

Fortior Technology (Shenzhen) Co., Ltd.

Articles of Association

(Draft)

(Applicable after the Issuance and Listing of H shares)

December 2024

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Chapter I General Provisions

Article 1 In order to protect the legitimate rights and interests of the Company and our shareholders and creditors, and regulate the organization and activities of the Company, the Articles of Association are formulated under the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the “**Company Law**”), the Securities Law of the People's Republic of China (《中華人民共和國證券法》) (the “**Securities Law**”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Administrative Measures**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules of the Hong Kong Stock Exchange**”) and other relevant provisions.

Article 2 Fortior Technology (Shenzhen) Co., Ltd. is a joint stock company with limited liability incorporated under the Company Law and other relevant provisions (the “**Company**”). The Company was established by way of promotion through legal overall transformation of Fortior Technology (Shenzhen) Limited; upon registered with Shenzhen Administration for Market Regulation and obtaining the business license.

Article 3 The Company was registered with the China Securities Regulatory Commission on March 4, 2022 for the initial public offering of 23,090,850 ordinary shares in RMB, which was listed on the Shanghai Stock Exchange on April 20, 2022. After the Company submitted the filing with the China Securities Regulatory Commission (“**CSRC**”) on [•] and obtained the approval from The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”, collectively with the “Shanghai Stock Exchange”, the “**Stock Exchanges**”) on [•], the Company conducted the initial public offering of [•] overseas-listed shares (“**H Shares**”), with an over-allotment of [•] H Shares. The aforementioned H Shares were officially listed on the Main Board of Hong Kong Stock Exchange on [•].

Article 4 Registered Name of the Company: Fortior Technology (Shenzhen) Co., Ltd. (峰岷科技(深圳)股份有限公司).

Article 5 Domicile of the Company: 203, Building 11, Software Park (Phase II), 1 Keji Central Road II, Gaoxin Central Zone, Nanshan District, Shenzhen.

Article 6 The registered capital of the Company is RMB[•].

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

Article 8 The Chairman of the Company shall be the legal representative of the Company.

Article 9 The assets of the Company are divided into shares with equal par value. The liability of each shareholder to the Company is limited to the shares subscribed by such shareholder. The Company shall be liable for its debts to the extent of its assets.

Article 10 From the effective date hereof, the Articles of Association shall become a legally binding document governing the organization and activities of the Company, and the relationship of rights and obligations between the Company and the shareholders and among the shareholders and be legally binding on the Company and its shareholders, directors, supervisors, other senior management members. A shareholder may bring an action against another shareholder or any director, supervisor, general manager and any other senior management member of the Company, or the Company, and the Company may bring an action against any of its shareholder(s), director(s), supervisor(s), general manager or other senior management members, in each case, in accordance with the Articles of Association.

Article 11 For the purpose of the Articles of Association, other senior management members include deputy general managers, board secretary, and chief financial officer.

Chapter II Business Objectives and Scope

Article 12 Business objectives of the Company: With the aspiration to strengthen economic cooperation and technological exchanges, the Company is committed to promoting the development of China's national economy while achieving satisfactory returns.

Article 13 The duly registered business scope of the Company: engaging in technology development and design of electronic, electrical, and electromechanical products, integrated circuits, and software products, selling self-developed products; providing related technical consulting services (excluding restricted items); and conducting import/export operations of goods and technologies (excluding distribution of commodities under national monopoly and exclusive control).

Chapter III Shares

Section 1 Issuance of Shares

Article 14 The Company's share certificates shall be in registered form.

Article 15 Shares of the Company shall be issued in an open, fair and just manner. Shares of the same class shall rank *pari passu* with each other.

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

Article 16 The nominal value of shares issued by the Company is denominated in RMB. The shares issued by the Company and listed on the Shanghai Stock Exchange are hereinafter referred to as the “A Shares” and the shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as the “H Shares”.

Article 17 The A Shares issued by the Company shall be deposited collectively at the Shanghai Branch of the China Securities Depository and Clearing Corporation Limited. The H Shares issued by the Company shall be primarily deposited with a custodian company under the Hong Kong Securities Clearing Company Limited, and may also be held by shareholders in their own names in accordance with the laws, the securities regulatory rules and the practice of registration, and deposit of securities in the listing place.

Article 18 At the time of the establishment of the Company, the promoters of the Company subscribed for the shares of the Company by converting the audited net assets they held in Fortior Technology (Shenzhen) Limited as at April 30, 2020 into share capital of the Company. The registered capital was fully paid up at the time of the establishment of the Company. The name of each promoter and the number of shares subscribed for are as follows:

No.	Name of promoter	Number of shares subscribed for (ten thousand shares)	Shareholding percentage (%)	Contribution method
1	Fortior Technology (HK) Company Limited (峰昭科技(香港)有限公司)	3,515.4431	50.7480	Net assets converted into shares
2	Shanghai Huaxin Venture Capital Enterprise (上海華芯創業投資企業)	1,346.5723	19.4388	Net assets converted into shares
3	Shenzhen Xinqi Investment Enterprise (Limited Partnership) (深圳市芯齊投資企業(有限合夥))	481.2900	6.9478	Net assets converted into shares
4	Shenzhen Weihe Investment Co., Ltd. (深圳微禾投資有限公司)	270.2050	3.9006	Net assets converted into shares

No.	Name of promoter	Number of shares subscribed for (ten thousand shares)	Shareholding percentage (%)	Contribution method
5	Shanghai Juyuan Juxin Integrated Circuit Industry Equity Investment Fund Center (Limited Partnership) (上海聚源聚芯集成電路產業股權投資基金中心(有限合夥))	207.5581	2.9962	Net assets converted into shares
6	Hubei Xiaomi Yangtze River Industry Fund Partnership (Limited Partnership) (湖北小米長江產業基金合夥企業(有限合夥))	140.6570	2.0305	Net assets converted into shares
7	Xinyun Technology (Shenzhen) Co., Ltd. (芯運科技(深圳)有限公司)	135.0716	1.9499	Net assets converted into shares
8	Nanjing Jucheng Qiushi Equity Investment Partnership (Limited Partnership) (南京俱成秋實股權投資合夥企業(有限合夥))	129.7239	1.8727	Net assets converted into shares
9	Qingdao Kangrun Huachuang Investment Management Center (Limited Partnership) (青島康潤華創投資管理中心(有限合夥))	103.7791	1.4981	Net assets converted into shares
10	Shanghai Junlian Shenghao Venture Capital Partnership (Limited Partnership) (上海君聯晟灝創業投資合夥企業(有限合夥))	93.7125	1.3528	Net assets converted into shares
11	Peng Ruitao (彭瑞濤)	90.8068	1.3109	Net assets converted into shares

No.	Name of promoter	Number of shares subscribed for (ten thousand shares)	Shareholding percentage (%)	Contribution method
12	Shenzhen Talent Innovation and Entrepreneurship No. 1 Equity Investment Fund (Limited Partnership) (深圳市人才創新創業一號股權投資基金(有限合夥))	77.8343	1.1236	Net assets converted into shares
13	Yin Yimin (殷一民)	77.8343	1.1236	Net assets converted into shares
14	Jiangsu Wanquan Yuanhe Puhua Equity Investment Partnership (Limited Partnership) (江蘇建泉元禾璞華股權投資合夥企業(有限合夥))	51.8895	0.7491	Net assets converted into shares
15	Beijing Junlian Shengyuan Equity Investment Partnership (Limited Partnership) (北京君聯晟源股權投資合夥企業(有限合夥))	46.9082	0.6771	Net assets converted into shares
16	Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司)	44.0594	0.6360	Net assets converted into shares
17	Rizhao Yifeng Equity Investment Fund Partnership (Limited Partnership) (日照益峰股權投資基金合夥企業(有限合夥))	31.1337	0.4494	Net assets converted into shares
18	Shenzhen Xinsheng Investment Enterprise (Limited Partnership) (深圳市芯晟投資企業(有限合夥))	28.7052	0.4144	Net assets converted into shares

No.	Name of promoter	Number of shares subscribed for (ten thousand shares)	Shareholding percentage (%)	Contribution method
19	Tibet Jinsheng Teda Venture Capital Co., Ltd. (西藏津盛泰達創業投資有限公司)	28.1242	0.4060	Net assets converted into shares
20	Nanjing Jucheng Equity Investment Management Co., Ltd. (南京俱成股權投資管理有限公司)	25.9448	0.3745	Net assets converted into shares
	Total	6,927.2530	100	–

Article 19 Upon the completion of the initial public offering of the H Shares (assuming that the Over-allotment Option is not exercised), the total issued share capital of the Company comprises [•] shares, all of which are ordinary shares, including [•] A ordinary shares, and [•] H ordinary shares.

Article 20 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who purchases or intends to purchase its own shares.

Section 2 Change in Shares and Repurchase of Shares

Article 21 The Company may increase its capital in line with the needs for operations and development according to laws, administrative regulations after respective resolutions are passed at a shareholders' general meeting by the following methods:

- (i) public offering of shares;
- (ii) non-public offering of shares;
- (iii) distribution of bonus shares to existing shareholders;
- (iv) increase in capital by transfers from reserves;

(v) any other methods provided in laws and administrative regulations and approved by the securities regulatory authorities in the place where the shares of the Company are listed.

Article 22 The Company may reduce its registered capital. The reduction of the registered capital of the Company shall be made in accordance with the Company Law, and other relevant regulations as well as procedures stipulated in these Articles of Association.

Article 23 The Company shall not repurchase its own shares. However, exceptions are made in any of the following cases:

- (i) to reduce the registered capital of the Company;
- (ii) to merge with other companies that hold shares in the Company;
- (iii) to use the shares for employee shareholding schemes or as share incentives;

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

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

- (vi) to safeguard corporate value and shareholders' equity as the Company deems necessary.

Article 24 The Company may purchase its shares through public centralized trading or other ways as permitted by the laws, administrative regulations, securities regulatory authorities of the place where the Company's shares are listed and stock exchanges, and shall comply with the provisions of the applicable laws and regulations and the rules of the securities regulatory authorities of the place where the Company's shares are listed.

Where the Company purchases its shares under the circumstances prescribed in items (iii), (v) and (vi) under the first paragraph of Article 23 of these Articles, such purchase shall be conducted through public centralized trading.

Article 25 Where the Company purchases its own shares under any of the circumstances specified in the aforesaid items (i) and (ii) under the first paragraph of Article 23 hereof shall require a resolution of the shareholders' general meeting. Where the purchases of the Company's shares under any of the circumstances specified in aforesaid items (iii), (v) and (vi) under the first paragraph of Article 23 hereof shall, provided that they comply with the applicable securities regulatory rules of the place where the Company's shares are listed, require a resolution of a Board meeting attended by two-thirds or more of the directors.

Purchasing its own shares by the Company shall be subject to the information disclosure obligations under the Securities Law and the rules of other securities regulatory authorities of the place where the shares of the Company are listed.

In respect of the A Shares, after the Company purchases its own shares pursuant to the provisions under the first paragraph of Article 23 hereof, such shares shall be cancelled within 10 days from the date of purchase under the circumstance as described in item (i); such shares shall be either transferred or cancelled within six months under the circumstances as described in items (ii) and (iv); the aggregate number of its own shares held by the Company shall not exceed 10% of the total shares in issue of the Company and such shares shall be transferred or cancelled within three years under the circumstances as described in items (iii), (v) and (vi). In respect of H Shares, where laws, regulations and the securities regulatory authorities of the place where the Company's shares are listed stipulate otherwise in respect of the relevant matters involved in share repurchases, such stipulations shall prevail.

Section 3 Transfer of Shares

Article 26 The Shares of the Company are transferrable according to law. All the transfer of H shares shall be transferred by way of a written instrument of transfer in an ordinary or general format, or any other format acceptable to the Board (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). The written instruments of transfer may be signed only by hand or (where the transferor or transferee is a company) by the Company's seal. If the transferor or transferee is a recognized clearing house (or its agent) as defined in the relevant ordinances in force from time to time in accordance with Hong Kong laws, the written instruments of transfer may be signed by hand or in a machine-printed form. All the instruments of transfer shall be kept at the legal address of the Company or such an address as the Board may specify from time to time.

Article 27 The Company shall not accept shares of the Company as the subject of any pledge.

Article 28 The shares of the Company held by the promoters shall not be transferred within 1 year of the date of establishment of the Company.

The shares already issued by the Company before the public offering of A Shares shall not be transferred within 1 year of the date on which the A Shares of the Company are listed on the stock exchange.

The Directors, Supervisors, and senior management of the Company shall declare, to the Company, the information on their holdings of the shares of the Company and the changes thereto. The shares transferrable by them during each year of their term of office shall not exceed twenty-five percent of the total shares they hold in the Company. The shares that they hold in the Company shall not be transferred within 1 year of the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year from the date of their resignation.

If the securities regulatory rules of the place where the Company's shares are listed impose additional restrictions on the transfer of the Company's shares, the relevant parties are also required to comply with such requirements.

Article 29 Where the Company's Directors, Supervisors, senior management or shareholders who hold 5% or more of the Company's shares sell the Company's shares they hold within six months of the relevant purchase, or purchase any share they have sold within six months of the relevant sale, the proceeds generated therefrom shall be incorporated into the profits of the Company, and the Board of Directors of the Company shall recover the proceeds. However, the following circumstances shall be excluded where a securities company holds 5% or more of the shares of the Company due to its purchase of any remaining shares under best efforts underwriting or where the provisions of the CSRC are applicable.

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

If the Board of Directors of the Company fails to comply with the first paragraph of this article, the shareholders are entitled to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to comply within the aforesaid period, the shareholders are entitled to initiate litigation directly before the people's court in their own names for the interest of the Company.

If the Board of Directors fails to implement the first paragraph of this article, the responsible directors shall bear joint and several liability in accordance with law.

Chapter IV Shareholders and Shareholders' General Meeting

Section 1 Shareholders

Article 30 The Company shall establish a register of shareholders based on the certificates provided by the share registrar where the Company's shares are listed. The register of shareholders shall be sufficient evidence proving the shareholders' holding of the Company's shares. The original register of holders of H Shares listed in Hong Kong shall be maintained in Hong Kong and available for inspection by shareholders, whilst the Company may close the register of shareholders in accordance with the provisions of applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her. Shareholders who hold existing shares of the same class shall enjoy equal rights and assume equal obligations.

In the event that any shareholder whose name is recorded in or any person who requests to have his/her/its name entered in the register of holders of H Shares loses his/her/its share certificate(s), he/she/it may apply to the Company for replacement of new share certificate(s) in respect thereof. Where a holder of overseas-listed foreign shares loses his/her/its share certificate(s) and applies for replacement, such application shall be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original copy of the register of shareholders of overseas-listed foreign shares is maintained.

Article 31 When the Company convenes a shareholders' general meeting, distributes dividends, commences liquidation and participates in other activities which require the verification of the identities of shareholders, the Board or the convener of the shareholders' general meeting shall decide the date of record. The shareholders whose names are registered on the register of shareholders at the close of trading on the date of record shall be entitled to the relevant rights.

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

- (i) the right to receive dividends and other distributions in proportion to the number of shares held;
- (ii) the right to request, convene, preside over, attend or appoint proxy(ies) to attend the shareholders' general meeting and to exercise the corresponding right to vote according to law;
- (iii) the right to supervise, present proposals or raise enquiries in respect of the Company's operations;
- (iv) the right to transfer, give as a gift or pledge the shares it holds in accordance with laws, administrative regulations and the Articles of Association;

(v) the right to inspect and copy the Articles of Association, register of shareholders, minutes of the shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Board of Supervisors and financial and accounting reports;

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

(vii) shareholders who object to resolutions of merger or division made by the shareholders' general meeting may request the Company to purchase the shares they hold;

(viii) other rights provided for by laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed or the Articles of Association.

The Articles, resolutions of the shareholders' meeting or board meeting shall comply with laws and regulations and shall not deprive or restrict shareholders' legal rights. The Company shall protect the legitimate rights of shareholders and ensure that they are treated fairly.

Article 33 When a shareholder requests to have access to or obtain the information referred to in the preceding article, he or she shall present evidence to the Company to prove the class and amount of shareholdings in writing. The Company shall comply with the shareholder's request after verifying his/her/its identity.

Article 34 A resolution of the shareholders' general meeting or the Board of Directors may be declared void by the people's court upon application from shareholders if the content contravenes the laws or administrative regulations.

If the convening procedure or voting method of a shareholders' general meeting or the Board of Directors contravenes the laws, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the people's court to revoke the resolution within 60 days since the resolution.

Article 35 If any Director or senior management violates the relevant laws and administrative regulations or the provisions of the Articles of Association in performing his/her duties in the Company, causing any loss to the Company, the shareholder(s) individually or collectively holding one percent (1%) or more of the shares of the Company for more than 180 consecutive days shall have the right to request in writing the Board of Supervisors to bring an action before the people's court. If the Board of Supervisors violates the relevant laws and administrative regulations or the provisions of the Articles of Association in performing its duties in the Company, causing any loss to the Company, any shareholder may request in writing the Board to bring an action before the people's court.

If the Board of Supervisors or the Board refuses to bring an action after receiving a written request from the relevant shareholder(s) as prescribed in the aforementioned paragraph, or fails to bring such action within thirty (30) days upon receipt of such written request, or if the matter is of great urgency and the failure to bring such action immediately will cause irreparable damages to the Company, the shareholder(s) specified in the preceding paragraph shall have the right to directly bring an action before the people's court in their own name for the benefit of the Company.

If any other person infringes on the legitimate rights and interests of the Company, causing any loss to the Company, the shareholder(s) referred to in the first paragraph of this article may bring an action before the people's court pursuant to the provisions of the first two paragraphs of this article.

Article 36 If any Director or senior management damages the interests of any shareholder in violation of the relevant laws and administrative regulations or the provisions of the Articles of Association, the relevant shareholder may bring an action before the people's court.

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

- (i) to comply with laws, administrative regulations and the Articles of Association;
- (ii) to pay the share subscription price based on the shares subscribed for by them and the method of acquiring such shares;
- (iii) not to return shares unless prescribed otherwise in laws and regulations;
- (iv) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Company's creditors;
- (v) Other obligations as stipulated by laws, administrative regulations and the Article.

Any shareholder who abuses shareholders' rights and causes the Company or other shareholders to suffer a loss shall be liable for making compensation in accordance with laws.

Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and cause severe harms to the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

Article 38 Any shareholder holding five percent (5%) or more of the voting shares of the Company who pledges any shares held by him/her/it shall report to the Company in writing on the date of such pledge.

Article 39 The controlling Shareholders and de facto controllers of the Company shall not use their connected relationships to damage the legitimate interests of the Company. Those who violate the provisions and cause losses to the Company shall be liable for compensation.

Controlling Shareholders and de facto controllers of the Company shall have a duty of care to the Company and public shareholders of the Company. Controlling Shareholders shall exercise their investors' rights in strict accordance with the laws, and such Controlling Shareholders shall not damage the lawful interests of the Company or of public shareholders in any way such as via the distribution of profits, an asset reorganization, external investments, the use of Company's funds or the provision of a loan guarantee, nor shall they abuse their controlling positions to damage the interests of the Company or of public shareholders.

Section 2 General Requirements of Shareholders' General Meeting

Article 40 The shareholders' general meeting is the body of power of the Company which exercises the following functions and powers according to law:

(i) to decide on the business policy and investment plans of the Company, and to approve significant changes in the Company's business scope;

(ii) to elect and replace the directors and supervisors who are not employee representatives and to decide on the matters relating to the remuneration of directors and supervisors;

(iii) to consider and approve the reports of the Board of Directors;

(iv) to consider and approve the reports of the Board of Supervisors;

(v) to consider and approve the proposed annual financial budgets and final accounts of the Company;

(vi) to consider and approve the Company's profit distribution plan and plan for recovery of losses;

(vii) to resolve on the increase or reduction of the Company's registered capital;

(viii) to resolve on issuance of corporate bonds;

(ix) to resolve on the merger, division, dissolution, liquidation or changing the form of the Company;

(x) to amend these Articles of Association and other important rules and regulations of the Company;

(xi) to adopt resolutions on the Company's appointments and dismissals of accounting firms;

(xii) to consider and approve the guarantees under Article 41;

(xiii) to consider the purchase or sale of major assets of the Company in excess of 30% of the Company's latest audited total assets within one year;

(xiv) to consider and approve changes in the use of proceeds;

(xv) to consider the equity incentive plans and employee shareholding schemes;

(xvi) to review any transactions where the applicable percentage ratios calculated by the Company pursuant to the percentage ratios requirement under Rule 14.07 of Listing Rules of the Hong Kong Stock Exchange no less than twenty-five percent (25%) (including one-off transactions) or any connected transactions where the applicable percentage rate no less than five percent (5%) (including one-off transactions and a series of transactions requiring an aggregated percentage rate);

(xvii) to consider other matters on which decisions shall be made by the shareholders' general meeting as required by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The annual general meeting of the Company may authorize the Board to approve the issuance of shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the date of the annual general meeting for the next year.

Article 41 The following external guarantees provided by the Company shall be considered and approved by the shareholders' general meeting:

- (i) any guarantee provided after the total amounts of the external guarantees provided by the Company and its majority-owned subsidiaries exceed 50% of the latest audited net assets;
- (ii) a single guarantee whose amount exceeds 10% of the latest audited net assets;
- (iii) to provide guarantee to any person or entity with a gearing ratio in excess of 70%;
- (iv) any guarantee provided after the total amounts of the external guarantees provided by the Company exceed 30% of the latest audited total assets;
- (v) guarantee that exceeds 30% of the latest audited total assets of the Company when determined based on the principle of accumulation of guarantee amounts for consecutive 12 months;
- (vi) guarantees provided to shareholders, de facto controllers and their related parties;
- (vii) other guarantees as stipulated by laws, laws and the regulations and the securities regulatory rules of the place where the shares of the Company are listed or the Articles.

The Company may be waived for the requirements of paragraphs (i) to (iii) of the preceding paragraph if the Company's interests will not be jeopardized by providing guarantees for its wholly-owned subsidiaries or by providing guarantees for its controlling subsidiaries and the remaining shareholders of the controlling subsidiaries provide guarantees in the same proportion according to the equity interests they are entitled to.

The guarantees within the scope of authority of the Board of Directors shall also be approved by more than two-thirds of the directors present at the Board meeting, besides being approved by more than half of all directors. The guarantees under item (v) of the previous paragraph shall be passed by more than two-thirds of the voting rights held by shareholders attending the general meeting.

Article 42 The shareholders' general meetings are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and be held within 6 months of the end of the previous accounting year.

Article 43 In any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months from the date upon which the circumstance occurs:

(i) when the number of directors falls short of the number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association;

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

(iii) when shareholders individually or collectively holding more than 10% of the Company's shares request;

(iv) when the Board of Directors deems necessary;

(v) when proposed by the Board of Supervisors;

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

Article 44 The Company shall convene a shareholders' general meeting at its place of domicile or at any other place specified in the notice of a shareholders' general meeting.

A Shareholders' general meeting shall be held at the designated venue in the form of on-site meeting. The Company may also provide convenience for the shareholders to attend the meeting through the network or other means in accordance with the securities regulatory rules of the place where the Company's shares are listed. Any Shareholders who participate in the meeting through the above means shall be deemed to be present in person.

Article 45 The Company shall engage lawyers to attend the shareholders' general meeting and advise on the following issues with announcements made thereon:

(i) whether the convening of the shareholders' general meeting and its procedures are in compliance with laws, administrative regulations and the Articles of Association;

(ii) whether the attendees are eligible and whether the eligibility of the convener is lawful and valid;

(iii) whether the procedures of voting and the voting outcome of the meeting are lawful and valid;

- (iv) legal opinions on other related matters at the request of the Company.

Section 3 Convening of Shareholders' General Meeting

Article 46 Independent directors shall be entitled to submit a proposal to the Board of Directors on holding an extraordinary general meeting. For such a proposal, the Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, and the Articles of Association.

Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of the shareholders' general meeting shall be given within 5 days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given, and an announcement shall be made.

Article 47 The Board of Supervisors shall be entitled to submit a proposal in writing to the Board of Directors on holding an extraordinary general meeting. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, and the Articles of Association.

Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of shareholders' general meeting shall be given within 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 approval from the Board of Supervisors.

Where the Board of Directors does not agree to hold an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a shareholders' general meeting. In such a case, the Board of Supervisors may convene and preside over the meeting on its own.

Article 48 Shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting and such request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the request in accordance with laws, administrative regulations, and the Articles of Association.

Where the Board of Directors agrees to hold an extraordinary general meeting, it shall issue a notice of the shareholders' general meeting within 5 days after the resolution is made. Any change to the original request in the notice shall be subject to approval from the relevant shareholders.

Where the Board of Directors does not agree to hold an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to submit a proposal to the Board of Supervisors on holding an extraordinary general meeting and such request shall be made in writing. Where the Board of Supervisors agrees to hold an extraordinary general meeting, it shall issue a notice of Shareholders' general meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.

Where the Board of Supervisors fails to give the notice of the shareholders' general meeting within the specified time limit, it shall be deemed that the Board of Supervisors does not convene or preside over the meeting, in which case, shareholders who individually or together hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.

Article 49 Where the Board of Supervisors or shareholders decide to convene a shareholders' general meeting on their own, they must notify the Board of Directors in writing and, in accordance with the securities regulatory rules and the requirements of the stock exchange where the Company's shares are listed, complete the necessary reports or announcements.

Prior to the announcement of the resolution of the shareholders' general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%.

The convening shareholders shall, upon issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting, complete the necessary reports or announcements in accordance with the securities regulatory rules and the requirements of the stock exchange where the Company's shares are listed.

Article 50 The Board of Directors and the secretary to the Board of Directors should cooperate with the Board of Supervisors or shareholders to convene shareholders' general meetings on their own. The Board of Directors shall provide the register of shareholders on the record date of equity interests.

Article 51 The expenses necessary for the shareholders' general meeting convened by the Board of Supervisors or the shareholders themselves shall be borne by the Company.

Section 4 Proposals and Notices of Shareholders' General Meeting

Article 52 The contents of a proposal of the shareholders' general meeting shall be within the scope of the duties and powers of the shareholders' general meeting, have definite themes and specific matters for resolutions, as well as be in compliance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the relevant requirements set forth in the Articles of Association.

Article 53 When the Company convenes a shareholders' general meeting, the Board of Directors, the Board of Supervisors and shareholders who individually or together hold 3% or more of the shares of the Company are entitled to put forward a proposal to the Company.

Shareholders individually or together holding 3% or more of the shares of the Company can put forward a temporary proposal 10 days before the shareholders' general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall issue a supplemental notice within 2 days upon receiving such proposal and notify shareholders of the content of such proposal. If the shareholders' general meeting is required to be postponed due to the publication of a supplementary notice of the shareholders' general meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the shareholders' general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed.

Except for circumstances provided in the above paragraph, the convener, after issuing the announcement regarding the notice of the shareholders' general meeting, shall neither modify the proposals stated in the notice of shareholders' general meeting nor add new proposals.

The shareholders' general meeting shall not vote for or pass a resolution on any proposal not stated in the notice of the shareholders' general meeting or not complying with the provisions of Article 53 hereof.

Article 54 The convener shall notify each shareholder 21 days prior to an annual shareholders' general meeting and shall notify each shareholder 15 days prior to an extraordinary general meeting. For the purpose of calculating the commencing date, the day on which the meeting is held shall be excluded.

Article 55 Notice of shareholders' general meeting shall include the following contents:

- (i) the date, venue and duration of the meeting;
- (ii) matters and proposals to be considered at the meeting;

(iii) an express statement that the entire shareholders are entitled to attend the shareholders' general meeting, and to appoint proxy(ies) to attend and vote on his/her behalf at the meeting, and that a proxy need not be a shareholder of the Company;

(iv) the record date on which the shareholders are entitled to attend the shareholders' general meeting;

(v) the name and telephone number of permanent contact persons for the affairs of the meeting;

(vi) the voting time and procedure via internet or through other means.

The notice and the supplementary notice, if any, of the shareholders' general meeting shall fully and completely disclose the contents of all proposals. If the matters to be discussed require the opinions of the independent directors, the opinions of the independent directors and the reasons therefor shall be disclosed at the same time when the notice of shareholders' general meeting or its supplementary notice is issued.

The commencing time of voting by on-line or other means shall neither be earlier than 3:00 pm of the day before the on-site general meeting to be convened, nor later than 9:30 am of the day on which the on-site general meeting is convened; and the ending time shall not be earlier than 3:00 pm of the day on which the on-site general meeting ends.

The period between the share registration date and the date of the meeting shall not be longer than 7 working days. Once the share registration date is fixed, it cannot be altered.

Article 56 If the election of any Director(s) or Supervisor(s) will be discussed at a shareholders' general meeting, the notice of the Shareholders' general meeting shall specify the particulars of each Director or Supervisor candidate, which shall at least include:

(i) educational background, work experience, concurrent posts and other personal information;

(ii) whether the candidates have any related relationship with the Company or its controlling shareholders and de facto controllers;

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

(iv) whether such a candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by the Stock Exchanges.

Except where the Director and Supervisor will be elected through the cumulative voting system, each Director or Supervisor candidate shall be nominated by a separate proposal.

Article 57 After the notice of a shareholders' general meeting has been issued, the shareholders' general meeting shall not be adjourned or canceled without justifiable reason, and no proposal set forth in the notice of the shareholders' general meeting shall be canceled. If the meeting needs to be adjourned or canceled, the convener shall publish an announcement and explain the reason at least 2 working days prior to the originally scheduled date of the meeting.

If there are special provisions on the procedures for postponing or canceling the general meeting under the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail, provided that the domestic regulatory requirements is not violated.

Section 5 Convening of Shareholders' General Meeting

Article 58 The Board and other conveners of the Company shall take necessary measures to guarantee the normal order of each shareholders' general meeting, and prevent any person from interfering with or inciting public disorder at any shareholders' general meeting or otherwise infringing on the legitimate rights and interests of the Shareholders, and promptly refer any such act to the competent authorities for investigation and punishment.

Article 59 All shareholders legally registered on the record date or their proxies are entitled to attend the shareholders' general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, and exercise their voting rights at the shareholders' general meeting in accordance with the relevant laws, regulations and the Articles (unless a shareholder shall abstain from voting in respect of a specific matter in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed).

The shareholders may attend general shareholders' meetings and exercise voting rights in person, and may appoint a proxy (the person need not be a shareholder of the Company) to attend and exercise voting rights within the scope of authorization.

Article 60 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 and stock account cards. 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. Where a shareholder is a recognized clearing house (or its nominee) as defined by the relevant provisions in Hong Kong that come into effect from time to time, it may authorise its corporate representative(s) or one or more persons as it deems fit to act as its proxy(ies) or representative(s) at any general meeting.

A legal person shareholder shall attend the meeting by its legal representative or proxy appointed by the legal representative. Where the legal representative attends the meeting, he/she shall produce his/her own identity card and valid certificates evidencing his/her capacity as the legal representative. Where a proxy is appointed to attend the meeting, he/she shall produce his/her own identification card and the written power of attorney issued by the legal representative of the legal person shareholder according to law.

The shareholders of a partnership should be represented at the meeting by a representative appointed by the executive partner of the partnership or by a proxy appointed by the appointed representative. If an executive partner appoints a representative to attend the meeting, he/she should present his/her identity card and valid proof of his/her eligibility to appoint a representative; if he/she appoints a proxy to attend the meeting, he/she should present his/her identity card and the written power of attorney issued by the executive partner.

Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of the meeting 24 hours before convening the meeting for voting relating to the proxy forms, or 24 hours before the designated time of voting. Where a proxy form is signed by a person under the power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorizing the signing of the proxy form shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting.

Where the appointer is a legal person, its legal representative or other person authorized by the resolutions of the Board or other decision-making organizations to act as its representatives may attend the general meeting of the Company as a representative of the appointer.

If the shareholder is a recognized clearing house (or its nominee) as defined in the relevant laws and regulations of the place where the Company's shares are listed, such shareholder may authorize 1 or more persons or corporate representatives as he/she deems appropriate to act on his/her behalf at any meetings (including but not limited to shareholders' general meetings and creditors' meetings); however, if more than 1 persons are thus authorized, the power of attorney shall specify the numbers and classes of shares in respect of which such persons are authorized, and signed by the authorized person of the recognized clearing house. The person(s) so authorized may attend the meeting, speak at the meeting and exercise the rights on behalf of the recognized clearing house (or its nominee) without producing certificates of shareholding, the notarized power of attorney and/or further evidence to prove that he/she has been duly authorized as if such person is an individual shareholder of the Company.

Article 61 The power of attorney issued by a shareholder to appoint another party to attend a shareholders' general meeting shall contain the following particulars:

(i) the name of the proxy;

(ii) whether the proxy has the right to vote;

(iii) the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the shareholders' general meeting;

(iv) the date and validity of the power of attorney;

(v) the signature (or seal) of the principal. In case the principal is a legal entity or a partnership, the seal of the legal entity or partnership shall be affixed or the signature shall be that of a legally authorized person.

Article 62 The proxy form shall specify that, in the absence of instructions from the shareholder, whether the proxy may vote as he thinks fit.

Article 63 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.

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

Article 64 The Company shall prepare a register of attendance of any shareholders' general meeting, which shall contain the following information of each attendee: name of the attendee (or name of entity represented by him/her), his/her identity card number and address of domicile, number of voting shares held or represented by him/her and name of shareholder represented by him/her (or name of such shareholder's entity), etc.

Article 65 The convener(s) and the lawyer engaged by the Company shall jointly verify the legitimacy of the eligibility of the shareholders according to the register of shareholders provided by the securities depository and clearing institution of the place where the Company's shares are listed and the securities regulatory rules of the place where the Company's shares are listed and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.

Article 66 When the shareholders' general meeting is convened, all Directors, Supervisors and secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management shall attend the meeting as non-voting participants. Subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or present at the meeting through the internet, video, telephone or other means with equivalent effect.

Article 67 The shareholders' general meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to or fails to perform his/her duty, a director elected by more than half of all directors shall preside over the meeting.

If a shareholders' general meeting is convened by the Board of Supervisors itself, the chairman of the Board of Supervisors shall preside over the meeting. If the chairman of the Board of Supervisors is unable to or fails to perform his/her duties, a supervisor elected by more than half of all supervisors shall preside over the meeting.

The shareholders' general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.

In a shareholders' general meeting, if the chairman of the meeting contravenes the rules of procedure, making the meeting impossible to proceed, with consent from more than half of the attending shareholders with voting rights, the shareholders' general meeting may nominate one person to serve as the chairman and continue with the meeting.

Article 68 The Company shall establish rules of procedure for the shareholders' general meeting, specifying the procedures for convening and voting at the shareholders' general meeting, including, among others, notice, registration, deliberation of proposals, casting of votes, counting of votes, declaration of voting results, adoption of resolutions, meeting minutes and execution thereof, announcement, and principle of delegating powers to the Board by the shareholders' general meeting, of which powers shall be clear and specific. The rules of procedure for the shareholders' general meeting shall be prepared by the Board and approved by the shareholders' general meeting and constitute an exhibit to the Articles of Association. In the event of any discrepancy between the Rules of Procedure of the Shareholders' General Meeting and the Articles of Association, the Articles of Association shall prevail.

Article 69 At an annual general meeting, the Board and the Board of Supervisors shall report their respective work in the preceding year to the shareholders' general meeting, and each independent director shall deliver a work report.

Article 70 Except where the trade secrets of the Company are involved, the Directors, Supervisors and senior management shall provide explanations in respect of the inquiries and suggestions made by the shareholders at any shareholders' general meeting.

Article 71 The chairperson of a shareholders' general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.

Article 72 The Secretary of the Board of Directors shall be responsible for preparing minutes of each shareholders' general meeting, which shall contain, among others:

- (i) time, venue and agenda and name of convener of the meeting;
- (ii) names of the chairperson, Directors, Supervisors, the general manager and other senior management that attend or are present at the meeting;
- (iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares;
- (iv) course of consideration of, key points of the opinions expressed and result of voting on each proposal;
- (v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;

(vi) names of the counsels, teller(s) and scrutineer(s);

(vii) other information required by the Articles of Association to be contained in the minutes.

Article 73 The convener of a shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, Supervisors, the Secretary of the Board, the convener or his/her proxy present at the meeting and the chairperson, and be kept together with the register of attendance of the shareholders present, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.

Article 74 The convener of a shareholders' general meeting shall ensure the meeting proceeds continuously, until the final resolutions have been adopted, and if the meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as practicable or directly terminate the meeting, and announcements shall be made in a timely manner. Meanwhile, the convener shall report to the authorities delegated by the CSRC in the place where the Company is located and the Stock Exchanges.

Section 6 Voting at and Resolutions of Shareholders' General Meeting

Article 75 The resolutions of the shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution of the shareholders' general meeting shall be adopted by more than half of the votes held by the shareholders (including proxies of shareholders) attending the shareholders' general meeting.

A special resolution of the shareholders' general meeting shall be adopted by two-thirds or more of the votes held by the shareholders (including proxies of shareholders) attending the shareholders' general meeting.

Article 76 The following matters shall be approved by the shareholders' general meeting through ordinary resolutions:

- (i) work report of the Board of Directors and the Board of Supervisors;
- (ii) the profit distribution plans and loss recovery plans drafted by the Board of Directors;

(iii) appointment or dismissal of the members of the Board of Directors and the Board of Supervisors, and their payment and payment methods;

(iv) annual budget and final account plan of the Company;

(v) annual report of the Company;

(vi) other matters other than those approved by special resolution stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 77 The following matters shall be approved by special resolution at the shareholders' general meeting:

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

(ii) the division, spin-off, merger, dissolution and liquidation;

(iii) change of corporate form of the Company;

(iv) other amendments to the Articles of Association;

(v) the purchases or sales of material assets by the Company within a consecutive 12 months or the guaranteed amount exceeding 30% of the latest audited total assets of the Company;

(vi) the share incentive scheme;

(vii) other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters that the shareholders' general meeting determines by ordinary resolution will have a significant impact on the Company and need to be passed by special resolution.

If the shares of the Company are divided into different classes of shares at any time, and the Company proposes to alter or abolish the rights of the class shareholders, it shall be subject to a special resolution of the affected class shareholders passed at a separate meeting of the shareholders convened for that purpose.

Article 78 Shareholders (including proxies) shall have the right to speak at general meetings and exercise their voting rights by the number of shares held by them which carry the right to vote. Each share shall have one vote, unless certain shareholders are required to abstain from voting on specific matters according to the securities regulatory rules of the place where the Company's shares are listed. On a poll taken at a meeting, a shareholder (including proxy) entitled to two or above votes need not cast all his/her votes for, against or abstention in the same way.

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

The shares of the Company which are held by the Company do not carry any voting rights and shall not be counted in the total number of voting shares represented by shareholders attending a shareholders' general meeting.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of under the first paragraph and second paragraph of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the Shareholders' general meeting for thirty six (36) months after the purchase.

If any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any resolution under applicable laws and regulations and the Listing Rules of the Hong Kong Stock Exchange, any vote cast by such shareholder (or his/her proxy) in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.

The Board of the Company, independent directors, shareholders holding more than one per cent (1%) of the shares with voting rights, or investor protection agencies established in accordance with laws, administrative regulations or Securities regulator where the Company's shares are listed may publicly solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose to the solicited parties the information such as the specific voting intentions. Provision of compensation or in a disguised form of compensation is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company shall not impose any minimum shareholding restrictions on the solicitation of voting rights.

Article 79 When relevant related transaction is considered at a shareholders' general meeting, the related shareholders shall not vote, and the voting shares held by them shall not be counted in the total number of shares with valid voting rights; the announcement of the resolutions of the shareholders' general meeting shall fully disclose the voting of non-related shareholders.

Prior to the related transactions are considered at a shareholders' general meeting, the Company shall determine the scope of related shareholders in accordance with national laws, regulations and regulatory documents. The related shareholders or their authorized representatives may attend the shareholders' general meeting and may explain their views to the shareholders present in accordance with the procedures of the meeting but shall abstain from voting.

When the relevant related transactions are considered at the shareholders' general meeting, related shareholders shall take the initiative to abstain from voting; if the related shareholders don't take the initiative to abstain from voting, other shareholders present at the meeting shall have the right to require them to abstain from voting. After the related shareholders abstain from voting, other shareholders shall vote according to the voting rights they hold and shall pass the corresponding resolutions in accordance with the provisions of the Articles; abstain from the voting of the related shareholders and its procedures of voting shall be notified by the presiding chairman of the general meeting and recorded in the minutes of the meeting.

In considering matters relevant to such connected transactions at a shareholders' general meeting, the resolutions shall be passed by more than half of the votes representing the non-related shareholders present in the meeting. However, when such related transactions involving a matter which requires a special resolution under the Articles, the resolutions shall be passed by more than two-thirds of the votes representing non-related shareholders present in the meeting.

In this Articles, the meaning of "related transaction" includes "connected transaction" as defined in the Listing Rules of the Hong Kong Stock Exchange; "related party" includes "connected person" as defined in the Listing Rules of the Hong Kong Stock Exchange; "related relationship" includes "connected relationship" as defined in the Listing Rules of the Hong Kong Stock Exchange.

Article 80 Unless the Company faces a crisis or falls into other special situations, without the approval of a special resolution by the shareholders' general meeting, the Company shall not enter into any contract with any person other than the Directors, general manager and other senior management of the Company, pursuant to which, the Company will delegate the management of all or any important business of the Company to such person.

Article 81 The list of candidates for Directors and Supervisors shall be submitted to the shareholders' general meeting for voting by proposals.

The nomination procedures for Directors and Supervisors are:

(i) the Board of Directors and shareholders who individually or collectively hold more than 3% of the shares may propose a resolution to the shareholder's general meeting for the nomination of non-independent director candidates. The Board of Supervisors and shareholders who individually or collectively hold more than 3% of the shares may propose to the general meeting a resolution for the nomination of candidates for Supervisors;

(ii) the employees' representatives who serve as members of the Board of Supervisors shall be elected by employees through employees' congress, employees' representative congress, or by other democratic means;

(iii) the Board, the Board of Supervisors, and shareholders who individually or collectively own more than one percent (1%) of the Company's issued shares may propose candidates for independent directors to be elected and decided upon at a shareholders' general meeting. An investor protection agency established according to law may publicly request shareholders to entrust it with the exercise of the right to nominate independent directors on their behalf. A nominator for independent director (other than an investor protection agency established according to law) shall not nominate persons who share a stake with him/her or closely associated persons who may otherwise affect the independent performance of duties as candidates for independent directors.

In the event of the election or replacement of two or more Directors or non-employee representative supervisors at a shareholders' general meeting, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or a resolution of the shareholders' general meeting. If the proportion of shares in which a single shareholder of the Company and persons acting in concert with him/her is interested is 30% or more, the cumulative voting system shall be implemented.

The cumulative voting system referred to in the previous paragraph represents voting rights of each share shall be the same as the number of candidates for Directors or Supervisors during the election of Directors and Supervisors at the shareholders' general meeting. Shareholders with voting rights may cast all votes to one candidate. The Board of Directors shall announce to the shareholders the resumes and basic information of the Director and Supervisor candidates.

Specific processes of cumulative voting system shall be as follows:

(i) the election of and votes on the independent directors, non-independent directors and supervisors shall be conducted separately.

(ii) in the election of the Independent Directors, the votes by minority investors shall be counted and disclosed separately during elections of independent directors. Each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the independent directors; such votes may only be allocated to the independent director candidates, and the candidates with the most votes will be elected. However, each elected independent director must receive more than one-half of the votes of the shareholders attending the shareholders' general meeting who hold shares with valid voting rights (based on the number of shares not yet accumulated).

(iii) In the election of the non-independent directors and the Supervisors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the non-independent directors and the Supervisors; such votes may only be allocated to the non-independent director and the Supervisor candidates, and the candidates with the most votes will be elected. However, each elected non-independent director, supervisors, must receive more than one-half of the votes of the shareholders attending the shareholders' general meeting who hold shares with valid voting rights (based on the number of shares not yet accumulated).

(iv) if the number of candidates exceeds the number specified herein, the number of the independent directors, non-independent directors and Supervisors elected by each shareholder shall not exceed the respective number of the independent directors, non-independent directors and Supervisors specified herein, and the total number of votes cast by him/her shall not exceed the number of votes that he/she is entitled to. Otherwise, the votes cast by such shareholders shall be invalid.

(v) the scrutineer(s) and teller(s) at the Shareholders' general meeting shall carefully examine the compliance with the foregoing provisions, to ensure the fairness and validity of the cumulative voting.

Article 82 Except for the cumulative voting system, votes on proposals shall be taken one by one at a shareholders' general meeting, and if there are different proposals regarding the same matter, vote on such proposals shall be taken in order of time of submission thereof. Unless the shareholders' general meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, the shareholders' general meeting shall not put on hold or refrain from voting on any proposal.

Article 83 No proposal deliberated at a shareholders' general meeting shall be amended; otherwise, the relevant amendment shall be deemed a new proposal, which shall not be voted on at the same meeting.

Article 84 If both on-site meetings and other voting methods are used for voting, the same voting right can only be exercised through one of these methods. If the same vote is cast more than once, only the first vote will be deemed valid.

Article 85 Votes at a shareholders' general meeting shall be cast in a registered manner.

Article 86 Before voting on any proposal at a shareholders' general meeting, the chairperson of the meeting shall designate two shareholders' representatives to participate in the votes counting and scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.

When voting on any proposal at a shareholders' general meeting, the counsels, shareholders' representatives and a representative of the supervisors shall jointly count and scrutinize the votes cast on such proposal. The voting results shall be declared at the meeting and recorded in the minutes of the meeting.

The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.

Article 87 The on-site voting at a shareholders' general meeting shall not end before voting by other means. The chairperson shall declare the voting and result thereof on each proposal, and whether such proposal has been adopted accordingly.

Before the formal declaration of the result of any voting, the Company, teller(s), scrutineer(s), substantial shareholders and other persons involved in voting on site, online and by other means at the shareholders' general meeting shall have the obligation to keep confidential the information related to the voting.

Article 88 A shareholder attending any Shareholders' general meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting.

Except the securities registration and clearing institution, as a nominee holder under the Mainland-Hong Kong Stock Connect Scheme, may make declarations according to the intentions of the actual holders.

In the event of any vote that is uncompleted, erroneously completed or illegible, or fails to be cast, the shareholder casting or failing to cast the same shall be deemed to have waived his/her voting right, and the voting results of the shares held by him/her shall counted as “abstaining from voting”.

Article 89 If the chairperson of the Shareholders’ general meeting has any doubt about the result of voting on any resolution submitted for voting, the chairperson may request the votes cast to be counted. If the chairperson does not request the votes to be counted, any shareholder attending the meeting in person or by proxy shall have the right to request the votes to be counted immediately after the result of voting is declared if such shareholder objects to the result of voting declared by the chairperson, in which case, the chairperson shall immediately have the votes counted.

Article 90 Resolutions passed at a shareholders’ general meeting shall be announced promptly. The announcement shall set out the number of the shareholders and their proxies present at the meeting(s), the total number of voting shares represented by them and the proportion of the total number of the Company’s voting shares, the voting method, the voting result of each proposal and the details of each resolution passed.

Article 91 The resolutions of a shareholders’ general meeting shall specifically indicate any proposal that fails to be adopted at the meeting or any amendment to any resolution of the previous shareholders’ general meeting in the corresponding resolution.

Article 92 If a shareholders’ general meeting adopts any resolution on the appointment of Directors and Supervisors, the term of office of the newly appointed Directors and Supervisors shall commence from the end of the shareholders’ general meeting.

Article 93 Where a resolution on the distribution of cash or stock dividends or capitalization of capital reserve is adopted at a Shareholders’ general meeting, the Company shall implement the specific plan within two (2) months after the end of the Shareholders’ general meeting. If the specific plan cannot be implemented within two (2) months due to the requirements of the laws and regulations and the securities regulatory rules of the place where the Company is listed, the implementation date may be adjusted accordingly in accordance with relevant requirements and the actual situation.

Chapter V Board of Directors

Section 1 Directors

Article 94 Directors may include executive Directors, non-executive Directors, and independent Directors. Independent directors refer to individuals who meet the requirements stipulated in Article 103 of the Articles of Association. Directors of the Company shall be natural persons and shall have the qualification required by the laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the shares of the Company are listed. The following person shall not serve as a director of the Company:

- (i) person without capacity or with limited capacity of civil conduct;
- (ii) person who has committed offences relating to corruption, bribery, misappropriation of fund, misappropriation of property or disruption of social economic order and has been sentenced to criminal punishment, where less than 5 years has elapsed since the date of completion of the sentence, or who has been deprived of his/her political rights due to a criminal offense, where less than 5 years has elapsed since the date of restoring his/her political rights;
- (iii) person who was a former director, factory manager or general manager of a company or enterprise which was declared bankrupt and was liquidated and who was personally liable for the bankruptcy of such a company or enterprise, where less than 3 years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;
- (iv) person who is a former legal person who was a legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to violation of the law and who was personally liable, where less than 3 years has elapsed since the date of the revocation;
- (v) person who has a substantial number of debts due and outstanding;
- (vi) person who is subject to the CSRC's or other regulatory authorities' measures which prohibit him/her from entering into the securities market for a period which has not yet expired;
- (vii) other circumstances specified by the laws, administrative regulations, departmental rules, or securities regulatory rules of the place where the Company's shares are listed.

The election, appointment or engagement of any Director in violation of the provisions of this Article shall be invalid and void. Any Director who becomes disqualified during his/her term of office pursuant to this Article shall be removed from office by the Company.

Article 95 Directors are elected or replaced by the shareholders' general meeting for a term of three (3) years. Upon expiration of his/her term of office, upon expiry of the term of office of a director, a director may be re-elected and re-appointed in accordance with the provisions of the securities regulations and rules of the places where the Company's shares are listed. Subject to compliance with the relevant laws and regulations of the place where the Company's shares are listed and the provisions of the securities regulations, the shareholders shall have the right to remove any director (including the managing director or other executive directors) before the expiry of his/her term of office by ordinary resolution at a shareholders' general meeting; but such removal shall not affect the rights of such Director to make any claim for damages under any contract.

The term of office of a director shall commence from the date on which the said director assumes office until the expiry of the term of office of the current session of the Board of Directors. A director shall continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or where a director has resigned during the term of his/her office resulting that the number of the members in the Board of Directors falls below the quorum.

Any director appointed by the Board of Directors to fill a casual vacancy or as an addition to the Board of Directors shall hold office only until the first annual general meeting of the Company after his/her appointment and shall be eligible for re-election at the meeting.

General manager or other senior management officers may serve concurrently as Directors, provided that the total number of such Directors who are concurrently serving as general manager or other senior management personnel and the employee representatives shall not exceed half of the total number of the Directors of the Company.

Article 96 The directors shall abide by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and bear fiduciary obligations towards the Company:

- (i) shall not abuse their authority to accept bribes or other illegal income and shall not encroach upon the properties of the Company;
- (ii) shall not misappropriate corporate funds;
- (iii) shall not deposit any of the Company's assets or capital in an account opened in their own names or in others' names;

(iv) shall not, in violation of the Articles of Association, loan Company's funds or corporate assets to any other person or provide guarantees to any other person without the approval of the Shareholders' general meeting or the Board;

(v) shall not conclude any contract or engage in any transaction with the Company either in violation of the Articles of Association or without the approval of the shareholders' general meeting;

(vi) shall not take the advantages provided by their own positions to pursue business opportunities that properly belong to the Company to engage in the same business as the Company either for their own account or for the account of any other person without the approval of the shareholders' general meeting;

(vii) shall not accept commissions paid by others for transactions conducted with the Company as their own benefits;

(viii) shall not disclose confidential information of the Company without authorization;

(ix) shall not use their related relationships to damage the Company's interests;

(x) other fiduciary obligations stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

The income obtained by the director in violation of this article shall belong to the Company; if losses are caused to the Company, it shall be liable for compensation.

Article 97 Directors shall abide by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and have the following diligent obligations to the Company:

(i) shall prudently, earnestly and diligently exercise the powers the Company grants to them to ensure that the Company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and state economic policies, and that the Company's commercial activities do not go beyond the scope of the business activities stipulated in the Company's business license;

(ii) shall treat all shareholders equally;

(iii) timely keeping abreast of the Company's business operation and management situation;

(iv) shall sign written statements confirming the regular reports of the Company, and ensure that the information disclosed by the Company is true, accurate and complete;

(v) shall truthfully provide information and materials to the Board of Supervisors and shall not obstruct the Board of Supervisors or individual Supervisors from performing its or their duties;

(vi) other obligations of diligence stipulated in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 98 If any Director fails to attend in person or appoint another Director to attend on his/her behalf two consecutive Board meetings, such Director shall be deemed to be unable to perform his/her duties and the Board shall propose removal of such director to the shareholders' general meeting. 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 99 A director may resign before expiry of his/her term of service. A director shall submit a written resignation notice to the Board of Directors when he/she resigns. The Board of Directors shall disclose the relevant matter within 2 days, or the timeframe required by the securities regulatory rules of the place where the Company's shares are listed.

If the number of directors falls below the Minimum quorum requirement due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of the laws, administrative regulations, departmental rules and the Articles of Association until an elected director assumes his/her office.

Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation report to the Board of Directors.

Article 100 When a director's resignation comes into effect or his/her term of service expires, the director shall complete all handover procedures with the Board. The duty of loyalty owed by the director to the company and shareholders shall not automatically terminate upon expiration of the term but shall remain in effect for a period of three years starting from the effective date of resignation or the expiration of the term. The duty of confidentiality of Directors in relation to trade secrets of the Company survives the termination of their tenure until such trade secrets become public and shall not exploit the Company's core technology in his or her possession to engage in the same or similar business as the Company.

Article 101 Without the provisions of the Articles of Association or the lawful authorization of the Board, no Director shall act in his own name on behalf of the Company or the Board. When a Director acts in his/her own name, the Director shall declare his/her position and identity in advance if the third party reasonably believes that the Director is acting on behalf of the Company or the Board.

Article 102 A Director shall be personally liable for any loss suffered by the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties in the Company.

Article 103 The qualifications, nomination and election procedures, powers and related matters of independent Directors shall be implemented in accordance with the relevant provisions of laws, regulations and securities rules of the place where the Company's shares are listed.

The number of independent directors shall not be less than three and shall not be less than one-third of the total number of Directors, and shall include at least one director who has appropriate professional qualifications or accounting or related financial management expertise in accordance with securities regulatory rules of the place where the shares of the Company are listed. One independent director shall reside permanently in Hong Kong. All independent directors must be independent as required under the securities regulatory rules of the place where the shares of the Company are listed.

Section 2 Board of Directors

Article 104 The Company sets up the Board of Directors, which is responsible for the shareholders' general meeting.

Article 105 The Board comprises five directors, including three independent directors, and shall have one chairman. The Board shall establish special committees such as the strategic and ESG committee, the audit committee, the nomination committee, the remuneration & appraisal committee, etc. Each special committee shall be accountable to the Board of Directors and perform the duties prescribed by the Articles and the Board of Directors. Any proposals of the audit committee shall be submitted to the Board of Directors for consideration and approval. All members shall be directors, among which, the majority of the members of the audit committee, the nomination committee, the remuneration & appraisal committee shall be independent directors who also convene the meetings of such committees. At least one of the independent directors on the audit committee should be an accounting professional and the convenor of the audit committee should be an accounting professional. The Board of Directors shall establish and amend the by-laws of each special committee.

The Company shall, on a periodical or unscheduled basis, convene specialized meetings of independent directors. All independent directors shall attend the special meeting of independent directors. The Board is responsible for formulating the working procedures of the special meetings of the independent directors and regulating the operation of the special meetings of the independent directors.

The aforesaid special committees may engage intermediary agencies to provide professional advice with relevant expenses borne by the Company.

Article 106 The Board of Directors exercises the following functions and powers:

- (i) to convene shareholders' general meetings and report on their work to the shareholders' general meeting;
- (ii) to implement the resolutions of the shareholders' general meetings;
- (iii) to decide on the Company's business plans and investment plans;
- (iv) to formulate the Company's annual financial budget plan and final account plan;
- (v) to formulate the Company's profit distribution plan and loss recovery plan;
- (vi) to formulate proposals for the increase or reduction of the Company's registered capital, issuance of bonds or other securities, and listing plans;
- (vii) to formulate plans for major acquisitions, purchase of our Company's shares, or merger, division, dissolution and change of form of our Company;
- (viii) within the scope authorized by the shareholders' general meeting, to decide on the Company's external investment, acquisition and sale of assets, asset pledge, external guarantee matters, entrusted wealth management, related transactions, and external donations, etc.;
- (ix) to decide on the establishment of the Company's internal management structure;
- (x) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board of Directors, and other senior management personnel, and to determine their remuneration, rewards, and penalties; based on the general manager's nomination, to decide on the appointment or dismissal of the Company's deputy general manager, financial officer, and other senior management personnel, and to determine their remuneration and rewards and penalties;

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

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

(xiii) to manage the information disclosure matters of the Company;

(xiv) to propose to the shareholders' general meeting the appointment or change of the accounting firm acting as the auditors of the Company;

(xv) to receive the work report of the Company's general manager and examine the general manager's work;

(xvi) other powers conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration.

Article 107 The Board of Directors shall make explanation at the Shareholders' general meeting for the non-standard audit opinions on the financial report of the Company issued by the certified public accountant.

Article 108 The Board of Directors shall establish its rules of procedure to ensure the implementation of the resolutions of the shareholders' general meeting, improve its efficiency and make scientific decisions. Such rules provide for the convening and voting procedures of the Board of Directors. The rules of procedure of the Board of Directors shall be prepared by the Board of Directors and approved by the shareholders' general meeting, and constitute an appendix to the Articles of Association.

Article 109 The Board of Directors shall determine the scope of authorities in respect of external investments, acquisition and sale of assets, asset mortgage, external guarantees, entrusted financial management, related transactions, and external donations, and establish strict review and decision-making procedures; major investment projects should be reviewed by relevant experts and professionals, and subject to approval at the shareholders' general meeting.

Transactions outside of the Company's daily operations, such as the purchase or sale of assets (excluding purchases of raw materials, fuels and power, and sales of products or commodities, and other transactional behaviors related to daily operations), foreign investment (except for the purchase of bank wealth management products); transfer or assignment of research and development projects; signing of license agreements; provision of guarantee; leasing of assets as lessor or lessee; entrusting or being entrusted management of assets and business; giving or receiving assets as a gift; restructuring of claims or debts; provision of financial assistance, which meet one of the following criteria shall be reviewed and approved by the Board of Directors:

(i) the total assets related to the transaction (if it has both book value and assessed value, whichever is higher) in the total assets upon the latest auditing of the Company shall be over 10%;

(ii) the amount of transaction shall be over 10% of the Company's market value;

(iii) the net assets of the subject matter of the transactions, such as equity, for the latest accounting year accounted for over 10% of the Company's market capitalization;

(iv) the operating income related to the subject matter of the transactions, such as equity, for the latest accounting year accounted for over 10% of the audited operating income, exceeding RMB10 million, for the latest accounting year of the Company;

(v) the profit generated from the transactions accounted for over 10% of the audited net profit, exceeding RMB1 million, for the latest accounting year of the Company;

(vi) the net profit related to the subject matter of the transactions, such as equity, for the latest accounting year accounted for over 10% of the audited net profit, exceeding RMB1 million, for the latest accounting year of the Company;

Where the transactions (except for the provision of guarantees) of the Company meet one of the following criteria, they shall be submitted to the shareholders' general meeting for approval after consideration and approval by the Board of Directors:

(i) the total assets in respect of the transactions (where there are both book value and appraised value, whichever is higher) accounted for over 50% of the Company's latest audited total assets;

(ii) the total trading amount of the transactions accounted for over 50% of the Company's market capitalization;

(iii) the net assets of the subject matter of the transactions, such as equity, for the latest accounting year accounted for over 50% of the Company's market capitalization;

(iv) the operating income related to the subject matter of the transactions, such as equity, for the latest accounting year accounted for over 50% of the audited operating income, exceeding RMB50 million, for the latest accounting year of the Company;

(v) the profit generated from the transactions accounted for over 50% of the audited net profit, exceeding RMB5 million, for the latest accounting year of the company;

(vi) the net profit related to the subject matter of the transactions, such as equity, for the latest accounting year accounted for over 50% of the audited net profit, exceeding RMB5 million, for the latest accounting year of the Company;

(vii) other circumstances as required by the securities regulatory rules of the place where the Company's shares are listed.

The authority of the Board of Directors to make decisions on related transaction matters is as follows:

(i) unless otherwise provided for in the Articles, transactions with related natural persons with a transaction amount of RMB300,000 or more;

(ii) unless otherwise provided for in the Articles, transactions with related legal persons with a transaction amount of 0.1% or more of the Company's total audited assets or market value for the most recent period and exceeding RMB3 million.

Unless otherwise provided for in the Articles, any transaction with a related party in which the amount of the transaction (except for the provision of guarantees) accounts for more than 1% of the Company's total audited assets or market value for the most recent period and exceeds RMB30 million shall be provided with an appraisal report or an audit report and submitted to the shareholders' general meeting for consideration.

If the related party transactions are conducted by the Company in batches within a consecutive period of 12 months in respect of the same related party transaction, the amount is calculated based on the cumulative amount transacted during such period.

Where there are other mandatory provisions in laws, regulations and other regulatory documents regarding the authority to scrutinize the above matters, such provisions shall apply accordingly.

Article 110 The Board of Directors shall appoint a chairman. The Chairman shall be elected by more than half of all Directors.

Article 111 The Chairman shall exercise the following functions and powers:

(i) to preside over the shareholders' general meeting and convene and preside over the Board meetings;

(ii) to supervise and examine the implementation of the resolutions of the Board of Directors;

(iii) in case of any extremely severe natural disaster, force majeure or emergency, to exercise the special right to dispose of the affairs of the Company for the benefit of the Company according to law, and report to the Board of Directors and the shareholders' general meeting afterwards;

(iv) to sign important documents from the Board of Directors and other documents that shall be signed by the Company's legal representative;

(v) to exercise the duties and powers of legal representative(s);

(vi) other functions and powers delegated by the Board of Directors.

Article 112 Where the chairman of the Board is unable or fails to perform his duties, a director shall be jointly elected by more than half of the directors to perform the duties.

Article 113 The Board shall hold at least four regular meetings each year. The Board meetings shall be convened by the Chairman, by giving fourteen days' written notice to all Directors and Supervisors.

Article 114 The Chairman shall, on requisition of the Shareholders representing 1/10 or more of the voting rights of the Company, or 1/3 or more of the Directors, or the Board of Supervisors, convene and preside over an ad hoc Board meeting within ten days after receiving such requisition.

Article 115 The form of notice of convening an ad hoc meeting of the Board shall be sent by hand, post, facsimile or email; and the time limit for notification shall be five days prior to the holding of the meeting. However, if there are urgent circumstances that require an ad hoc board meeting, the chairman of the Board of Directors may convene such a meeting at any time, but the Directors shall be given the necessary time of preparation.

Article 116 The notice of a Board meeting shall include the following:

- (i) date and venue of the meeting;
- (ii) duration of the meeting;
- (iii) subject matter and topics of the meeting;
- (iv) date of notice;
- (v) Method of convening.

When two or more independent directors consider the materials for a meeting are incomplete, insufficiently argued or not provided in a timely manner, they may request for adjourning the meeting in writing to the Board of Directors or postpone the consideration of such matter, and the Board of Directors shall adopt accordingly.

Article 117 A meeting of the Board of Directors shall be held in the presence of more than half of the directors. Unless otherwise provided by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or these Articles of Association, resolutions of the Board of Directors must be passed by more than half of all directors.

Voting on the Board of Directors' resolutions shall be made on a one-person-one-vote basis.

Article 118 If a director is related with the enterprises involved in the matters to be resolved at the Board of Directors, he/she shall not exercise voting rights on such resolutions, nor shall he/she act as a proxy to exercise voting rights on behalf of other directors. Such Board of Directors may be held with the attendance of over half of the directors without related relationship. Resolutions made by the Board of Directors shall be adopted by over half of the directors without related relationship. If the number of non-related directors present at the Board of Directors is less than three, the matter shall be submitted to the shareholders' general meeting for consideration.

If the laws, regulations and the securities regulatory rules of the places where the Company's shares are listed impose any additional restrictions on directors' participation and voting in the Board of Directors, such provisions shall prevail.

Article 119 Resolutions of the Board shall be adopted through recorded voting or show of hands, and written resolutions of the board shall be formed accordingly. At an ad hoc Board meeting, to the extent that the Directors have sufficient opportunities to express their opinions, a resolution may be adopted by communication means and signed by the Directors attending the meeting.

Article 120 A Director shall attend each meeting of the Board in person, or if he/she is unable to attend the meeting due to any reason, he/she may entrust any other Director in writing to attend on behalf of him/her. Such an instrument of proxy shall specify the name of proxy, matters authorized, powers delegated and validity term, among others, and be signed or stamped by the principal. If an independent director is unable to attend the meeting in person for any reason, he or she shall review the materials of the meeting in advance, form a clear opinion and entrust other independent director in writing to attend the meeting on his or her behalf. A Director attending a meeting as the proxy of another Director shall exercise the rights of a Director within the powers delegated by the principal. Any Director who fails to attend a Board meeting in person or by proxy shall be deemed to have waived his/her voting rights at such meeting.

Article 121 The Board shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by all Directors present at such meeting.

The meeting minutes of the Board shall be kept as a record of the Company for not less than ten years.

Article 122 The minutes of a Board meeting shall contain, among others:

- (i) date, venue and name of convener of the meeting;
- (ii) names of the Directors present at the meeting and the Directors (proxies) attending the meeting on behalf of other Directors;
- (iii) agenda of the meeting;
- (iv) key points of the speeches delivered by each Director;
- (v) method and result of voting on each resolution (including the number of votes for and against and abstentions).

Chapter VI General Manager and Other Senior Management

Article 123 The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors.

The Company may appoint several deputy general managers, who shall be appointed or dismissed by the Board of Directors.

The general manager, deputy general manager, financial officer, and secretary to the Board of Directors are senior management of the Company.

Article 124 The circumstances in Article 94 of the Articles of Association regarding disqualification from serving as a director shall also apply to senior management.

The provisions regarding the fiduciary duties of directors under Article 96 and the diligence obligations under items (iv), (v), and (vi) of Article 97 of the Articles of Association shall also apply to senior management.

Article 125 Any person who holds any office (other than Director or Supervisor) in any entity of the controlling shareholders and de facto controllers of the Company shall not hold any office of senior management in the Company concurrently.

The senior management may receive their remunerations from the Company only, rather than from the controlling shareholder of the Company.

Article 126 The general manager shall serve a term of three years and may serve consecutive terms if re-appointed.

Article 127 The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

(i) to lead the Company's production, operation and management, organize the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;

(ii) to organize the implementation of the Company's annual operation plan and investment proposal;

(iii) to prepare the plan for the establishment of the Company's internal management department;

(iv) to prepare the basic management system of the Company;

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

(vi) to propose to the Board of Directors the appointment or dismissal of the Company's deputy general manager and financial officer;

(vii) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board of Directors;

(viii) to determine the wages, benefits, rewards and punishments of the company's staff, to decide on the appointment and dismissal of the Company's staff;

(ix) to approve matters of external investment, acquisition and sale of assets, asset pledge, entrusted wealth management, related transactions, and external donations that do not meet the standards for the Board of Directors review;

(x) other powers authorized by the Articles of Association or the Board of Directors.

The general manager shall be present at the meetings of the Board.

Article 128 The general manager shall prepare the terms of reference for the general manager, and implement the same upon approval by the Board of Directors.

Article 129 The terms of reference for the general manager shall specify, among others:

(i) conditions for convening, proceedings at and attendees of the meetings by the general manager;

(ii) respective duties and responsibilities and division of labor of the general manager and other senior management;

(iii) application of the funds and assets of the Company, authority to enter into material contracts, and the system for reporting to the Board and the Board of Supervisors;

(iv) other matters that the Board deems necessary.

Article 130 The general manager may resign prior to the expiration of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labor contract between the general manager and the Company.

Article 131 The deputy general manager and financial officer of the Company shall be nominated by the general manager, appointed or dismissed by the Board, and accountable to the general manager.

Article 132 The Company shall have a Secretary to the Board, who shall be responsible for the preparation of the shareholders' general meeting and Board meeting, document keeping and management of shareholders' information of the Company and shall deal with information disclosure and other matters.

The Secretary to the Board shall comply with the relevant provisions of the laws, administrative regulations, departmental rules and the Articles of Association.

Article 133 Any senior management who violates the relevant laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties in the Company shall indemnify the Company for the losses arising therefrom.

Article 134 The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Any senior management of the Company who fails to faithfully perform his/her duties or breaches the fiduciary duty shall indemnify the Company and the public shareholders for the damage arising therefrom according to law.

Chapter VII Board of Supervisors

Section 1 Supervisors

Article 135 Article 94 of the Articles of Association regarding the circumstances under which a person may not serve as a director shall also apply to supervisors.

Directors, general manager and other senior management shall not act as supervisors concurrently.

Article 136 Supervisors shall comply with the laws, administrative regulations and the Articles of Association, and owe fiduciary obligations and diligence obligations to the Company. They shall not use their authority to accept bribes or other illegal income, nor encroach upon the Company's property.

Article 137 The term of office of the supervisor is three years for each session. Upon expiry of the term, the supervisor may be re-appointed upon re-election.

Article 138 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations, and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum.

Article 139 The Supervisors shall ensure the authenticity, accuracy and completeness of the information disclosed by the Company, and sign to confirm the regular reports of the Company in writing.

Article 140 The Supervisors may be present at the meetings of the Board and may raise questions or make recommendations on the resolutions to be passed by the Board.

Article 141 A Supervisor shall not take advantage of his/her affiliation with the Company to the detriment of the interests of the Company, and shall indemnify the Company for the losses arising therefrom.

Article 142 A Supervisor shall be personally liable for any loss suffered by the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties in the Company.

Section 2 Board of Supervisors

Article 143 The Company shall have a Board of Supervisors. The Board of Supervisors shall be composed of three Supervisors and shall have a chairman. The chairman of the Board of Supervisors shall be elected by more than half of all the Supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; where the chairman of the Board of Supervisors is unable to or fails to perform his duties, a supervisor shall be nominated by more than half of all the supervisors to convene and preside over the meeting of the Board of Supervisors.

The Board of Supervisors shall include shareholder representatives and an appropriate proportion of the Company's employee representatives, and the proportion of employee representatives shall not be less than one-third. The employee representatives in the Board of Supervisors shall be elected by the Company's employees through the employee representatives' meeting, employee meeting or other democratic forms.

Article 144 The Board of Supervisors shall exercise the following functions and powers:

(i) to review the Company's regular reports prepared by the Board of Directors and provide written review opinions;

(ii) to examine the Company's financial affairs;

(iii) to supervise the conduct of directors and senior management in performing their duties for the company, and propose the dismissal of directors and senior management who have violated laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' general meetings;

(iv) to require directors and senior management to rectify their acts when they are detrimental to the interests of the Company;

(v) to propose to convene an extraordinary general meeting, and to convene and preside over the shareholders' general meeting when the Board of Directors fails to perform the duties of convening and presiding over the shareholders' general meeting under the Company Law;

(vi) to submit proposals to the shareholders' general meeting;

(vii) to file lawsuits against the directors and senior management in accordance with the Company Law;

(viii) to investigate any irregularities in the operations of the Company; if necessary, may engage accounting firms, law firms and other professional institutions to assist in the work, with expenses to be borne by the Company;

(ix) other functions and powers conferred by laws, administrative regulations, and the Articles of Association.

Article 145 The Board of Supervisors shall meet at least once every six months. An ad hoc meeting of the Board of Supervisors may be convened on the requisition of a Supervisor.

Resolutions of the Board of Supervisors shall be passed by not less than half of the Supervisors.

Article 146 The Board of Supervisors shall establish the rules of procedure for the Board of Supervisors and clarify its method of discussion and voting procedures, to ensure the work efficiency and scientific decision-making of the Board of Supervisors.

The rules of procedure for the Board of Supervisors shall set forth the procedures to convene, and voting procedures at meetings of the Board of Supervisors. The rules of procedure for the Board of Supervisors shall be prepared by the Board of Supervisors and approved by the shareholders' general meeting and constitute an appendix to the Articles of Association.

Article 147 The Board of Supervisors shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by the Supervisors present at such meeting.

A Supervisor shall have the right to request certain explanatory notes to be made in the meeting minutes regarding his/her speeches at the meeting. The meeting minutes of the Board of Supervisors shall be kept as records of the Company for at least ten years.

Article 148 The notice of a meeting of the Board of Supervisors shall include the following:

- (i) date, venue and duration of the meeting;
- (ii) subject matter and topics of the meeting;
- (iii) date of notice.

Chapter VIII Financial and Accounting System, Distribution of Profit and Audit

Section 1 Financial and Accounting System

Article 149 The Company shall develop its financial and accounting systems pursuant to laws, administrative regulations and the requirements of the competent authorities of China, and the securities regulatory rules of the place where the Company's shares are listed.

Article 150 Within 4 months from the date of the expiration of each fiscal year, an annual report shall be submitted to CSRC and the stock exchange where the Company's shares are listed, respectively and disclosed. Within 2 months after the first half of each fiscal year, an interim report shall be submitted to the agency of CSRC and the stock exchange where the Company's shares are listed, respectively and disclosed. Where the securities regulatory authorities of the place where the shares of the Company are listed have any other provisions, such provisions shall prevail.

The aforesaid annual and interim reports are prepared in accordance with relevant laws, administrative regulations, and the requirements of the CSRC and the Stock Exchanges.

Article 151 The Company shall not keep accounts other than those provided by law. Any assets of the Company shall not be kept under any account opened in the name of any individual.

Article 152 When distributing profits after taxation of the year, the Company shall set aside 10% of its profits for the Company's statutory reserve until the fund has reached 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 shareholders' 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 the Articles of Association.

Profits distributed to shareholders by a shareholders' general meeting before losses are covered and allocations are made to the statutory reserve in violation of the preceding paragraph must be returned to the Company.

The Company shall not distribute any profits in respect of the shares held by it. The Company shall appoint one or more receiving agents in Hong Kong for H Shareholders. The receiving agent shall receive and safekeep the dividends and other amounts payable by the Company in respect of the H shares on behalf of the H shareholders concerned, pending payment to such H shareholders. The receiving agent appointed by the Company shall comply with the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 153 The reserve of the Company shall be applied to making up for the Company's losses, expanding its business operations or increasing its capital. The capital reserve, however, shall not be used to make up for the Company's losses.

Upon the conversion of statutory reserve into capital, the balance of the statutory reserve shall not be less than 25% of the registered capital of the Company before such conversion.

Article 154 After the shareholders' general meeting of the Company has resolved on the profit distribution plan, or after the Board of Directors of the Company has formulated a specific plan according to the interim dividend conditions and caps for the next year reviewed and approved at the annual shareholders' general meeting, the distribution of dividends (or shares) shall be completed within 2 months.

Article 155 The Company's profit distribution policy:

(i) Principle of the profit distribution: The Company shall maintain a continuous and stable profit distribution policy, and the Company's profit distribution should pay attention to bringing reasonable return to investors and take into account the long-term interests and sustainable development of the Company. Profit distribution shall not exceed the scope of accumulated distributable profits, or damage the Company's ability to continue as a going concern.

(ii) Form of the profit distribution: The Company shall distribute dividends in the form of cash, shares, or by the combination of cash and shares, and shall adopt cash distribution as the prioritized mean to distribute dividends. The Company may also distribute dividends in the form of shares, or by the combination of cash and shares taking into account genuine and reasonable factors such as the cash flow position, business growth and net asset value per share of the Company.

(iii) Interval of profit distribution: In principle, the Company shall distribute profits once a year, provided that it is profitable for the year and in compliance with the laws and regulations and the provisions of the Articles. The Board could also propose to declare an interim distribution of profits with reference to the company's liquidity position.

(iv) Specific conditions and proportions of cash and share dividends

On the premise of ensuring the Company's sustainable operation and long-term development, in the absence of any major capital expenditure arrangements, the cumulative profit distributed by the Company in cash for the last three years shall not be less than 30% of the average annual distributable profit realized in those three years. In the event that the aforesaid percentage cannot be achieved due to special reasons, the Board shall make a special explanation to the shareholders' general meeting.

The Company shall determine the specific proportion of the profit distributed in cash in the current year to the distributable profit realized in the current year and whether the Company shall distribute dividend in the form of shares according to the specific operating conditions of the current year and the needs of normal business development in the future. Relevant proposals shall be submitted to the Company's shareholders' general meeting for approval after viewed by the Board of the Company.

The Company shall consider distributing share dividends under the following two circumstances:

1. The Company may consider adopting the profit distribution method of distributing share dividends in facing insufficient cash flow;

2. The Company may consider distributing share dividends in light of actual operating conditions when it meets the conditions for cash dividend.

(v) Differentiated cash dividend policies

The Board of the Company shall comprehensively take into account of the features of the industry where the Company operates, its stage of development, its own business model, and profitability and the factors such as whether there is a significant capital expenditure arrangement in distinguishing the following situations and form differentiated cash dividend policies in accordance with the procedures as stipulated in the Articles:

1. If the Company is in a mature development stage without significant capital expenditure arrangement, the minimum percentage of cash dividend in this profit distribution shall be 80%;

2. If the Company is in a mature development stage with significant capital expenditure arrangement, the minimum percentage of cash dividend in this profit distribution shall be 40%;

3. If the Company is in a growing development stage with significant capital expenditure arrangement, the minimum percentage of cash dividend in this profit distribution shall be 20%.

If the development stage of the Company with significant capital expenditure arrangement cannot be easily distinguished, cash dividends shall be distributed according to the requirement mentioned above.

(vi) Decision-making procedures for distribution of profits:

The Board shall seriously study and discuss factors such as the timing, conditions and minimum percentage of the Company's cash dividends, the conditions for adjustments and the requirements of its decision-making procedures and formulate an annual profit distribution plan or an interim profit distribution plan. The independent directors may solicit the opinions of medium-sized shareholders and put forward a proposal for profit distribution, which shall be submitted directly to the Board for consideration. When the independent directors consider that the specific plan of cash dividends might be detrimental to the interests of the Company or small and medium-sized shareholders, they shall have the right to express independent opinions. The Board of Directors does not adopt or does not fully adopt the opinions of the independent directors, the opinions of the independent directors and the specific reasons for the non-acceptance shall be recorded in the Board resolution and be disclosed. The Board of Supervisors supervises the implementation of the cash dividend policy and shareholders' return planning by the Board, as well as the fulfillment of corresponding decision-making procedures and information disclosure. The Board of Directors shall submit the profit distribution plan approved by the Board of Directors and the Board of Supervisors to the shareholders' meeting for consideration and approval. Prior to the shareholders' general meeting to consider the profit distribution proposal, the Company shall communicate and exchange information with the minority shareholders through on-site replies, hotline replies and internet replies, etc., so as to fully listen to the views and aspirations of the medium-sized shareholders and provide timely replies to the questions of concern of the minority shareholders. When the shareholders' general meeting considers the profit distribution plan, the Company shall provide online voting and other means to facilitate public shareholders to participate in the voting at the shareholders' general meeting. The Company accepts the suggestions and supervision of all shareholders (especially public investors), independent directors and supervisors on the distribution of dividends by the Company.

(vii) Where the Company does not make profit distribution or makes the profit distribution in a proportion lower than the cash dividend proportion as stipulated in the Articles in a year, the Board of the Company shall disclose the reason for non-distribution and the use of the undistributed profits set aside by the Company. The independent directors shall, at the request of the regulatory body, give an independent opinion on the distribution of profits in cases where there are capable of distributing dividends but do not do so or do so at a rate lower than the cash dividend distribution ratio stipulated in the Articles. The relevant profit distribution proposal shall be submitted to the shareholders' general meeting for approval after having considered by the Board of Directors of the Company, and the reasons for and the specific use of the retained funds shall be detailed in the resolution proposed at the shareholders' general meeting.

(viii) Decision-making procedures for cash dividend distribution

The Company shall maintain the continuity and stability of its dividend distribution policy. Where the Company needs to adjust its profit distribution policy based on its own business situation, investment plan and long-term development needs or due to significant changes in the external business environment, the adjusted profit distribution policy shall not violate relevant provisions of the CSRC and the Stock Exchanges. The proposal on adjustment in the profit distribution policy shall be formulated by the Board of Directors based on the Company's operation condition and relevant provisions of the CSRC and submitted to the shareholders' general meeting for consideration, and shall be approved by more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting. Detailed reviewing and explanations shall be carried out in submitting the proposal at the shareholders' general meeting.

The Company shall fully listen to the opinions of minority investors in the process of discussing, formulating and revising its profit distribution policy.

(ix) In the event of a shareholder's illegal appropriation of the Company's funds, the Company shall deduct the cash dividends distributed by the shareholder in order to reimburse the funds appropriated by the shareholder.

Section 2 Internal Audit

Article 156 The Company shall implement an internal audit system, where dedicated auditing staff carry out the internal audit and supervision over the financial revenue and expenditure and the economic activities of the Company.

Article 157 The internal audit system of the Company and the duties of the auditing staff shall be subject to the approval of the Board of Directors. The officer in charge of audit shall be accountable to the Board of Directors and report his/her work to the Board.

Section 3 Appointment of Accounting Firm

Article 158 The Company shall engage an accounting firm which is qualified under the laws, regulations, and securities regulatory rules of the place where the Company's shares are listed, to perform audits of accounting statements, verify net assets and provide other relevant consulting services. The term of such engagement is 1 year and can be renewed.

Article 159 The engagement of an accounting firm by the Company shall be determined at the shareholders' general meeting, and the Board of Directors shall not engage an accounting firm before any decision is made at the shareholders' general meeting.

Article 160 The Company shall ensure to provide true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting data to the accounting firm it engages, without any refusal, withholding or misrepresentation.

Article 161 The audit fee of the accounting firm shall be determined by the shareholders' general meeting.

Article 162 A 15-day prior notice shall be given to the accounting firm if the Company decides to dismiss such accounting firm or not to renew the engagement thereof. The accounting firm is allowed to make representations when the shareholders' general meeting of the Company conducts a vote on the dismissal of the accounting firm.

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

Chapter IX Notices and Announcements

Section 1 Notices

Article 163 The Company's notice shall be given by the following manners:

- (i) by hand;
- (ii) by post (including email);
- (iii) by announcement;
- (iv) by facsimile or e-mail;
- (v) other forms recognized by the relevant regulatory authorities in the place where the Company's shares are listed or as provided for in the Articles of Association.

Article 164 Notices given by the Company by way of announcement shall be deemed to have been received by all relevant persons upon such announcement being made. The “Announcements” stated in the Articles, unless the context otherwise requires, in relation to the announcements made to the holders of A Shares or the announcements made within the territory of China as required by the relevant provisions and the Articles of Association, it refers the publication of information on the website of the Shanghai Stock Exchange and on media that meet the conditions prescribed by the CSRC; for the announcements made to the holders of H Shares or within Hong Kong as required under the relevant provisions or the Articles of Association, the announcements shall be published on the website of the Company, the website of the Hong Kong Stock Exchange and such other websites as may be required from time to time under the Listing Rules of the Hong Kong Stock Exchange in accordance with the relevant provisions of the Listing Rules of the Hong Kong Stock Exchange. In respect of the manner in which the Company provides and/or distributes corporate communications to the holders of H Shares as required by the listing rules of the place where the Company’s shares are listed, subject to compliance with the relevant listing rules of the place where the Company’s shares are listed, the Company may also send or make available corporate communications to the holders of H Shares of the Company electronically or by means of posting the information on the Company’s website or on the website of the stock exchange of the place of the place where the Company’s shares are listed, in lieu of delivering corporate communications to the holders of H Shares by hand or postage-paid mail.

Article 165 Notice of a shareholders’ general meeting of the Company shall be given by hand, post (including e-mail), facsimile or other means.

Article 166 The notice of any Board meeting shall be delivered by hand, by post (including email), facsimile or otherwise.

Article 167 The notice of any meeting of the Board of Supervisors shall be delivered by hand, by post (including email), facsimile or otherwise.

Article 168 If the notice of the Company is served by hand, the recipient shall affix their signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the third working day after handover to the post office shall be the date of service; if the notice of the Company is sent by email, the date of service shall be the date on which the email is successfully sent; if the notice is sent by facsimile, the date of service shall be the date of successful transmission of the facsimile; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service.

Article 169 The accidental omission to give notice of a meeting to, or the non-receipt of any notice of a meeting by, any person entitled to receive such notice shall not invalidate such meeting or the resolution of such meeting.

Section 2 Announcements

Article 170 The Company designates the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>), media that meet the conditions stipulated by the China Securities Regulatory Commission, the Hong Kong Stock Exchange's HKExnews website (<https://www.hkexnews.hk>) and the official website of the Company (<https://www.fortioritech.com>) as the media for publishing.

Chapter X Merger, Division, Increase and Reduction of Capital, Dissolution and Liquidation

Section 1 Merger, Division, Increase and Reduction of Capital

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

The absorption by one company of another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. Merger by establishment refers to the establishment of a new company by merging two or more companies, whereby the merging parties shall be dissolved.

Article 172 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the media that complies with the requirements of the CSRC or National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts. Where there are additional provisions in the securities regulatory rules of the place where the Company's shares are listed, the relevant parties shall comply with such provisions.

Article 173 When the Company is merged, the claims and debts of each party to the merger shall be succeeded by the company surviving the merger or the new company established subsequent to the merger.

Article 174 Where there is a division of the Company, its assets shall be divided accordingly.

Where there is a division of the Company, a balance sheet and a property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the media that complies with the requirements of the CSRC or National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) within 30 days as of the date of such resolution. Where there are additional provisions in the securities regulatory rules of the place where the Company's shares are listed, the relevant parties shall comply with such provisions.

Article 175 Unless a written agreement has been entered into, before the division, by the Company and its creditors in relation to the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the surviving companies after the division.

Article 176 Where the Company needs to reduce its registered capital, it must prepare a balance sheet and a property list.

The Company shall notify its creditors within 10 days as of the date of the resolution for the reduction of its registered capital and shall publish an announcement on the media that complies with the requirements of the CSRC or National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts. Where there are additional provisions in the securities regulatory rules of the place where the Company's shares are listed, the relevant parties shall comply with such provisions.

The registered capital of the Company after the reduction shall not be less than the statutory minimum amount.

Article 177 Where there is a merger or division of the Company, the Company shall, in accordance with the laws, apply for a change in its registration with the company registration authority for any changes of its registered information caused thereby. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with the laws. Where a new company is established, the Company shall apply for registration of incorporation in accordance with the laws.

Where there is an increase or reduction in the registered capital, the Company shall, in accordance with the laws, apply for a change in registration with the company registration authority.

Section 2 Dissolution and Liquidation

Article 178 The Company shall be dissolved upon the occurrence of any of the following events:

- (i) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified in the Articles of Association;
- (ii) a resolution on dissolution is passed by the shareholders' general meeting;
- (iii) dissolution is required due to the merger or division of the Company;
- (iv) the business license of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the laws;
- (v) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in Shareholders' interests, Shareholders representing 10% or above of the total voting rights of the Company may plead the people's court to dissolve the Company.

Article 179 If the above-mentioned item (i) of Article 178 hereof occurs, the Company may continue to exist by amending the Articles of Association.

Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of Shareholders representing two-thirds or above of the voting rights present at the shareholders' general meetings.

Article 180 Where the Company is dissolved pursuant to sub-paragraph (i), (ii), (iv) or (v) of Article 178 hereof, it shall establish a liquidation committee within 15 days as of the dissolution circumstance arises, and the liquidation shall be started. The liquidation committee shall be composed of Directors or persons determined by the shareholders' general meeting. If the liquidation committee is not established to conduct liquidation within the prescribed time limit, the creditors may apply to the people's court to designate relevant personnel to form a liquidation committee to conduct liquidation.

Article 181 The liquidation committee shall perform the following powers and duties during the period of liquidation:

- (i) to sort out the Company's assets and to prepare a balance sheet and a property list;
- (ii) to inform creditors by notice or announcement;
- (iii) to deal with the outstanding businesses of the Company relating to liquidation;
- (iv) to pay off outstanding taxes as well as taxes arising in the course of liquidation;
- (v) to settle claims and liabilities;
- (vi) to handle the remaining assets of the Company after repayment of debts;
- (vii) to represent the Company in civil proceedings.

Article 182 As of the date of its establishment, the liquidation committee shall notify the creditors within 10 days and make a public announcement on the media that complies with the requirements of the CSRC or National Enterprise Credit Information Publicity System, the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the website of the Hong Kong Stock Exchange (www.hkexnews.hk) within 60 days. Creditors shall, within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice, within 45 days as of the date of the announcement, declare their claims to the liquidation committee. Where there are additional provisions in the securities regulatory rules of the place where the Company's shares are listed, the relevant parties shall comply with such provisions.

Creditors shall provide explanations and evidence for their claims upon their declarations of such claims. The liquidation committee shall record the creditors' claims.

The liquidation committee shall not pay any debts to any creditors during the period of credit declaration.

Article 183 After checking the assets of the Company and preparing a balance sheet and a property list, the liquidation committee shall formulate a liquidation plan for the confirmation by the shareholders' general meeting or the people's court.

The remaining properties of the Company, after the payment for liquidation expenses, wages, social insurance premiums and statutory compensation of staffs, taxes and debts of the Company, shall be distributed to the shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but cannot carry out any business activities unrelated to liquidation. The assets of the Company shall not be distributed to the shareholders until the settlement of debts in accordance with the preceding paragraph.

Article 184 If the liquidation committee, after checking the assets of the Company and preparing a balance sheet and a property list, discovers that the assets of the Company are insufficient to pay off its debts, it shall file an application to the people's court for a declaration of bankruptcy in accordance with the laws.

Upon the declaration of bankruptcy of the Company by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court.

Article 185 Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the report to the shareholders' general meeting or the people's court for confirmation and submit the report to the company registration authority to apply for the deregistration of the Company, and announce the termination of the Company.

Article 186 The members of the liquidation committee shall be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the laws.

Any member of the liquidation committee shall not take advantage of his/her powers to accept bribes or other illegal payments or embezzle the property of the Company.

Any member of the liquidation committee shall indemnify the Company or the creditors for the losses arising from his/her intentional or gross negligence.

Article 187 Where the Company is declared bankrupt in accordance with the laws, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of enterprise.

Chapter XI Amendments to the Articles of Association

Article 188 The Company shall amend the Articles of Association in any of the following circumstances:

(i) after amendments are made to the Company Law or other relevant laws, administrative regulations and securities regulatory rules at the place where the shares of the Company are listed, any term contained in the Articles of Association become inconsistent with the said amendments;

(ii) if certain changes of the Company occur resulting in inconsistency with certain terms specified in the Articles of Association;

(iii) the shareholders' general meeting has resolved to amend the Articles of Association.

Article 189 Where the amendments to the Articles of Association passed by resolutions of the shareholders' general meetings require approval of the competent authorities, the amendments shall be submitted to the relevant authorities for approval. Where the amendments involve registration matters of the Company, the change involved shall be registered in accordance with the laws.

Article 190 The Board shall amend the Articles of Association in accordance with the resolutions of the shareholders' general meeting and the comments of the competent authorities on any amendment hereto.

Article 191 Any amendment to the Articles of Association shall be subject to announcement if so required by the laws and regulations.

Chapter XII Supplementary Provisions

Article 192 Definitions

(i) The controlling Shareholder means a Shareholder holding more than 50% of the total Share capital of the Company. A Shareholder who does not hold more than 50% of the total Share capital but is capable of bearing a significant influence on the resolution made by the general meeting with the Shares he/she holds, or the controlling shareholder as defined in the securities regulatory rules of the place where the shares of the Company are listed.

(ii) De facto controller means a person which is not a shareholder but actually possesses the power to direct the acts of the Company through investment, contract or other arrangement.

(iii) "Related relationship" is the relationship between the controlling shareholder, actual controller, directors, supervisors or senior officers, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests in accordance with the securities regulatory rules of the place where the shares of the Company are listed. However, enterprises owned by the State will not be regarded as having related relationship only because they are owned by the state.

(iv) unless otherwise expressly referred to in the relevant national laws, administrative regulations and the securities regulatory rules of the place where the shares of the Company are listed, the term "independent director" in the Articles includes "independent non-executive director" as determined in accordance with the Rules Governing the Listing of Shares on the Hong Kong Stock Exchange.

Article 193 Subject to the provisions hereof, the Board may formulate detailed rules for implementation of the Articles of Association, provided that such detailed rules shall not conflict with the provisions hereof.

Article 194 The Articles of Association shall be prepared in Chinese. In case of any discrepancy between different languages or versions of the Articles of Association and these Articles of Association, the Chinese version of the Articles of Association most recently filed with the Shenzhen Administration for Market Regulation shall prevail.

Article 195 For purpose of the Articles of Association, the terms “not less than”, “within” and “not more than” include the given figure, and the terms “beyond”, “lower than”, “more than”, “exceeding”, “majority” do not include the given figure.

Article 196 The Board of the Company shall be responsible for the interpretation of the Articles of Association. Matters not covered in the Articles of Association shall be implemented in accordance with national laws, administrative regulations, regulatory documents and relevant provisions of the operational rules of the stock exchange.

Article 197 The exhibits to the Articles of Association include the rules of procedure for the shareholders’ general meeting, the rules of procedure for the Board and the rules of procedure for the Board of Supervisors.

Article 198 The Articles shall take effect and be implemented from the date when they are approved by the shareholders’ general meeting and the Company’s overseas-listed shares (H Shares) are officially listed on the Hong Kong Stock Exchange. Upon the implementation of the Articles, the original Articles shall automatically become null and void. In the event of any conflict between the Articles and the current laws and regulations, the current laws and regulations shall prevail.

Fortior Technology (Shenzhen) Co., Ltd.

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