicable laws, regulations and listing rules) and to authorize the Board to make such consequential amendments to the Articles of Association as it may deem fit to reflect the new capital structure following the allotment or issuance of shares;
- (II) To authorize the Board to decide, within the scope of the amount of bonds that may be issued as authorized by the shareholders' meeting, the specific terms of the issuance of domestic short-term financing bonds, medium-term notes, corporate bonds, offshore U.S. dollar-denominated bonds and other debt financing instruments, as well as related matters in accordance with the needs of production and operation, capital expenditure and market conditions, including (without limitation) determining, within the scope of the aforesaid requirements, the amount of bonds to be issued, the interest rate, the maturity period, the counterparties to the issue, as well as the production, execution and disclosure of all necessary documents.

Article 49 The following external guarantees of the Company (including controlling subsidiaries) shall be subject to the approval of the shareholders' meeting upon consideration and approval by the Board:

- (I) any external guarantee provided by the Company after the total amount of external guarantees reaches or exceeds 50% of the latest audited net assets;
- (II) any external guarantee provided by the Company after the total amount of external guarantees reaches or exceeds 30% of the latest audited total assets;
- (III) any guarantee provided by the Company within one year reaching or exceeding 30% of the latest total audited assets of the Company;
- (IV) guarantees provided to the subjects with a gearing ratio of over 70%;

- (V) guarantees where the amount of an individual guarantee exceeds 10% of the latest audited net assets;
- (VI) guarantees provided to the shareholders, actual controllers and their related (connected) parties;
- (VII) other guarantees as stipulated in laws, administrative regulations, departmental rules, prescriptive documents, regulatory rules or requirements in the place where the Company's shares are listed or the Articles of Association.

In the event that the Company suffers losses as a result of an act of external guarantee passed in violation of the approval authority and consideration procedures, the relevant Directors, senior management and other responsible parties shall bear the compensation liability in accordance with the law.

Article 50 Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting is to be held once per accounting year and shall be held within 6 months after the end of the previous accounting year.

Article 51 The Company shall convene an extraordinary shareholders' meeting within 2 months from the date of the occurrence of the fact in any of the following cases:

- (I) the number of Directors is below the quorum specified in the Company Law or less than two-thirds of the number stated in the Articles of Association;
- (II) the number of independent non-executive Directors is below the quorum;
- (III) unrecovered losses of the Company reach one-third of the total share capital;
- (IV) shareholders, individually or jointly holding 10% or more of the Company's voting shares, formally request it in writing;
- (V) the Board deems it necessary;
- (VI) suggested by the Audit Committee;
- (VII) other circumstances as stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 52 The shareholders' meeting of the Company shall be convened at the domicile of the Company or the place specified in the notice of shareholders' meeting.

Shareholders' meetings may be held on-site, by means of electronic correspondence, or through other forms permitted by laws and regulations. For shareholders' meetings held on-site, a physical meeting venue shall be arranged. The Company will also provide online voting or other means to facilitate shareholders.

The selected time and venue of the physical meeting shall be convenient for shareholders to participate in. After the notice of a shareholders' meeting is issued, the venue for convening such meeting shall not be changed without a proper reason. In the event of necessary change, the convener shall issue an announcement stating the reasons at least 2 working days prior to the date of such physical meeting.

Article 53 When convening a shareholders' meeting, the Company shall issue announcements in compliance with the Hong Kong Listing Rules and the provisions of the securities regulatory authorities of the place where the shares of the Company are listed.

Section 3 Convening of Shareholders' Meetings

Article 54 A shareholders' meeting shall be summoned by the Board. The Board shall convene the shareholders' meetings on time within the specified period.

Article 55 Subject to the consent of more than half of all the independent non-executive Directors, independent non-executive Directors are entitled to propose to the Board the convening of an extraordinary shareholders' meeting. In response to a proposal by an independent non-executive Director to convene an extraordinary shareholders' 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 provisions of the Articles of Associations, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary shareholders' meeting within 10 days after receiving the proposal.

If the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the shareholders' meeting within 5 days after a resolution of the Board is made, unless otherwise provided by the Hong Kong Listing Rules or required by the Hong Kong Stock Exchange, in which case such provisions or requirements shall prevail; if the Board does not agree to convene an extraordinary shareholders' meeting, it will state the reasons and announce such reasons.

Article 56 The Audit Committee shall have the right to propose to the Board the convening of an extraordinary shareholders' meeting and shall submit the proposal in writing to the Board. 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 provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within 10 days after receiving the proposal.

If the Board agrees to convene the extraordinary shareholders' meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed, unless otherwise provided by the Hong Kong Listing Rules or required by the Hong Kong Stock Exchange, in which case such provisions or requirements shall prevail. Any change to the original proposal in the notice is subject to the consent of the Audit Committee.

If the Board does not agree to convene an extraordinary shareholders' meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board is unable to perform or does not perform its duty to summon a shareholders' meeting, and the Audit Committee may summon and preside over the meeting on its own initiative.

Article 57 Shareholders individually or jointly holding 10% or more of the Company's voting shares are entitled to request in writing to the Board for convening an extraordinary shareholders' meeting and add proposals to the meeting agenda. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, give a written reply on whether to convene the extraordinary shareholders' meeting or not within 10 days after receipt of the request.

Should the Board approve the convening of an extraordinary shareholders' meeting, a notice is to be issued within 5 days after the Board's resolution, unless otherwise provided by the Hong Kong Listing Rules or required by the Hong Kong Stock Exchange, in which case such provisions or requirements shall prevail. Any change to the original proposal made in the notice shall be subject to the consent of the relevant shareholders.

If the Board does not agree to convene an extraordinary shareholders' meeting or fails to provide feedback within 10 days after receiving the request, the shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to propose to the Audit Committee that an extraordinary shareholders' meeting be convened and that a motion be added to the agenda of the meeting, and shall submit their request in writing to the Audit Committee. The Audit Committee shall make a decision on whether to convene the extraordinary shareholders' meeting within 10 days from receiving the request and reply to the shareholders in writing.

If the Audit Committee agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening a shareholders' meeting within 5 days of receiving the request, unless otherwise provided by the Hong Kong Listing Rules or required by the Hong Kong Stock Exchange, in which case such provisions or requirements shall prevail. Any alternation to the original proposal in the notice shall be approved by the relevant shareholders.

If the Audit Committee neglects to issue the notice within the prescribed period, it is deemed an indication of its unwillingness to convene and preside over the shareholders' meeting. Consequently, shareholders holding 10% or more of the Company's shares for a consecutive period exceeding 90 days are entitled to summon and preside over the meeting on their own initiative.

Article 58 Where the Audit Committee or the shareholders have decided to summon a shareholders' meeting on their own initiative, they shall notify the Board in writing and file with the stock exchange on which the Company's shares are listed (if necessary) in accordance with relevant laws and regulations and the Hong Kong Listing Rules.

The shareholding of the summoning shareholders shall not be less than 10% before the announcement of the resolution of the shareholders' meeting.

The Audit Committee or the summoning shareholder shall submit the relevant supporting documents (if necessary) to the stock exchange on which the Company's shares are listed in accordance with relevant laws and regulations and the Hong Kong Listing Rules when giving a notice of convening the shareholders' meeting and when announcing the resolutions of the shareholders' meeting.

Article 59 The Board and the secretary to the Board shall cooperate with the shareholders' meeting that is summoned by the Audit Committee or the shareholders on their own initiative. The Board shall provide the register of members as at the shareholding record date.

Article 60 For the shareholders' meetings summoned by the Audit Committee or the shareholders on their own initiative, the expenses necessary for the meeting shall be borne by the Company.

Section 4 Proposals and Notices of Shareholders' Meetings

Article 61 The content of the proposals of shareholders' meetings shall fall within the scope of the functions and powers of the shareholders' meeting, have clear topics and specific matters for resolution, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

Article 62 When the Company convenes a shareholders' meeting, the Board, the Audit Committee and shareholders individually or jointly holding 1% or more of the Company's shares are entitled to submit proposals to the Company.

Shareholders individually or jointly holding 1% or more of the Company's shares may submit ad hoc proposals in writing to the convener 10 days before a shareholders' meeting is convened. The convener must issue a supplementary notice for the shareholders' meeting within 2 days of receiving the proposal, which shall include the content of the ad hoc proposal, and shall submit the ad hoc proposal to the shareholders' meeting for consideration, unless it is in violation of any law, administrative regulation or the Articles of Association or not within the scope of duties and powers of the shareholders' meeting. The Company shall not increase the shareholding of shareholders who submit the provisional proposal.

Except as provided for in the preceding paragraph, the convener is prohibited from modifying the proposals outlined in the shareholders' meeting notice or introducing any new proposals after the notice of the shareholders' meeting has been issued.

Proposals not specified in the notice of shareholders' meeting or not in compliance with the provisions of the Articles of Association shall not be voted on and resolved by the shareholders' meeting.

Article 63 The convener shall notify shareholders through an announcement at least 21 days before the annual shareholders' meeting and at least 15 days before an extraordinary shareholders' meeting. The above period shall not include the day on which the meeting is convened.

Article 64 The notice of a shareholders' meeting shall contain the following particulars:

- (I) the time, venue and duration of the meeting;
- (II) matters and proposals submitted for consideration at the meeting;
- (III) contain a clear statement that: all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company;
- (IV) the share registration date of shareholders entitled to attend the shareholders' meeting;
- (V) name and telephone number of standing contact person for meeting services;

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

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

Full and complete disclosure of the full particulars of all proposals shall be made in the notice of shareholders' meeting and supplementary notice.

The interval between the shareholding record date and the date of the meeting shall be no more than seven business days. The shareholding record date shall not be changed once determined.

Article 65 Where the shareholders' meeting is to discuss matters relating to the election of Directors, full details of the candidates for Directors will be disclosed in the notice of the shareholders' meeting, including at least the following particulars:

- (I) personal circumstances such as educational background, work experience and part-time employment;
- (II) whether there is a related party (connected) relationship with the Company or the Company's controlling shareholders and actual controllers;
- (III) disclosure of the number of shareholdings in the Company;
- (IV) whether they have been penalized by the CSRC and other relevant authorities and subject to the disciplinary actions imposed by stock exchanges.
- (V) Information on newly appointed, re-elected or re-designated Directors as required to be disclosed by the securities regulatory rules of the place where the Company's shares are listed.

Except for the election of Directors by cumulative voting, each candidate for Director shall be put forward by a single proposal.

Article 66 After the notice of the shareholders' meeting is given, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the shareholders' meeting shall not be cancelled. In the event of an adjournment or cancellation, the Company or the convener shall issue an announcement and explain the reasons in

accordance with the laws and regulations and the securities regulation rules of the place where the Company's shares are listed. Where a shareholders' meeting is adjourned, the date of the adjourned meeting shall be announced in the notice.

Section 5 Holding of Shareholders' Meetings

Article 67 The Board and other conveners of the Company will take necessary measures to ensure the normal order of the shareholders' meeting. Measures will be taken to stop acts that interfere with shareholders' meetings, causing a nuisance and violate the legitimate rights and interests of shareholders and such actions will be promptly reported to the relevant authorities for investigation and handling.

Article 68 All shareholders registered in the register of members on the shareholding record date or their proxies shall be entitled to attend the shareholders' meeting, to speak at the shareholders' meeting and to exercise their voting rights (including the shareholder waives their voting right in respect of a specific matter in accordance with relevant regulations) in accordance with the relevant laws, regulations, the listing rules of the stock exchange on which the Company's shares are listed and the Articles of Association.

Article 69 A shareholder may attend a shareholders' meeting in person or appoint a proxy (who may not be a shareholder) to attend and vote on his/her behalf. Each shareholder has the right to appoint one or several proxy/proxies, while the proxy does not need to be a shareholder of the Company. If an individual shareholder attends the meeting in person, he/she should present his/her identity card or other valid documents or proofs that can identify him/her; if a proxy attends, such proxy should present his/her own valid identity document and the power of attorney of the shareholder.

In the case of a legal person shareholder, representation at the meeting is through its legal representative or a proxy appointed by the legal representative. If the legal representative attends, he/she should present his/her identity card and a valid certificate proving that he/she has the qualification of a legal representative; if a proxy attends, the proxy shall present his/her identity card and a written power of attorney issued in accordance with the law by the legal representative of the legal person shareholder (except where the shareholder is a Recognized Clearing House or its proxy as defined in the relevant ordinance in force from time to time under the laws of Hong Kong). If such legal person shareholder has appointed a proxy to attend any meeting, he/she shall be deemed to be present in person.

Where the shareholder is a Recognized Clearing House (or its proxy) defined by the relevant ordinances enacted from time to time in Hong Kong, the shareholder may authorize one or more persons it considers appropriate as its representative(s) at any shareholders' meeting and creditors'

meeting; however, if more than one person are so authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is authorized, and the power of attorney shall be issued under the hand of an authorized personnel of the Recognized Clearing House. The person(s) so authorized may represent the Recognized Clearing House (or its proxy) to attend the meeting and exercise the rights, including the right to speak and the right to vote, without the need to show the shareholding certificate, notarized power of attorney and/or further evidence to prove that they have been duly authorized, as if such person(s) were individual shareholder(s) of the Company.

Article 70 The power of attorney issued by a shareholder to appoint another person to attend a shareholders' meeting shall contain the following particulars:

- (I) name of the principal, and the class and number of shares held in the Company;
- (II) the name of the proxy;
- (III) the specific instructions of the shareholder, including the instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the shareholders' meeting, etc.;
- (IV) the date of issuance and expiration date of the power of attorney;
- (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person entity shall be affixed;
- (VI) other requirements stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

Article 71 Where a power of attorney for voting is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents, as well as the power of attorney for voting shall be deposited at the Company's domicile or at such other place as may be specified in the notice summoning the meeting not less than 24 hours prior to the relevant meeting at which the power of attorney proxies voting, or 24 hours prior to the time appointed for voting meeting of the Company as a representative.

Article 72 The register of meetings for those attending the meeting shall be produced by the Company. The register of meetings shall contain the names (or names of entities), identity card number or unified social credit identifier of the enterprise, the amount of shares held or represented with voting rights, and the names (or names of entities) of principals, etc. of those attending the meetings.

Article 73 The convener will jointly verify the legitimacy of the shareholders' qualifications based on the register of members provided by the securities registering and clearing organization and register their names and the number of shares held with voting rights. Registration of the meeting shall be closed before the presiding officer announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights.

Article 74 If the shareholders' meeting requires Directors and senior management to attend the meeting, the Directors and senior management shall attend and answer inquiries from shareholders.

Article 75 A shareholders' meeting shall be presided over by the Chairman of the Board. If the Chairman of the Board is unable to perform his duties or does not perform his duties, the vice Chairman of the Board shall perform his duties; if the vice Chairman of the Board is unable to perform his duties or does not perform his duties, a Director jointly elected by more than half of the Directors shall preside over the meeting.

The Chairman of the Audit Committee shall preside over the shareholders' meeting summoned by the Audit Committee on its own initiative. If the Chairman of the Audit Committee is unable to perform his duties or does not perform his duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting.

A shareholders' meeting summoned by the shareholders on their own initiative shall be presided over by a representative elected by the convener.

When convening a shareholders' meeting, in the event that the presiding officer of the shareholders' meeting is unable to continue the meeting in violation of the procedural rules, the shareholders' meeting may, with the consent of a majority of the shareholders present at the shareholders' meeting with voting rights, select a person to act as the presiding officer and continue with the meeting.

Article 76 The Company shall formulate the procedural rules for shareholders' meetings, setting out in detail the procedures for convening, holding and voting at shareholders' meetings, including notice, registration, consideration of proposals, voting, counting of votes, announcement

of voting results, formation of resolutions at meetings, minutes of meetings and the signing thereof, announcements, etc., as well as the principles of delegation of authority from the shareholders' meeting to the Board, the content of which shall be clear and specific. The procedural rules of the shareholders' meeting shall be annexed to the Articles of Association and shall be drafted by the Board and approved by the shareholders' meeting.

Article 77 At an annual shareholders' meeting, the Board shall make a report to the shareholders' meeting on their work during the past year. Each independent non-executive Director shall also make a report on his or her duties.

Article 78 Directors and senior management shall give explanations and clarifications in response to the shareholders' queries and suggestions at shareholders' meetings.

Article 79 The presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting on site and the total number of shares held with voting rights before the vote is taken. The number of shareholders and proxies attending the meeting on site and the total number of shares held with voting rights are subject to the meeting registration.

Article 80 Shareholders' meetings shall have minutes, which shall be maintained by the secretary to the Board. Such minutes shall record the following particulars:

- (I) The time and place of the meeting, the agenda and the name of the convener;
- (II) The names of the presiding officer of the meeting and the Directors and senior management attending or present at the meeting;
- (III) The number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the Company;
- (IV) The consideration process, major points of speeches and voting results of each proposal;
- (V) Shareholders' queries or suggestions and the corresponding answers or explanations;
- (VI) The name of the counting officers and scrutineers;
- (VII) Such other matters as required by the Articles of Association that shall be entered in the minutes of the meeting.

Article 81 The convener shall ensure that the minutes of the meeting are true, accurate and complete. The minutes shall be signed by the Directors, the secretary of the Board, the convener or his representative, the presiding officer and the record keeper attending the meeting.

The minutes shall be kept together with the register of signatures of shareholders attending on site and the power of attorney for proxy attendance, validity information on voting by internet and other means, for a period of not less than 10 years.

Article 82 The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is reached. If the shareholders' meeting is suspended or no resolution can be made due to force majeure and other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate such shareholders' meeting outright and to make an announcement in a timely manner.

Section 6 Voting and Resolutions of Shareholders' Meetings

Article 83 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting (including proxies).

A special resolution at a shareholders' meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the shareholders' meeting (including proxies).

Article 84 The following matters shall be approved by ordinary resolutions at a shareholders' meeting:

- (I) work reports of the Board;
- (II) profit distribution plans and loss recovery plans formulated by the Board;
- (III) the appointment and removal of members of the Board (non-employee representative Directors) (the removal of any Directors before the expiry of their term, provided that such removal shall not prejudice the claim of such Director for damages under any contract) and their remuneration and method of payment thereof;
- (IV) the engagement and dismissal of an accounting firm providing regular audit services to the Company and determination of its remuneration;

- (V) matters other than those explicitly required by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association to be adopted by special resolution.

Article 85 The following matters shall be approved by special resolutions at a shareholders' meeting:

- (I) increase or reduction of the registered capital of the Company;
- (II) the division, split, merger, dissolution and liquidation of the Company;
- (III) modification to the Articles of Association;
- (IV) purchase or disposal of material assets or provision of guarantees to others by the Company within 1 year with an amount exceeding 30% of the latest audited total assets of the Company;
- (V) a share incentive scheme;
- (VI) other matters stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association, and those matters perceived by the shareholders' meeting, through an ordinary resolution, to have a material impact on the Company and requiring approval by a special resolution.

Article 86 A shareholder (including shareholders' proxy) shall exercise his or her voting rights based on the number of voting shares held, each share shall have one vote. On a poll taken at a meeting, shareholders (including shareholders' proxies) having two or more votes need not cast all their votes in favour of or against, or to abstain from voting.

When the shareholders' meeting considers material matters affecting the interests of small and medium-sized investors, votes for small and medium-sized investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner in accordance with laws, administrative regulations, departmental rules, prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association.

Article 87 The Company's own shares (including treasury shares) held by the Company do not carry voting rights. Such shares shall not count towards the total number of shares with voting rights at shareholders' meetings, and would not be deposited into the Central Clearing and

Settlement System. Where a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for thirty-six months after the purchase.

Article 88 In accordance with the applicable laws, administrative regulations, departmental rules, prescriptive documents and 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.

Article 89 The Board, independent non-executive Directors, shareholders holding more than one per cent of the shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall provide full disclosure of information such as specific voting intentions to the solicited person. The solicitation of shareholders' voting rights by way of remuneration or disguised remuneration is prohibited. Except for statutory conditions, the Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

Article 90 When matters in relation to related party (connected) transactions are considered at a shareholders' meeting, the shareholders with related party (connected) relationship and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting and the number of shares with voting rights represented by them should not be counted towards the total number of valid votes; the announcement of the resolution of the shareholders' meeting shall adequately disclose the voting status of non-related (non-connected) shareholders as well as other contents as required by the securities regulatory rules of the place where the Company's shares are listed.

Article 91 Unless in exceptional circumstances such as the Company is in a crisis, the Company will not enter into contracts with persons other than Directors and senior management to place the management of all or significant business of the Company under the responsibility of such persons unless approved by a special resolution at a shareholders' meeting.

Article 92 The names of the candidates for Directors shall be put forward for voting at the shareholders' meeting by way of a proposal.

The Board shall announce the biographical details and basic information of the candidates for Directors to the shareholders. Each of the candidates for Directors shall covenant in writing that he/she accepts the nomination, his/her information disclosed publicly is true, accurate and complete, he/she meets the qualifications for the relevant post, and he/she will diligently perform his/her duties after being elected.

When the shareholders' meeting votes on the election of Directors, the cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolution of the shareholders' meeting.

When the shareholders' meeting elects two or more independent non-executive Directors, the cumulative voting system shall be applied.

Article 93 The number of votes under the cumulative voting system shall be determined as follows:

- (I) As regards the election of non-independent non-executive Directors, the product of the number of shares held by each shareholder multiplied by the number of non-independent non-executive Directors to be elected at this shareholders' meeting shall be the cumulative number of votes cast by such shareholder; for the election of independent non-executive Directors, the product of the number of shares held by each shareholder multiplied by the number of independent non-executive Directors to be elected at this shareholders' meeting shall be the cumulative number of votes cast by such shareholder;
- (II) In the event of multiple rounds of election at a shareholders' meeting, the cumulative votes of the shareholders shall be recalculated based on the number of Directors to be elected in each round of election;
- (III) The secretary to the Board of the Company shall announce the cumulative number of votes cast by the shareholders before each round of cumulative voting, and in the event that the independent non-executive Directors of the Company, scrutineers of the current shareholders' meeting or the witness lawyer have any disagreement with the announced results, verification shall be immediately carried out.

The means of voting for the cumulative voting system shall be as follows:

As regards the election of independent non-executive Directors, each shareholder is entitled to a cumulative number of votes equal to the product of the number of shares held by him/her multiplied by the number of independent non-executive Directors that he/she has the right to elect, and such votes can only be cast for independent non-executive Director candidates; for the election

of non-independent non-executive Directors, each shareholder is entitled to a cumulative number of votes equal to the product of the number of shares held by him/her multiplied by the number of non-independent non-executive Directors that he/she has the right to elect, and such votes can only be cast for non-independent non-executive Director candidates;

Article 94 The cumulative voting system shall be based on the following mechanism for the election of Directors:

- (I) When casting votes, shareholders must indicate the total number of shares of the Company held by them in the ballot paper and indicate the cumulative number of votes cast in favour of each Director candidate elected by them in the voting column of the ballot paper;

Only “for” votes shall be cast, no “against” or “abstention” votes are allowed; all shareholders shall have the right to cast their cumulative voting votes separately or collectively for any one Director candidate in accordance with their own wishes (proxies shall comply with the instructions of the authorization of the principal);

If the total number of votes used by a shareholder on a ballot paper exceeds the total number of shares legally owned by that shareholder, the ballot paper shall be invalid; if the total number of votes used by that shareholder on a ballot paper does not exceed the total number of shares legally owned by that shareholder, the ballot paper shall be valid, and the difference part shall be deemed to have waived the right to vote;

- (II) After the conclusion of the poll, based on the number of votes received by each of all candidates and subject to the number of Directors to be elected, in descending order, Directors who receive more than 1/2 of the votes of the shareholders present at the shareholders’ meeting (based on the total number of voting rights before the exercise of cumulative voting rights) shall be elected;
- (III) Where the number of candidates for Directors who receive more than 1/2 of the votes of the shareholders present at the shareholders’ meeting (based on the total number of voting rights before the exercise of cumulative voting rights) exceeds the number of candidates to be elected and the last two or more candidates have received the same number of votes, the other candidates ranked ahead of them shall be elected. For candidates receiving the same number of votes, a new round of voting shall be conducted under the cumulative voting system, candidates shall be ranked in descending order of the number of votes received and the candidate with the higher ranking shall be elected;

- (IV) Where the number of candidates for Directors who receive more than 1/2 of the votes of the shareholders present at the shareholders' meeting (based on the total number of voting rights before the exercise of cumulative voting rights) in the first round of voting is less than the number of persons proposed to be elected, a new round of voting will be conducted by applying the cumulative voting system to the candidates who have not yet been elected, candidates shall be ranked in descending order of the number of votes received, and the candidates with the higher ranking shall be selected to make up for the number of persons proposed to be elected. Where an elected candidate cannot be determined due to the same number of votes received, a new round of voting shall be conducted in accordance with the preceding provisions;
- (V) Where the number of Directors stipulated in the Articles of Association cannot be elected after three rounds of voting at the shareholders' meeting, another shareholders' meeting shall be convened within two months after the conclusion of the current shareholders' meeting for the purpose of electing the vacant Directors.

Article 95 Except for the cumulative voting system, the shareholders' meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, they will be voted on in the chronological order in which they are put forward. The shareholders' meeting shall not set aside or withhold a vote on a proposal, except for special reasons such as force majeure, which causes the shareholders' meeting to be suspended or unable to make a resolution.

Article 96 The proposal will not be amended when it is considered at the shareholders' meeting. If there is any amendment, the amendment in question shall be considered as a new proposal and cannot be voted on at the shareholders' meeting for the time being.

Article 97 Only one of the on-site, online or other voting methods can be selected for the same voting right. In the event of duplicate votes on the same voting right, the result of the first vote shall prevail.

Article 98 Any vote of shareholders at a shareholders' meeting shall be taken by poll except where the Chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Article 99 Before voting on a proposal at a shareholders' meeting, two representatives of shareholders shall be elected to take part in the counting and supervision of votes. If the matter under consideration is of interest to a shareholder, the relevant shareholders and their proxy shall not participate in the counting and supervision of votes.

When a proposal is voted on at a shareholders' meeting, the shareholder's representatives and the representatives of Audit Committee members, together with other relevant personnel appointed in accordance with the securities regulatory rules of the place where the Company's shares are listed, shall be responsible for counting and scrutinizing the votes in accordance with the aforesaid rules, and the results of the vote shall be announced on site, and the results of the vote on the resolution shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxy who vote via online or other means are entitled to check their votes through the corresponding voting system.

Article 100 The on-site meeting of shareholders' meeting shall end no earlier than the meeting held online or otherwise and the presiding officer shall announce the vote and the result of each proposal and, based on the result of the vote of each proposal, whether the proposal is adopted or not.

Until the official announcement of the voting results, the company, the vote counters, the scrutineers, the substantial shareholders, the web service provider and other parties involved in the on-site, online and other voting methods at the shareholders' meeting shall be subject to an obligation of confidentiality.

Article 101 Shareholders attending a shareholders' meeting should express one of the following opinions on the proposal put to vote: for, against or abstention, except where a securities registration and settlement institution, acting as the nominal holder of shares under the mechanism for interconnection of transactions in stock markets of the Mainland and Hong Kong, and the filing is made in accordance with the intention of the actual holder of shares.

Votes that are incomplete, misfiled, illegible, or not cast shall be deemed to be abstentions by the voter and shall be counted as "abstentions" in respect of the number of shares held by such voter.

Where the securities regulation rules of the place where the Company's shares are listed require that a shareholder shall abstain from voting on a certain resolution or limit a shareholder to cast affirmative or negative votes on a certain resolution, any votes cast by the shareholder or his or her proxy in violation of the aforesaid requirements or restrictions shall not be counted in the voting results.

Article 102 If the presiding officer is in any doubt as to the result of the resolution submitted for voting, he may organise the votes cast to be count; if the presiding officer fails to conduct a vote count and a shareholder or a shareholder's proxy present at the meeting objects to

the announcement of the result by the presiding officer, he shall be entitled to demand a count immediately after the announcement of the result of the vote, and the presiding officer shall organise a vote count immediately.

Article 103 Resolutions of the shareholders' meeting shall be announced in a timely manner in accordance with the relevant laws and regulations, departmental rules, prescriptive documents, the regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association, and the announcement shall set out detailed contents of the matters such as the number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares with voting rights of the Company, the voting method, the voting result of each proposal and the content of each resolution adopted, as well as such other contents as may be required by the securities regulatory rules of the place where the Company's shares are listed.

Article 104 The Company shall appoint its auditors, share registrar or external accountants who are qualified to serve as its auditors as scrutineer for the vote count and state the identity of the scrutineer in the announcement. The Company must state in the announcement whether or not any parties that have stated their intention in the circular to vote against the relevant resolution or to abstain have done so at the shareholders' meeting. The Company must state in the poll results announcement Directors' attendance at the shareholders' meeting.

Article 105 If the proposal is not passed, or if the current shareholders' meeting changes the resolution of the previous shareholders' meeting, a special reminder shall be included in the resolution of shareholders' meeting.

Article 106 If the shareholders' meeting adopts the relevant proposals for the election of Directors, the new Directors shall assume office on the date of adoption of the resolution at the shareholders' meeting or the effective date of their appointment as contained in the relevant resolution.

Article 107 If the shareholders' meeting adopts the proposal on distribution of cash dividend, share bonus or capitalisation of capital reserves, the Company will implement the specific project within 2 months after the conclusion of the respective shareholders' meeting.

CHAPTER V BOARD OF DIRECTORS

Section 1 Directors

Article 108 The Directors of the Company shall be natural persons, a person who is applicable to any one of the following circumstances shall not become a Director of the Company:

- (I) a person lacking civil capacity or with limited civil capacity;
- (II) being sentenced to criminal punishment for corruption, bribery, embezzlement of properties, misappropriation of properties or sabotaging the order of socialist market economy, or being deprived of their political rights for committing a crime, where not more than 5 years have elapsed since the expiration of the period of deprivation, or being announced on probation, where not more than 2 years have elapsed since the date of completion of the probation period;
- (III) a person who has served as a Director, the factory manager or the general manager of an insolvent and liquidated company or enterprise, being personally liable for the bankruptcy, within the past 3 years since the date when the bankruptcy and liquidation of the company or enterprise are completed;
- (IV) a person who has served as the legal representative of a company or enterprise whose business license was revoked or ordered to close down due to any violation of law, being personally liable for such consequences, within the past 3 years since the date when the revocation or order occurs;
- (V) being listed as a defaulter subject to enforcement by the People's Court for being liable for relatively large amount of personal debt which has become overdue;
- (VI) has been subject to a securities market entry prohibition measure imposed by the CSRC, and the period of the prohibition has not lapsed;
- (VII) persons who have been publicly ascertained by the stock exchange of the place where the Company are listed as being not suitable for serving as a Director and senior management of the Company, where the term has not expired;
- (VIII) other circumstances required by laws, administrative regulations, departmental rules, prescriptive documents, regulatory rules in the place where the Company's shares are listed or relevant regulatory authorities.

Any election or appointment in violation of the provisions of this Article shall be null and void. The Company shall dismiss a Director from office and terminate his/her duties if the circumstances under this Article arise during his or her term of office.

Article 109 The methods and procedures of nomination for the Directors shall be:

The Board and the shareholder(s) individually or jointly holding at least 3% voting shares of the Company may nominate candidates for Directors other than independent non-executive Directors, while the Board will review the qualifications, and if the candidates meet the qualifications, the Board will submit the list to the shareholders' meeting for voting.

The Board and the shareholder(s) individually or jointly holding at least 1% voting shares of the Company may nominate candidates for independent non-executive Directors, while the Board will review the qualifications, and if the candidates meet the qualifications, the Board will submit the list to the shareholders' meeting for voting. The methods and procedures of nomination for the independent non-executive Directors shall comply with the requirements of laws, regulations and other prescriptive documents.

Article 110 Directors shall be elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting prior to the expiry of their term of office. Directors shall have a term of three years and may be re-elected upon expiry of their term of office. A Director may be removed from office by an ordinary resolution of a shareholders' meeting before the expiry of his/ her term of office, provided that such removal shall be without prejudice to any claim for damages by such Director under any agreement.

Directors shall have a term of three years and may be re-elected upon expiry of their term of office, except that independent non-executive Directors who have served more than nine years shall comply with the relevant procedures required by the listing rules of the place where the Company's shares are listed.

The term of office of the Directors shall be calculated from the date of their assumption of office to the expiry of the current term of office of the Board. In the event re-election is not held in time upon the expiry of the term of office of Directors that leads to the number of Directors of the Board being lower than the quorum, the original Director shall continue to perform the duties as a Director in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association until the re-elected Director assumes office. The senior management may concurrently serve as a Director, provided that the total number of Directors who also hold the position of senior management and Directors who are employee representatives shall not exceed one-half of the total number of Directors of the Company.

Subject to the provisions of the relevant laws, administrative regulations and regulatory provisions of the place where the Company's shares are listed, if the Board appoints any new Director to fill any casual vacancy of the Board, the term of office of the newly appointed Director shall expire on the first annual shareholders' meeting after the appointment. At the same time, such Director shall be eligible for re-election.

Article 111 The Directors shall comply with the laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association, and shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. The Directors shall owe the following duties of loyalty to the Company:

- (I) Directors shall not embezzle any property of the Company, and shall not misappropriate any funds of the Company;
- (II) Directors shall not deposit any assets or funds of the Company in any accounts opened in their own names or in the name of any other persons;
- (III) Directors shall not take advantage of their powers to receive any bribes or other illegal income;
- (IV) not to enter into contracts or conduct transactions with the Company directly or indirectly. A Director who directly or indirectly enters into contracts or conducts transactions with the Company shall report to the Board or the shareholders' meeting on the matters relating to the entering into of the contract or transaction, and a resolution shall be passed by the Board or the shareholders' meeting in accordance with the provisions of the Articles of Association (close family members of the Director, enterprises directly or indirectly controlled by the Director or his/her close family members, and related (connected) persons who have other related (connected) relationships with the Directors, the same applies to entering into contracts or conducting transactions with the Company);
- (V) not to use the convenience of his/her office to secure for himself/herself or others business opportunities that belong to the Company, except for any of the following situations:
 - 1. after reporting to the Board or shareholders' meeting and being approved through a resolution of the Board or shareholders' meeting in accordance with the provisions of the Articles of Association;

2. where the Company cannot take such business opportunities in accordance with the provisions of laws, administrative regulations, or the Articles of Association.
- (VI) not to carry on a business of the same kind as that of the Company for himself or for others, without reporting to the Board or shareholders' meeting and without being approved by the Board or shareholders' meeting through resolution in accordance with the provisions of the Articles of Association;
 - (VII) not to accept commissions for their own benefit in respect of others' transactions with the Company;
 - (VIII) no unauthorised disclosure of secrets of the Company;
 - (IX) not to use their related party (connected) relationship to the detriment of interests of the Company;
 - (X) other duties of loyalty as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.

Any Directors' income in contravention of the provisions of this Article shall belong to the Company; for any damages incurred to the Company, such Director shall be liable for compensation.

Where the Board resolves on a matter specified in item (IV) and (VI) of paragraph 1 of this Article, the related Directors shall not participate in the voting and their voting rights shall not be counted towards the total number of voting rights. If less than three unrelated (unconnected) Directors attend the Board meeting, the matter shall be submitted to the shareholders' meeting for consideration.

The provisions of the item (IV) of paragraph 2 of this Article shall apply to the close relatives of Directors and senior management, enterprises directly or indirectly controlled by Directors and senior management or their close relatives, and related persons who have other associated relations with Directors and senior management when they enter into contracts or transactions with the Company.

Article 112 The Directors shall comply with the laws, administrative regulations, listing rules of the place where the Company's shares are listed and the Articles of Association and shall perform their duties to a standard that is reasonably required of a manager in the best interest of the Company and owe the following duties of diligence to the Company:

- (I) exercise the rights conferred by the Company in a prudent, conscientious and diligent manner so as to ensure that the Company's business conduct complies with the requirements of state laws, administrative regulations and various national economic policies and that its business activities do not exceed the scope of business as stipulated in its business licence;
- (II) treat all shareholders fairly;
- (III) keep abreast of the operation and management of the Company's businesses;
- (IV) sign a written confirmation of the Company's periodic reports. Ensure that the information disclosed by the Company shall be true, accurate and complete;
- (V) truthfully provide relevant information and data to the Audit Committee and shall not obstruct the Audit Committee or members of the Audit Committee in the exercise of their powers;
- (VI) other duty of diligence stipulated by laws, administrative regulations, departmental rules, the Articles of Association and the regulatory rules of the place where the Company's shares are listed.

Article 113 A Director who fails to attend the Board meetings in person or by proxy for two consecutive times shall be deemed to have failed to perform his or her duties and the Board shall recommend to the shareholders' meeting to replace such Director.

Article 114 A Director may resign before the expiration of his or her term of office. A resigning Director shall submit written resignation report to the Board. The resignation shall take effect on the day when the Company receives the resignation report. The Board will disclose the relevant circumstance within 2 trading days.

If, as a result of the resignation of a Director, the number of Directors on the Board of the Company falls below the minimum number prescribed by the law, the original Director shall continue to perform the duties as a Director in accordance with the laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the

Company's shares are listed and the Articles of Association until the newly elected Director assumes office. The Board shall summon an extraordinary shareholders' meeting as soon as possible to elect Directors to fill the vacancies caused by the Director's resignation.

Article 115 The Company has a system in place to manage the departure of Directors, which specifies safeguard measures for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. A Director shall complete all formalities for handing over to the Board when his resignation takes effect or when his term of office expires, and his duty of loyalty to the Company and its shareholders shall not ipso facto be discharged at the end of his term of office, and shall remain valid for three years after his resignation takes effect or his term of office expires. The liability that a Director bears during his/her term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.

After a Director's resignation takes effect or his term of office expires, his obligation to keep the Company's trade secrets confidential shall remain effective after his term of office ends, and he shall not use the Company's core techniques he possesses to engage in same or similar businesses as those of the Company. The duration of the other obligations shall be determined on an equitable basis, depending on the length of time between the event and the departure from office and the circumstances and conditions under which the relationship with the Company ends.

Article 116 No Director shall act on behalf of the Company or the Board in his personal capacity without the provisions of the Articles of Association or the lawful authority of the Board. Where a Director is acting in his personal capacity, he shall declare his position and identity in advance where a third party would reasonably believe that he is acting on behalf of the Company or the Board.

Article 117 A Director shall be liable for compensation as regards the damages caused to the Company if he or she violates the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in the performance of his or her duties. If a Director causes losses to others in performing his or her duties, the Company shall be liable for compensation; the Director shall also be liable for compensation if there is intentionality or gross negligence on his or her part.

Article 118 Independent non-executive Directors shall be implemented in accordance with the relevant requirements of the laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are listed and the departmental rules. An independent non-executive Director may resign before the expiration of his or her term of office. If, at any time, the independent non-executive Directors of the Company do

not meet the requirements set out in the regulatory rules of the place where the Company's shares are listed, the Company shall issue an announcement and rectify the situation in accordance with the requirements of the regulatory authority or regulatory rules of the place where its shares are listed.

Section 2 Board of Directors

Article 119 The Company shall have a Board. The Board shall consist of 9 to 11 Directors and shall have one chairman, including at least 3 independent non-executive Directors being no less than one-third of the Directors of the Company. At least one of the independent non-executive Directors must have appropriate accounting or related financial management expertise, or appropriate professional qualifications as stipulated by the stock exchange of the place where the Company's shares are listed. The Company shall have at least one independent non-executive Director who is ordinarily resident in Hong Kong.

Article 120 The Board shall exercise the following powers:

- (I) to convene shareholders' meeting and report to the shareholders' meeting;
- (II) to execute the resolutions of the shareholders' meeting;
- (III) to decide on the business plans and investment plans of the Company;
- (IV) to devise plans for profit distribution and strategies for recovering losses for the Company;
- (V) to formulate proposals for the increase or reduction registered capital, issuance of bonds or other securities, and listing plans of the Company;
- (VI) to formulate plans for material acquisitions, purchase of Company shares or merger, division, dissolution and changes in the corporate form;
- (VII) to decide on the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, related party (connected) transactions, external loans and other matters within the scope authorized by the shareholders' meeting;
- (VIII) to decide on transactions between the Company and third parties that should be reviewed and approved by the Board or require public disclosure in accordance with the Hong Kong Listing Rules;

- (IX) to determine the establishment of the Company's internal management bodies;
- (X) to appoint or remove the Company's general manager and secretary of the Board, and other senior management and any matters in relation to their compensations; to appoint or remove the Company's deputy general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;
- (XI) to formulate the basic management system of the Company;
- (XII) to formulate proposals for any amendment to the Articles of Association;
- (XIII) to manage the information disclosure of the Company;
- (XIV) to propose to the shareholders' meeting the appointment or replacement of the accounting firm that audits the Company;
- (XV) to listen to the work report of the general manager of the Company and inspect his/her work;
- (XVI) to examine and approve transactions requiring decisions of the Board (including, without limitation, transactions subject to disclosure and related party (connected) transactions) in accordance with the regulatory rules of the place where the Company's shares are listed;
- (XVII) other functions and powers conferred by laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's shares are listed, the Articles of Association, or shareholders' meeting.

When the Board makes resolutions on the aforementioned matters, except for items (V), (VI) and (XII), and matters required by laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association to be subject to the approval of two-thirds of the Directors, other matters may be resolved by more than half of the Directors.

Issues exceeding the authority granted by the shareholders' meeting must be presented to the shareholders' meeting for consideration.

Article 121 The Board of the Company shall make a statement to the shareholders' meeting regarding the non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 122 The Board of the Company shall formulate the procedural rules of the Board to ensure that the Board implements the resolutions of the shareholders' meeting, so as to improve efficiency and to ensure scientific decision-making.

Article 123 The Board shall organize relevant experts and professionals to assess material investment projects. The Board of the Company shall explain to the shareholders' meeting regarding the non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 124 The Board shall have one chairman, and could have one vice chairman. The Chairman of the Board and the vice Chairman of the Board shall be elected and removed by more than half of the Directors. The Chairman of the Board shall have a term of office of 3 years and may offer himself or herself for re-election.

Article 125 The Chairman of the Board shall exercise the following duties and powers:

- (I) to preside over the shareholders' meetings, convening and presiding over the meetings of the Board;
- (II) to supervise and check the implementation of resolutions of the Board;
- (III) to listen to the work report of the general manager of the Company and inspect his/her work;
- (IV) to determine the establishment of branches of the Company;
- (V) to decide on the appointment of Directors, supervisors and senior management of subsidiaries, nominate candidates for Directors and supervisors of subsidiaries, and recommend candidates for senior management of subsidiaries;
- (VI) to exercise other duties and powers granted by laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed or the Articles of Association.

Article 126 If the Chairman of the Board is unable to perform his duties or does not perform his duties, such duties shall be performed by the vice Chairman of the Board; if the vice Chairman of the Board is unable to perform his duties or does not perform his duties, such duties shall be performed a Director jointly elected by more than half of the Directors.

Article 127 The Board shall meet regularly, at least four times a year, approximately once a quarter, such meeting shall be convened by the Chairman of the Board, with written notice (including deliver by hand, by facsimile and by email) to all Directors 14 days prior to the meeting. The Board may convene meetings and vote by electronic communication. Regular meetings of the Board do not include the circulation of written resolutions to obtain approval of the Board.

Article 128 An extraordinary meeting of the Board may be proposed by shareholders with over one-tenth of voting rights, over one-third of the Directors or the Audit Committee. The Chairman of the Board shall convene and preside over an extraordinary Board meeting within 10 days upon receipt of the proposal.

Article 129 The notice of extraordinary meeting of the Board shall be given by: written means (including deliver by hand, by facsimile and by email). The time limit for the notice shall be: All Directors shall be notified at least 3 days prior to the meeting. If the situation is urgent and it is necessary to convene an extraordinary meeting of the Board as soon as possible, notice of the meeting may be given by telephone or other oral means at any time, but the convener shall give an explanation at the meeting. The agenda and relevant meeting documents of regular Board meetings shall be sent to all Directors in a timely manner and shall be dispatched at least 3 days before the scheduled meeting of the Board or its committees (or within other timeframe as agreed).

Article 130 The notice of meetings of Board shall include the following particulars:

- (I) date and venue of the meeting;
- (II) duration of the meeting;
- (III) subject matter and topic of the meeting, along with relevant materials;
- (IV) the date on which the notice was sent;
- (V) other particulars as stipulated in laws, administrative regulations, departmental rules, prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

Article 131 Meetings of the Board shall be held in the presence of more than half of the Directors. Except as otherwise provided in the Articles of Associations, resolutions made by the Board shall be passed by more than half of all Directors.

Voting on Board resolutions shall be made on a one-person-one-vote basis.

Article 132 The Directors who have related party (connected) relationship with the enterprise or individual involved in the matters resolved at the meeting of the Board, such Directors shall promptly report in writing to the Board. The Directors with connected relationship shall not exercise voting rights on the respective resolution, nor should they exercise voting rights on behalf of other Directors. Such meeting of Board shall be held in the presence of a majority of Directors without related party (connected) relationship and a resolution at such meeting of the Board shall be approved by more than half of the Directors without related party (connected) relationship; however, if the matter under consideration requires the approval of more than two-thirds of the Board, it shall be approved by more than two-thirds of the Directors without related party (connected) relationship. Where the number of Directors without related party (connected) relationship present at such meeting of the Board is less than three, the matter shall be submitted to a shareholders' meeting for consideration.

If otherwise stipulated by relevant laws, administrative regulations, prescriptive documents, the regulatory authority of the place where the Company's securities are listed or the Hong Kong Listing Rules, such stipulations shall be complied with at the same time.

Article 133 The voting method of the board of Directors is: registered ballot or show of hands. Unless otherwise regulated by applicable laws, administrative regulations and prescriptive documents or the Hong Kong Listing Rules, subject to the thorough expression of opinions by all Directors, the extraordinary meeting of the Board may be convened and pass by means of communication, such as telephone, facsimile, e-mail or handover of written documents for signature, etc., and signed by the participating Directors. If the Board has distributed the resolutions to all Directors, the number of Directors signing to consent the resolutions has reached the quorum, and the signed documents of the consent have been sent to the secretary of the Board through the above method, the motion will be deemed as a resolution passed by the Board, with the same legal force as the resolutions passed in the meetings of the Board convened according to the procedures regulated in relevant provisions of the Articles of Association.

Article 134 A written vote shall not be taken at a regular meeting of the Board, or considering matters that the Board is of the opinion that a substantial shareholder or a Director has a material conflict of interest as required by the Hong Kong Listing Rules, or in any other circumstances prescribed by laws and regulations, the regulatory rules of the place where the

Company's shares are listed or the Articles of Association. In addition, save for exceptions permitted under the Hong Kong Listing Rules or the Stock Exchange, a Director shall not vote on any resolution of the Board passing through any contract or arrangement or any other proposal in which he/she or his/her close associate has a material interest, nor shall he/she exercise voting rights on behalf of other Directors.

Article 135 Directors shall sign on resolutions of the Board and be liable therefor. If a resolution of the Board violates the laws, regulations or the Articles of Association, thereby causing a loss to the Company, the Directors who took part in the resolution shall be liable to the Company for damages. However, if a Director is proved to have expressed his or her opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such Director may be exonerated from liability.

Article 136 Directors shall attend meetings of the Board in person; if a Director is unable to attend for any reason, he/she may appoint in writing another Director to attend on his/her behalf, and the power of attorney shall contain the name of the proxy, the matters to be represented, the scope of authority and the period of validity, and shall be signed or sealed by the principal. The Director attending the meeting on other Director's behalf shall exercise the rights of a Director within the scope of the authorization. Directors shall not delegate or accept a proxy without voting intention, a discretionary proxy or a proxy whose scope of authority is unclear. When considering matters regarding related party (connected) transactions, Directors without related party (connected) relationship shall not entrust related party (connected) Directors as proxies to attend the meeting. Where a Director neither attends a certain meeting of the Board nor appoints a proxy to attend such meeting, it shall be deemed as a waiver of his or her voting rights at the respective meeting.

Article 137 The Board shall make minutes of the decisions made on the matters discussed, and the Directors present at the meeting shall sign on the minutes.

Minutes of meetings of Board shall be kept as archives of the Company for a period of not less than 10 years, and a complete copy of which shall be sent to each Director as soon as possible. Any Director may inspect the minutes at a reasonable time after giving reasonable notice to the Company.

Article 138 Minutes of meetings of Board shall include the following particulars:

- (I) date and venue of the meeting and the name of the convener;
- (II) names of the Directors present and the names of Directors (proxies) entrusted by others to attend the meeting of Board;

- (III) meeting agenda;
- (IV) key points of the Directors' speeches;
- (V) the manner of voting and the result of each resolution (the result of the vote shall indicate the number of votes cast in favour, against or abstentions);
- (VI) such other contents specified in the terms of reference of the Board.

Article 139 The Directors shall take responsibility for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association and resolutions of the shareholders' meeting, thereby causing the Company to sustain a material loss, the Directors who took part in the resolution shall be liable to the Company for damages. However, if a Director is proved to have expressed his or her opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such Director may be exonerated from liability.

Section 3 Independent Non-Executive Directors

Article 140 The Company shall establish independent non-executive Directors. Independent non-executive Directors shall mean Directors who do not take up any position in the Company other than as a Director, do not have any direct or indirect interest with the Company, its substantial shareholder or its actual controllers, and have no relationship that may affect such Directors' independence and objectiveness.

Article 141 The independent non-executive Directors shall diligently perform their duties in accordance with the laws, administrative regulations, requirements of the CSRC, the stock exchange of the place where the Company's shares are listed and the Articles of Association, play a role in participating in decision-making, supervision, check and balance, and providing professional advice in the Board, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 142 Independent non-executive Directors shall remain independent. The following individuals may not serve as independent non-executive Directors:

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

- (II) natural person shareholders directly or indirectly holding more than 1% of issued shares of the Company or among top ten shareholders of the Company and their spouses, parents and children;
- (III) persons holding office in any shareholder directly or indirectly holding more than 5% of issued shares of the Company or in the top five shareholders of the Company and their spouses, parents and children;
- (IV) persons holding office in any affiliate of the controlling shareholders or actual controllers of the Company and their spouses, parents and children;
- (V) persons who have material business dealings with the Company or its controlling shareholders or actual controllers or their respective affiliates or who hold office in any entity having material business dealings or its controlling shareholders or actual controllers;
- (VI) persons providing financial, legal, consulting, sponsoring or other services to the Company, its controlling shareholders, actual controllers or their respective affiliates, including but not limited to all members of the project team of an intermediary providing services, reviewers at all levels, persons signing reports, partners, Directors, senior management and principals;
- (VII) persons who have been in the situations listed in the items (I) to (VI) hereof within the last 12 months;
- (VIII) other persons who are not independent as stipulated by the laws, administrative regulations, requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

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

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

Article 143 A person to serve as an independent non-executive Director of the Company shall meet the following conditions:

- (I) being qualified to serve as Director of the Company according to the laws, administrative regulations, the listing rules of the stock exchange of the place where the Company's shares are listed and other relevant provisions;
- (II) meeting the independence requirements of the Articles of Association;
- (III) having basic knowledge of the operation of companies and being familiar with relevant laws, regulations and rules;
- (IV) having more than five years of legal, accounting or economic work experience necessary to perform the duties of an independent non-executive Director;
- (V) having good personal morality, with no bad records such as major dishonesty, etc.;
- (VI) other conditions stipulated by the laws, administrative regulations, requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

Article 144 As members of the Board, the independent non-executive Directors owe fiduciary duties and diligence to the Company and all shareholders and shall prudently perform the following duties:

- (I) to participate in the decision-making of the Board and provide explicit opinions on the matters discussed;
- (II) to supervise matters that indicate potential material conflict of interest between the Company and its controlling shareholders, actual controllers, Directors and senior management so as to protect legitimate rights and interests of minority shareholders;
- (III) to provide professional and objective advice on the Company's operations and development, thereby facilitating improvement in the standard of the decision-making of the Board;
- (IV) other duties stipulated by the laws, administrative regulations, requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

Article 145 Independent non-executive Directors shall exercise the following functions and powers:

- (I) independently engage intermediaries to audit, provide consultation on or verify specific matters of the Company;
- (II) propose the convening of extraordinary general meetings to the Board;
- (III) propose the convening of Board meetings;
- (IV) openly solicit shareholders' rights from shareholders in accordance with the laws;
- (V) express independent opinions on matters potentially detrimental to interests of the Company or its minority shareholders;
- (VI) other functions and powers as provided by the laws, administrative regulations, requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

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

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

Article 146 The following matters shall be approved by more than half of all the independent non-executive Directors of the Company before submitting to the Board for consideration:

- (I) disclosable connected transactions;
- (II) proposed changes or waivers of undertakings by the Company and the relevant parties;
- (III) decisions made and measures taken by the Board of an acquired company in relation to an acquisition;

(IV) other matters as provided by the laws, administrative regulations, the requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares and the Articles of Association.

Article 147 The Company shall establish a mechanism for special meetings which will be attended by independent non-executive Directors only. Matters such as connected transactions to be considered by the Board shall be approved in advance by a special meeting of the independent non-executive Directors.

The Company shall convene special meetings of the independent non-executive Directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of paragraph 1 of Article 145 and in Article 146 of the Articles of Association shall be considered by a special meeting of the independent non-executive Directors.

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

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

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

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

Section 4 Special Committees under the Board of Directors

Article 148 The Board of the Company shall establish an Audit Committee.

Article 149 The Audit Committee consists of three Directors who do not serve as senior management of the Company, including two independent non-executive Directors, and the accounting professional of the independent non-executive Directors is the convener.

Article 150 The Audit Committee exercises the following functions and powers:

- (I) to disclose financial information in financial accounting reports and periodic reports, and internal control evaluation reports;
- (II) to appoint or dismiss the accounting firm that undertake the Company's auditing business;
- (III) to appoint or remove the Company's chief financial officer;
- (IV) to make changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;
- (V) to review and provide written opinions of review on the periodic reports of the Company prepared by the Board and sign written confirmation opinions;
- (VI) to inspect the financing circumstance of the Company;
- (VII) to supervise the conduct of Directors and senior management in performing their duties and to propose the dismissal of Directors and senior management who violate the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;
- (VIII) to require Directors and senior management to rectify their actions when such actions are detrimental to the interests of the Company;
- (IX) to propose the convening of an extraordinary general meeting and to summon and preside over shareholders' meetings when the Board does not perform its duties to summon and preside over shareholders' meetings as provided for in the Company Law;
- (X) to submit proposals to the shareholders' meeting;
- (XI) to act on behalf of the Company in negotiation with a Director or bringing an action against a Director, or to institute legal actions against Directors and senior management in accordance with the provisions of the Company Law;
- (XII) to review the financial information such as the financial report, business reports and profit distribution plans to be submitted by the Board to the meetings and to engage certified public accountants or practicing auditors in the name of the Company and at the Company's expense to assist in the review whenever queries arise;

(XIII) to conduct investigations when abnormalities are discovered in the Company's operation; if necessary, professional bodies such as accounting firms and law firms may be engaged to assist in the work at the Company's expense;

(XIV) may request reports on the performance of duties from Directors and senior management;

(XV) such other powers granted by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association.

Items (I) to (IV) of paragraph 1 of this Article shall be submitted to the Board for consideration after the approval by a majority of all members of the Audit Committee.

Article 151 The Audit Committee shall hold at least one meeting every half-year, and may hold an extraordinary meeting when two or more members propose, or when the convenor deems it necessary. A meeting of the Audit Committee shall only be held with the attendance of more than two-thirds of the members.

Resolutions made by the Audit Committee shall be approved by more than half of the members of the Audit Committee.

The voting on the resolution of the Audit Committee shall be one person one vote.

The Board is responsible for formulating the working procedures of the Audit Committee.

Article 152 The Audit Committee shall record the decisions made on matters discussed in written meeting minutes, which shall be signed by all members present at the meeting.

The members of the Audit Committee shall have the right to request that certain explanatory notes be made in the minutes of their speeches at the meeting. The minutes of meeting of Audit Committee shall be kept as archives of the Company for a period of not less than 10 years.

Article 153 The notice of meetings of the Audit Committee shall include the following particulars:

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

(II) subject matter and topic thereof;

(III) the date on which the notice was sent.

Article 154 The Board of the Company shall establish special committees including the Nomination Committee, the Remuneration and Appraisal Committee. The Board shall be responsible for formulating the working procedures of the special committees.

Article 155 The Nomination Committee is responsible for formulating the standards and procedures for the selection of Directors and senior management members, selecting and reviewing the candidates for Directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

- (I) nominating or removing of Directors;
- (II) appointing or dismissing senior management;
- (III) other matters as provided by laws, administrative regulations, the requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for not adopting in the resolution of the Board and disclose the same.

Article 156 The Remuneration and Appraisal Committee is responsible for formulating the evaluation criteria for Directors and senior management and conducting the evaluation, preparing and reviewing the remuneration policies and programs for Directors and senior management such as the mechanism for determining the remuneration of Directors and senior management, the decision making process, and the arrangements for the payment and stoppage of recourse, and making recommendations to the Board on the following matters:

- (I) the remuneration of Directors and senior management;
- (II) formulating or changing the share incentive scheme and employee share ownership scheme, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits;
- (III) arranging share ownership schemes for Directors and senior management in the subsidiaries proposed to be spun off;

(IV) other matters as provided by laws, administrative regulations, the requirements of the CSRC, the listing rules of the stock exchange of the place where the Company's shares and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for not adopting in the resolution of the Board and disclose the same.

CHAPTER VI GENERAL MANAGER AND OTHER SENIOR MANAGEMENT

Article 157 The Company shall have one general manager who shall be appointed or dismissed by the Board. The Company shall have a number of deputy general managers, who shall be appointed or dismissed by the Board.

Article 158 Senior management owe a duty of loyalty and diligence to the Company and shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. The provisions of Article 111 of the Articles of Association concerning the duty of loyalty of Directors and Article 112 concerning the duty of diligence shall also apply to senior management.

Article 159 A person who holds a position other than that of a Director in the entities of the controlling shareholder or de facto controller of the Company shall not act as senior management of the Company.

Senior management of the Company shall receive their salaries only at the Company and shall not be paid by the controlling shareholder on behalf of the Company.

Article 160 The general manager shall have a term of three years for each session, and the general manager may be reappointed upon re-election.

Article 161 The general manager shall be accountable to the Board and is vested with the following powers:

- (I) to preside over the production and management works of the Company, organizing the implementation of resolutions of Board and report to the Board;

- (II) organizes the implementation of the Company's annual business plan and investment plan;
- (III) drafts plans for the establishment of the Company's internal management bodies;
- (IV) drafts the basic management system of the Company;
- (V) formulates the specific rules and regulations of the Company;
- (VI) proposes to the Board the appointment or dismissal of deputy general managers, chief financial officer and other senior management of the Company;
- (VII) decides on the appointment or dismissal of responsible management personnel other than those who should be appointed or dismissed by decision of the Board;
- (VIII) exercises other powers conferred by the Articles of Association or the Board.

The general manager is required to attend meetings of Board.

Article 162 The general manager shall formulate a set of detailed rules for the work of the general manager and submit to the Board for approval before implementation.

Article 163 The detailed rules for the work of the general manager shall include the following particulars:

- (I) the conditions and procedures for convening the meeting of the general manager and the persons to attend such meetings;
- (II) the specific responsibilities of each of the general manager and other senior management and their division of job duties;
- (III) the authority of utilisation of the Company's funds and assets, the authority to enter into material contracts, and the reporting system to the Board;
- (IV) such other matters as the Board deems necessary.

Article 164 The general manager may resign before the expiration of his or her term of office. The specific procedures and methods relating to the resignation of the general manager shall be set out in the employment contract between the general manager and the Company.

Article 165 The appointment and removal of the deputy general manager shall be proposed by the general manager and appointed or dismissed by the Board, and the deputy general manager shall assist the general manager in his work.

Article 166 The Company shall have a secretary to the Board, who shall be responsible for the preparation of shareholders' meetings and meetings of Board of the Company, the custody of documents and the management of the shareholders' information of the Company, and the handling of information disclosure matters.

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

Article 167 The senior management shall be liable for compensation as regards the damages caused to the Company if he or she violates the provisions of laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association in the performance of his or her duties. Where senior management causes damage to others in the execution of his or her duties, the Company shall be liable for compensation. If such senior management acted with intent or gross negligence, they shall be liable for damages.

Article 168 Senior management of the Company shall faithfully perform their duties to safeguard the best interests of the Company and all its shareholders. Senior management who failed to faithfully perform their duties or breach their duty of good faith and cause damage to the interests of the Company and shareholders shall be liable for compensation.

CHAPTER VII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 169 The Company shall formulate its financial accounting system in accordance with the laws, administrative regulations, the regulatory rules in the place where the Company's shares are listed and the provisions of relevant state departments. The Company shall prepare a financial report at the end of each accounting year, and verification and review of the financial report shall be conducted in accordance with the laws.

Article 170 The Company shall adopt the Gregorian calendar year as its fiscal year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year. The Company shall prepare financial and accounting reports at the end of each fiscal year. Such reports

shall be audited by an accounting firm in accordance with the law. Financial and accounting reports shall be prepared in accordance with provisions of relevant laws, administrative regulations and departmental rules.

If relevant laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed and the relevant regulations of the Hong Kong Stock Exchange have otherwise provisions on the above announcement, such provisions shall prevail.

Article 171 The Company shall publish results announcements twice every fiscal year, namely an interim results announcement within sixty days after the end of the first six months of each fiscal year and an annual results announcement within three months after the end of the fiscal year.

Article 172 The Company shall not keep accounts other than those provided by law. Any assets of the Company shall not be kept under any account opened in the name of any individual.

Article 173 When the Company distributes its after-tax profits for a given year, it shall set aside 10% of profits for its statutory common reserve. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve reaches at least 50% of its registered capital.

If the Company's statutory common reserve is insufficient to make up losses for previous years, the Company shall use its profits for the current year to make up such losses before making the allocation to its statutory common reserve in accordance with the preceding paragraph.

After making the allocation from its after-tax profits to its statutory common reserve, the Company may, subject to a resolution of the shareholders' meeting, make an allocation from its after-tax profits to the discretionary common reserve.

After the losses have been made up and common reserves have been drawn, the remaining profits shall be distributed to in light of the proportions of shares held by shareholders, unless it is not permitted in the laws and regulations, the regulatory rules of the place where the Company's securities are listed, the Hong Kong Listing Rules or the Articles of Association to distribute profits according to the proportions of shares held by shareholders.

If the Company distributes profit to shareholders in violation of the Company Law and the provisions of the Articles of Association, the shareholders shall return such distributed profits to the Company. The shareholders and the responsible Directors and senior management shall be liable for compensation if the Company suffered losses therefrom.

The shares held by the Company shall not participate in the profit distribution.

Article 174 The reserves of the Company shall be used to cover the Company's losses, expand its production and operation, or be converted to increase the Company's capital.

When the reserves are used to cover the losses of the Company, the discretionary reserve and the statutory reserve shall be prioritized; the capital reserve may be used in accordance with the regulations if such reserves are not sufficient to cover the losses.

The capital common reserve fund shall include the following funds:

- (I) The premiums obtained from the issue of shares in excess of the par value;
- (II) Other revenue required by the State Council's department in charge of finance to be included in the capital common reserve fund.

When statutory common reserve is converted into capital, the remaining balance of that reserve fund shall not be less than 25% of the registered capital of the Company before the conversion.

Article 175 After the resolution on the profit distribution plan is made at the shareholders' meeting of the Company, the Board of the Company shall complete the distribution of dividends (or bonus shares) within 2 months after the shareholders' meeting.

Article 176 The Company shall implement a proactive profit distribution policy based on the principle of "equal shares, equal profits", at the end of each accounting year, the Board of the Company shall propose a profit distribution plan and a plan for making up losses based on the operating results of the year and future production and business project, which shall be implemented after being considered and approved by the shareholders' meeting.

- (I) Principles for profit distribution

The Company implements a proactive profit distribution policy that emphasises a reasonable return on investment for investors and takes into account the sustainable development of the Company, and the profit distribution policy shall maintain continuity and stability. The Company may distribute profits in the form of cash, shares or a combination of cash and shares, and the distribution of profits shall not exceed the extent of accumulated distributable profits and shall not impair the Company's ability to continue as a going concern.

(II) Decision-making process and mechanism for profit distribution

1. The annual profit distribution proposal of the Company shall be prepared by the Board, taking into account the Company's profitability and the supply and demand of funds. When the Board considers a specific proposal for cash dividends, it shall seriously study and discuss matters such as the timing, conditions and minimum percentage of cash dividends, the conditions for adjustments and the requirements of its decision-making procedures, etc. The independent non-executive Directors shall review the profit distribution proposal and express their definitive opinions, and the proposal shall be submitted to the shareholders' meeting for consideration after being approved by the Board.
2. Where the Board of the Company makes a plan not to implement profit distribution or to implement a profit distribution plan that does not include cash distribution, the Board shall disclose in the regular report the reasons for not implementing profit distribution or implementing a profit distribution plan that does not include cash distribution, and the independent non-executive Directors shall express their independent opinions in this regard. The undistributed profits of the Company for the year will be utilised to meet the Company's normal production and operation requirements and long-term development needs.

(III) The Company's policies for profit distribution

1. Distribution Principles: The Company implements a proactive profit distribution policy that emphasises a reasonable return on investment for shareholders and takes into account the sustainable development of the Company, and the profit distribution policy would maintain continuity and stability.
2. Distribution method: The Company may distribute profits in the form of cash, shares or a combination of cash and shares, where the conditions for cash dividends are met, cash dividends will take precedence over share dividends.
3. Distribution cycle of dividend: In principle, the Company shall distribute profits at least once a year. The Board of the Company may propose the Company to make interim profit distribution and special profit distribution and submit them to the shareholders' meeting of the Company for approval in the light of the Company's profitability and capital requirements.

4. Conditions for distribution of cash dividend: Where the Company has made a profit in the previous accounting year and the cumulative distributable profit was positive, the Company shall carry out distribution of cash dividends provided that the Company's capital requirements for normal production and operation are met.

The Company shall appoint one or more receiving agents in Hong Kong for the purpose of receiving dividends declared by the Company in respect of its securities listed on SEHK and other sums payable by it, and the receiving agent(s) shall hold such sums in trust for the holders of such securities pending payment to such holders.

The recipient agents appointed by the Company shall meet the requirements of the laws of the place(s), or the relevant regulations of the securities exchange(s), where the shares are listed.

In the case of profit distribution by means of share dividends, the Board of the Company shall explain the factors justifying the adoption of share dividends for profit distribution.

- (IV) The Company's profit distribution policy will maintain continuity and stability, and if it is necessary to adjust the profit distribution policy as a result of significant changes in the external business environment or its own operating conditions, the adjustment shall be based on the protection of shareholders' rights and interests, and the Board and the Audit Committee of the Company shall study and discuss the matter, and shall discuss and explain the reasons for the adjustments in the proposal for the shareholders' meeting taking into account the competitive conditions of the industry, the Company's financial conditions, and the planning of the Company's capital requirements, etc.. The resolution on adjusting the profit distribution policy shall be submitted to the shareholders' meeting of the Company for approval after consideration by the Board and examination by the Audit Committee, and the independent non-executive Directors shall express their independent opinions thereon, and the adjusted profit distribution policy shall not be in contravention of the relevant regulations of CSRC and the stock exchange of the places where the Company is listed.
- (V) In the event of appropriation of the Company's funds by a shareholder in violation of requirements, the Company shall deduct the cash dividends to be distributed to such shareholder to reimburse the funds appropriated by the shareholder.

- (VI) Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other amounts are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average offer rate for the relevant foreign currency announced by the People's Bank of China during the calendar week prior to the declaration of payment of dividend and other amounts.
- (VII) The payment of cash dividends and other payments by the Company to the shareholders of domestic shares shall be paid in RMB. The payment of cash dividends and other payments by the Company to shareholders of unlisted foreign shares shall be denominated and declared in RMB and paid in foreign currencies. The payment of cash dividends and other payments by the Company to shareholders of overseas listed shares shall be denominated and declared in RMB and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other payments by the Company to shareholders of overseas listed shares shall be handled according to the relevant national regulations on foreign exchange management.

Section 2 Internal Audit

Article 177 The Company shall adopt an internal audit system to clarify the leadership system, responsibilities and authorities, personnel allocation, financial guarantee, application of audit results and accountability for internal audit work.

The internal audit system of the Company shall come into effect upon the approval of the Board and disclosed to public.

Article 178 The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other matters.

The internal audit institution shall maintain independence, appoint full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.

Article 179 The internal audit institution shall be accountable to the Board of Directors.

During the supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit institution shall accept the supervision and guidance of the Audit Committee. If the internal audit institution discovers relevant major issues or clues, it shall immediately report directly to the Audit Committee.

Article 180 The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the Audit Committee.

Article 181 When the Audit Committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 182 The Audit Committee shall participate in the evaluation of the person in charge of internal audit.

Section 3 Appointment of Accounting Firm

Article 183 The Company shall engage an independent accounting firm that complies with the relevant national regulations and the regulatory requirements of the place where the Company's shares are listed to carry out audits of accounting statements, verification of net assets and other relevant consulting services, etc., for a term of one year commencing from the conclusion of the current annual shareholders' meeting of the Company to the conclusion of the next annual shareholders' meeting of the Company, with the possibility of renewal.

Article 184 The decision on the appointment, dismissal or non-renewal of the accounting firm shall be made by an ordinary resolution of the shareholders' meeting, and the Board shall not appoint an accounting firm before the decision is made by a shareholders' meeting.

Article 185 The Company undertakes to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information to the accounting firm it engages, without refusal, conceal or misrepresentation.

Article 186 The audit fees of the accounting firm shall be determined by the shareholders' meeting.

Article 187 When the Company dismisses or does not renew the engagement of the accounting firm, the accounting firm shall be notified 30 days in advance and allowed to present its views when the shareholders' meeting of the Company carries out voting on the dismissal of such accounting firm is taken.

If the accounting firm resigns, it shall explain to the shareholders' meeting whether there are any improper circumstances in the company.

Article 188 If the position of an appointed accounting firm is vacant, the Board may, before convening the general meeting, appoint an accounting firm and determine its remuneration, but it shall be confirmed at the next general meeting. However, if the Company has other incumbent accounting firm during the vacant period, such accounting firm shall still perform their duties.

CHAPTER VIII NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 189 Subject to the laws, administrative regulations, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, notices of the Company shall be given in the following forms:

- (I) by hand;
- (II) by mail;
- (III) by facsimile, email, text message, etc., in a way that tangibly represents the content therein;
- (IV) by way of announcement (including on the designated website and the Company's website in the manner prescribed by the stock exchange of the place where the Company's shares are listed);
- (V) such other means stipulated by laws, administrative regulations, departmental rules, these Articles of Association and the relevant regulatory rules of the place where the Company's shares are listed.

Article 190 For the means by which the Company provides or delivers communications of the Company to the holders of the H Shares pursuant to Hong Kong Listing Rules, such communications may be published on the website designated by the Company and/or the website of the Hong Kong Stock Exchange or by electronic means provided or delivered to the holders of the H Shares under the precondition of conforming to the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. For the purpose of the foregoing paragraph, communications of the Company shall mean any document delivered or to be delivered by the Company for the reference of any holder of the H Shares or other people required in Hong Kong Listing Rules, or for taking any action. The notice of convening shareholders' meetings shall be delivered to all Directors by hand, email, mail, announcement or other means required by the Terms of Reference of the shareholders' meeting.

Article 191 Subject to the laws, administrative regulations, listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association, notices sent by way of public announcement by the Company shall be deemed to have been received by all relevant parties after the publication of such announcement.

Article 192 A notice of convening shareholders' meetings of the Company shall be served by way of an announcement. Announcement shall be published on media designated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the shares of the Company are listed for information disclosure.

Article 193 The notice of convening meetings of the Board shall be delivered to all Directors by telephone, fax, email, announcement or other means required by the procedural rules of the Board.

Article 194 The notice of convening meetings of the Audit Committee shall be delivered to all members of the Audit Committee by telephone, fax, email, announcement or other means required by the procedural rules of the Audit Committee.

Article 195 For the notice of the Company delivered by hand, the recipient shall sign (or chop) on the reply slip upon delivery and the receipt date of the recipient shall be the date of delivery. For the notice delivered by post, the delivery date shall be 10 business days after the mail has been handed to the post office. For the notice served by way of announcement, the delivery date shall be the first publication date of the announcement. For the notice delivered by telephone or fax, the delivery date shall be the date of the return receipt of the fax.

Article 196 The accidental omission to give the notice of a meeting to, or the failure to receive the notice of a meeting by any person entitled to receive such notice, shall not invalidate the meeting or the resolutions passed thereat.

Article 197 Where the relevant regulations of the securities regulatory authority of the place where the shares of the Company are listed require the Company to deliver, dispatch, distribute, issue, publish or otherwise provide the relevant documents of the Company in both English and Chinese versions, the Company may (as indicated by the shareholders) deliver either English text or the Chinese text to the relevant shareholders if the Company has made appropriate arrangements to determine whether its shareholders wish to receive the English text or the Chinese text only, and to the extent permitted by and in accordance with the applicable laws and regulations.

Article 198 The Company shall issue announcements and disclose information to domestic shareholders through newspapers and websites designated by laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. If an announcement is required to be delivered to the holders of H Shares under the Articles of Association, such announcement shall also be published in the designated websites and/or websites of the Company in the form as required by the Hong Kong Listing Rules.

Section 2 Announcement

Article 199 The Company shall regard the media and websites designated by the CSRC and the stock exchange of the place where the shares of the Company are listed for information disclosure as its media for publishing corporate announcement and other disclosable information.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 200 Merger of the Company may take the form of absorption or establishment of a new company.

In case of merger by absorption, a company absorbs any other company and the absorbed company shall be dissolved. In case of merger by new establishment, two or more companies merge into a new one and the parties to the merger are dissolved.

Article 201 If the consideration paid for the merger does not exceed ten percent of the Company's net assets, it may be implemented without a resolution of the shareholder's meeting, except as otherwise provided in the Articles of Association. Where a merger is effected without a shareholder's meeting resolution in accordance with the preceding paragraph, it shall be subject to a resolution of the Board.

Article 202 Where the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of adoption of the merger resolution and shall publish an announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days from the date of such resolution.

A creditor may, within 30 days from the date of receipt of the written notice or, if he/she does not receive a written notice, within 45 days from the date of the announcement, require the Company to pay off its debt or to provide corresponding guarantees.

Article 203 After the Company is merged, the claims and debts of each party to the merger shall be assumed by the Company surviving the merger or the new company established resulting from the merger.

Article 204 Where there is a division of the Company, its assets shall be divided accordingly.

Where there is a division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the division resolution and shall publish an announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days from the date of such resolution.

Article 205 Unless otherwise agreed in a written agreement has been entered into, before the division, between the Company and its creditors in relation to the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the companies surviving the division.

Article 206 Where the Company reduces its registered capital, a balance sheet and an inventory of assets will be prepared.

The Company shall notify its creditors within 10 days from the date of the resolution on the reduction of its registered capital at the shareholders' meeting and shall publish an announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. A creditor has the right within 30 days from the receipt of the notice or, in case where it fails to receive such notice, within 45 days from the date of the announcement, to demand the Company to pay off its debts or provide corresponding guarantees.

In case of any reduction in registered capital, unless otherwise provided by laws or the Articles of Association, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the capital contributed by the shareholders or their shareholdings.

Article 207 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 of incorporation in accordance with the laws.

If the Company increases or decreases its registered capital, it shall apply for a registration of the change with the Company registration authority in accordance with the law.

Article 208 Where the Company still incurs losses after making up its losses in accordance with paragraph 2 of Article 174 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share.

The provisions of the paragraph 2 of Article 206 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding article. The Company shall publish an announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at the shareholders' meeting.

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

Article 209 If the reduction of the registered capital is in violation of the laws, regulations or the provisions of the Articles of Association, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable Directors and senior management shall be liable for compensation.

Section 2 Dissolution and Liquidation

Article 210 The Company shall be dissolved for the following reasons:

- (I) the term of its operations as is stipulated in the Articles of Association has expired or events of dissolution specified in the Articles of Association have occurred;
- (II) the shareholders' meeting resolves to dissolve the Company;
- (III) dissolution is necessary due to merger or division of the Company;
- (IV) the business license of the Company is revoked; the Company is ordered to close down or be revoked in accordance with the law;

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

In the event of occurrence of any cause leading to the dissolution of the Company as stipulated in the preceding paragraph, such dissolution cause shall be published on the National Enterprise Credit Information Publicity System within 10 days upon its occurrence.

Article 211 Under the circumstance described in items (I) and (II) of Article 210 in the Articles of Association, if no property has been distributed to its shareholders, the Company may continue to exist by amending the Articles of Association or with approval of the shareholders' meeting.

Amendments to the Articles of Association or obtaining approval of the shareholders' meeting pursuant to the preceding paragraph shall be subject to the approval of shareholders representing more than two-thirds of the voting rights present at the shareholders' meeting.

Article 212 Where the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 210 in the Articles of Association, it shall be liquidated. The Directors, who are the liquidation obligors of the Company, shall form a liquidation committee to carry out liquidation within 15 days after the occurrence of the cause of dissolution.

The liquidation committee shall be composed of Directors or persons determined by the shareholders' meeting, unless the shareholders' meeting resolves to elect another person.

If the liquidation obligor fails to fulfil its liquidation obligations in time and causes losses to the Company or creditors, it shall be liable for compensation.

Where the Company shall be liquidated in accordance with the provisions of paragraph 1 of this article, and if the liquidation committee is not established for liquidation after the deadline, or no liquidation is carried out after the establishment of the liquidation committee, the interested parties may apply to a People's Court for appointing the relevant persons to form a liquidation committee for the purpose of liquidation.

Where the Company is dissolved as a result of the provisions of item (IV) of paragraph 1 of Article 210 of the Articles of Association, the department that made the decision to revoke the business license, ordered the closure or revocation or the company registration authority may apply to a People's Court to appoint relevant persons to form a liquidation committee for liquidation.

Article 213 During the liquidation period, the liquidation committee shall exercise the following duties and powers:

- (I) to liquidate the Company's assets and to separately prepare a balance sheet and an inventory of assets;
- (II) to notify and issue announcement to creditors;
- (III) to deal with the outstanding business of the Company in connection with its liquidation;
- (IV) to settle outstanding taxes and the taxes arising from the liquidation process;
- (V) to settle claims and debts;
- (VI) to distribute the remaining property of the Company after settlement of its debts;
- (VII) to represent the Company in civil litigation activities.

Article 214 The liquidation committee shall notify the creditors within 10 days from the date of its establishment and shall make an announcement in designated newspapers and periodicals or on the National Enterprise Credit Information Publicity System and in the manner required by the stock exchange of the place where the shares of the Company are listed within 60 days. The creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice or, if they have not received the notice, within 45 days from the date of the announcement.

The creditors filing claims should state the relevant matters of the claim and provide supporting documents. The liquidation committee shall register creditor's rights.

During the period of filing claims, the liquidation committee shall not pay off the creditors.

Article 215 After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and an inventory of assets, it shall formulate a plan of liquidation for submission to the shareholders' meeting or to the People's Court for confirmation.

The remaining property of the Company, after payment of liquidation expenses, salaries, social insurance costs and statutory compensation of employees, payment of outstanding taxes and settlement of the Company's debts respectively, shall be distributed by the Company in accordance with the class and proportion of shares held by the shareholders.

During the liquidation period, the Company shall survive but shall not carry out business activities unrelated to the liquidation.

The properties of the Company shall not be distributed to its shareholders until paid out in accordance with the provisions of the preceding paragraph.

Article 216 Where the liquidation committee, after liquidating the Company's assets and preparing a balance sheet and an inventory of assets, finds that the Company's assets are insufficient to settle its debts, it shall legally apply to the People's Court for bankruptcy and liquidation of the Company.

After People's Court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator appointed the People's Court.

Article 217 Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders' meeting or the People's Court for confirmation and report to the company registration authority and apply for cancellation of the Company.

Article 218 The members of the liquidation committee shall perform their duties of liquidation and shall have the obligations of loyalty and diligence.

Members of the liquidation committee shall be liable for any loss caused to the Company as a result of their negligence in performing their liquidation duties; and shall be liable for any loss caused to the Company or creditors as a result of their willfulness or gross negligence.

Article 219 Where the Company has not incurred any debts during its existence, or has settled all its debts, the Company's registration may be cancelled through a simplified procedure in accordance with the provisions upon the commitment of all shareholders.

Cancellation of company registration through the simplified procedure shall be announced through the National Enterprise Credit Information Publicity System for a period of not less than 20 days. If there is no objection after the expiration of the announcement period, the Company may apply to the company registration authority for deregistration of the Company within 20 days.

If the Company deregistered through a simplified procedure, the shareholders who have made an untrue commitment to the contents specified in paragraph 1 of this article shall be jointly and severally liable for the debts incurred before the deregistration.

Article 220 If the Company has been revoked its business license, ordered to close down or revoked, and has not applied to the company registration authority for cancellation of the company registration for three years, the company registration authority may make an announcement through the National Enterprise Credit Information Publicity System for a period of not less than 60 days. If there is no objection after the expiration of the announcement period, the company registration authority may cancel the registration of the Company.

In case of deregistration in accordance with the provisions of the preceding paragraph, the liability of the original shareholders and liquidation obligors of the Company shall not be affected.

Article 221 If the Company is declared bankrupt in accordance with the law, it will be liquidated in accordance with the law on corporate bankruptcy.

CHAPTER X AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 222 The Company shall amend the Articles of Association upon occurrence of any one of the following circumstances:

- (I) the Company Law or relevant laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed are amended, and the matters provided for in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations;
- (II) there has been a change in the circumstances of the Company which is inconsistent with the matters recorded in the Articles of Association;
- (III) the shareholders' meeting has decided to amend the Articles of Association.

Article 223 If the amendment to the Articles of Association adopted by resolution of the shareholders' meeting is subject to the approval of the competent authority, it shall be reported to the competent authority for approval; if it involves matters of company registration, the registration of the changes shall be made with the company registration authority in accordance with the law.

Article 224 The Board shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting to amend the Articles of Association and the approval of the relevant competent authorities.

Article 225 Where the amendments to the Articles of Association are information required to be disclosed by laws and regulations, the relevant matters shall be announced as required.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 226 Definitions

- (I) Controlling shareholder means shareholder whose shares account for more than 50% of the Company's total share capital, or who hold less than 50% of the shares, but whose voting rights for the shares hold are sufficient to have significant impact on the resolution at the shareholders' meeting, or has the meaning ascribed thereto under the Hong Kong Listing Rules;
- (II) A de facto controller is a natural person, legal person or other organization who can actually control the behavior of the Company through investment relations, agreements or other arrangements;
- (III) Related (connected) person, related (connected) relationship and related (connected) transaction shall have the meaning ascribed thereto under the Hong Kong Listing Rules.

Article 227 The Board may formulate implementation rules of the Articles in accordance with the provisions of the Articles of Association. The implementation rules of the Articles shall not be in conflict with the provisions of the Articles of Association.

Article 228 The Articles of Association are written in the Chinese language and in the event of any inconsistency between any other language or different version of Articles of Association and the Articles of Association, the Chinese version of the Articles of Association as approved and registered by the market supervisory and management authorities in the place where the Company is located shall prevail.

Article 229 All references in these Articles to "above", "within" and "below" shall include the relevant number itself; references to "less than", "beyond", "lower than" and "more than" shall not include the relevant number itself. All references to "RMB" in the Articles of Association are to Renminbi Yuan.

Article 230 The Articles of Association shall be interpreted by the Board of the Company.

Article 231 The annexes to the Articles of Association include the procedural rules of the shareholders' meeting and the procedural rules of the Board.

Article 232 Matters not covered in the Articles of Association shall be dealt with in accordance with laws, administrative regulations and the relevant provisions of the securities regulatory authorities in the place where the Company's shares are listed, taking into account the

actual situation of the Company. In the event of any conflict between the Articles of Association and the provisions of laws, administrative regulations, other relevant prescriptive documents and the listing rules of the stock exchange of the place where the Company's shares are listed as promulgated from time to time, the provisions of laws, administrative regulations, other relevant prescriptive documents and the listing rules of the stock exchange of the place where the Company's shares are listed shall prevail.

Article 233 The Articles of Association shall be approved by a special resolution of the shareholders' meeting of the Company and shall come into effect on the date when the H Shares publicly issued by the Company are listed on the Main Board of the Stock Exchange of Hong Kong. The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles of Association.

Hongxing Coldchain (Hunan) Co., Ltd.

January 2026