EACON Group Co., Ltd

Articles of Association

August 26, 2026

CONTENTS

ARTICLES OF ASSOCIATION OF EACON GROUP CO., LTD

Chapter 1 General Provisions

Article 1 To safeguard the legitimate rights and interests of EACON Group Co., Ltd (hereinafter referred to as the "**Company**"), its shareholders, employees and creditors, and regulate the structure 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》) (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and its Guidelines for the Application of the Regulatory Rules, the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretations, explanations and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the "**Hong Kong Listing Rules**") and other relevant provisions.

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

Article 3 The Company was established through the overall conversion of original net book value of assets of Eacon Intelligent Driving Technology Co., Ltd. (易控智駕科技有限公司) (hereinafter referred to as the "**Limited Company**") into shares; it was registered with the Longyan Administration for Market Regulation, and obtained a business license with a unified social credit code of 91110108MA01C3U537.

Article 4 On May 25, 2026, the Company completed the filing with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**"), and was approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") for its initial public offering of 26,132,000 overseas listed foreign shares, which were listed on the Main Board of the Hong Kong Stock Exchange on July 8, 2026. Subsequently, with the partial exercise of the over-allotment option, the Company issued additional 2,771,050 overseas listed foreign shares. A total of 28,903,050 overseas listed foreign shares were issued under the aforementioned initial public offering and partial exercise of the over-allotment option, with a nominal value of RMB one (1) per share, all of which are ordinary shares.

Article 5 Registered name of the Company:

Chinese Name: 易控智駕科技股份有限公司

English Name: EACON Group Co., Ltd

Article 6 Domicile of the Company: 8th Floor, Zijin Mining Headquarters Building, No. 1 Sanhuan North Road, Shanghang County, Fujian Province; postal code: 364299.

Article 7 The registered capital of the Company is RMB150,640,819.

Article 8 If the total registered capital of the Company is changed due to an increase or decrease in registered capital, the general meeting may, at the same time as passing a resolution to approve the increase or decrease in registered capital, pass a resolution authorizing the board of directors to amend the relevant provisions of the Articles of Association and complete the registration procedures for the change in registered capital. There is no need for the general meeting to pass a separate resolution to amend the Articles of Association. The Company is a joint stock limited liability company with perpetual existence.

Article 9 The director or manager who carries out the affairs of the Company on behalf of the Company shall be the legal representative of the Company.

The legal representative of the Company shall be appointed by the board of directors. If a director or manager who is the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the board of directors of the Company will appoint a new legal representative within thirty (30) days from the date of resignation.

Where there is any change in the legal representative of the Company, the application for the registration of relevant changes shall be signed by the newly appointed legal representative.

Article 10 For civil activities conducted by the legal representative in the name of the Company, the Company shall bear the legal consequences.

The restrictions on the authority of the legal representative stipulated in these Articles of Association or by the general meeting shall not be against a bona fide counterparty.

If the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After the Company assumes civil liability, it may, in accordance with laws or the Articles of Association, seek compensation from legal representative at fault.

Article 11 The liability of a shareholder shall be limited to the shares subscribed for by that shareholder, and the Company shall hold liable for its debts with all of its assets.

Article 12 The Articles of Association shall, from the date when they take effect, constitute a legally binding document regulating the structure and activities of the Company and the rights and obligations between the Company and its shareholders and among the shareholders, and shall be legally binding on the Company, its shareholders, directors and senior management members. In accordance with the Articles of Association, shareholders may bring litigations against shareholders, shareholders may bring litigations against the Company's directors and senior management members, shareholders may bring litigations against the Company, and the Company may bring litigations against shareholders, directors and senior management members.

Article 13 The senior management members referred to in the Articles of Association shall be the general manager, deputy general manager, chief financial officer, secretary to the board of directors and other personnel specified in these Articles of Association and subsequently recognized as senior management members by the board of directors of the Company.

Article 14 In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party and carry out the activities of the Party. The Company shall provide necessary conditions for the Party organization's activities.

Chapter 2 Objectives and Scope of Business

Article 15 The business objectives of the Company are to champion technology and innovation, focus on the field of autonomous driving, break through the barriers between traditional industries and modern technology, deeply integrate autonomous driving technology with on-site operations, and deliver safe, intelligent, and reliable autonomous driving and technical service.

Article 16 Upon legal registration, the Company's business scope includes: General items: technical service, technical development, technical consultation, technical exchange, technology transfer, and technology promotion; AI-based basic software development; AI-applied software development; AI theory and algorithms software development; software development; intelligent control system integration; big data services; computer system services; information technology consulting services; data processing services; processing and manufacturing of lubricating oil (excluding hazardous chemicals); tire manufacturing; manufacturing of refrigeration and air-conditioning equipment; sales of refrigeration and air-conditioning equipment; processing of mechanical parts and components; manufacturing of general equipment (excluding manufacturing of special equipment); manufacturing of mining machinery; sales of mining machinery; manufacturing of intelligent vehicle-mounted equipment; earthwork engineering construction; research and development of machinery and equipment; sales of machinery and equipment; sales of charging piles; sales of AI hardware; sales of software; sales of electronic products; sales of intelligent vehicle-mounted equipment; import and export of goods; import and export of technology; leasing of machinery and equipment; leasing services (excluding licensing leasing services); engineering and technological research and experimental development; professional design services. (Except for those items which are subject to approval in accordance with the law, business activities are to be carried out independently in accordance with the law on the basis of the business license) (No operating activities are allowed in the areas where foreign investment is prohibited by the Negative List for Access of Foreign Investment)

Chapter 3 Shares

Section 1 Issuance of Shares

Article 17 The shares of the Company shall take the form of registered share certificates.

Where the share capital of the Company includes shares that do not carry voting rights, the word "non-voting" must appear on the name of such shares. Where the share capital includes shares with different voting rights, the name of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".

Article 18 The Company shall issue shares in an open, equitable and fair manner, and each of the shares in the same class shall carry the same rights. Share certificates of the same class and the same issuance shall be issued on the same conditions and at the same price. Subscriber shall pay the same price for each of the shares for which it/he/she subscribes for.

Article 19 All par value shares issued by the Company shall be denominated in RMB.

Article 20 The overseas listed shares issued by the Company and listed on the Hong Kong Stock Exchange are known as "**H shares**". These shares have a par value denominated in RMB, and are subscribed to and traded in Hong Kong dollars.

Shares issued by the Company but not listed on domestic or overseas stock exchanges are referred to as "**unlisted shares**". Shareholders of the unlisted shares may convert their unlisted shares into overseas listed shares and have them listed and traded on overseas stock exchanges, but shall comply with the relevant regulations of the CSRC and entrust the Company to complete the filing with the CSRC. The aforesaid shares that are listed and traded on the overseas stock exchanges shall also comply with the regulatory procedures, regulations and requirements of the domestic and overseas securities markets. In the case of the conversion of the abovementioned unlisted shares into overseas listed shares that are listed for trading on overseas stock exchanges, it is not required to convene a general meeting to vote on the matter.

Among the shares issued by the Company, the unlisted shares shall be centrally registered and deposited with a domestic securities registration and clearing institution. The overseas listed shares may be deposited with a nominee company in accordance with the laws, regulatory rules and requirements of securities registration and depository of the place where the shares of the Company are listed, or may also be held by shareholders in their own name.

Article 21 The total number of shares issued by the Company upon its establishment by way of overall restructuring from the limited liability company is 95,568,564 shares, each with a par value of RMB one (1). All promoters of the Company make capital contributions by converting the audited owner's equity (i.e., net assets) of the limited liability company as of November 30, 2024 into shares. Accordingly, the number of shares subscribed by each promoter is as follows:

No.	Name of promoters	Number of subscribed shares (shares)	Shareholding ratio	Method of capital contribution
1	Lan Shuisheng	32,000,000.00	33.4838%	Conversion of net assets into shares
2	Zhang Lei	7,492,858.00	7.8403%	Conversion of net assets into shares
3	Ningbo Meishan Bonded Port Nanying Investment Management Partnership Enterprise (Limited Partnership) (寧波梅山保税港區南英投資管理合夥企業(有限合夥))	9,078,777.00	9.4998%	Conversion of net assets into shares
4	Jiaxing Zhitao Venture Capital Partnership Enterprise (Limited Partnership) (嘉興志韜創業投資合夥企業(有限合夥))	8,823,529.00	9.2327%	Conversion of net assets into shares
5	Minxi Xinghang State-Owned Asset Investment Management Co., Ltd. (閩西興杭國有資產投資經營有限公司)	5,232,980.00	5.4756%	Conversion of net assets into shares

No.	Name of promoters	Number of subscribed shares (shares)	Shareholding ratio	Method of capital contribution
6	Magic Academy Limited	4,553,979.00	4.7651%	Conversion of net assets into shares
7	Eight Roads (Tianjin) Equity Investment Partnership Enterprise (Limited Partnership) (斯道(天津)股權投資合夥企業(有限合夥))	4,553,979.00	4.7651%	Conversion of net assets into shares
8	Shanghang County Xinghang Chaozhi Venture Capital Partnership Enterprise (Limited Partnership) (上杭縣興杭朝智創業投資合夥企業(有限合夥))	4,278,075.00	4.4764%	Conversion of net assets into shares
9	Jiaxing Youhong Venture Capital Partnership Enterprise (Limited Partnership) (嘉興友鴻創業投資合夥企業(有限合夥))	3,624,660.00	3.7927%	Conversion of net assets into shares
10	Zijin Mining Zidi (Xiamen) Investment Partnership Enterprise (Limited Partnership) (紫金礦業紫地(廈門)投資合夥企業(有限合夥))	3,183,823.00	3.3315%	Conversion of net assets into shares
11	Shanghang Chentao Xinghang Venture Capital Partnership (Limited Partnership) (上杭辰韜興杭創業投資合夥企業(有限合夥))	1,885,803.00	1.9732%	Conversion of net assets into shares
12	Suzhou Zhongxin Xingfu Digital Intelligence Venture Capital Partnership Enterprise (Limited Partnership) (蘇州中新興富數智創業投資合夥企業(有限合夥))	1,224,547.00	1.2813%	Conversion of net assets into shares
13	Huzhou Yuecheng Equity Investment Partnership Enterprise (Limited Partnership) (湖州越誠股權投資合夥企業(有限合夥))	1,185,827.00	1.2408%	Conversion of net assets into shares
14	Zijin Mining Ziniu (Xiamen) Industrial Investment Fund Partnership (Limited Partnership) (紫金礦業紫牛(廈門)產業投資基金合夥企業(有限合夥))	1,134,352.00	1.1870%	Conversion of net assets into shares

No.	Name of promoters	Number of subscribed shares (shares)	Shareholding ratio	Method of capital contribution
15	Shanghang Xinghang Chaoguang Venture Capital Partnership (Limited Partnership) (上杭興杭朝光創業投資合夥企業(有限合夥))	1,024,123.00	1.0716%	Conversion of net assets into shares
16	Jiaxing Kelong Venture Capital Partnership (Limited Partnership) (嘉興科隆創業投資合夥企業(有限合夥))	1,009,027.00	1.0558%	Conversion of net assets into shares
17	Shanghang Xinghang Qiguang Venture Capital Partnership (Limited Partnership) (上杭興杭啟光創業投資合夥企業(有限合夥))	1,004,129.00	1.0507%	Conversion of net assets into shares
18	Jiaxing Chenzhi Venture Capital Partnership (Limited Partnership) (嘉興辰智創業投資合夥企業(有限合夥))	612,274.00	0.6407%	Conversion of net assets into shares
19	Pingtan Jiayi Venture Capital Partnership (Limited Partnership) (平潭嘉翼創業投資合夥企業(有限合夥))	604,987.00	0.6330%	Conversion of net assets into shares
20	Shanghang Xinghang Chaofeng Venture Capital Partnership (Limited Partnership) (上杭興杭朝風創業投資合夥企業(有限合夥))	604,987.00	0.6330%	Conversion of net assets into shares
21	Ma Zheng	537,665.00	0.5626%	Conversion of net assets into shares
22	Jiaxing Chenyi Venture Capital Partnership Enterprise (Limited Partnership) (嘉興辰易創業投資合夥企業(有限合夥))	507,141.00	0.5307%	Conversion of net assets into shares
23	Zhengzhou Tianjian Talent Venture Capital Fund Partnership (Limited Partnership) (鄭州天健人才創業投資基金合夥企業(有限合夥))	489,819.00	0.5125%	Conversion of net assets into shares

No.	Name of promoters	Number of subscribed shares (shares)	Shareholding ratio	Method of capital contribution
24	Ningbo Meishan Bonded Port Yuying Enterprise Management Partnership Enterprise (Limited Partnership) (寧波梅山保税港區御英企業管理合夥企業(有限合夥))	487,990.00	0.5106%	Conversion of net assets into shares
25	Ningbo Meishan Bonded Port Zhongying Enterprise Management Partnership Enterprise (Limited Partnership) (寧波梅山保税港區眾英企業管理合夥企業(有限合夥))	433,233.00	0.4533%	Conversion of net assets into shares
Total		**95,568,564.00**	**100.0000%**	–

Article 22 Upon completion of the initial public offering of H shares and listing on the Main Board of the Hong Kong Stock Exchange, upon filing with the CSRC, a total of 121,737,769 unlisted shares held by a total of 60 shareholders of the Company have been converted into H shares.

Upon the completion of the initial public offering of H shares, the conversion of unlisted shares into H shares and the partial exercise of the over-allotment option of the Company, the total number of shares of the Company is 150,640,819, all being ordinary shares, of which 150,640,819 are H shares, representing 100% of the total number of ordinary shares of the Company.

Article 23 The Company or any subsidiary of the Company (including the affiliates of the Company) shall not provide gifts, advances, guarantees, loans and other financial assistance for others to acquire shares of the Company or its parent company, except in the case of the Company's implementation of the employee shareholding scheme.

For the benefit of the Company, and subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the Company may, upon a resolution adopted by the general meeting or a resolution made by the board of directors in accordance with the provisions of the Articles of Association or under the authorization of the general meeting, provide financial assistance for others to acquire the Company's shares, or to acquire the equity interests, shares or partnership property shares of the Company's shareholders for the purpose of indirectly obtaining the equity interests in the Company's shares, provided that the total accumulative amount of such financial assistance shall not exceed ten percent (10%) of the total issued share capital of the Company. When the board of directors adopts a resolution in respect of the aforesaid matters, such resolution shall be passed by more than two-thirds (2/3) of all the directors.

Section 2 Increase, Reduction and Repurchase of Shares

Article 24 The Company may increase its capital by the following methods in light of the needs of its operation and development, in compliance with laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the requirements of competent regulatory authorities and upon resolutions passed by the general meeting:

(1) issuance of shares to non-specific investors;

(2) issuance of shares to specific investors;

(3) distribution of bonus shares to existing shareholders;

(4) conversion of common reserve fund into share capital;

(5) other methods stipulated by laws, administrative regulations, the CSRC, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and competent regulatory authorities.

A shareholders' meeting may, in accordance with the Articles of Association, make a special resolution authorizing the board of directors to decide, within three (3) years from the date of the special resolution, to issue shares in a number not exceeding fifty percent (50%) of the issued shares. However, if a shareholder intends to make capital contribution by way of non-monetary properties, such contribution shall be subject to a separate special resolution passed by the shareholders' meeting.

If the board of directors decides to issue shares under authorization by the resolution of the shareholders' meeting set out in the preceding paragraph, resulting in a change in the registered capital or the number of issued shares of the Company, the board of directors shall amend the relevant provisions of the Articles of Association and complete registration procedures for the change of registered capital and such amendment to the Articles of Association shall not be subject to a separate resolution by the shareholders' meeting.

The issuance of shares or increase of registered capital by the Company shall be, subject to approval, registration or filing required by the Articles of Association, the CSRC and other regulatory departments of the State Council and the securities regulatory authorities of the place where the Company's shares are listed, carried out in compliance with the procedures stipulated by relevant laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and competent regulatory authorities.

Article 25 The Company may reduce its registered capital. The reduction of registered capital by the Company shall carried out in accordance with procedures stipulated by the Company Law and other relevant laws and administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, competent regulatory authorities and the Articles of Association.

Article 26 The Company shall not acquire its own shares, except in any of the following circumstances:

(1) reducing its registered capital;

(2) merging with other companies holding the shares of the Company;

(3) using shares in employee stock ownership plans or equity incentives;

(4) shareholders who object to resolution of the shareholders' meeting on the merger or division of the Company requesting the Company to purchase their shares;

(5) using shares for the conversion of convertible corporate bonds issued by the Company into shares;

(6) when it is necessary to maintain the value of the Company and the interests of shareholders;

(7) other circumstances as permitted by laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed.

Article 27 The Company may acquire its own shares through negotiated acquisition or tender offer, or other methods permitted by laws, administrative regulations or securities regulatory authorities of the place where the Company's shares are listed.

If the Company acquires its own shares under the circumstances specified in items (3), (5) and (6) in the first paragraph of Article 26 of the Articles of Association, it shall do so through public and centralized transactions or other methods permitted by securities regulatory authorities of the place where the Company's shares are listed, subject to applicable securities regulatory rules of the place where the Company's shares are listed.

If the Company acquires its own shares under the circumstances specified in items (1) and (2) in the first paragraph of Article 26 of the Articles of Association, a resolution passed by the shareholders' meeting is required; if the Company acquires its own shares under the circumstances specified in items (3), (5) and (6) in the first paragraph of Article 26 of the Articles of Association, it shall be carried out in accordance with the Hong Kong Listing Rules and other applicable rules of the securities regulatory authorities and competent supervisory authorities of the place where the Company's shares are listed, with a resolution passed by a board meeting attended by more than two-thirds (2/3) of its directors. After acquiring its own shares, the Company shall fulfill information disclosure obligations under relevant laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and relevant regulations of the CSRC and the Hong Kong Stock Exchange.

After the Company has acquired its own shares pursuant to the provisions of the first paragraph of Article 26 of the Articles of Association, such shares shall be cancelled within ten (10) days from the date of acquisition under the circumstance specified in item (1) of the first paragraph; or be transferred or cancelled within six (6) months under the circumstances specified in items (2) and (4) of the first paragraph; or be transferred or cancelled within three (3) years under the circumstances specified in items (3), (5) and (6) of the first paragraph provided that the number of such shares held by the Company in aggregate shall not exceed ten percent (10%) of the total issued shares of the Company.

If laws, administrative regulations or securities regulatory authorities of the place where the Company's shares are listed have other provisions on the matters involved in the repurchase of H Shares, such provisions shall prevail.

Where a company acquires the shares of the Company, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed.

Section 3 Transfer of Shares

Article 28 The shares of the Company may be transferred in accordance with law.

All transfers of H Shares shall be effected by way of written instrument of transfer in general or ordinary format or any such other format as acceptable to the board of directors or as permitted under other laws, regulations and the securities regulatory rules of the place where the Company's shares are listed (including the standard format of transfer or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time), and such instrument of transfer shall only be signed by hand or, if the transferor or the transferee is a company, affixed with a valid seal of such company. If the transferor or transferee of the Company's shares is a recognized clearing house (hereafter referred to as "**Recognized Clearing House**") as defined under the relevant ordinances of the Hong Kong laws in force from time to time or an agent thereof, the written instrument of transfer may be signed by hand or in machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or other places as may be designated by the board of directors from time to time.

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

Shares issued by the Company prior to the public offering of shares shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded on the stock exchange. If there are other provisions on the transfer of shares held by shareholders and de facto controllers in the Company under laws, administrative regulations and the securities regulatory rules of the place where the Company's share are listed, such provisions shall prevail.

The directors and senior management of the Company shall declare to the Company their direct and indirect shareholdings in the Company and any changes thereof, and shall not transfer/reduce more than twenty-five percent (25%) of the total number of shares of the Company directly and indirectly held by them through direct and indirect means each year during their terms of office in the Company, except changes in shares due to judicial enforcement, inheritance, bequest, division of property, etc. The shares of the Company held by the them shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded; and the above personnel shall not transfer the shares of the Company held by them within six months after their resignation.

If there are other restrictions on transfer of H shares imposed by relevant provisions of the securities regulatory authority of the place where the Company's shares are listed, such provisions shall prevail.

Chapter 4 Shareholders and General Meeting

Section 1 General Provisions of Shareholders

Article 30 The Company shall, according to the evidence provided by the securities registration authority and in accordance with the laws, administrative regulations, regulatory documents and the Hong Kong Listing Rules, establish a register of members and the register of members is sufficient evidence to prove that the shareholders hold the shares of the Company.

The Company may, according to an understanding or agreement reached between CSRC and overseas securities regulatory authorities, maintain the H Share register of members in a place outside China, and entrust its administration to an overseas agency.

The register of members shall include:

(1) the register of members (other than those specified in items (2) and (3) of this article below) maintained at the domicile of the Company;

(2) the H Share register of members of the Company maintained in the place where the Company's shares are listed, which shall be made available for shareholders' inspection, provided however that the Company may close the register of shareholders on terms equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);

(3) the register of members maintained at such other place as the board of directors may consider necessary for the purpose of listing of the shares of the Company.

The entrusted overseas agent shall ensure that the original and duplicates of the H Share register of members are consistent at all times. Where the original and duplicates of the H Share register of members are not consistent, the original version shall prevail.

Any shareholder who is registered on, or any person who requests to have his/her name registered on the register of members may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares. Holders of domestic unlisted shares who have lost their share certificates and apply for the issuance of replacement shall be dealt with in accordance with the relevant provisions of the Company Law. H shareholders who have lost their share certificates and apply for replacement may be dealt with in accordance with the laws of the place where the original H Share register of members is maintained, the regulatory rules of the stock exchange where the Company's shares are listed, or other relevant regulations.

Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations. For the avoidance of doubt, H Shares and unlisted shares shall not constitute different classes of shares.

Article 31 When the Company convenes a general meeting, distributes dividends, goes into liquidation or conducts other acts that need to confirm the identity of shareholders, the board of directors or the convener of the general meeting shall determine the record date. The shareholders recorded in the register of members at the close of business on the record date shall be the shareholders who are entitled to the relevant rights and interests. The record date and the last relevant record date shall be announced ten (10) business days in advance.

Article 32 Shareholders of the Company shall have the following rights:

(1) to receive dividends and other forms of distribution in proportion to the number of shares held by them;

(2) to request the holding of, convene, chair, attend or appoint proxy to attend general meetings and exercise corresponding the right to speak and vote in accordance with laws (except in cases where the shareholder is required to abstain from voting on relevant matters in accordance with the securities regulatory rules of the place where the Company's shares are listed);

(3) to supervise the operation of the Company and to put forward proposals and raise inquiries;

(4) to transfer, donate, or pledge shares held by them in accordance with laws, administrative regulations, the Articles of Association, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities;

(5) to inspect and copy the Articles of Association, register of members, minutes of general meetings, resolutions of meetings of the Board and financial accounting reports. Shareholders individually or collectively holding more than three percent (3%) of the Company's shares for more than one hundred and eighty (180) consecutive days may request to inspect the account books and accounting documents of the Company;

(6) to participate in the distribution of the residual assets of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;

(7) to request the Company to purchase their shares for the shareholders who object to the resolution on merger or division made by the general meeting;

(8) to check the Hong Kong branch of the Company's register of members, but the Company may suspend shareholder registration procedures in accordance with the provisions equivalent to Article 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);

(9) other rights stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 33 When a shareholder requests to inspect and copy the relevant materials mentioned in item (5) of paragraph 1 of the preceding article, he/she shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations, and furnish with the Company written documents evidencing the class and number of shares he/she holds in the Company, and the Company shall provide the relevant materials in accordance with the shareholder's request after verifying the shareholder's identity.

Shareholders individually or collectively holding more than three percent (3%) of the Company's shares for more than one hundred and eighty (180) consecutive days may request to inspect the account books and accounting documents of the Company. In such case, such request shall be made to the Company in writing and state its purposes. If the Company, on reasonable grounds, considers that the shareholders are inspecting the account books and accounting documents for improper purposes and may result in damage to the Company's legitimate interests, the Company may refuse the inspection and make written response to the shareholders stating its reasons within fifteen (15) days upon delivery of the written request by the shareholders. If the Company refuses the inspection without a reasonable explanation, the shareholders may initiate proceedings in the people's court.

Shareholders may appoint an intermediary agency, such as an accounting firm or a law firm, to inspect the materials provided for in the preceding paragraph.

Shareholders and the accounting firms, law firms and other intermediary agencies they appointed shall comply with the requirements of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy and personal information when inspecting and making copies of relevant information.

If a shareholder requests for a review or reproduction of the relevant materials of the Company's wholly-owned subsidiaries, the provisions of this article shall apply.

Article 34 If the content of the resolutions of the Company's general meetings or board meetings violates laws or administrative regulations, shareholders have the right to request a people's court to declare it invalid.

If the convening procedures or voting methods of the general meeting or the board meeting violate laws, administrative regulations or these articles of association, or the content of the resolution violates the Articles of Association, shareholders have the right to request a people's court to revoke the resolution within sixty (60) days from the date on which the resolution is made, unless there are only minor flaws in the convening procedures or voting methods of the general meeting or the board meeting resulting in no substantive impact on the resolution.

Shareholders who have not been notified to participate in the general meeting may file a petition with the people's court to revoke the resolution within sixty (60) days from the date when they know or should know that the resolution is made; if they do not exercise the right to revoke within one (1) year from the date of the resolution, the revoke right shall be extinguished.

If relevant parties such as the board of directors and shareholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with a people's court. Before the people's court makes a judgement or ruling, the relevant parties shall execute the resolution of the general meeting, and no entity shall refuse to execute the resolution of the general meeting on the ground that the resolution is invalid. The Company, its directors and senior management members shall perform their duties diligently to ensure the normal operation of the Company.

If a people's court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, the regulations of the CSRC and the securities regulatory authorities of the place where the Company's shares are listed, fully explain the impact of the judgement or ruling, and actively cooperate in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the same in a timely manner and fulfil its obligations to disclose the information accordingly.

Article 35 A resolution of a general meeting or board meeting of the Company shall not be valid under any of the following circumstances:

(1) no general meeting or board meeting has been convened to pass the resolution;

(2) the resolution is not voted on at the general meeting or board meeting;

(3) the number of persons attending the meeting or the number of voting rights held by them has not reached the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles of Association;

(4) the number of persons or the number of voting rights held by them voting in favor of the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles of Association.

Where the resolution of a general meeting or a board meeting of the Company is declared invalid, revoked or confirmed to be invalid by the people's court, the Company shall apply to the company registration authority for cancellation of the registration already made in accordance with the resolution.

Article 36 Directors and senior executives who are not members of the Audit Committee shall be liable for compensation if they violate laws, administrative regulations or the Articles of Association in the performance of their duties and cause losses to the Company. The shareholders who individually or jointly hold more than one percent (1%) of shares of the Company for more than one hundred and eighty (180) consecutive days shall have the right to request the audit committee in writing to lodge a legal action with a people's court. If a member of the audit committee violates laws, administrative regulations or the Articles of Association when executing duties of the Company, thus causing losses to the Company, the aforesaid shareholders may request the board of directors in writing to lodge a legal action with a people's court.

If the board of directors and the audit committee refuse to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not lodge a legal action within thirty (30) days from the date of receiving such a request, or in case of emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraph shall have the right to lodge a legal action directly with a people's court in their own names in the interest of the Company.

If some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this article may lodge a legal action with a people's court in accordance with the provisions of the preceding two paragraphs.

If the directors, supervisors, senior management members of a wholly-owned subsidiary of the Company violate laws, administrative regulations or the Articles of Association when performing duties, thus causing losses to the Company, or if some other persons infringe the legitimate rights and interests of a wholly-owned subsidiary of the Company and caused losses, shareholders who individually or jointly hold more than one percent (1%) of the Company's shares for more than one hundred and eighty (180) consecutive days may, in accordance with the preceding three paragraphs of Article 189 of the Company Law, submit a written request to the supervisory committee or the board of directors of the wholly-owned subsidiary to lodge a legal action with a people's court, or lodge a legal action directly with a people's court in their own names. If a wholly-owned subsidiary of the Company does not have a supervisory committee or supervisors, but has an audit committee, the provisions of paragraphs one and two of this article shall apply.

Article 37 In the event that a director or senior management violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of shareholder(s), shareholder(s) may file an action with the people's court.

Article 38 Shareholders of the Company shall have the following obligations:

(1) to comply with laws, administrative regulations and the Articles of Association;

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

(3) not to withdraw their share capital unless required by laws and regulations;

(4) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders, thereby jeopardizing the interests of any creditors of the Company;

(5) other obligations imposed by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities and the Articles of Association.

When any shareholder of the Company abuses the shareholders' rights and incurs losses to the Company or other shareholders, such shareholder shall be liable for the damages. Where shareholders of the Company abuse the status of the Company as an independent legal entity and the limited liability of shareholders for the purposes of evading debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Article 39 If a shareholder holding more than five percent (5%) of the voting shares of the Company pledges his/her shares, he/she shall submit a written report to the Company as of the date on which such fact occurs.

Section 2 Controlling Shareholders and De Facto Controllers

Article 40 Controlling shareholders and de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association to protect the interests of the Company.

Article 41 Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

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

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

(3) to fulfill the information disclosure obligations in strict accordance with the relevant regulations under the securities regulatory rules of the place where the shares of the Company are listed, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;

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

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

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

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

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

(9) other provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

Where a controlling shareholder, de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply.

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

Article 42 When the controlling shareholders and de facto controllers pledge the shares of the Company held or actually controlled by them, they shall maintain the controlling right in the Company and the stability of production and operation.

Article 43 When the controlling shareholders and de facto controllers transfer their shares in the Company, they shall comply with the requirements of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the Article of Association on share transfer restrictions and the undertakings made by them on share transfer restrictions.

Section 3 General Provisions of General Meeting

Article 44 The general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with laws:

(1) to elect and replace non-employee representative directors, and to decide on matters relating to the remuneration of directors;

(2) to consider and approve the reports of the board of directors;

(3) to consider and approve the Company's profit distribution plans and loss recovery plans;

(4) to resolve on the increase or reduction of the registered capital of the Company;

(5) to resolve on the issue of bonds of the Company or authorize the board of directors to pass resolutions regarding the issuance of corporate bonds;

(6) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(7) to amend the Articles of Association;

(8) to resolve on the appointment and dismissal of the accounting firm that undertakes the auditing activities of the Company;

(9) to consider and approve the guarantee matters stipulated in Article 45 of the Articles of Association;

(10) to consider matters where the Company purchases, sells significant assets within one (1) year with an amount exceeding thirty percent (30%) of the Company's latest audited total assets;

(11) to consider and approve the change in use of proceeds;

(12) to consider share incentive schemes and employee share ownership schemes, or share schemes under Chapter 17 of the Hong Kong Listing Rules;

(13) to consider and approve any transaction or matter that the Company shall submit to the general meeting for consideration under the Hong Kong Listing Rules (including but not limited to Chapter 14 and Chapter 14A);

(14) to consider other matters that shall be decided by the general meeting as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and relevant regulatory authorities, or the Articles of Association.

Article 45 The following provision of external guarantees by the Company is subject to the consideration and approval of the general meeting:

(1) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiary(ies) exceeds fifty percent (50%) of the Company's latest audited net assets;

(2) any guarantee provided after the total amount of external guarantees provided by the Company exceeds thirty percent (30%) of the Company's latest audited total assets;

(3) a guarantee provided by the Company within one (1) year which exceeds thirty percent (30%) of the Company's latest audited total assets;

(4) a guarantee provided to a party which has an asset-liability ratio in excess of seventy percent (70%);

(5) a single guarantee of an amount in excess of ten percent (10%) of the Company's latest audited net assets;

(6) any guarantee provided to the shareholders, the de facto controllers and their related parties;

(7) any other guarantees required by the laws, administrative regulations, Hong Kong Listing Rules, securities regulatory rules of the place where the Company's shares are listed and relevant regulatory authorities, or the Articles of Association.

Except for the guarantees provided in the preceding paragraph, which shall be proposed to the general meeting for consideration, all other external guarantees of the Company shall be approved by the board of directors (excluding the guarantees and loans provided by the Company to the subsidiaries within the scope of the consolidated financial statements).

When the resolution on providing guarantee for shareholders, de facto controllers and their related parties is considered at a general meeting, such shareholder or shareholders controlled by such de facto controller shall not participate in the voting, and the resolution shall be passed by more than half of the voting rights held by other shareholders present at the general meeting.

If the general meeting and the board of directors fail to provide external guarantees in accordance with the approval authority and review procedures stipulated in the Articles of Association, resulting in losses to the Company, the relevant responsible persons shall be liable for compensation, and the Company has the right to pursue the legal liability of the relevant responsible persons in accordance with the law.

Article 46 The general meetings are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be held once (1) a year within six (6) months after the end of the previous (1) accounting year.

Article 47 In any of the following circumstances, the Company shall convene an extraordinary general meeting within two (2) months from the date upon which the circumstance occurs:

(1) where the number of directors is less than the number stipulated in the Company Law or two-thirds (2/3) of the number prescribed in the Articles of Association;

(2) where the losses of the Company that have not been made up represent one-third (1/3) of its total share capital;

(3) where such meeting is requested by shareholders individually or jointly holding more than ten percent (10%) of the shares of the Company;

(4) where such meeting is deemed necessary by the board of directors;

(5) where such meeting is proposed to be convened by the audit committee;

(6) other circumstances specified in laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and relevant regulatory authorities or the Articles of Association.

Article 48 The Company shall convene a general meeting at its domicile or other places as specified in the notice of the meeting. General meetings shall be held at a place and time that facilitates the attendance of as many shareholders as possible.

The general meeting should set up a venue, and be held as an in-person meeting, or as a hybrid meeting or online meeting at one or more locations. Meanwhile, other safe, economical and convenient methods shall be used to facilitate shareholders' participation in the meeting, subject to the provisions of the relevant laws, administrative regulations, or the Articles of Association. Shareholders who participate in the meeting through the above methods are deemed to be present.

A hybrid meeting refers to a general meeting (1) attended by shareholders or their proxies in person at the main meeting location and one or more meeting locations (if applicable); and (2) attended and participated in virtually by shareholders or their proxies through electronic means (including but not limited to video or conference calls).

If shareholders participate in the meeting remotely through other means such as the video, electronic means, they shall complete registration and identity verification in advance according to the requirements set out in the notice of the meeting, send their personal information to the Company, and use the link and password provided by the Company to participate in the meeting. Without affecting the normal convening of the meeting, the board of directors and the presiding officer will arrange for shareholders remotely participating in the meeting to speak and ask questions at the meeting. Subject to compliance with applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules, the Company will also provide online voting to facilitate shareholders' participation in the general meeting. If the Company does not provide a voting system for Shareholders who participate in the meeting remotely, and such Shareholders are unable to attend the physical meeting, they can entrust proxies to vote on their behalf at the meeting.

After the notice of the general meeting is issued, the location of the on-site meeting shall not be changed without justifiable reasons. If changes are indeed necessary due to special reasons, the convener of the general meeting shall make an announcement and explain the reasons at least two (2) working days prior to the date of the physical meeting.

Section 4 Convening of General Meeting

Article 49 The board of directors shall convene the general meeting on time within the specified period.

Subject to the consent of more than half of all the independent non-executive directors, the independent non-executive directors have the right to propose to the board of directors to convene an extraordinary general meeting. With regard to the proposal made by the independent non-executive directors for convening an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, provide a written response indicating whether it agree or disagree to convene the extraordinary general meeting within ten (10) days upon receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, a notice of convening such meeting shall be issued within five (5) days after the resolution of the board of directors is made. Where the board of directors does not agree to convene the extraordinary general meeting, it shall provide reasons and make an announcement.

Article 50 The audit committee is entitled to propose to the board of directors to convene an extraordinary general meeting and such proposal shall be made in writing to the board of directors. The board of directors shall, in accordance with laws, administrative regulations, the Hong Kong Rules and the Articles of Association, give a written reply on whether or not it agrees to convene the extraordinary general meeting within ten (10) days upon receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, a notice of convening such meeting shall be issued within five (5) days after the resolution of the board of directors is made. Any change to the original proposal in the notice shall be subject to the approval of the audit committee.

Where the board of directors does not agree to convene the extraordinary general meeting or fails to reply within ten (10) days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the general meeting, and the audit committee may convene and preside over the meeting by itself.

Article 51 Shareholders who individually or jointly hold more than ten percent (10%) of the Company's shares are entitled to request the board of directors to convene an extraordinary general meeting, such requisition shall be made in writing to the board of directors. The board of directors shall, in accordance with laws, administrative regulations, the Hong Kong Rules and the Articles of Association, give a written reply on whether or not it agrees to convene the extraordinary general meeting within ten (10) days upon receipt of the requisition.

Where the board of directors agrees to convene the extraordinary general meeting, a notice of convening such meeting shall be issued within five (5) days after the resolution of the board of directors is made. Any change to the original requisition in the notice shall be subject to the approval of relevant shareholders mentioned in the first paragraph of this article.

Where the board of directors does not agree to convene the extraordinary general meeting or fails to reply within ten (10) days after receipt of the requisition, shareholders who individually or jointly hold more than ten percent (10%) of the Company's shares shall have the right to propose the audit committee to convene the extraordinary general meeting and such requisition shall be made in writing to the audit committee. If laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company's shares are listed have other provisions on the convening of general meetings, such provisions shall prevail.

Where the audit committee agrees to convene the extraordinary general meeting, a notice of convening such meeting shall be issued within five (5) days after receipt of the requisition. Any change to the original requisition in the notice shall be subject to the approval of relevant shareholders mentioned in the third paragraph of this article.

If the audit committee fails to issue the notice of the meeting within the specified period, it shall be deemed that the audit committee does not convene and preside over the general meeting. Shareholders who individually or jointly hold more than ten percent (10%) of the Company's shares for more than ninety (90) consecutive days may convene and preside over the general meeting by themselves.

Article 52 If the general meeting is convened by the audit committee or shareholders on their own, it shall notify the board of directors in writing and, complete the necessary regulatory approval processes (if applicable) in accordance with the requirements of the securities regulatory authorities where the Company's shares are listed. The audit committee or shareholders convening the meeting shall submit relevant supporting documents as required by the securities regulatory authorities where the company's shares are listed upon the issuance of the notice of the general meeting and the announcement of the general meeting resolutions.

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

Article 53 With regard to the general meeting convened by the audit committee or the shareholders on its/their own initiative, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of members as of the equity registration date.

Article 54 Where the audit committee or the shareholders convene a general meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.

Section 5 Proposal and Notice of General Meeting

Article 55 The content of proposals shall fall within the terms of reference of the general meeting, have clear topics and specific matters to be resolved, and comply with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.

Article 56 Whenever the Company convenes a general meeting, the board of directors, the audit committee and shareholders who individually or collectively hold one percent (1%) or more of the shares of the Company shall have the right to put forward proposals to the Company.

Shareholders individually or collectively holding one percent (1%) or more of the shares of the Company can put forward a temporary proposal ten (10) days before the general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall issue a supplemental notice within two (2) days upon receiving such proposal, notify shareholders of the content of such proposal and submit such proposal to the general meeting for consideration. However, this does not apply if the temporary proposal violates the provisions of laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, or if it is not within the terms of reference of the general meeting.

Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the general meeting, it shall not modify the proposals already listed in the notice or add new proposals.

Proposals not set out in the notice of the general meeting or not complying with the Articles of Association shall not be voted on or resolved at the general meeting.

Article 57 The convener shall notify each shareholder twenty (20) days prior to an annual general meeting and shall notify each shareholder fifteen (15) days prior to an extraordinary general meeting.

For shareholders of H Shares, the notice of general meeting shall be notified to the shareholders of H Shares, by publishing an announcement on the website of the Company and the website designated by the Hong Kong Stock Exchange, subject to the laws, administrative regulations, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities, such announcement shall be published by means specified in the Hong Kong Listing Rules.

For shareholders of unlisted shares, the notice of general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by personal delivery or postage paid mail to the recipient's address shown in the register of shareholders.

Article 58 For the purpose of calculating the starting date of the aforesaid "twenty (20) days" and "fifteen (15) days", the day on which the meeting is held shall be excluded, but including the day on which the notice is sent. Notice of the general meeting shall contain:

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

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

(3) a clear statement that: all shareholders shall have the right to attend shareholders' meetings and may appoint proxies in writing to attend and vote at such meetings; such shareholder proxies need not be shareholders of the Company;

(4) the date of record for the determination of shareholders who are entitled to attend the general meeting;

(5) name and telephone number of permanent contact person;

(6) voting period and procedures for online or other means of voting (if any);

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

The notice and supplementary notice of a general meeting shall provide full and detailed disclosure of the full specifics of all proposals and provide all necessary information and explanations to enable shareholders to make decisions, which shall include, but shall not be limited to, the detailed terms and contracts (if any) of the proposed transaction where the Company proposes a merger, share repurchase, reorganization or other matters. If the independent non-executive directors are required to express their opinions on matters to be discussed, the independent non-executive directors' opinions and reasons shall be provided simultaneously with the issuance of the notice or supplementary notice of the general meeting.

Article 59 In the event that matters involving the election of directors are to be considered at the general meeting, the notice of such general meeting shall fully disclose the detailed information of the candidates for such directors, which shall at least include the following:

(1) personal particulars including education background, working experience and any part-time job;

(2) whether there is any related relationship with the Company or its controlling shareholders and de facto controllers;

(3) shareholdings in the Company;

(4) whether they have been penalized by the CSRC and other related authorities and any stock exchange where the Company's shares are listed;

(5) information required to be disclosed under the Hong Kong Listing Rules relating to the appointment, re-election or re-designated of directors.

Apart from directors elected through the cumulative voting system, each candidate of director shall be individually proposed.

Article 60 After the issue of the notice of general meeting, the general meeting shall not be postponed or cancelled without proper reasons. The resolutions stated in the notice of general meeting shall not be cancelled. In the event that the general meeting was postponed or cancelled, the Company or the convener shall make an announcement and explain the reasons in accordance with laws, regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Section 6 Holding of General Meeting

Article 61 The board of directors of the Company and other convenors shall take necessary measures to ensure the normal order of shareholders' meetings. Measures shall be taken to stop and timely report to the relevant departments for investigation and punishment any behaviors that disrupt the general meetings, cause disturbances and infringe upon the lawful rights and interests of shareholders.

Article 62 All shareholders whose names appear on the register of members on the record date or their proxies are entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, administrative regulations and the Articles of Association (unless individual shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the place where the Company's shares are listed).

Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. A proxy does not need to be a shareholder of the Company. If a shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances enacted from time to time under the laws of Hong Kong or in the securities regulatory rules of the place where the Company's shares are listed, the shareholder may authorize the corporate representative(s) or one or more persons as it thinks fit to act as its proxy(ies) at any general meeting.

Article 63 An individual shareholder who attends the meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity. If a shareholder appoints a proxy to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

A corporate shareholder or other non-natural person shareholder shall attend the meeting by its legal representative (or its entrusted proxy) or person in charge (or its entrusted proxy). Where the legal representative or persons in charge attends the meeting, he/she shall produce his/her own identification card, valid certificates evidencing his/her capacity as the legal representative or persons in charge. Where a proxy is appointed to attend the meeting, he/she shall produce his/her own identification card, the written power of attorney issued by the legal representative or person in charge of the corporate or non-natural person shareholder according to law. The above requirements shall not apply where the shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances enacted from time to time under the laws of Hong Kong or in the securities regulatory rules of the place where the Company's shares are listed.

Article 64 For H shareholders, the instrument appointing a proxy must be in writing under the hand of the shareholder or submitted through other designated electronic address recognized by the board of directors, or by his/her attorney duly authorized in writing or submitted through the designated electronic address or other electronic means. For a corporate shareholder, the instrument appointing a proxy must be affixed with the common seal or signed by its attorney duly authorized in writing or submitted through the designated electronic address or other electronic means.

If a shareholder is a recognized clearing house or its nominee of the place where the Company's shares are listed, he/she may authorize one (1) or more proxy(ies) as he/she thinks fit to act as his/her representative(s) or proxy(ies) at any general meeting or creditors' meeting. However, if more than one (1) proxy is appointed, the power of attorney shall specify the number and class of shares represented by each of such proxies under the authorization. The power of attorney shall be signed by the personnel authorized by the recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their nominees (upon presentation of personal identification but without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the recognized clearing house or their nominee, as if they were the individual shareholders of the Company who are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.

Article 65 A shareholder may appoint a proxy to attend the general meeting. The proxy shall submit to the company a power of attorney executed by the shareholder and may exercise voting rights within the scope of the authorized power. The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

(1) the name or title of the principal, and the class and number of shares held in the Company;

(2) the name of the proxy;

(3) the specific instructions from shareholders, including the instructions to vote in favor of or against, or to abstain from voting on each matter set out on the agenda of the general meeting and so on;

(4) the signing date and validity of the power of attorney;

(5) if a shareholder appoints several persons as proxies, the power of attorney shall specify the number of shares represented by each proxy;

(6) the signature (or seal) of the principal. If the principal is a corporate shareholder or other non-natural person shareholder, the power of attorney must be affixed with the seal of the corporate shareholder or other non-natural person shareholder or signed by its attorney duly authorized in writing or submitted through the designated electronic address or other electronic means.

The power of attorney shall indicate whether the proxy can vote as he/she thinks fit or not if the shareholder does not make specific instructions.

Where the Hong Kong Listing Rules contain specific provisions regarding powers of attorney, such provisions shall prevail.

Article 66 The power of attorney shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the power of attorney is signed by a person authorized by the principal, the power of attorney or other authorization instruments authorized to be signed shall be notarized. The notarized power of attorney or other authorization instruments, together with the power of attorney, shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting. In the case of the principal as a corporation, its legal representative or such other person as may be authorized by a resolution of its board of directors or other decision-making organ shall, as its representative, attend the general meetings of the Company on its behalf.

Article 67 The register of attendees shall be prepared by the Company, which shall set out the attendees' names (or the names of the entities they represent), ID numbers, numbers of shares with voting rights held or represented and names of the appointors (or the names of the entities they represent) and so on.

The convener shall verify the legality of the shareholders' qualifications according to the register of members provided by the securities registry and clearing institution, and register the names of the shareholders and the numbers of shares with voting rights they hold. The meeting registered shall be closed by the time the chairman of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights they hold.

Article 68 When the general meeting is convened, all the directors and the board secretary of the Company shall attend the meeting, and the general manager and other senior management members shall be present at the meeting.

Article 69 General meetings shall be presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the co-chairman. Where both the chairman and the co-chairman of the board of directors are unable or fails to perform his/her duties, the meeting shall be presided over by one (1) director elected jointly by more than half of directors.

A general meeting convened by the Audit Committee itself shall be presided over by the chairman of the Audit Committee. Where the chairman of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by one (1) member of the Audit Committee elected jointly by more than half of its members.

A general meeting convened by shareholders on their own initiative shall be chaired by the convener or the representative nominated by the convener.

When a general meeting is held and the chairman of the meeting violates the rules of procedure for the general meeting which makes it impossible for the general meeting to continue, subject to the approval of more than half of the attending shareholders with voting rights, one (1) person may be elected at the general meeting to act as the chairman of the meeting so as to carry on with the meeting.

Article 70 The Company shall formulate the rules of procedure for general meetings, which shall specify in details the convening, holding and voting procedures for the general meeting, including notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes of meeting and signing, and other contents, as well as the principles for authorization by the general meeting to the board of directors, and the content of authorization shall be clear and specific. The rules of procedure for general meetings shall be an appendix to the Articles of Association, formulated by the board of directors and approved at the general meeting.

Article 71 At the annual general meeting, the board of directors shall report their work in the previous year to the general meeting. Each of the independent non-executive directors shall also make their personal work reports.

Article 72 Directors and senior management members shall provide explanations and clarifications on the queries and recommendations from shareholders at the general meeting.

Article 73 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of shares with voting rights held by them, which shall be the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them as indicated in the register of meeting.

Article 74 The general meeting shall keep minutes of meeting, which shall be responsible by the secretary to the board of directors. The minutes of meeting shall contain the following content:

(1) the time, venue and agenda of the meeting, and the name of the convener;

(2) the names of the chairman of the meeting and the directors and senior management members attending the meeting;

(3) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company;

(4) the deliberation process of each proposal, summaries of the speeches and the voting results;

(5) the details of the queries, comments or recommendations of the shareholders, and the corresponding responses or explanations;

(6) the names of the counter and the scrutineer of votes;

(7) other contents that shall be recorded in the minutes of meeting as provided in the Articles of Association.

Article 75 The convener shall ensure that the contents of the minutes of meeting are true, accurate and complete. The directors, secretary to the board of directors, the convener or representative thereof, and the chairman of the meeting who have attended or presented at the meeting shall sign on the minutes of meeting. The minutes of meeting shall be kept for a term of no less than ten (10) years together with the book of signatures of the shareholders attending the meeting, the forms of proxies of the attending proxies, and the valid information on voting through internet and other means.

Article 76 The convener shall ensure that the general meeting is held continuously until final resolutions have been reached. In the event that the general meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume convening the meeting as soon as possible or directly terminate the meeting and made an announcement in a timely manner. Meanwhile, the convener shall report to the securities regulatory authorities of the place where the Company's shares are listed and the stock exchanges in accordance with laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 77 The Company must announce the poll results at the general meeting as soon as possible, but in any event at least thirty (30) minutes before the earlier of either the commencement of the morning trading session or any pre-opening session on the first business day after the general meeting.

Article 78 The poll results announcement must include:

(1) the total number of shares entitling the holders to attend and vote on a resolution at the meeting;

(2) the total number of shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Hong Kong Listing Rules;

(3) the total number of shares of holders that are required under the Hong Kong Listing Rules to abstain from voting;

(4) the total number of shares actually voted for a resolution;

(5) the total number of shares actually voted against a resolution.

The Company shall appoint its accounting firm, share registrar or external accountants who are qualified to serve as its accountants as scrutineer for the vote-counting and state the identity of the scrutineer in the announcement. The Company shall also state in the announcement whether or not any parties that have stated their intention in the circular to vote against the relevant motion or to abstain from voting have done so at the general meeting.

Section 7 Voting and Resolution of General Meeting

Article 79 The resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution of the general meeting shall be adopted by a simple majority of the votes held by the shareholders attending the general meeting.

A special resolution of the general meeting shall be adopted by more than two-thirds (2/3) of the votes held by the shareholders attending the general meeting.

Article 80 The following matters shall be approved by an ordinary resolution at the general meeting:

(1) working reports of the board of directors;

(2) profit distribution plan and loss recovery plan formulated by the board of directors;

(3) appointment and removal of the members of the board of directors and their remunerations and methods of payment;

(4) appointment or removal of the accounting firm;

(5) other circumstances except for those which shall be approved by special resolutions as stipulated by laws, administrative regulations, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities or the Articles of Association.

Article 81 The following matters shall be approved by a special resolution at the general meeting:

(1) increase or reduction of the registered capital of the Company;

(2) division, spin-off, merger, dissolution and liquidation (including voluntary winding-up) or change of corporate form of the Company;

(3) amendments to the Articles of Association;

(4) matters in relation to purchase or sale of material assets or provision of guarantees with an amount of more than 30% of the audited total assets of the Company for the most recent period within one year;

(5) other circumstances stipulated by laws, administrative regulations, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or other circumstances adopted by ordinary resolutions at the general meeting as having a significant impact on the Company and requiring approval by way of special resolutions.

Article 82 Unless otherwise provided in the Articles of Association, shareholders (including proxy) shall exercise their voting rights according to the number of voting shares they represent, and each share shall have one vote. When a poll is taken, shareholders (including proxy) entitled to two or more votes need not cast all their votes in the same way (for or against or abstaining from voting).

The shares held by the Company shall have no voting rights and shall not be counted in the total shares with voting rights present at the shareholders' meeting.

Where any shareholder is, under the Hong Kong Listing Rules, required to waive his/her voting rights on a resolution or restricted to voting only for or against a resolution, he/she shall waive his/her voting rights and not cast his/her votes in compliance with such requirement, and any vote cast by or no behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the voting results.

Resolutions made pursuant to Articles 2.2 and 2.10 under the Code on Takeovers and Mergers and Article 3.3 under the Code on Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as well as other resolutions that shall only be approved by shareholders of H Shares in accordance with the relevant provisions of the Hong Kong Listing Rules, the Code on Takeovers and Mergers and the Code on Share Buy-backs, as amended from time to time, shall be passed by and only by H shareholders' general meetings.

Article 83 When the general meeting deliberates on matters related to related transactions, related shareholders shall not participate in the voting and the number of shares with voting rights represented by them shall not be counted towards the total number of valid votes; the announcement of resolutions at the general meetings shall adequately disclose the votes of non-related shareholders.

When the general meeting deliberates on matters related to related transaction, related shareholders shall take the initiative to abstain from voting. If related shareholders fail to take initiative to abstain from voting, other shareholders attending the meeting shall be entitled to request them to abstain from voting. Upon the abstention of related shareholders, other shareholders shall vote based on their voting rights and make corresponding resolutions in accordance with the Articles of Association. The abstaining and voting procedures for related shareholders shall be notified by the presider of the general meeting and shall be recorded in the minutes of the meeting.

A resolution of the general meeting on matters related to related transactions shall only be valid if it is approved by more than half of the voting rights held by non-related shareholders present at the general meeting. However, if the related transaction involves matters that require adoption by a special resolution as stipulated in the Articles of Association, the resolution of the general meeting shall only be valid if it is approved by more than two-thirds (2/3) of the voting rights held by non-related shareholders present at the general meeting.

Article 84 Unless the Company is in a crisis or under any other special circumstances, the Company shall not enter into any contract with any person other than directors and senior management members to whom the management of the whole or a significant part of the Company's business is entrusted, except with the approval of the general meeting by a special resolution.

Article 85 The list of candidates for directors shall be submitted to the general meeting for voting.

When voting in respect of the election of directors at the general meeting is conducted, a cumulative voting system shall be implemented in accordance with the Articles of Association or resolutions at the general meeting.

The cumulative voting system mentioned in the previous paragraph refers to: in electing directors at the general meeting, the voting right carried by each share shall be the same as the number of directors to be elected. The voting rights of the shareholders can be exercised in a concentrated manner. The board of directors shall provide the brief biographies and basic information of the candidates for directors to the shareholders.

The nomination of directors shall be in accordance with the following methods and procedures:

(1) Re-election of the board of directors or addition or replacement of directors to the current board of directors: the chairman of the board of directors shall propose a list of candidates for directors. After the resolution is passed by the current board of directors, the board of directors shall put it to the general meeting for voting by way of proposal; the shareholders individually or collectively holding more than one percent (1%) of the shares of the Company may propose candidates for directors to the current board of directors, and the board of directors shall examine the qualifications of the candidates and propose them to the general meeting for voting.

(2) The employee representative directors among the candidates for directors shall be elected by the employee representative meeting or other forms of democratic elections.

(3) The nomination method and procedure of independent non-executive directors are governed by laws, administrative regulations and relevant rules of the securities regulatory authorities of the place where the Company's shares are listed.

When two (2) or more directors are to be elected at the general meeting, a cumulative voting system shall be implemented. If directors will be elected by cumulative voting at the general meeting, the voting of independent non-executive directors and non-independent executive directors shall be conducted separately.

Article 86 Except for those resolutions subject to the cumulative voting system, all resolutions shall be voted on one by one at the general meeting. If there are different resolutions on the same matter, such resolutions shall be voted on in the chronological order in which they were proposed. Unless a general meeting is suspended or no resolution can be passed at the meeting due to special reasons such as force majeure, the voting on resolutions shall not be postponed or cancelled at the general meeting.

Article 87 A resolution shall not be revised when it is considered at a general meeting. If there is any amendment, it shall be regarded as a new resolution and shall not be voted on at the general meeting.

Article 88 Each voting right may only be exercised by either on-site or online or by any one other voting method. In the event of repeated exercise of the same voting right, the first vote cast shall prevail.

Article 89 Voting at a general meeting shall be conducted by way of registered poll.

Article 90 Before voting on a resolution at a general meeting, two (2) shareholders' representatives shall be elected to participate in vote-taking and scrutinizing. If the matters being considered is related to a shareholder, the relevant shareholder and its proxy shall not participate in vote-taking and scrutinizing.

When voting on a resolution at the general meeting, vote-taking and scrutinizing shall be jointly responsible by shareholders' representatives, the poll result shall be announced immediately on-site, and the poll result of the resolution shall be recorded in the minutes of meeting.

Shareholders of the Company or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system (if any) or the minutes of meeting.

Article 91 The closing time of the on-site general meeting shall not be earlier than online or other ways. The chairman of the meeting shall announce the voting and results of every resolution, and announce whether the resolutions have been passed based on the voting results.

Before the official announcement of poll results, the Company, vote counters, scrutinizers, shareholders, network service providers and other relevant parties involved in the general meeting held by either on-site or online or by any one other voting method shall have an obligation to keep the voting situation confidential.

Article 92 Shareholders attending the general meeting shall express one of the following opinions on the proposal submitted for voting: for, against or abstention, except for the securities registry and clearing institution which acts as the nominal holder of stocks under the Inter-connected Mechanism for Trading on Stock Markets in the Mainland and Hong Kong, or the recognized clearing house as defined in the relevant ordinance from time to time in force under the laws of Hong Kong or its proxy which acts as the nominal holder, shall report on the voting intentions of the de facto holders. The securities registry and clearing institution shall have the right to appoint proxies or corporate representatives to attend the shareholders' and creditors' meetings of the issuer, and such proxies or corporate representatives shall have the statutory rights equivalent to other shareholders, including the rights to speak and vote.

Where any ballot is not completed in full, is completed incorrectly or unintelligibly, or has no vote recorded, the voter shall be deemed to have waived his/her/its voting rights and the voting result for his/her shares shall be deemed as an "abstention".

Article 93 Where the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company's shares are listed, as well as the relevant regulatory authorities, require any shareholder to abstain from voting on a resolution or restrict any shareholder to voting only for (or against) a resolution, any votes cast by such shareholders or their proxies in violation of these requirements or restrictions shall be disregarded.

If the chairman of the meeting has any doubt about the result of a resolution submitted for voting, he/she may organize a recount of the votes cast. If the chairman of the meeting does not conduct a recount, and a shareholder or proxy attending the meeting objects to the result announced by the chairman, he/she shall have the right to demand a recount immediately after the announcement of the voting result, and the chairman shall immediately organize a recount.

Article 94 The resolutions of the general meeting shall be announced in a timely manner, the announcement shall specify the shareholders present at the meeting and the number of proxies, the total number of shares with voting rights held by them and their proportion to the Company's total number of shares with voting rights, the voting methods, the poll result of each resolution and details of each of the resolutions passed.

Article 95 If a resolution is not passed, or if a resolution of the previous general meeting is revised at the current general meeting, a special reminder shall be given in the announcement of the resolutions of the general meeting.

Article 96 If a resolution on the election of director(s) is passed at the general meetings, the new director(s) shall take office on the date of conclusion of the general meeting. However, if the term of office of the members of the previous session of the board of directors has not expired at the time of election of new session of the board of directors, the members of the new session of the board of directors shall take office from the day after the date of the expiration of the term of the members of the previous session of the board of directors.

Article 97 If resolutions on the distribution of cash dividends, bonus issue, or capitalization of capital reserves are passed at a general meeting, the Company shall implement the specific plans within two (2) months after the conclusion of the general meeting. Where otherwise provided by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed, as well as the rules of relevant regulatory authorities, such provisions shall prevail.

Chapter 5 Directors and Board of Directors

Section 1 General Provisions of Directors

Article 98 Each director of the Company shall be a natural person. No director of the Company shall be a person who:

(1) does not have capacity or only has limited capacity for civil conduct;

(2) has been subject to any criminal penalty due to graft, bribery, embezzlement of property, misappropriation of property or disruption of the order of socialist market economy or been deprived of his/her political rights, and has completed his/her sentence not more than five (5) years or in the case of a suspended sentence, two (2) years have not elapsed since the probation period was complete;

(3) has been the director, factory manager or manager of any company or enterprise that went bankrupt and was liquidated not more than three (3) years, and is personally liable for the bankruptcy of such company or enterprise;

(4) has been the legal representative of any company or enterprise that had its business license revoked and was ordered to be closed down due to violation of law not more than three (3) years, and is personally liable for such violation;

(5) has been identified as a subject of enforcement for breach of trust by the people's court for failure to repay a significant amount of overdue debts;

(6) has been and is still being banned by the CSRC from entering the stock market;

(7) has been subject to any case of investigation commenced by judicial authorities due to suspected offences and not been subject to any case of investigation commenced by the CSRC due to suspected violation of laws and regulations for which definitive conclusions are pending;

(8) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities where a director of the Company is no longer suitable for holding such a position.

The election, appointment or employment of the directors shall be invalid if such election and appointment are against this article. If the directors fall into the situations provided in this article during their term of office, the Company would remove them from their position and stop them from performing duties.

Article 99 Directors shall be elected or replaced at the general meeting and may be removed at the general meeting prior to the expiration of their term of office. The term of office of the directors is three (3) years and they are eligible for re-election at the end of the term.

Subject to the relevant laws, administrative regulations and the Hong Kong Listing Rules, the general meeting may by ordinary resolution remove any director (including executive directors) during his/her term of office (but such removal does not prejudice the director's claim for damages pursuant to any contract).

The term of office of the directors shall be counted from the date of appointment until the expiration of the term of the current board of directors.

When the directors' term expires and re-election is not held in time, or where the resignation of a director during his/her term of office causes the number of the members of the board of directors to be less than the quorum, the original directors shall still perform their duties as directors in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association before the re-elected directors take office.

Subject to the relevant laws and regulations, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities, if the board of directors appoints a new director to fill a casual vacancy or as an additional director, such director appointed shall hold office only until the next annual general meeting of the Company and shall be eligible for re-election at the meeting. Any director appointed to fill a casual vacancy shall accept shareholders' election at the first general meeting after acceptance of the appointment.

The senior management members may concurrently serve as a director, provided that the total number of directors who also hold senior management positions and employee representative directors shall not exceed one-half (1/2) of the total number of directors of the Company.

The employee representative directors shall be democratically elected and removed from their positions by the Company's employees through the employee representative meeting, the employee congress or other means and do not need to be submitted to the general meeting for consideration.

Article 100 Subject to laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association, each director owes fiduciary duties to the Company. The directors shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not procure undue benefit by taking advantage of his/her functions and powers.

The directors owe fiduciary duties to the Company and shall:

(1) not embezzle the property or misappropriate any funds of the Company;

(2) not deposit any funds of the Company in any account opened in his/her name or the name of any other person;

(3) not take advantage of his/her powers to solicit or accept bribes or other illegal payments;

(4) not directly or indirectly, enter into any contract or transaction with the Company, without reporting to the board of directors or the general meeting and obtaining approval in accordance with the Articles of Association through resolutions of the board of directors or the general meeting;

(5) not take advantage of his/her position in the Company to seek any business opportunities for himself/herself or any other person that should be attributable to the Company, except in any of the following circumstances: where the activity is reported to the board of directors or the general meeting and approved through resolutions of the general meeting; and where the Company cannot exploit the business opportunity according to any laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association;

(6) not operate businesses, either self-owned or owned by others, similar to those of the Company they serve, without reporting to the board of directors or the general meeting and obtaining approval through resolutions of the general meeting;

(7) not to accept any commissions from others on transactions conducted with the Company;

(8) not disclose any secrets of the Company without authorization;

(9) not use his/her affiliation with the Company to the detriment of the interests of the Company;

(10) perform such other fiduciary duties as set forth in laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association.

Any director violating this article shall surrender the proceeds derived therefrom to the Company and indemnify the Company for the losses arising therefrom.

Any contract or transaction entered into between the Company and immediate family members of directors and senior management members, enterprises directly or indirectly controlled by directors and senior management members, or their immediate family members, and other related persons affiliated with directors or senior management members, shall be governed by paragraph 2(4) of this article.

Article 101 Subject to laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association, each director has a duty of diligence to the Company. Directors shall perform their duties with reasonable care that managers should ordinarily exercise in the best interests of the Company.

Each director has a duty of diligence to the Company and shall:

(1) prudently, seriously and diligently exercise the powers granted by the Company to ensure that the business activities of the Company comply with national laws, administrative regulations and economic policies of the State, and fall within the scope of business set forth in the business license;

(2) fairly treat all shareholders;

(3) keep abreast of the business management and operations of the Company;

(4) sign off the regular reports of the Company in writing, and ensure the authenticity, accuracy and completeness of the information disclosed by the Company;

(5) truthfully provide the relevant information and documents to the audit committee, without obstructing the exercise of powers and duties by the audit committee;

(6) perform such other duties of diligence as set forth in laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association.

Article 102 If the director fails to attend the board meeting in person or entrust any other directors to attend the meeting on his/her behalf for two (2) consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the board of directors shall propose to the general meeting to remove such director. Subject to the securities regulatory rules of the place where the Company's shares are listed, any director attending the board meeting by internet, video, telephone or other equivalent means shall also be deemed to be present in person thereat.

Article 103 A director may resign before the expiration of his/her term. The resignation of a director shall be submitted to the board of directors in a written resignation report. The resignation shall take effect on the date the Company receives the resignation report, and the board of directors shall disclose the relevant information to all shareholders in accordance with the securities regulatory rules of the place where the Company's shares are listed. Where the resignation of a director causes the number of the members of the board of directors of the Company to be less than the quorum, the original directors shall still perform their duties as directors in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association before the re-elected directors take office.

Article 104 An independent non-executive director may resign prior to the expiry of his/her term of office. In the event that the composition of the board of directors or its special committees fails to comply with laws and regulations, the securities regulatory rules of the place where the Company's Shares are listed or the provisions of the Articles of Association as a result of the resignation of independent non-executive directors at any time, or the remaining independent non-executive directors cannot continue to comply with the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed, the Company must inform the Hong Kong Stock Exchange immediately, and explain the details and reason by means of announcement, and shall, within three (3) months after non-compliance with the relevant provisions, appoint enough independent non-executive directors to meet the requirements of the Hong Kong Listing Rules.

Article 105 The Company has established a management system for the departure of directors, clearly defined safeguarding measures for accountability and recovery of unfulfilled public commitments and other unfulfilled matters. Upon a director's resignation becomes effective or his/her term of office expires, he/she shall complete all of the handover procedures with the board of directors, and his/her fiduciary obligations to the Company and the shareholders shall not necessarily be discharged after the expiration of his/her term of office and shall remain valid for three (3) years. Directors' obligation to keep trade secrets of the Company confidential shall remain effective after the expiry of his/her term of office until such secrets become public information. A director's duties for the performance of his/her duties during his/her tenure shall not be relieved or terminated upon leaving office.

Article 106 The general meeting may resolve to remove a director, and the removal takes effect on the date the resolution is made. If a director is removed before the expiration of his/her term without justifiable reasons, the director may demand compensation from the Company.

Article 107 No director may act on behalf of the Company or the board of directors in his/her personal capacity without authorization under the provisions of the Articles of Association or the lawful authorization of the board of directors. Where a director acts in his/her personal capacity, he/she shall declare his position and identity in advance if a third party would reasonably believe that he/she is acting on behalf of the Company or the board of directors.

Article 108 The Company shall be liable for damages to others caused by a director in the course of performing his/her duties for the Company; a director who has acted with intent or gross negligence shall also be liable for compensation.

A director who, in the course of performing his/her duties for the Company, violates laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association and causes losses to the Company shall bear liability for compensation.

Article 109 The Company shall have independent non-executive directors. Independent non-executive directors shall perform their duties in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, as well as the rules of relevant regulatory authorities and the Articles of Association.

Section 2 Board of Directors

Article 110 The Company shall have a board of directors comprising nine (9) directors, including one (1) chairman and one (1) co-chairman. The chairman and co-chairman of the board of directors shall be elected by more than half of all directors. The directors of the Company shall comprise executive directors, non-executive directors and independent non-executive directors, including at least three (3) independent non-executive directors and one (1) employee representative director.

Article 111 The board of directors shall exercise the following powers:

(1) to convene the general meeting and report on its work to the general meeting;

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

(3) to decide on the Company's operational plans and investment proposals;

(4) to formulate proposals for the Company's profit distribution plans and loss recovery schemes;

(5) to formulate proposals for the increase or reduction of registered capital, issue of bonds or other securities and listing of the Company;

(6) to formulate proposals for material acquisition, repurchase of the Company's shares or merger, division, dissolution and change of corporate form of the Company;

(7) to decide on external investment, acquisition or disposal of assets, assets security, external guarantee, entrusted wealth management, related transactions and external donations of the Company within the scope authorized by the general meeting and in accordance with the securities regulatory rules of the place where the Company's shares are listed;

(8) to decide on the setup of the Company's internal management organs;

(9) to decide on appointment or dismission of the Company's manager, secretary of the board of directors and other senior management members, and to decide on their remuneration, rewards and punishments; to decide on appointment or dismission of the Company's deputy general manager, the person in charge of finance and other senior management members based on the manager's recommendation, and to decide on their remuneration, rewards and punishments;

(10) to formulate the Company's basic management system;

(11) to formulate proposals for amendment to the Articles of Association;

(12) to manage the Company's information disclosure;

(13) to propose to hire or replace an accounting firm auditing for the Company to the general meeting;

(14) to listen to the work report of the manager of the Company and check the work of the manager;

(15) to formulate and review the corporate governance policies and practices of the Company and make recommendations to the board of directors;

(16) to review and monitor the training and continuous professional development of directors and senior management members;

(17) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(18) to formulate, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;

(19) to review the Company's compliance with the Corporate Governance Code (Appendix C1 of the Hong Kong Listing Rules) and disclosure in the Corporate Governance Report;

(20) to approve transactions that shall be approved by the board of directors in accordance with laws and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and the requirements of the relevant regulatory authorities and the Articles of Association;

(21) to establish, amend, suspend or terminate the Company's employee share incentive scheme within the scope of the authorization by the general meeting and to decide on the implementation of the aforesaid scheme;

(22) to be in charge of environmental, social and governance (hereinafter referred to as "**ESG**") works, including identifying ESG risks, formulating and reviewing the ESG strategies, goals and internal controls;

(23) other powers granted by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities or the Articles of Association.

Major matters of the Company shall be resolved by all members of the board of directors. No authorization shall be granted to, among others, the chairman of the board of directors, co-chairman of the board of directors and manager to exercise powers that shall be exercised by the board of directors in accordance with law.

Matters which are beyond authorization of the general meeting shall be submitted to the general meeting for consideration.

Article 112 The board of directors of the Company shall make explanations to the general meeting in respect of any non-standard audit opinion issued by the certified public accountants on the Company's financial reports.

Article 113 The board of directors shall formulate rules of procedure for board meetings to ensure that the board of directors implements the resolutions of the general meeting, improves work efficiency and guarantees scientific decision-making.

The Rules of Procedure for Board Meetings shall regulate the convening and voting procedures of the board of directors, and serving as attachment to the Articles of Association, shall be formulated by the board of directors and be submitted to the general meeting for approval.

The Company shall maintain a board skills matrix and disclose:

(1) the existing skills mix of the board of directors;

(2) how the combination of skills, experience and diversity of the directors serves the purpose, values, strategy and desired culture of the Company;

(3) details and plans for the board of directors to acquire further skills, as well as how the relevant plans for prior years are achieved in the reporting year and their progress, if applicable.

Article 114 The board of directors shall determine the authority of external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, related transactions, external donations, and establish strict review and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and reported to the general meeting for approval.

Article 115 Material transactions and related transactions that do not meet the criteria for consideration by the board of directors shall be submitted to the manager for decision.

Article 116 The chairman of the board of directors shall exercise the following powers:

(1) to preside over the general meetings and convene and preside over meetings of the board of directors;

(2) to supervise and inspect the implementation of the resolutions of the board of directors;

(3) to perform other functions and powers as delegated by the board of directors.

Where the chairman of the board of directors is unable or fails to perform his/her duties, the co-chairman of the board of directors shall perform such duties.

Article 117 Where the chairman of the board of directors or the co-chairman of the board of directors is unable or fails to perform his/her duties, a director jointly elected by more than half of the directors shall perform such duties.

Article 118 The board of directors shall hold at least four (4) meetings each year, and shall be convened by the chairman of the board of directors. All directors shall be served with a notice in writing fourteen (14) days before the meeting.

Article 119 Shareholders representing more than one-tenth (1/10) of the voting rights, more than one-third (1/3) of the members of the board of directors or the audit committee may propose to convene an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over the meeting of the board of directors within ten (10) days after receiving the proposal.

Article 120 Notices of extraordinary board meetings shall be given by post, email, fax, personal delivery, telephone and other means three (3) days in advance.

Under special circumstances that require the board of directors to reach an immediate resolution and in the interests of the Company, the convening of an extraordinary board meeting may not be subject to the restrictions of the method and time limit of notification set out in the preceding paragraph, meeting notices may be given by email, telephone, instant message or other verbal means at any time, but the convener shall provide an explanation at the meeting.

Article 121 Notices of board meetings shall include the following:

(1) date and venue of the meeting;

(2) form and duration of the meeting;

(3) matters and topics to be discussed;

(4) date of issuance of the notice.

Article 122 Meetings of the board of directors should be held only with the presence of more than one-half of the directors. Resolutions of the board of directors must be passed by more than one-half of all directors. The board meetings shall be convened on site in principle and if necessary, may be held by way of video, telephone, email or other electronic communication.

The board of directors may adopt a written resolution instead of convening an on-site board meeting, and such resolution shall be deemed to have been passed as long as it is sent to all directors and signed for by the number of directors specified by laws, administrative regulations, departmental rules, normative documents or the Articles of Association.

The resolutions of the board of directors shall be voted on a one-person-one-vote basis.

Article 123 Where a director is related with the enterprise or individual involved in the matters to be resolved at a board meeting, he/she shall submit a written report to the board of directors in a timely manner. The related director shall not exercise voting rights on such resolution, and shall not vote on behalf of other directors. Such board meeting may be held with the presence of more than half of the unrelated directors, and resolutions made at the board meeting must be passed by more than half of the unrelated directors. If the number of unrelated directors present at the board meeting is less than three (3), the matter shall be submitted to the general meeting for consideration.

If there is any substantial shareholder (only for the purpose of this section, substantial shareholder(s) refer(s) to shareholder(s) individually or jointly holding at least ten percent (10%) of the Company's total voting shares) or director who, in the opinion of the board of directors, has significant conflict of interests in the matters to be considered by the board of directors, then the matters shall be dealt with at a board meeting, rather than by a written resolution. Independent non-executive directors who neither themselves nor their close associates (as defined in the Hong Kong Listing Rules) have a material interest in the transaction should attend relevant board meetings.

Article 124 The voting of the board of directors shall be conducted by a show of hands, open ballot, electronic communication or other methods permitted by laws and administrative regulations.

Article 125 Directors shall attend the board meeting in person; where a director is unable to attend a board meeting for some reasons, he/she may entrust another director in writing to attend the meeting on his/her behalf. The power of attorney shall state the name of the proxy, the matters to be represented, the scope of authorization and the validity period, and the entrusting party shall sign or affix seal thereto. The director who attends the meeting as a proxy shall exercise the director's rights within the scope of authorization. Where a director neither attends the board meeting nor appoints a proxy to attend on his/her behalf, he/she shall be deemed to forfeit his/her voting rights at the said meeting.

One (1) director shall not accept appointment by more than two (2) directors to attend one (1) board meeting on his/her behalf. When an independent non-executive director is unable to attend a meeting in person, he/she may only appoint another independent non-executive director to attend the meeting on his/her behalf.

Article 126 The board of directors shall keep minutes for decisions of the meeting on the agenda items, which shall be taken charge of by a special person assigned by the board of directors, and the directors present at the meeting shall sign on the minutes.

The minutes shall be kept as the Company files for a period of not less than ten (10) years.

Article 127 The minutes of the board meeting shall include the following contents:

(1) the date and venue of the meeting and the name of the convener;

(2) the name of directors present at the meeting and the name of directors (proxies) entrusted to attend the board meeting;

(3) the agenda of the meeting;

(4) key points of speeches by the directors;

(5) the voting method and results for each resolution (the voting results shall state the number of affirmative, negative or abstention votes);

(6) other matters that the attending directors think should be recorded.

Section 3 Special Committees under the Board of Directors

Article 128 The board of directors of the Company shall establish an audit committee chaired by an independent non-executive director. The audit committee shall exercise the powers of the supervisory committee as stipulated in the Company Law.

Article 129 The audit committee of the Company shall comprise three (3) members, all of whom shall be non-executive directors, and shall not have any relationship with the Company that could affect his/her independent and objective judgment. At least one member shall be the independent non-executive director who possesses appropriate professional qualifications as recognized by the listing rules of the stock exchange where the Company's shares are listed or appropriate accounting or related financial management expertise. The majority of the audit committee members must be independent non-executive directors of the Company. The audit committee must be chaired by an independent non-executive director. A former partner of the current external auditor shall not be a member of the audit committee of the Company within two years from (i) the date on which it ceases to be a partner of the external auditor; or (ii) the date on which it ceases to be entitled to financial interest in the external auditor, whichever is later.

Article 130 The audit committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all the members of the audit committee:

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

(2) engagement or dismissal of the accounting firm that undertakes the audit engagements of the Company;

(3) appointment or dismissal of the financial controller of the Company;

(4) changes in accounting policies, accounting estimates, or correction of significant accounting errors for reasons other than changes in accounting standards;

(5) other matters authorized by laws, administrative regulations, regulations of the CSRC, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

Article 131 The audit committee shall hold at least one (1) meeting every quarter. An extraordinary meeting may be convened upon the proposal of two or more members or when the convener deems necessary. A meeting of the audit committee may only be held when more than two-thirds of the members attended. Resolutions adopted at the audit committee meeting must be approved by more than half of all members of the audit committee.

Resolutions of the audit committee shall be voted on a one-person-one-vote basis. Resolutions of the audit committee shall be recorded in meeting minutes as required, and the members of the audit committee present at the meeting shall sign the minutes. The board of directors is responsible for formulating the working procedures of the audit committee.

Article 132 The Company shall establish a remuneration and appraisal committee chaired by an independent non-executive director, with a majority being independent non-executive directors.

Article 133 The remuneration and appraisal committee is responsible for formulating evaluation standard for directors and senior management members and implementation of the evaluation, and formulating and reviewing the remuneration policies and plans for directors and senior management members, including remuneration determination mechanism, decision-making process, payment and stop payment and claw back arrangements, and making recommendations to the board of directors on the following matters:

(1) remuneration of directors and senior management members;

(2) formulation of or change to equity incentive plans and employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests;

(3) arrangement of stock ownership plans for subsidiaries to be spun off by directors and senior management members;

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

If the board of directors 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 specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.

Article 134 The Company shall establish a nomination committee chaired by the chairman of the board of directors or an independent non-executive director, with a majority being independent non-executive directors.

Article 135 The nomination committee is responsible for developing standards and procedures for the election of directors and senior management members, and selecting and examining the qualifications of the candidates for directors and senior management members, and making recommendations to the board of directors on the following matters:

(1) nomination, appointment or dismissal of directors;

(2) appointment or dismissal of senior management members;

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

If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and specific reasons for its non-adoption in the resolution of the board of directors and if required, disclose the same in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Article 136 The Company may set up relevant special committees such as the strategic committee where necessary. All special committees shall be accountable to the board of directors and shall perform their duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and as authorized by the board of directors. Proposals shall be submitted to the board of directors for review and decision making. The board of directors is responsible for formulating the work procedures of the special committees and standardizing the operation, discussion methods and voting procedures of the special committees.

Chapter 6 Senior Management Members

Article 137 The Company shall have one (1) manager, who shall be appointed or dismissed by the board of directors.

The Company shall have several deputy managers, who shall be appointed or dismissed by the board of directors. The deputy managers assist the manager in relevant work according to their respective responsibilities.

Article 138 The circumstances under these articles of association in which a person may not serve as a director and the management system for resignations shall also apply to senior management members.

The provisions of these articles of association regarding the fiduciary duties of directors and the diligence duties shall also apply to senior management members.

Article 139 Each term of office for the manager is three (3) years, and the manager may be reappointed for consecutive appointments upon the decision of the board of directors.

Article 140 The manager shall be accountable to the board of directors and exercises the following functions and powers:

(1) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the board of directors, and to report to the board of directors;

(2) to organize the implementation of the annual business plan and investment plan of the Company;

(3) to formulate the plan for the establishment of the internal management structure of the Company;

(4) to formulate the basic management system of the Company;

(5) to formulate the specific rules of the Company;

(6) to make proposal to the board of directors on the appointment or dismissal of deputy managers and head of finance of the Company;

(7) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be decided by the board of directors;

(8) to consider and approve the transactions which do not reach the approval authority of the general meeting and the board of directors as stipulated in these articles of association;

(9) other functions and powers as conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, these articles of association, or the board of directors.

The manager shall present at the meetings of the board of directors.

Article 141 The manager shall formulate detailed working rules for the manager, which shall be implemented after approval by the board of directors.

Article 142 The detailed working rules for the manager shall include the following:

(1) conditions, procedures and participants for convening manager meetings;

(2) specific duties and division of work of the manager and other senior management members;

(3) authority for use of Company funds and assets, signing of major contracts, and reporting to the board of directors. The updated materials provided to the board of directors on a monthly basis shall include monthly management accounts and the latest information on management, etc.; if the directors believe that the information provided by the management is insufficient, they should be able to request further information from the management;

(4) other matters deemed necessary by the board of directors.

Article 143 The manager and the deputy managers may resign before their term of office expires. The specific procedure and rules for resignation of the manager and the deputy managers shall be specified in the employment contract between the manager and the deputy managers and the Company.

Article 144 The Company shall have a secretary to the board of directors responsible for the preparation of the general meetings and board meetings of the Company, custody of documents, management of shareholder information of the Company, handling matters related to information disclosure and others.

The secretary to the board of directors shall comply with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the relevant regulatory authorities and these articles of association.

Article 145 The Company shall be liable for compensation if the senior management members cause damage to others in the performance of their duties; the senior management members shall also be liable for compensation if they are intentional or grossly negligent.

Senior management members who violate laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or these articles of association in the performance of their duties and cause losses to the Company shall be liable for compensation.

Article 146 Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.

Where a senior management member of the Company fails to faithfully perform his/her duties or breaches the obligation of integrity, thereby causing damage to the interests of the Company and public shareholders, he/she shall be liable for compensation in accordance with laws.

Chapter 7 Financial and Accounting System, Profit Distribution and Audit

Section 1 Financial and Accounting System

Article 147 The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and provisions of relevant state authorities.

Article 148 The Company's fiscal year is the calendar year, i.e. from 1 January to 31 December. The Company shall, from the end of each fiscal year, timely prepare its annual financial and accounting reports in accordance with relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the requirements of relevant regulatory authorities. The Company adopts RMB as its functional currency, and its accounts are written in Chinese.

The Company shall deliver the aforesaid report to each holder of H Shares in a manner compliant with the requirements of the Hong Kong Listing Rules at least twenty-one (21) days before the date of the annual general meeting and within four (4) months after the end of the relevant fiscal year.

The Company shall announce two (2) financial reports for one (1) fiscal year, i.e. an interim financial report within three (3) months after the end of the first six (6) months of any one (1) fiscal year, and an annual financial report within four (4) months after the end of the fiscal year. Upon the completion of the interim accounting report and annual accounting report, the Company shall go through the formalities and make an announcement in accordance with the requirements of state laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed. At the same time, the Company shall disclose a preliminary announcement of its annual results within three (3) months from the end of each fiscal year, and disclose a preliminary announcement of its interim results within two (2) months from the end of the first six (6) months of each fiscal year.

Article 149 The Company shall have no other accounting books except the statutory accounting books. The assets of the Company shall not be deposited in any accounts opened in the name of any individual.

Article 150 When distributing profits after taxation of the year, the Company shall set aside ten percent (10%) of its profits for the Company's statutory reserve until the fund has reached fifty percent (50%) or more of the Company's registered capital.

When the Company's statutory reserve is not sufficient to make up for the Company's losses for the previous years, the profits of the current year shall first be used to cover the losses before any allocation is set aside for the statutory reserve pursuant to the preceding provision.

After making allocations to the statutory reserve from its profits after taxation, the Company may, upon passing a resolution at a general meeting, make further allocations from its profits after taxation to the discretionary reserve.

After the Company covers its losses and makes allocations to its reserve, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by these articles of association.

If the general meeting resolves to distribute any profits to the shareholders in violation of the Company Law, the shareholders shall return such profits distributed to the Company, and if any losses are caused thereby to the Company, the shareholders, as well as any directors and senior management members responsible for the violation, shall be liable for compensation.

The Company shall not distribute any profits in respect of the shares held by it.

Article 151 The Company emphasizes reasonable investment returns to shareholders, and its profit distribution shall follow the principles of attaching importance to reasonable investment returns to shareholders and benefiting the long-term development of the Company, fully listen to and consider the opinions of shareholders, and ensure that the Company's profit distribution policy shall maintain the continuity and stability, and comply with the relevant requirements of laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.

The Company may, based on its profitability and availability of fund, increase the frequency of dividend distributions, simplify the procedures for interim dividend distribution and implement multiple dividend distributions during the year in accordance with the requirements of laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed, so as to stabilize investors' expectation for dividend distribution.

The Company may distribute dividends in the form of cash or shares. In the event that the conditions for both cash and shares dividends are met, the Company will give priority to cash dividends. In the event that the Company has distributable profits, the board of directors of the Company may make a plan for the distribution of dividends in the form of cash and/or shares in the light of the Company's business and financial conditions.

When making a proposal for distribution of dividends, the board of directors shall comprehensively consider the following factors:

(1) the actual and expected financial performance of the Company;

(2) the expected working capital requirements, capital expenditure requirements and future expansion plans of the Company;

(3) the current and future liquidity of the Company;

(4) the economic conditions and other internal or external factors that may affect the business or financial performance and conditions of the Company; and

(5) any other factors deemed appropriate by the board of directors.

Article 152 If the general meeting of the Company adopts a resolution on distributing profits, the board of directors shall complete the distribution of dividends (or shares) within two (2) months from the date on which the resolution is passed at the general meeting.

Article 153 The reserve fund of the Company is appropriated for purpose of making up the losses or expanding production and operation of the Company or being capitalized.

If the Company uses the reserve funds to make up losses, it shall be based on the annual financial and accounting reports of the Company, and shall write off the discretionary surplus reserve and statutory surplus reserve in order to the extent that the negative number of undistributed profits is reduced to zero; if the losses still cannot be made up, the Company may write off the capital reserve that is formed from shareholders' capital contributions, has a definite amount, is shared by all shareholders and is not subject to restricted use. After making up the losses, the balance of the capital reserve shall not be negative.

If the capital reserve that is exclusive to specific shareholders or subject to restricted use is used to make up the losses, the consent of the party that owns the fund or the party that sets the usage restrictions shall be obtained.

The board of directors shall formulate a plan for making up losses with reserve funds, setting out the main components of the losses, the reasons, amounts and methods for making up losses, etc., adopt a resolution of the board of directors and submit the same to the general meeting for consideration and approval.

In any capitalization of the statutory reserve, the remaining statutory reserve shall not be less than twenty-five percent (25%) of the Company's registered capital immediately prior to such capital increase through reserve fund transfer.

Section 2 Internal Audit

Article 154 The Company shall implement an internal audit system, specifying the leadership system, duties and authorization, personnel allocation, finance support, application of audit results and accountability etc. for internal audit work.

The internal audit system of the Company shall be implemented and disclosed to the public upon approval by the board of directors.

Article 155 The internal audit body of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information, and other matters.

Article 156 The internal audit body shall be responsible to the board of directors.

The internal audit body shall, in the course of supervision and inspection of the Company's business activities, risk management, internal control, financial information, accept supervision and guidance of the audit committee. Upon discovery of the relevant significant issues or clues, the internal audit body shall forthwith report directly to the audit committee.

Article 157 The internal audit body shall be responsible for implementation of the Company's internal control appraisal. The Company shall issue an annual internal control appraisal report based on the appraisal report issued by the internal audit body and considered by the audit committee and the relevant materials.

Article 158 When the audit committee communicates with the external audit organizations such as accounting firms and state audit organizations, the internal audit body shall cooperate actively and provide the requisite support and cooperation.

The audit committee shall participate in appraisal of the head of the internal audit.

Section 3 Appointment of the Accounting Firm

Article 159 The Company shall appoint such accounting firm which has complied with the Securities Law and the securities regulatory rules of the place where the Company's shares are listed for carrying out the audit for the accounting statements, net asset verification, and other relevant consultancy services. The term of appointment shall be one (1) year and can be re-appointed.

Article 160 The appointment and dismissal of an accounting firm by the Company shall be considered by the board of directors and approved by the general meeting. The board of directors shall not appoint accounting firm before the approval of the general meeting.

Article 161 The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting proofs, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding and misrepresentation.

Article 162 The auditing fee of the accounting firm shall be determined by the general meeting.

Article 163 In the event of any dismissal or non-renewal of an accounting firm by the Company, a decision shall be made by the general meeting, and a notice shall be served to inform the accounting firm ten (10) days in advance. When the general meeting of the Company votes on the dismissal of the accounting firm, the accounting firm is allowed to express its opinions.

Where the accounting firm proposes its resignation, it shall explain to the general meeting whether there are any irregularities in the Company.

Chapter 8 Notice and Announcement

Section 1 Notice

Article 164 The Company shall give notice in the following ways:

(1) by personal delivery;

(2) by post;

(3) by fax;

(4) by email;

(5) by publishing announcements on the websites or newspapers designated by the Company and the stock exchanges in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the requirements of relevant regulatory authorities;

(6) by other methods stipulated in these articles of association.

In respect of the way in which the Company provides or sends corporate communications to holders of H Shares in accordance with the Hong Kong Listing Rules, on the premise of complying with the securities regulatory rules of the place where the Company's shares are listed and these articles of association, the Company may provide or send corporate communications to holders of H Shares through the website designated by the Company and/or the website of Hong Kong Stock Exchange or by electronic means.

The corporate communications referred to in the preceding paragraph refer to any document issued or to be issued by the Company for reference or action by any holders of H Shares or other persons required by the Hong Kong Listing Rules, including but not limited to:

1. annual reports of the Company (including directors' report, annual accounts of the Company, audit reports and summary financial reports, if applicable);

2. interim reports and interim summary reports of the Company (if applicable);

3. meeting notices;

4. listing documents;

5. circulars;

6. proxy forms (with the meaning ascribed to it under the Hong Kong Listing Rules).

Where a notice is served by announcement in the exercise of the rights prescribed in these articles of association, such an announcement shall be published in accordance with the methods prescribed in the Hong Kong Listing Rules.

Article 165 The meeting notice of convening the general meeting of the Company shall be served by personal delivery, fax, post, or email and public announcements.

Article 166 The meeting notice of convening the meeting of the board of directors of the Company shall be served by personal delivery, fax, post or email.

Article 167 If a notice of the Company is given by personal delivery, the date of delivery shall be the date of signature (or seal) of the recipient on the delivery receipt; if a notice of the Company is given by post, the date of delivery shall be the third (3) working day from the date of delivery to the post office; if a notice of the Company is given by fax, the date of delivery shall be the date on which the fax enters the designated receiving system of the recipient; if a notice of the Company is given by email, the date of delivery shall be the time when the e-mail reaches the designated e-mail address of the recipient; if a notice of the Company is given by public announcements, the date of delivery shall be the date on which the first (1) announcement is published.

Article 168 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at the meeting.

Section 2 Announcement

Article 169 If it is required to make public announcements to the holders of H Shares pursuant to these articles of association, such announcements shall also be published in such manner as required by the Hong Kong Listing Rules. The Company designates the media/websites recognized by the stock exchange where the Company's shares are listed as the media for publishing the Company's announcements and other information that needs to be disclosed. The information disclosed by the Company in other public media shall not precede the disclosure in the designated newspapers and websites, and the announcement of the Company shall not be replaced by press release or press conference, or other forms.

Article 170 The board of directors shall have the right to decide to adjust the media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by the relevant laws and administrative regulations in the PRC and in Hong Kong, as well as the securities regulatory authority of the State Council, the overseas regulatory authority and the stock exchange where the Company's shares are listed.

The "announcements" referred to in these articles of association, except as the context otherwise required, shall, in respect of the announcements issued to shareholders or the announcements required to be issued in Hong Kong pursuant to the relevant provisions and these articles of association, be published on the Company's website, the HKEXnews website (www.hkexnews.hk) and such other websites as may be prescribed by the Hong Kong Listing Rules from time to time in accordance with the relevant requirements of the Hong Kong Listing Rules.

Chapter 9 Merger, Demerger, Capital Increase, Capital Reduction, Dissolution and Liquidation

Section 1 Merger, Demerger, Capital Increase and Capital Reduction

Article 171 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

One company absorbing another company is merger by absorption, and the Company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is merger by establishment of a new entity, and the parties to the merger shall be dissolved.

Article 172 Subject to securities regulatory rules of the place where the Company's shares are listed, including Hong Kong Listing Rules, as well as the applicable requirements of the relevant regulatory authorities, where the consideration paid by the Company in a merger does not exceed ten percent (10%) of its net assets, it is not necessary to obtain a resolution at the shareholders' meeting, unless it is otherwise provided for in these articles of association.

Where a merger is effected pursuant to the preceding paragraph without a resolution of the shareholders' meeting, it shall be subject to a resolution of the board of directors.

Article 173 In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution on merger and shall make an announcement in the newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days after the date of the Company's resolution on merger.

Creditors may demand the Company to repay debts or provide corresponding security within thirty (30) days upon receipt of such notice or forty-five (45) days from the date of announcement in case of receiving no such notice.

Article 174 Upon the merger, claims and debts of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company resulting from the merger.

Article 175 When the Company is demerged, its assets shall be split accordingly.

In the event of a demerger of the Company, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution on demerger and shall make an announcement in the newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days after the date of the Company's resolution on demerger.

Article 176 Debts prior to the demerger of the Company shall be jointly and severally borne by the companies after the demerger, unless it is otherwise stipulated in the written agreement on settlement of debts reached between the Company and the creditors before the demerger.

Article 177 The Company shall prepare a balance sheet and an inventory of assets when it intends to reduce its registered capital.

The Company shall notify the creditors within ten (10) days upon resolution on reduction of registered capital by the general meeting and make announcement thereof in the newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days. Creditors may demand the Company to repay debts or provide corresponding security within thirty (30) days upon receipt of such notice or forty-five (45) days from the date of announcement in case of receiving no such notice.

When the Company reduces its registered capital, the proportion of capital contribution reduced by each shareholder shall be determined by the then shareholders' meeting convened by the Company.

Article 178 Where the Company makes up losses in accordance with paragraph 2 of the Article 153 of these articles of association and remains in deficit, it may reduce its registered capital to cover such losses. Where registered capital is reduced to make up losses, the Company shall not distribute dividends to shareholders nor exempt shareholders from their obligations to contribute capital or pay share subscriptions.

Where registered capital is reduced pursuant to the preceding paragraph, the paragraph 2 of Article 177 of these articles of association shall not apply; however, an announcement shall be published on the National Enterprise Credit Information Publicity System or in the newspapers within thirty (30) days of the shareholders' meeting passing the resolution to reduce registered capital.

Following a reduction in registered capital under the preceding two paragraphs, the Company shall not distribute profits until the aggregate amount of statutory reserves and discretionary reserves reaches fifty percent (50%) of the Company's registered capital.

Article 179 Where the registered capital is reduced in contravention of the Company Law or other relevant provisions, shareholders shall return the funds received, and any reduction in shareholder contributions shall be restored to its original state; if losses are caused to the Company, shareholders and responsible directors and senior management members shall bear liability for compensation.

Article 180 When the Company issues new shares to increase its registered capital, shareholders shall not have preferential subscription rights, unless otherwise provided in these articles of association or as determined by a shareholders' meeting resolution.

Article 181 When the merger or demerger of the Company involves changes in registered particulars, such changes shall be registered with the registration authority of the Company in accordance with laws. When the Company is dissolved, the Company shall cancel its registration in accordance with laws. When a new company is established, its establishment shall be registered in accordance with laws.

In case of increase or reduction of registered capital of the Company, the Company shall legally complete the formalities for change registration with the registration authority of the Company.

Section 2 Dissolution and Liquidation

Article 182 The Company shall be dissolved for the following reasons:

(1) The term of its operations as stipulated in these articles of association has expired or other events of dissolution specified in these articles of association have occurred;

(2) The general meeting resolves to dissolve the Company;

(3) Dissolution is necessary due to merger or demerger of the Company;

(4) The Company's business license is revoked, the Company is ordered to close down or be revoked in accordance with laws;

(5) Where the operation and management of the Company falls into serious difficulties and its continued existence would cause material losses to shareholders, the shareholders holding above ten percent (10%) of the total voting rights of the Company may apply to the people's court to dissolve the Company if there are no other solutions.

If the Company encounters the reasons for dissolution as stipulated in the preceding paragraph, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.

Article 183 Where the Company falls under the circumstances of items (1) and (2) of Article 182 of these articles of association and has not distributed any property to shareholders, it may continue to exist by amending these articles of association or by a resolution of the general meeting.

Amendments to these articles of association in accordance with the provisions of the preceding paragraph or by resolution of the general meeting shall be approved by more than two-thirds (2/3) of the voting rights held by the shareholders attending the general meeting.

Article 184 If the Company is dissolved pursuant to item (1), (2), (4) or (5) of Article 182 of these articles of association, it shall be liquidated. The directors, being the liquidation obligors of the Company, shall form a liquidation committee for liquidation within fifteen (15) days from the date of occurrence of the cause for dissolution.

The liquidation committee shall be composed of directors, unless these articles of association provide otherwise or the general meeting resolves to elect someone else.

If the liquidation obligator fails to fulfill its liquidation obligations in a timely manner and causes losses to the Company or creditors, it shall be liable for compensation.

Article 185 The liquidation group shall exercise the following powers during the liquidation period:

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

(2) to notify creditors through notice or public announcement;

(3) to deal with the Company's outstanding businesses related to liquidation;

(4) to pay any tax overdue as well as tax amounts arising from the process of liquidation;

(5) to claim credits and pay off debts;

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

(7) to represent the Company in civil lawsuits.

Article 186 The liquidation group shall notify the Company's creditors within ten (10) days after its establishment and issue public notices in newspapers or on the National Enterprise Credit Information Publicity System within sixty (60) days. A creditor shall lodge his claim with the liquidation group within thirty (30) days after receiving notification, or within forty (45) days of the public notice if he did not receive any notification.

A creditor shall state all matters relevant to his/her creditor rights in making his/her claim and furnish evidence. The liquidation group shall register such creditor rights.

The liquidation group shall not make any debt settlement to creditors during the period of claim.

Article 187 Upon liquidation of properties and the preparation of the balance sheet and inventory of assets, the liquidation group shall draw up a liquidation plan to be submitted to the shareholders' general meeting or people's court for confirmation.

The Company's remaining assets after payment of liquidation expenses, wages, social insurance expenses and statutory compensation, outstanding taxes and debts shall be distributed to shareholders according to their shareholding proportion.

It shall continue to exist during the liquidation period, although it can only engage in any operating activities that are related to the liquidation.

The Company's properties shall not be distributed to the shareholders before repayments are made in accordance to the foregoing provisions.

Article 188 Upon liquidation of the Company's properties and the preparation of the balance sheet and inventory of assets, if the liquidation group becomes aware that the Company does not have sufficient assets to meet its liabilities, it must apply to the people's court for a declaration for bankruptcy liquidation.

Following the acceptance of application for bankruptcy by the People's Court, the liquidation group shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people's court.

Article 189 Upon completion of the liquidation, the liquidation group shall submit a liquidation report to the shareholders' general meeting or the people's court for verification and the report shall be submitted to the registration authority of the Company in order to cancel the Company's registration.

When the Company is deregistered through the summary procedures in accordance with Article 240 of the Company Law, if the shareholders make false undertakings that the Company has not incurred any debts or has fully settled its debts during its existence, they shall be jointly and severally liable for the debts incurred before the deregistration.

Where the Company is deregistered in accordance with the provisions of Article 241 the Company Law, the liabilities of the shareholders and the liquidation obligors shall not be affected.

Article 190 When performing the duties in relation to the liquidation, members of the liquidation group shall bear the duties of loyalty and diligence.

If members of the liquidation group are reluctant in performing their liquidation duties and cause losses to the Company, they shall be liable for compensation.

A member of the liquidation group is liable to indemnify the Company or its creditors in respect of any loss arising from his/her intentional or gross negligence.

Article 191 Where the Company is lawfully declared bankrupt, bankruptcy liquidation shall be carried out in accordance with the relevant laws governing corporate insolvency.

Chapter 10 Amendment of Articles of Association

Article 192 Under any one of the following circumstances, the Company shall amend these articles of association:

(1) After amendment has been made to the Company Law or relevant laws, administrative regulations, Hong Kong Listing Rules or the securities regulatory rules of the place where the Company's shares are listed and the relevant requirements of related regulatory authorities, the contents of these articles of association are in conflict with the amended laws, administrative regulations, Hong Kong Listing Rules or securities regulatory rules of the place where the Company's shares are listed and the relevant requirements of related regulatory authorities;

(2) A change occurs in the Company's situation and such change is inconsistent with the matters stated herein;

(3) The Company make application to issue preferential shares in accordance with laws;

(4) The general meeting decides to amend these articles of association.

Article 193 Amendments to these articles of association approved by a resolution at the general meeting shall be subject to the approval of the competent authority and must be submitted to the competent authority for approval; if the amendments involve registration details of the Company, a change in registration particulars shall be carried out in accordance with laws.

Article 194 The board of directors shall amend these articles of association in accordance with the resolution of the general meeting on the amendment to these articles of association and the approving opinion of relevant competent authorities.

Article 195 Amendments to these articles of association that are required to be disclosed under laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are listed shall be announced in accordance with relevant requirements.

Chapter 11 Supplementary Provisions

Article 196 Definitions:

(1) the controlling shareholder(s) refers to (i) shareholder(s) or any other person (a person or a group of persons) who is entitled to exercise or control the exercise of thirty percent (30%) or more of the voting rights at the general meeting; or (ii) shareholder(s) who is/are entitled to exercise or control the exercise of a certain percentage of voting rights at the general meeting as required by the PRC law from time to time which triggers a mandatory public offer, or shareholder(s) whose shareholdings are less than those percentage but are sufficient to have legal or managerial control over the Company (for example, having significant influence on general meetings and resolutions thereof); or (iii) shareholder(s) or any other person (a person or a group of persons) who has/have the power to control the composition of the majority of the board of directors of the Company.

(2) De facto controller refers to any natural, legal person or other organizations who is able to actually control the Company's actions through investment relationships, agreements, or other arrangements.

(3) Related relationship refers to the relationship between the Company's controlling shareholders, de facto controllers, directors or senior management members and the enterprises they directly or indirectly control, as well as other relationships that may cause the transfer of the Company's interests. However, the relation between fellow state-controlled enterprises shall not be deemed as affiliated relation merely because they are both controlled by the State. Under the context of the securities regulatory rules of the place where the Company's shares are listed, including the Hong Kong Listing Rules, the Related relationship(s) shall have the same meaning with "connected relationship(s)" as defined in the Hong Kong Listing Rules; the related party shall have the same meaning with "connected party" and "connected person" as defined in the Hong Kong Listing Rules; the related transaction shall have the same meaning with "connected transaction" as defined in the Hong Kong Listing Rules.

(4) Close relatives refer to spouses, parents, children, siblings, paternal and maternal grandparents, and paternal and maternal grandchildren as defined under the Article 1045 of the Civil Code of the People's Republic of China.

(5) The managers and deputy managers of the Company refer to the general manager and vice general manager of the Company, which may also be referred to as the president, chief executive officer and vice president with reference to the common practice in the market.

(6) China or the PRC, refers to the People's Republic of China, which excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan Province of China which are under the sovereignty of China, for the purpose of these articles of association only and solely in relation to these articles of association.

(7) RMB refers to the lawful currency of the PRC, RMB, where thousands, ten thousand and one hundred million shall be construed accordingly.

Article 197 The "accounting firm" as used in the articles of association has the same meaning with "auditor". Unless otherwise specified in the relevant national laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, the "independent non-executive director" as used in the articles of association shall have the same meaning with "independent director".

Article 198 The board of directors may formulate detailed rules of these articles of association in accordance with the provisions of these articles of association. Such detailed rules shall not conflict with the provisions of these articles of association.

Article 199 These articles of association are written in Chinese. In the event of any discrepancy between versions in other languages or different versions of these articles of association and the Chinese version, the latest Chinese version approved by and registered or filed with the authorities for company registration shall prevail.

Article 200 The terms "above," "within," in these articles of association include the stated figure; "over," "outside," "below," and "more than" do not include the stated figure.

Article 201 These articles of association shall be interpreted by the Company's Board of directors.

Article 202 The appendices to these articles of association comprise the Rules of Procedure for shareholders' Meetings and the Rules of Procedure for Board Meetings.

Article 203 These articles of associations shall be subject to the approval by resolution at the general meeting and shall be effective from the date of initial public offering of the H Shares of the Company on the main board of the Hong Kong Stock Exchange. The original articles of association and its amendments of the Company shall automatically become void from the effective date of these articles of association.

Article 204 Matters not covered by these articles of association shall be dealt with in accordance with the applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed in light of the Company's actual situation. In the event of any inconsistency between these articles of association and the applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules or the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed which are promulgated and implemented after these articles of association becomes effective, the applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules or the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed which are promulgated and implemented after these articles of association becomes effective shall prevail.