Suzhou Dongshan Precision Manufacturing Co., Ltd.

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

ARTICLES OF ASSOCIATION (DRAFT)
(Applicable after the issuance and listing of the H-Shares)

Suzhou, China

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Chapter 1 General Provisions

Article 1 To safeguard the lawful rights and interests of the Company, its shareholders, employees and creditors, and to regulate the organization and conduct of the Company, these Articles are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant provisions.

Article 2 Suzhou Dongshan Precision Manufacturing Co., Ltd. (hereinafter referred to as the "Company") is a joint stock limited company established in accordance with the Company Law and other relevant provisions.

On December 24, 2007, the Company was established by way of promotion through the overall conversion, in accordance with the law, of Suzhou Dongshan Sheet Metal Co., Ltd.; the Company is registered with the Suzhou Data Bureau and has obtained its business license, with a Unified Social Credit Code of 91320500703719732P.

Article 3 On February 26, 2010, upon approval by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the Company initially issued 40 million RMB ordinary shares to the public, which were listed on the Shenzhen Stock Exchange on April 9, 2010.

On September 23, 2026, following the completion of its filing with the CSRC, the Company conducted an initial public offering of [•] overseas listed shares in Hong Kong, which were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on [•].

Shares issued by the Company and listed on the Shenzhen Stock Exchange are hereinafter referred to as "A Shares"; shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".

Article 4 The registered name of the Company:

Chinese name: 蘇州東山精密製造股份有限公司

English name: Suzhou Dongshan Precision Manufacturing Co., Ltd.

Article 5 The domicile of the Company: No. 288 Shanfeng Road, Wuzhong Economic Development Zone, Suzhou

Postal code: 215124

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

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

Article 8 The director who conducts the affairs of the Company on behalf of the Company shall be the legal representative of the Company, and shall be elected or replaced by the board of directors.

Where the director serving as the legal representative resigns, he/she shall be deemed to have simultaneously resigned as the legal representative. Where the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of the resignation of the legal representative.

Article 9 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. Any restrictions on the authority of the legal representative set forth in these Articles or by the shareholders' meeting shall not be asserted against a bona fide counterparty.

Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or these Articles.

Article 10 A shareholder shall bear liability to the Company to the extent of the shares subscribed for by such shareholder, and the Company shall bear liability for its debts to the full extent of all its assets.

Article 11 Since the effective date of these Articles, these Articles shall constitute a legally binding document that regulates the organization and conduct of the Company and the relationship of rights and obligations between the Company and its shareholders and among shareholders, and shall be legally binding on the Company, its shareholders, directors and senior management. In accordance with these Articles, a shareholder may sue another shareholder, the directors and senior management of the Company, or the Company, and the Company may sue its shareholders, directors and senior management.

Article 12 For the purposes of these Articles, senior management refers to the general manager, executive president, deputy general manager, secretary of the board, chief financial officer and other members of senior management of the Company.

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

Chapter 2 Corporate Objective and Scope of Business

Article 14 The corporate objective of the Company is: to act in good faith and abide by the law and operate on a sustainable and perpetual basis, so as to create wealth for society; to apply scientific management and have the courage to innovate, so as to provide customers with leading-edge products and high-quality services; and to be diligent and pragmatic and operate meticulously, so as to bring shareholders sustained, steadily growing returns on investment.

Article 15 Upon registration in accordance with law, the business scope of the Company covers: general items: manufacture of forgings and powder metallurgy products; sales of forgings and powder metallurgy products; metal surface treatment and heat treatment processing; manufacture of communication equipment; sales of communication equipment; technical services, technology development, technical consultation, technical exchange, technology transfer and technology promotion; retail of electronic components; sales of display devices; import and export of goods; technology import and export; manufacture of instruments and meters; sales of instruments and meters; processing of mechanical parts and components; manufacture of general equipment (excluding manufacture of special equipment); leasing of mechanical equipment; manufacture of auto parts and accessories; retail of auto parts and accessories; production of battery spare parts; sales of battery spare parts; sales of electrical accessories for new energy vehicles; wholesale of electronic components; manufacture of electronic components; sales of electronic components and electromechanical component equipment; manufacture of special ceramic products; sales of special ceramic products; manufacture of mobile communication equipment; sales of mobile communication equipment; manufacture of display devices; enterprise management consulting; manufacture of intelligent on-board equipment; sales of intelligent on-board equipment; manufacture of power electronic components; sales of power electronic components; sales of non-ferrous metal alloys; information technology consulting services (save for projects subject to approval pursuant to law, the Company may independently carry out business activities in accordance with law with its business license).

Chapter 3 Shares

Section 1 Issuance of Shares

Article 16 The shares of the Company take the form of registered share certificates.

Article 17 The issuance of shares by the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall carry the same rights.

For shares of the same class issued in the same offering, the issuance conditions and price per share shall be identical; and each subscriber shall pay the same price for each share subscribed.

Article 18 The par value shares issued by the Company shall have their par value denominated in Renminbi.

Article 19 The A Shares issued by the Company shall be placed under centralized depository with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The H Shares issued by the Company may, in accordance with the laws of the place where the Company's shares are listed and the customary practices of securities registration and depository, be deposited primarily with the nominee company under Hong Kong Securities Clearing Company Limited, or may be held by shareholders in their own names.

Article 20 The names of the Company's promoter shareholders, and the number of shares subscribed for and the shareholding percentages, are as follows:

No.	Name of Promoter Shareholder	Number of Shares Subscribed For (shares)	Shareholding Percentage (%)	Subscription Method
1	Yuan Yonggang	43,570,000	36.31	Conversion of net assets into shares
2	Yuan Yongfeng	43,570,000	36.31	Conversion of net assets into shares
3	Yuan Fugen	15,260,000	12.71	Conversion of net assets into shares
4	Suzhou National Development Creation Capital Investment Co., Ltd. （蘇州國發創新資本投資有限公司）	8,100,000	6.75	Conversion of net assets into shares

No.	Name of Promoter Shareholder	Number of Shares Subscribed For (shares)	Shareholding Percentage (%)	Subscription Method
5	Shanghai Hengrui Innovation Investment Co., Ltd.（上海恒銳創業投資有限公司）	3,000,000	2.50	Conversion of net assets into shares
6	Zhang Yuechun	1,050,000	0.88	Conversion of net assets into shares
7	Wang Xiangdi	1,000,000	0.83	Conversion of net assets into shares
8	Zhao Lin	800,000	0.66	Conversion of net assets into shares
9	Wang Huai	800,000	0.66	Conversion of net assets into shares
10	Wang Xiaofeng	500,000	0.42	Conversion of net assets into shares
11	Gao Jie	400,000	0.34	Conversion of net assets into shares
12	Li Ding	300,000	0.25	Conversion of net assets into shares
13	Hu Qing	180,000	0.15	Conversion of net assets into shares
14	Qian Xianghua	180,000	0.15	Conversion of net assets into shares
15	Zhou Guihua	150,000	0.13	Conversion of net assets into shares
16	Chen Baohua	140,000	0.12	Conversion of net assets into shares
17	Wang Yingchun	100,000	0.08	Conversion of net assets into shares
18	Xing Xiaojuan	900,000	0.75	Conversion of net assets into shares
Total		**120,000,000**	**100**	

On November 29, 2007, Ascenda Certified Public Accountants, Ltd. (Beijing)（天健華證中洲（北京）會計師事務所有限公司）issued a Capital Verification Report (No. 2007GF020031) in respect of the conversion of net assets into shares upon the overall conversion of the former limited liability company into a joint stock limited company, confirming that all subscription monies of the promoters had been fully paid up.

Article 21 Upon completion of the initial public offering of the H Shares, the total number of issued shares of the Company shall be [•] shares, all of which are ordinary shares, comprising [•] ordinary A Shares and [•] ordinary H Shares.

Article 22 Neither the Company nor its subsidiaries (including its affiliated enterprises) may provide financial assistance, in the form of gifts, advances, guarantees, loans or otherwise, to any person for the acquisition of shares of the Company or of its parent company, except where the Company implements an employee stock ownership plan.

In the interests of the Company, the Company may provide financial assistance to any person for the acquisition of shares of the Company or of its parent company by a resolution of the shareholders' meeting, or by a resolution of the Board adopted pursuant to these Articles or the authorization of the shareholders' meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution of the Board shall be adopted by not less than two-thirds of all directors.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase its capital in the following ways upon approval by way of resolutions at the shareholders' meeting:

(I) issuance of shares to unspecified parties;

(II) issuance of shares to specified parties;

(III) distribution of bonus shares to existing shareholders;

(IV) conversion of reserve funds into share capital;

(V) other methods prescribed by laws, administrative regulations, the CSRC, and the stock exchanges and securities regulatory authorities of other places where the Company's shares are listed.

Article 24 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the Company Law, other relevant regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles.

Article 25 The Company shall not acquire its own shares. However, the Company may acquire its own shares under any of the following circumstances in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles:

(I) reduction of the Company's registered capital;

(II) merger with another company holding shares in the Company;

(III) using the shares for an employee stock ownership plan or equity incentives;

(IV) acquisition of shares held by a shareholder who objects to a resolution on the merger or division of the Company adopted by the shareholders' meeting and requests the Company to acquire such shares;

(V) using shares for the conversion of corporate bonds issued by a listed company that are convertible into shares;

(VI) as necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders.

Article 26 The Company may acquire its own shares through public centralized trading or other methods recognized by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the CSRC and other stock exchanges and securities regulatory authorities of the places where the Company's shares are listed.

When the Company acquires its own shares under circumstances specified in items (III), (V) and (VI) of paragraph 1 of Article 25 of these Articles, it shall do so through public centralized trading.

Article 27 With respect to A Shares, when the Company acquires its own shares under circumstances specified in items (I) and (II) of paragraph 1 of Article 25 of these Articles, it shall be subject to resolution by the shareholders' meeting; when the Company acquires its own shares under circumstances specified in items (III), (V) and (VI) of paragraph 1 of Article 25 of these Articles, it shall, in accordance with the provisions of these Articles or the authorization of the shareholders' meeting, be subject to resolution by a board meeting attended by not less than two-thirds of the directors.

After the Company acquires its shares in accordance with paragraph 1 of Article 25 of these Articles, for circumstances under item (I), the shares shall be cancelled within ten days from the date of acquisition; for circumstances under items (II) and (IV), the shares shall be transferred or cancelled within six months; for circumstances under items (III), (V) and

(VI), the total number of the Company's own shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three years.

With respect to H Shares, where laws, regulations and the securities regulatory rules of the place where the Company's shares are listed provide otherwise regarding matters related to share repurchase, such provisions shall prevail. Where the Company acquires its own shares, it shall fulfill its information disclosure obligations in accordance with the Securities Law, the rules of the stock exchange where the Company's shares are listed and other securities regulatory rules.

Section 3 Transfer of Shares

Article 28 The Company's shares shall be transferred in accordance with law. All transfers of H Shares shall be effected by instruments of transfer in writing in the usual or common form or any other form acceptable to the board of directors (including the standard transfer format or transfer form prescribed by the Hong Kong Stock Exchange from time to time); and such instruments of transfer may be executed by hand only or, where the transferor or transferee is a corporation, under its valid corporate seal. Where the transferor or transferee is a recognized clearing house as defined in relevant ordinances in force from time to time under the laws of Hong Kong (hereinafter referred to as the "Recognized Clearing House") or its nominee(s), instruments of transfer may be executed by hand or by machine imprinted signatures. All instruments of transfer shall be maintained at the legal address of the Company or the place designated by the board of directors from time to time.

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

Article 30 Shares issued by the Company before the public offering of A Shares shall not be transferred within one year from the date when the Company's A Shares are listed and traded on a stock exchange.

Directors and senior management of the Company shall report to the Company their shareholdings in the Company and changes therein, and during their term of office as determined at the time of appointment, the shares they transfer each year shall not exceed 25% of the total shares of the same class they hold in the Company; the shares of the Company held by them shall not be transferred within one year from the date when the Company's shares are listed and traded. The aforementioned persons shall not transfer their shares within six months after leaving their positions.

Article 31 Directors, senior management, and shareholders holding not less than 5% of the Company's shares who sell their shares or other equity securities of the Company within six months after purchase, or purchase again within six months after sale, shall return the gains therefrom to the Company, and the Company's board of directors shall recover such gains. However, the foregoing shall not apply to a securities company that holds not less than 5% of the shares as a result of purchasing the remaining shares unsold after underwriting. Where laws, regulations and the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

The shares or other equity securities mentioned in the preceding paragraph held by directors, senior management, and natural person shareholders include those held by their spouses, parents, children, and through others' accounts.

Where the Company's board of directors fails to implement the provisions of the first paragraph, shareholders have the right to require the board of directors to implement them within 30 days. Where the Company's board of directors fails to implement them within the aforementioned period, shareholders have the right to directly file lawsuits with the people's court in their own name for the Company's benefit.

Where the Company's board of directors fails to implement the provisions of the first paragraph, responsible directors shall bear joint and several liability in accordance with law.

Article 32 After the Company's shares are delisted, the Company's shares will continue to be traded on the National Equities Exchange and Quotations.

The Company shall not amend the provisions of the preceding paragraph in these Articles.

Chapter 4 Shareholders and Shareholders' Meetings

Section 1 Shareholders

Article 33 The Company shall establish a register of members based on certificates provided by securities registration and settlement institutions, and the register of members is sufficient evidence proving shareholders' shareholdings in the Company. Shareholders shall enjoy rights and bear obligations according to the class of shares they hold; shareholders holding shares of the same class shall enjoy equal rights and bear the same obligations.

The original H Share register of members listed in Hong Kong shall be maintained in Hong Kong for shareholders' inspection, but the Company may suspend the registration procedures for shareholders in accordance with applicable laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed. Any shareholder registered in the H Share register of members or any person requesting registration of their name in the H Share register of members may apply to the Company for new share certificates if their share certificates are lost. Where a holder of overseas listed foreign capital shares loses his/her share certificates and applies for replacement certificates, this process may be handled in accordance with the laws of the place where the original register of members for overseas listed foreign capital shares is maintained, the rules of the securities trading venue, or other relevant provisions.

The Company shall enter into a securities registration and service agreement with the securities registration and clearing institution, regularly inquire the information of its major shareholders and changes in their shareholdings (including pledge of shares), and keep abreast of its shareholding structure.

Article 34 When the Company convenes a shareholders' meeting, distributes dividends, carries out liquidation or engages in other acts requiring the confirmation of shareholders' identity, the board of directors or the convener of the shareholders' meeting shall determine the record date, and the shareholders whose names appear on the register of members after the close of trading on the record date shall be the shareholders enjoying the relevant rights and interests.

Article 35 Shareholders of the Company shall enjoy the following rights:

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

(II) to request the convening of, and to convene, preside over, attend or appoint a proxy to attend shareholders' meetings in accordance with the law, and to exercise the corresponding voting rights thereat;

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

(IV) to transfer, make a gift of or pledge shares held by them in accordance with the provisions of the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles;

(V) to inspect and duplicate these Articles, registers of members, the minutes of shareholders' meetings, resolutions of the board meetings and the financial accounting reports, and shareholders who meet

the requirements may inspect the Company's accounting books and certificates;

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

(VII) with respect to shareholders who object to any resolution on the merger or division of the Company adopted by the shareholders' meeting, to require the Company acquire the shares held by them;

(VIII) other rights stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles.

These Articles, shareholders' meeting resolutions, board resolutions and the like shall be lawful and compliant, and shall not deprive or restrict the statutory rights of shareholders. The Company shall safeguard the lawful rights of shareholders and ensure that they are treated fairly.

Article 36 Where a shareholder requests to inspect or copy the relevant materials of the Company, such shareholder shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law, and the securities regulatory rules of the place where the Company's shares are listed.

Article 37 Where the content of resolutions by the Company's shareholders' meeting or board of directors violates laws or administrative regulations, shareholders have the right to request the people's court to declare them invalid.

Where the convening procedures or voting methods of shareholders' meetings or board meetings violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or these Articles, or the content of resolutions violates these Articles, shareholders have the right to request the people's court to revoke them within 60 days from the date the resolutions are made. However, this excludes cases where the convening procedures or voting methods of shareholders' meetings or board meetings have only minor defects that do not substantially affect the resolutions.

Where the board of directors, shareholders or other relevant parties have a dispute over the validity of a shareholders' meeting resolution, they shall promptly file a lawsuit with the people's court. Prior to the people's court rendering a judgment or ruling such as revoking the resolution, the relevant parties shall implement the shareholders' meeting resolution. The Company, its directors and senior management shall earnestly perform their duties to ensure the normal operation of the Company.

Where the people's court renders a judgment or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with laws, administrative regulations, the provisions of the CSRC, the stock exchange and other securities regulatory rules of the place where the Company's shares are listed, fully explain the impact, and actively cooperate with the enforcement after such judgment or ruling takes effect. Matters involving the correction of prior-period items shall be handled in a timely manner, and the corresponding information disclosure obligations shall be performed.

Article 38 A resolution of the Company's shareholders' meeting or Board is not established under any of the following circumstances:

(I) the resolution is adopted without convening a shareholders' meeting or board meeting;

(II) no vote is taken on the matter subject to the resolution at the shareholders' meeting or board meeting;

(III) the number of attendees or the voting rights held by them do not meet the number of attendees or voting rights required by the Company Law, the securities regulatory rules of the place where the Company's shares are listed or these Articles;

(IV) the number of persons consenting to the matter subject to the resolution, or the voting rights held by them, do not meet the number of persons or voting rights required by the Company Law, the securities regulatory rules of the place where the Company's shares are listed or these Articles.

Article 39 Where any director (other than a member of the Audit Committee) or any member of senior management violates laws, administrative regulations or these Articles in performing duties for the Company and cause losses to the Company, shareholders who individually or collectively hold 1% or more of the Company's shares for 180 consecutive days or more have the right to make written requests to the Audit Committee to file lawsuits with the people's court; where Audit Committee members violate laws, administrative regulations or these Articles in performing duties for the Company and cause losses to the Company, the aforementioned shareholders may make written requests to the board of directors to file lawsuits with the people's court.

Where the Audit Committee or the board of directors refuses to file lawsuits after receiving the written requests from shareholders as specified in the preceding paragraph, or fails to file lawsuits within 30 days from the date of receiving the requests, or in urgent circumstances where failure to immediately file lawsuits would cause irreparable damage to the Company's

interests, the shareholders specified in the preceding paragraph have the right to directly file lawsuits with the people's court in their own name for the Company's benefit.

Where another person infringes upon the Company's lawful rights and interests and causes losses to the Company, the shareholders specified in the first paragraph of this Article may file lawsuits with the people's court in accordance with the preceding two paragraphs.

Where a director, supervisor (if any) or member of senior management of a wholly-owned subsidiary of the Company, in the performance of duties, violates laws, administrative regulations or these Articles and causes losses to the Company, or where another person infringes upon the lawful rights and interests of the Company's wholly-owned subsidiary and causes losses, shareholders who individually or collectively hold 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the first three paragraphs of Article 189 of the Company Law, make a written request to the supervisory board (if any) or the board of directors of the wholly-owned subsidiary to file a lawsuit with the people's court, or directly file a lawsuit with the people's court in their own name.

Article 40 Where directors or senior management violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or these Articles and harm shareholders' interests, shareholders may file lawsuits with the people's court.

Article 41 The shareholders of the Company shall assume the following obligations:

(I) to comply with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles;

(II) to pay for the shares subscribed for in accordance with the agreed method of capital contribution;

(III) not to withdraw their share capital, except for circumstances stipulated by laws and regulations;

(IV) not to abuse the shareholders' rights to impair the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to impair the interests of creditors of the Company;

(V) other obligations required to be assumed under laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles.

Shareholders of the Company shall be liable for compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law.

Shareholders of the Company who abuse the independent legal person status of the Company and the limited liability of shareholders to evade debts and seriously impair the interests of creditors of the Company shall be jointly and severally liable for the debts of the Company.

Section 2 Controlling Shareholders and De Facto Controllers

Article 42 The controlling shareholders and de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the regulations of the CSRC and the stock exchange, and shall safeguard the interests of the listed company.

Article 43 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(I) exercise shareholders' rights in accordance with the law, not to abuse their control or exploit related-party relationships to harm the legitimate rights and interests of the Company or other shareholders;

(II) strictly fulfil public statements and commitments made, without unauthorised changes or waivers;

(III) strictly fulfil information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are planned to occur;

(IV) shall not misappropriate the Company's funds in any way;

(V) shall not coerce, instruct, or require the Company and related personnel to illegally provide guarantees;

(VI) shall not seek benefits using the Company's undisclosed significant information, shall not disclose any undisclosed significant information about the Company in any way, shall not engage in insider trading, short-swing trading, market manipulation, or other illegal activities;

(VII) shall not damage the legitimate rights and interests of the Company and other shareholders through unfair related party transactions, profit distribution, asset reorganisation, external investments, or any other means;

(VIII) ensure the integrity of the Company's assets, personnel independence, financial independence, institutional independence, and business independence, and shall not in any way affect the Company's independence;

(IX) comply with laws, administrative regulations, provisions of the CSRC, the securities regulatory rules of other places where the Company's shares are listed and other provisions of these Articles.

Where a controlling shareholder or de facto controller of the Company does not serve as a director of the Company but actually conducts the Company's affairs, the provisions of these Articles concerning the duty of loyalty and duty of diligence of directors shall apply.

Where any controlling shareholder or de facto controller of the Company instructs a director or senior management to engage in conduct that harms the interests of the Company or shareholders, such controlling shareholder or de facto controller shall bear joint and several liability with that director or senior management.

Article 44 Where a controlling shareholder or de facto controller pledges the Company's shares held or actually controlled by it, it shall maintain the stability of the Company's control and of its production and operations.

Article 45 Where a controlling shareholder or de facto controller transfers the Company's shares held by it, it shall comply with the restrictive provisions on share transfer set out in laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the CSRC and the stock exchange, as well as the commitments made by it in respect of restrictions on share transfers.

Section 3 General Provisions for Shareholders' Meetings

Article 46 The shareholders' meeting of the Company shall be composed of all shareholders. The shareholders' meeting is the organ of authority of the Company which shall exercise the following functions and powers in accordance with the laws:

(I) elect and replace the directors who are not representatives of the employees, and decide on matters relating to the remuneration of the directors;

(II) consider and approve the reports of the board of directors;

(III) consider and approve the Company's profit distribution plans and plans for making up losses;

(IV) resolve to increase or reduce the registered capital of the Company;

(V) resolve on the issuance of corporate bonds;

(VI) resolve on merger, division, dissolution and liquidation or change in corporate form of the Company;

(VII) amend these Articles;

(VIII) resolve on the engagement or dismissal of accounting firms engaged in the audit work of the Company;

(IX) consider and approve the guarantees prescribed in Article 47 of these Articles;

(X) consider matters regarding the purchase or sale of material assets by the Company within one year exceeding 30% of the latest audited total assets of the Company;

(XI) consider and approve the changes in the use of proceeds raised;

(XII) consider the equity incentive plans and employee stock ownership plans;

(XIII) consider and approve major related transactions that are required to be approved by the shareholders' meeting as stipulated by laws, regulations and normative documents;

(XIV) consider and approve proposals put forward by the board of directors, a single shareholder, or shareholders acting in aggregate who hold 1% or more of the Company's shares;

(XV) resolve on the Company's acquisition of its own shares under the circumstances specified in items (I) and (II) of paragraph 1 of Article 25 of these Articles;

(XVI) consider other matters which shall be decided by the shareholders' meetings as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles.

The shareholders' meeting may authorise the board of directors to resolve on the issue of corporate bonds.

Unless otherwise provided by laws, administrative regulations, the CSRC or the securities regulatory rules of other places where the Company's shares are listed, the aforementioned functions and powers of the shareholders'

meeting may not be exercised on its behalf by the board of directors or any other institution or individual by way of authorization.

Article 47 The following external guarantees of the Company shall be submitted to the shareholders' meeting for consideration and approval after consideration and approval by the board of directors:

(I) any single guarantee exceeding 10% of the latest audited net assets of the listed company;

(II) any guarantee after the total amount of external guarantees provided by the listed company and its controlled subsidiaries has exceeded 50% of the latest audited net assets of the listed company;

(III) any guarantee provided by the Company and its subsidiaries after the total amount of external guarantees provided by them exceeds 30% of the Company's latest audited total assets;

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

(V) within any consecutive twelve-month period, the amount of guarantees exceeds 30% of the Company's latest audited total assets;

(VI) within any consecutive twelve-month period, the amount of guarantees exceeds 50% of the Company's latest audited net assets and the absolute amount exceeds RMB50 million;

(VII) guarantees provided to the shareholders, de facto controllers and their related parties;

(VIII) other guarantee circumstances prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed or these Articles.

When a guarantee is raised for consideration by the board of directors, it shall, in addition to being approved by a majority of all directors, be considered and approved by not less than two-thirds of the directors attending the board meeting.

When the shareholders' meeting considers the guarantee mentioned in item (V) of the preceding paragraph, it shall be approved by not less than two-thirds of the voting rights held by the shareholders attending the meeting.

When the shareholders' meeting considers guarantee proposals for shareholders, de facto controllers, and their related parties, such shareholders or shareholders controlled by such de facto controllers shall

not participate in the voting, and such proposal shall be approved by not less than half of the voting rights held by other shareholders attending the shareholders' meeting.

Article 48 Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings are held once every year and within 6 months from the end of the preceding financial year.

Article 49 The Company shall convene an extraordinary shareholders' meeting within 2 months from the date of the occurrence of any of the following circumstances:

(I) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number prescribed in these Articles;

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

(III) where such meeting is requested by shareholders individually or jointly holding not less than 10% of the shares of the Company;

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

(V) where such meeting is proposed to be convened by the Audit Committee;

(VI) other circumstances specified in laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles.

Article 50 The venue for a shareholders' meeting convened by the Company shall be the Company's location or another place expressly specified in the notice convening the shareholders' meeting.

A shareholders' meeting shall have a meeting venue and be held in the form of an in-person meeting. The Company shall additionally provide online or other means to facilitate shareholders' participation in the shareholders' meeting.

In addition to an in-person meeting held at a meeting venue, a shareholders' meeting may also be convened simultaneously by means of electronic communication. The time and venue of the in-person meeting shall be selected so as to facilitate attendance by shareholders. Once the notice of a shareholders' meeting has been issued, the venue of the in-person shareholders' meeting may not be changed without justified reasons. Where

a change is truly necessary, the convener shall issue a notice at least two trading days prior to the date of the in-person meeting and state the specific reasons therefor.

Article 51 When convening a shareholders' meeting, the Company shall engage a lawyer to issue legal opinions on the following matters and make an announcement:

(I) whether the convening and holding procedures of the meeting comply with laws, administrative regulations and these Articles;

(II) whether the qualifications of the persons attending the meeting and the qualification of the convener are lawful and valid;

(III) whether the voting procedures and voting results of the meeting are lawful and valid;

(IV) legal opinions to be issued on other relevant matters at the Company's request.

Section 4 Convening of Shareholders' Meetings

Article 52 The board of directors shall convene the shareholders' meeting on time within the stipulated period.

With the consent of more than half of all independent directors, independent directors shall be entitled to propose to the board of directors to convene an extraordinary shareholders' meeting. The board of directors shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles, furnish a written reply stating whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within 10 days after receiving such a proposal from the independent directors.

In the event that the board of directors agrees to convene an extraordinary shareholders' meeting, the notice of shareholders' meeting shall be issued within 5 days after the board of directors passes the resolution; in the event that the board of directors does not agree to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

Article 53 Where the Audit Committee proposes that the board of directors convene an extraordinary shareholders' meeting, it shall submit the proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles, furnish a written reply stating whether it agrees or disagrees with the convening of an extraordinary shareholders' meeting within 10 days after receiving such proposal.

In the event that the board of directors agrees to convene an extraordinary shareholders' meeting, the notice of shareholders' meeting shall be issued within 5 days after the board of directors passes the resolution. Any changes to the original proposal made in the notice shall be approved by the Audit Committee.

In the event that the board of directors does not agree to convene an extraordinary shareholders' meeting or does not furnish any reply within 10 days after receiving such proposal, the board of directors shall be deemed unable to perform or have failed to perform its duty of convening a shareholders' meeting, in which case the Audit Committee may convene and preside over a shareholders' meeting by itself.

Article 54

Where shareholders individually or jointly holding not less than 10% of the shares (including preferred shares with restored voting rights) of the Company request the board of directors to convene an extraordinary shareholders' meeting, such request shall be made to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles, furnish a written reply stating whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within 10 days after receiving such request.

In the event that the board of directors agrees to convene an extraordinary shareholders' meeting, the notice of shareholders' meeting shall be issued within 5 days after the board of directors passes the resolution, and any changes to the original request made in the notice shall be approved by the relevant shareholders.

In the event that the board of directors does not agree to convene an extraordinary shareholders' meeting or does not furnish any reply within 10 days after receiving such request, shareholders individually or jointly holding not less than 10% of the shares (including preferred shares with restored voting rights) of the Company shall be entitled to propose to the Audit Committee to convene an extraordinary shareholders' meeting, and such proposal shall be submitted in writing to the Audit Committee.

In the event that the Audit Committee agrees to convene an extraordinary shareholders' meeting, the notice of shareholders' meeting shall be issued within 5 days after receiving such request, and any changes to the original request made in the notice shall be approved by the relevant shareholders.

Failure of the Audit Committee to issue the notice of shareholders' meeting within the prescribed time limit shall be deemed as failure of the Audit Committee to convene and preside over a shareholders' meeting, and shareholders individually or jointly holding not less than 10% of the shares

(including preferred shares with restored voting rights) of the Company for not less than 90 consecutive days are entitled to convene and preside over a shareholders' meeting on their own initiative.

Article 55 Where the Audit Committee or shareholders decide to convene a shareholders' meeting on their own initiative, the board of directors shall be notified in writing, and records shall be filed with the securities regulatory authority of the place where the Company's shares are listed, in accordance with the requirements of the securities regulatory rules of such place.

Before the announcement of the resolution of the shareholders' meeting, the shareholding (including preferred shares with restored voting rights, among others) of the shareholders convening such meeting shall not be less than 10%.

The Audit Committee or the shareholders convening the meeting shall submit the relevant materials for proof to the securities regulatory authority of the place where the Company's shares are listed, in accordance with the requirements of the securities regulatory rules of such place at the time of issuance of notice of shareholders' meeting and announcement on the resolutions passed at the shareholders' meeting.

Article 56 For the shareholders' meeting convened by the Audit Committee or shareholders on their own initiative, the board of directors and the secretary of the board shall cooperate. The board of directors shall provide the register of members as at the record date.

Article 57 For the shareholders' meetings convened by the Audit Committee or the shareholders on their own initiative, the necessary expenses in relation to the meetings shall be borne by the Company.

Section 5 Proposals and Notices of Shareholders' Meetings

Article 58 The content of the proposals shall be within the scope of the terms of reference of the shareholders' meeting, and have clear subjects and specific resolutions, and shall comply with the relevant requirements of the laws, administrative regulations, the securities regulatory rules of the places where shares of the Company are listed and these Articles.

Article 59 When the Company convenes a shareholders' meeting, the board of directors, the Audit Committee, as well as shareholder(s) individually or jointly holding not less than 1% of the shares of the Company, shall be entitled to put forward proposals to the Company.

Shareholder(s) individually or jointly holding not less than 1% of the shares (including preferred shares with restored voting rights) of the Company may raise provisional proposals and submit the same in writing to the convener

10 days prior to the date of the shareholders' meeting. The convener shall issue a supplemental notice of shareholders' meeting within 2 days after receiving such proposal, announce the content of the provisional proposal, and submit such proposal to the shareholders' meeting for review, unless the provisional proposal violates laws, administrative regulations, the securities regulatory rules of the places where shares of the Company are listed, or these Articles, or falls outside the scope of the authority of the shareholders' meeting. If the securities regulatory rules of the places where shares of the Company are listed require the shareholders' meeting to be postponed as a result of the supplemental notice, the convening of the shareholders' meeting shall be postponed in accordance with the requirements of such securities regulatory rules. The Company shall not raise the shareholding threshold required for shareholders to submit provisional proposals.

Other than the circumstances referred to in the preceding paragraph, after the convener issues the notice for the shareholders' meeting, no changes shall be made to the proposals set forth in the notice of shareholders' meeting and no further proposals shall be added.

The shareholders' meeting shall not vote or resolve on proposals not set forth in the notice of shareholders' meeting or not in compliance with the requirements of these Articles.

Article 60 The convener shall notify each shareholder by way of announcement 20 days before an annual shareholders' meeting and 15 days before an extraordinary shareholders' meeting. In calculating the notice period, the Company shall not include the date on which the meeting is held.

Article 61 The notice of shareholders' meeting shall include the following:

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

(II) the matters and proposals submitted to the meeting for consideration. All specific details of all proposals shall be fully and completely disclosed;

(III) the notice shall state clearly that all ordinary shareholders (including preferred shareholders with restored voting rights), shareholders holding shares with special voting rights and other shareholders are entitled to attend the shareholders' meeting or appoint proxies in writing to attend and vote at such meeting on their behalf and that such shareholder proxies need not be a shareholder of the Company;

(IV) the record date for shareholders who are entitled to attend the shareholders' meeting. The interval between the record date and the date of the meeting shall not exceed 7 business days. Once the record date is confirmed, it shall not be changed;

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

(VI) the timing and procedures for voting online or otherwise.

The Company shall facilitate shareholders' participation in the shareholders' meeting by way of online voting. Shareholders participating in the shareholders' meeting through the aforementioned means shall be deemed to be present. Where a shareholders' meeting adopts online or other means, the voting time and voting procedures for such online or other means shall be expressly stated in the notice of the shareholders' meeting. The commencement time of voting by online or other means at a shareholders' meeting may not be earlier than 3:00 p.m. on the day immediately preceding the in-person shareholders' meeting, and may not be later than 9:30 a.m. on the day of the in-person shareholders' meeting, and its closing time may not be earlier than 3:00 p.m. on the day on which the in-person shareholders' meeting concludes. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 62 Where a shareholders' meeting is to discuss matters concerning the election of directors, the shareholders' meeting notice shall fully disclose the detailed particulars of the director candidates, including at least the following:

(I) personal particulars such as educational background, work experience and concurrent positions;

(II) whether there exists any connected relationship with the Company or the controlling shareholders and de facto controllers of the Company;

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

(IV) whether such candidate has ever been subject to penalties imposed by the CSRC or other relevant departments, or to disciplinary sanctions imposed by the stock exchange.

Save where directors are elected under the cumulative voting system, each director candidate shall be put forward as a separate proposal.

Article 63 After the notice of the shareholders' meeting has been given, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the shareholders' meeting shall not be cancelled. In case of postponement or cancellation, the convener shall publish an announcement at least 2 business days before the scheduled date and explain the reasons.

Section 6 Conducting of Shareholders' Meetings

Article 64 The Board and other conveners of the Company shall take necessary measures to safeguard the normal order of the shareholders' meeting. Measures shall be taken to restrain any conduct that disrupts the shareholders' meeting, picks quarrels and makes trouble, or infringes upon the lawful rights and interests of shareholders, and such conduct shall be promptly reported to the relevant departments for investigation and handling.

Article 65 All shareholders in the register as at the record date or their proxies shall be entitled to attend the shareholders' meeting, and to exercise their voting rights at the shareholders' meeting pursuant to the relevant laws and regulations, the securities regulatory rules of the place where shares of the Company are listed and these Articles.

A shareholder may attend the shareholders' meeting in person or appoint a proxy to attend and vote on his/her behalf. Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his/her proxy to attend and vote at such meeting on his/her behalf.

Article 66 Individual shareholders attending the shareholders' meeting in person shall present their identity cards or other valid identity documents or proof; in the case of attending by proxies, the proxies shall present valid identity documents and the proxy forms from the shareholders.

Where a shareholder is a legal entity, its legal representative or a proxy entrusted by such legal representative shall attend the meeting. If the meeting is attended by the legal representatives, they shall produce their identity cards and valid proof of their status as legal representatives; if the meeting is attended by proxies of such legal representatives, such proxies shall present their identity cards and the written authorization letter legally issued by the legal representative of the legal entity shareholder.

If a shareholder is a Recognized Clearing House (or its agent) as defined in the relevant ordinances from time to time enacted in Hong Kong or the securities regulatory rules of the place where the Company's shares are listed, such shareholder may authorize its corporate representative or one or more persons it deems appropriate to act as its representative at any shareholders' meeting or any creditors' meeting; provided that if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. Any person so authorized may exercise rights on behalf of such shareholder (without producing share certificates, notarized authorization and/or further evidence to prove their due authorization) and shall be entitled to the same statutory rights as other shareholders, including the right to speak and vote, as if such person were an individual shareholder of the Company.

Article 67 The power of attorney issued by a shareholder for appointing another person to attend a shareholders' meeting shall set out the following contents:

(I) the name of the principal, and the class and number of the Company's shares held by the principal;

(II) the name of the proxy;

(III) the shareholder's specific instructions, including instructions to cast a vote in favor of, against or abstain from voting on each matter submitted for deliberation on the agenda of the shareholders' meeting;

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

(V) the signature (or seal) of the principal, where the principal is a legal entity shareholder, the seal of such legal entity shall be affixed.

Article 68 The proxy voting power of attorney shall be deposited at the domicile of the Company or such other place as specified in the notice convening the meeting at least twenty-four hours before the holding of the relevant meeting. Where a proxy voting power of attorney is signed by another person authorized by the principal, the authorizing power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document, together with the proxy voting power of attorney, shall be kept at the Company's domicile or at another place designated in the notice convening the meeting.

Article 69 The meeting register of persons attending the meeting shall be prepared by the Company. The meeting register shall set out matters such as the names (or entity names) of the persons attending the meeting, their identity card numbers, the number of voting shares held or represented by them, and the names (or entity names) of their principals.

Article 70 The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholder qualifications on the basis of the register of members provided by the securities registration and clearing institutions, and register the shareholders' names and the number of voting shares held by them. The meeting registration shall be closed before the chair of the meeting announces the number of shareholders and proxies attending the in-person meeting and the aggregate number of voting shares held by them.

Article 71 If the shareholders' meeting requires directors and members of the senior management to be present at the meeting, the directors and members of the senior management shall be present and accept enquiries from shareholders.

Article 72 A shareholders' meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or unwilling to perform his/her duties, the vice chairman shall preside. If the vice chairman is unable or unwilling to perform his/her duties, a director jointly elected by more than half of the directors shall preside.

A shareholders' meeting convened by the Audit Committee on its own initiative shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or unwilling to perform his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside.

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

If the chairman of the meeting is in breach of the rules of procedure such that the shareholders' meeting cannot proceed, the shareholders' meeting may, with the consent of shareholders holding more than half of the voting rights present at the meeting and entitled to vote, elect a person to act as the chairman and continue to conduct the meeting.

Article 73 The Company shall formulate rules of procedure for the shareholders' meeting, setting out in detail the convening, holding and voting procedures of the shareholders' meeting, including matters such as notice, registration, deliberation of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, preparation and signing of minutes and announcements, as well as the principles governing the shareholders' meeting's authorization to the Board, and the scope of authorization shall be clear and specific. The rules of procedure for the shareholders' meeting shall be incorporated into these Articles or attached as an appendix to these Articles and shall be drafted by the Board and approved by the shareholders' meeting.

Article 74 At the annual shareholders' meeting, the Board shall make a report to the shareholders' meeting on its work over the preceding year. Each independent director shall also deliver a duty-performance report.

Article 75 Directors and members of senior management shall provide explanations and clarifications in respect of shareholders' inquiries and suggestions at the shareholders' meeting.

Article 76 Before the taking of a vote, the chair of the meeting shall announce the number of shareholders and proxies attending the in-person meeting and the aggregate number of voting shares held by them, and such number of attending shareholders and proxies and aggregate number of voting shares held by them shall be determined by reference to the meeting registration.

Article 77 Minutes shall be prepared for a shareholders' meeting, for which the secretary of the board shall be responsible. The minutes shall record the following contents:

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

(II) the names of the chair of the meeting and of the directors and members of senior management attending the meeting as non-voting participants;

(III) the number of shareholders and proxies attending the meeting, the aggregate number of voting shares held by them and the percentage thereof in the total number of the Company's shares;

(IV) the deliberation process, the key points of statements and the voting result in respect of each proposal;

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

(VI) the names of the lawyer, the vote counters and the scrutineers;

(VII) other contents required to be recorded in the minutes under these Articles.

Article 78 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the secretary of the board, the convener or its representative and the chair of the meeting who attend or attend as non-voting participants shall sign the minutes. The minutes shall be kept together with the sign-in book of shareholders attending the in-person meeting, the powers of attorney for attendance by proxy and the valid records of voting conducted by online or other means, for a retention period of not less than ten years.

Article 79 The convener shall ensure that the shareholders' meeting proceeds continuously until a final resolution is formed. Where a shareholders' meeting is suspended or is unable to form a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate the current shareholders' meeting directly, and a timely announcement shall be made. In the meantime, the convener shall report to the local office of the CSRC at the place where the Company is located and to the stock exchange.

Section 7 Voting at and Resolutions of Shareholders' Meetings

Article 80 Resolutions of a shareholders' meeting include ordinary resolutions and special resolutions.

Ordinary resolutions of a shareholders' meeting shall be passed by votes representing more than half of the voting rights held by shareholders attending the shareholders' meeting.

Special resolutions of a shareholders' meeting shall be passed by votes representing not less than two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

Article 81 The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:

(I) work reports of the board of directors;

(II) profit distribution plan and plan for making up losses formulated by the board of directors;

(III) appointment and dismissal of directors, their remuneration and payment terms;

(IV) matters other than those to be approved by special resolutions in accordance with the laws, administrative regulations, and requirements under the securities regulatory rules of the places where the Company's shares are listed or these Articles.

Article 82 The following matters shall be resolved by way of special resolutions at a shareholders' meeting:

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

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

(III) amendments to these Articles;

(IV) purchase or disposal of material assets or provision of guarantees to others by the Company within one year, of which the amount exceeds 30% of the latest audited total assets of the Company;

(V) equity incentive plans;

(VI) other matters stipulated by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed or these Articles, and other matters which are considered to have a significant impact on the Company and therefore need to be passed by way of a special resolution as determined by the shareholders' meeting with an ordinary resolution.

Article 83 Shareholders shall exercise their voting rights according to the number of voting shares represented by them, and each share shall have one vote, except for shareholders holding class shares. When voting, a shareholder (including a shareholder's proxy) who holds two or more voting rights need not cast all such voting rights in favour, against or abstain. Where otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, such rules shall prevail.

When material issues affecting the interests of the small and medium investors are considered at a shareholders' meeting, the votes of the small and medium investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner.

The shares of the Company held by the Company itself do not have voting rights, and such shares shall not be included in the total number of voting shares present at the shareholders' meeting.

If the shareholder's purchase of the voting shares of the Company violates paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights of the shares in excess of the prescribed proportion shall not be exercisable within 36 months after the purchase and shall not be included in the total number of voting shares present at the shareholders' meeting.

The board of directors, independent directors, shareholders holding not less than 1% of the voting shares or the investor protection institutions established in accordance with laws, administrative regulations, or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitors shall make sufficient disclosure of the information such as their voting preference to the shareholders from whom the voting rights are being solicited. Solicitation of voting rights of shareholders involving compensation or disguised compensation shall be prohibited. The Company shall not impose any limitation in respect of the minimum shareholding ratio on the solicitation of voting rights except as required by law.

Article 84 The Company's following transactions (other than the receipt of gifted cash assets by the listed company) shall be approved by the shareholders' meeting:

(I) where the cumulative amount of the total assets involved in a transaction within twelve consecutive months accounts for 50% or more of the listed company's latest audited total assets, and where the total assets involved in such transaction have both a book value and

an appraised value, the higher of the two shall be used as the basis for calculation;

(II) where the operating revenue attributable to the transaction subject (such as equity) in the most recent fiscal year accounts for 50% or more of the listed company's audited operating revenue for the most recent fiscal year, and the absolute amount exceeds RMB50 million;

(III) where the net profit attributable to the transaction subject (such as equity) in the most recent fiscal year accounts for 50% or more of the listed company's audited net profit for the most recent fiscal year, and the absolute amount exceeds RMB5 million;

(IV) where the transaction amount (including debts and expenses assumed) accounts for 50% or more of the listed company's latest audited net assets, and the absolute amount exceeds RMB50 million;

(V) where the profit generated by the transaction accounts for 50% or more of the listed company's audited net profit for the most recent fiscal year, and the absolute amount exceeds RMB5 million.

Where any data involved in the calculation of the foregoing indicators is a negative value, its absolute value shall be taken for calculation.

For a related transaction between the Company and a related person (other than the receipt of gifted cash assets by the listed company and the provision of guarantees) with an amount of RMB30 million or more and accounting for 5% or more of the absolute value of the listed company's latest audited net assets, in addition to making timely disclosure, the Company shall engage an intermediary institution with the qualification to engage in securities- and futures-related business to appraise or audit the transaction subject, and shall submit such transaction to the shareholders' meeting for deliberation.

Where the CSRC has special provisions on the approval authority for the aforementioned matters, such provisions of the CSRC shall prevail.

When a related transaction is considered at a shareholders' meeting, the related shareholders shall abstain from voting. The number of voting shares represented by such shareholder(s) shall not be included in the total number of valid votes. The resolutions of the shareholders' meeting shall fully disclose the voting results of non-related shareholders.

Article 85 Save where the Company is in special circumstances such as a crisis, the Company shall not, without approval by way of a special resolution of the shareholders' meeting, enter into a contract with any person other than a director or a member of senior management to entrust the management of all or material business of the Company to such person.

Article 86 The list of director candidates shall be submitted to the shareholders' meeting for voting by way of proposal.

The methods and procedures for nominating directors are as follows:

(I) within the number of persons prescribed by the Articles, the chairman of the Board shall, according to the number of directors to be elected and in accordance with laws, regulations and these Articles, put forward a list of candidates for directors who are not employee representatives, and upon adoption by a Board resolution, the Board shall submit such list to the shareholders' meeting for election and voting by way of proposal;

(II) shareholders holding, or collectively holding, 1% or more of the Company's outstanding voting shares may put forward to the Board candidates for directors who are not employee representatives, provided that the number and qualifications of the nominees must comply with laws and the Articles and may not exceed the number of directors to be elected, and the Board shall submit the candidates proposed by the aforementioned shareholders to the shareholders' meeting for deliberation;

(III) the methods and procedures for nominating independent directors shall be implemented in accordance with the relevant provisions of laws, regulations and the securities regulatory authorities.

Prior to nominating a director candidate, the nominator shall obtain a written undertaking from such candidate confirming acceptance of the nomination and undertaking that the publicly disclosed particulars of the director candidate are true and complete and shall guarantee that such candidate will duly perform the duties of a director after being elected.

Where the percentage of shares in which a single shareholder and the persons acting in concert with it hold interests reaches 30% or more, the shareholders' meeting shall adopt the cumulative voting system when voting on the election of directors. Where the shareholders' meeting elects directors by cumulative voting, the voting for independent directors and non-independent directors shall be conducted separately.

The cumulative voting system referred to in the preceding paragraph means that, when the shareholders' meeting elects directors, each share carries the same number of voting rights as the number of directors to be elected, and the voting rights held by a shareholder may be cast in a concentrated manner. The Board shall announce to shareholders the resumes and basic particulars of the director candidates.

Article 87 Save under the cumulative voting system, the shareholders' meeting shall vote on all proposals item by item. Where there are different proposals in respect of the same matter, such proposals shall be voted on in the chronological order in which they are put forward. Save where the shareholders' meeting is suspended or is unable to adopt a resolution due to special reasons such as force majeure, the shareholders' meeting shall not set aside any proposal or decline to put it to a vote.

Article 88 When deliberating a proposal, the shareholders' meeting may not amend such proposal. Otherwise, the relevant change shall be deemed a new proposal and may not be voted on at the current shareholders' meeting.

Article 89 The same voting right may only be exercised through one of the in-person, online or other voting methods. Where the same voting right is the subject of duplicate voting, the result of the first vote shall prevail.

Article 90 A shareholders' meeting shall conduct its voting by way of a registered ballot.

Article 91 Prior to voting on a proposal, the shareholders' meeting shall elect two shareholder representatives to participate in vote counting and scrutiny. Where the matter under deliberation has a related relationship with a shareholder, the relevant shareholder and its proxy may not participate in vote counting or scrutiny.

When the shareholders' meeting puts a proposal to vote, the lawyer and the shareholder representatives shall be jointly responsible for vote counting and scrutiny and shall announce the voting results on the spot, and the voting results of the resolution shall be entered in the minutes. Shareholders of the listed company, or their proxies, who vote by online or other means shall have the right to verify their own voting results through the corresponding voting system.

Article 92 The closing time of the in-person session of a shareholders' meeting may not be earlier than that of the online or other voting methods, and the chair of the meeting shall announce the voting situation and result of each proposal and, based on the voting results, announce whether the proposal has been passed.

Prior to the official release of the voting results, all relevant parties involved in the in-person, online and other voting channels of the shareholders' meeting, including the listed company, the vote counters, the scrutineers, the major shareholders and the online service provider, shall be subject to a confidentiality obligation in respect of the voting situation.

Article 93 A shareholder attending a shareholders' meeting shall express one of the following opinions in respect of a proposal submitted for vote: consent, opposition or abstention, except where the securities registration and clearing institution, as the nominal holder of shares under the stock market trading interconnection mechanism between the Mainland and Hong Kong, or a Recognized Clearing House or its agent as defined by the relevant ordinances of Hong Kong in force from time to time or by the securities regulatory rules of the place where the Company's shares are listed, acts as the nominal holder and makes a declaration in accordance with the expression of intent of the beneficial owner.

A ballot that is left blank, incorrectly completed or illegible, or a ballot that is not cast, shall be deemed a waiver of voting rights by the voter, and the voting result in respect of the number of shares held by such voter shall be recorded as "abstention".

Article 94 Where the chair of the meeting has any doubt as to the result of a resolution submitted for vote, the chair may organize a recount of the votes cast; where the chair of the meeting does not conduct a recount, a shareholder or shareholder proxy attending the meeting who objects to the result announced by the chair shall have the right to request a recount immediately upon the announcement of the voting result, and the chair of the meeting shall immediately organize such recount.

Article 95 Resolutions of a shareholders' meeting shall be announced in a timely manner. The announcement shall set out the number of shareholders and proxies attending the meeting, the aggregate number of voting shares held by them and the percentage thereof in the Company's total number of voting shares, the voting method, the voting result of each proposal and the detailed contents of each resolution adopted.

Article 96 Where a proposal fails to be passed, or where the current shareholders' meeting amends a resolution adopted at a previous shareholders' meeting, a special note shall be made in the announcement of the shareholders' meeting resolution.

Article 97 Where a shareholders' meeting adopts a proposal concerning the election of directors, the commencement of a newly appointed director's term shall be counted from the date on which the shareholders' meeting resolution is adopted or from the time specified in such shareholders' meeting resolution.

Article 98 Where a shareholders' meeting adopts a proposal concerning the distribution of cash dividends, the issuance of bonus shares or the capitalization of the capital reserve into share capital, the Company shall implement the specific plan within two months after the conclusion of the shareholders' meeting.

Chapter 5 Board of Directors

Section 1 Directors

Article 99 Directors of the Company shall be natural persons. A person may not serve as a director of the Company if any of the following circumstances apply:

(I) persons who have no or restricted capacity for civil conduct;

(II) persons who were sentenced to criminal punishment due to corruption, bribery, embezzlement of property, misappropriation of property or disrupting the socialist market economic order, or who have been deprived of political rights due to any criminal offenses, where less than five years have elapsed since the expiration of the execution period, or who were granted probation, where less than two years have elapsed since the expiration of the probationary term;

(III) persons who served as a director, factory manager or manager of a company or an enterprise that was declared insolvent and liquidated and who were personally liable for the insolvency of such company or enterprise, and less than three years have elapsed since the date of completion of the insolvency and liquidation of that company or enterprise;

(IV) persons who served as the legal representative of a company or an enterprise whose business license was revoked or which was ordered to close down due to violation of laws and who were personally liable therefor, where less than three years have lapsed since the date of such revocation or order;

(V) persons who have a substantial amount of personal debts due and unsettled and are listed as a dishonest judgment debtor by a people's court;

(VI) persons who are penalized by CSRC to be prohibited from participating in the securities markets with a period yet to be expired;

(VII) persons who were publicly identified by a stock exchange as unsuitable for serving as a director or member of the senior management of a listed company, where the restriction period has not expired;

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

The above periods shall be calculated up to the time at which the shareholders' meeting or the employees' representative congress considers the proposal on the appointment of the director. Upon being nominated, a director candidate shall conduct a self-examination as to whether he/she meets the qualifications for office, and shall timely provide the Company with a written statement as to his/her eligibility and the relevant qualification certificates. The candidate shall make a written undertaking consenting to accept the nomination, undertaking that the publicly disclosed particulars of the candidate are true, accurate and complete and that he/she meets the qualifications for office, and guaranteeing that he/she will duly perform his/her duties after being elected.

Where a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. Where a director develops any of the circumstances set out in this Article during his/her term of office, the Company shall remove such director from office, and he/she shall cease to perform his/her duties. Where an incumbent director develops any circumstance in which he/she may not serve as a director as prescribed in this Article or in other laws, administrative regulations, departmental rules, normative documents and business rules, the relevant director shall leave office within one month from the date on which such fact occurs.

Where not less than half of the Company's directors develop circumstances requiring departure from office under this Article during their term, upon application by the Company and with the consent of the Shenzhen Stock Exchange, the departure period for the relevant directors may be appropriately extended, provided that such extension shall not exceed three months at most. Prior to the effectiveness of such departure, the relevant directors shall continue to perform their duties in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles, so as to ensure the normal operation of the Company.

Article 100 Directors who are not employee representatives shall be elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting prior to the expiration of their terms. Employee representative directors shall be elected democratically through the employees' representative congress, the employees' meeting or other forms. Each term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiration of his/her term. Where the relevant securities regulatory rules of the place where the Company's shares are listed otherwise provide for the re-election of directors, such provisions shall prevail.

A director's term of office shall be counted from the date of assumption of office until the expiration of the term of the current board of directors. Where directors are not re-elected in a timely manner upon expiration of

their terms, the original directors shall, prior to the assumption of office by the newly elected directors, continue to perform their director duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.

A director may concurrently hold a position in senior management, provided that the aggregate number of directors concurrently holding positions in senior management and directors serving as employee representatives may not exceed one-half of the total number of directors of the Company.

Article 101 The directors shall comply with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles, and owe a duty of loyalty to the Company, and shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their position and power to seek improper benefits. The directors shall owe the following duties of loyalty to the Company:

(I) not to encroach upon the property of the Company or misappropriate the funds of the Company;

(II) not to deposit the Company's funds in an account opened in his/her own name or in the name of any other individual;

(III) not to take advantage of his/her position and power to offer bribes or accept other illegal income;

(IV) not to directly or indirectly enter into any contract or perform any transaction with the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval through a resolution of the board of directors or the shareholders' meeting in accordance with these Articles;

(V) not to make use of his/her position to procure business opportunities that should otherwise belong to the Company for himself/herself or others, except when having reported to the board of directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or except that the Company is unable to utilize such business opportunity according to the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(VI) not to engage in the same business as the Company for his/her own account or for the benefits of any other persons without reporting to the board of directors or the shareholders' meeting and obtaining approval through a resolution of the shareholders' meeting;

(VII) not to accept commissions from transactions between others and the Company for his/her own benefit;

(VIII) not to disclose confidential information of the Company without authorization;

(IX) not to take advantage of his/her connected relationship to compromise the interests of the Company;

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

Income generated by a director in violation of the provisions of this Article shall belong to the Company; where the Company suffers losses thereto, the director shall be liable for compensation.

When close relatives of directors and members of the senior management, enterprises directly or indirectly controlled by directors, members of the senior management or their close relatives, and other related parties having other affiliations with directors or members of the senior management enter into contracts or conduct transactions with the Company, the provisions of item (IV) of the second paragraph of this Article shall apply.

Article 102 Directors shall abide by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and these Articles, and shall bear the duty of diligence towards the Company, and in performing their duties, shall exercise the reasonable care normally expected of a manager for the best interests of the Company. Directors shall bear the following duty of diligence towards the Company:

(I) shall exercise the rights conferred by the Company prudently, seriously and diligently to ensure that the commercial activities of the Company comply with the national laws, administrative regulations and the requirements of various economic policies of PRC, and the commercial activities shall not go beyond the scope of the business stipulated in the business license;

(II) to treat all shareholders fairly;

(III) to maintain a timely awareness of the operation and management of the Company;

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

(V) to provide relevant information and materials to the Audit Committee truthfully, and shall not obstruct the exercise of powers by the Audit Committee;

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

Article 103 Where a director fails to attend board meetings in person for two consecutive occasions and does not authorize another director to attend the board meeting on his/her behalf, such director shall be deemed unable to perform his/her duties, and the board of directors shall recommend to the shareholders' meeting that such director be replaced.

Article 104 A director may tender his/her resignation prior to the expiration of his/her term. A director resigning shall submit a written resignation report to the Board. The Board shall disclose the relevant situation within two days.

Where a director's resignation results in the number of members of the Board falling below the statutory minimum, or where the resignation of an independent director results in the proportion of independent directors on the Board or its special committees failing to comply with laws, regulations, the securities regulatory rules of the place where the Company's shares are listed or these Articles, or where there is a lack of an accounting professional among the independent directors, the original director shall, prior to the assumption of office by the newly elected director, continue to perform his/her director duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles.

Save for the circumstances set out in the preceding paragraph, a director's resignation shall take effect upon service of the resignation report on the Board.

Article 105 The Company shall establish a director departure management system to specify safeguard measures for pursuing accountability and compensation for unfulfilled public commitments and other outstanding matters. Upon the effective resignation or expiration of the term of a director, the director shall complete all handover procedures with the board of directors. The duty of loyalty owed by the director to the Company and shareholders shall not be automatically terminated upon the end of the term and shall remain valid for three years thereafter. A director's liabilities arising from the performance of duties during the term of office shall not be exempted or terminated due to departure.

Article 106 The shareholders' meeting may resolve to remove a director, and such removal shall take effect on the date on which the resolution is made. Where a director is removed prior to the expiration of his/her term without just cause, such director may require the Company to pay compensation.

Article 107 Without the lawful authorization provided for in these Articles or by the Board, no director may act on behalf of the Company or the Board in his/her personal name. Where a director acts in his/her personal name and a third party would reasonably consider that such director is acting on behalf of the Company or the Board, such director shall declare his/her position and identity in advance.

Article 108 The Company shall be liable for damages caused to any third party by a director in the course of performing his/her corporate duties. Where such director is found to have acted with willful misconduct or gross negligence, such director shall also be liable for compensation.

If a director causes losses to the Company by violating laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or these Articles while performing his/her duties, such director shall be liable for compensation to the Company.

Section 2 Board of Directors

Article 109 The Company shall have a board of directors composed of eleven directors, including one chairman, one vice chairman, one employee representative director, and four independent directors (one of whom shall be an accounting professional). The chairman and vice chairman shall be elected by a majority vote of all directors.

Article 110 The board of directors shall exercise the following functions and powers:

(I) to convene shareholders' meetings and submit work reports to the shareholders' meetings;

(II) to implement resolutions of the shareholders' meetings;

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

(IV) to formulate the Company's profit distribution plan and plan for making up losses;

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

(VI) to formulate plans for major acquisitions of the Company, the acquisition of the Company's shares under the circumstances specified in items (I) and (II) of Article 25 of these Articles, or the merger, division, dissolution, or change of the Company's corporate form, and to consider and approve resolutions regarding the Company's repurchase of its own shares under the circumstances specified in items (III), (V), and (VI) of Article 25 of these Articles;

(VII) within the scope authorized by the shareholders' meeting, decide on matters such as the Company's external investment, acquisition and sale of assets, asset pledges, external guarantees, entrusted financial management, related transactions and external donations;

(VIII) to decide on the establishment of the Company's internal management body;

(IX) to decide on the appointment or dismissal of the Company's general manager, secretary of the board and other members of the senior management, and decide on the matters in relation to their remuneration, rewards and punishments; decide on the appointment or dismissal of the Company's executive president, deputy general manager, chief financial officer and other members of the senior management based on the nomination of the general manager, and decide on matters in relation to their remuneration, reward and punishment;

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

(XI) to formulate proposed amendments to these Articles;

(XII) to manage the Company's information disclosure matters;

(XIII) to make proposal to the shareholders' meeting on the engagement or change of the accounting firm performing audits for the Company;

(XIV) to listen to the work reports from the general manager of the Company and review the work of the general manager;

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

Matters exceeding the scope prescribed by these Articles or authorized by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

Article 111 The Board shall provide an explanation to the shareholders' meeting in respect of any non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 112 The Board shall formulate rules of procedure for the Board, so as to ensure that the Board implements the resolutions of the shareholders' meeting, improves its work efficiency and ensures scientific decision-making.

The rules of procedure for the Board shall prescribe the convening and voting procedures of board meetings. Such rules shall be incorporated into these Articles or attached hereto as an annex, drafted by the Board and approved by the shareholders' meeting.

Article 113 The Board shall determine its authority over matters such as external investment, acquisition or sale of assets (excluding the purchase or sale of assets related to day-to-day operations), asset pledges, external guarantees, entrusted financial management and related transactions, and shall establish strict review and decision-making procedures; major investment projects shall be subject to review and evaluation by relevant experts and professionals and submitted to the shareholders' meeting for approval.

Save as otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, the following transactions of the Company shall be approved by the Board:

(I) where the cumulative amount of the total assets involved in a transaction within twelve consecutive months accounts for 10% or more of the listed company's latest audited total assets, where the total assets involved in such transaction have both a book value and an appraised value, the higher of the two shall be used as the basis for calculation;

(II) where the operating revenue attributable to the transaction subject (such as equity) in the most recent fiscal year accounts for 10% or more of the listed company's audited operating revenue for the most recent fiscal year, and the absolute amount exceeds RMB10 million;

(III) where the net profit attributable to the transaction subject (such as equity) in the most recent fiscal year accounts for 10% or more of the listed company's audited net profit for the most recent fiscal year, and the absolute amount exceeds RMB1 million;

(IV) where the transaction amount (including debts and expenses assumed) accounts for 10% or more of the listed company's latest audited net assets, and the absolute amount exceeds RMB10 million;

(V) where the profit generated by the transaction accounts for 10% or more of the listed company's audited net profit for the most recent fiscal year, and the absolute amount exceeds RMB1 million.

Where any data involved in the calculation of the foregoing indicators is a negative value, its absolute value shall be taken for calculation.

Save for the guarantee acts set out in Article 47 of these Articles which shall be submitted to the shareholders' meeting for deliberation, all other external guarantees of the Company shall be approved by the Board.

A related transaction between the Company and a related person that meets the following standards shall be submitted to the Board for deliberation and approval:

(I) a related transaction with a related natural person with a transaction amount of RMB300,000 or more;

(II) a related transaction with a related legal person with a transaction amount of RMB3 million or more and accounting for 0.5% or more of the absolute value of the Company's latest audited net assets.

Where the CSRC has special provisions on the approval authority for the aforementioned matters, such provisions of the CSRC shall prevail.

Article 114 The chairman of the board of directors shall exercise the following functions and powers:

(I) preside over the shareholders' meetings and convene and preside over the board meetings;

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

(III) other powers conferred by the board of directors.

Article 115 The vice-chairman of the Company shall assist the chairman of the board of directors in his/her work. If the chairman of the board of directors is unable to perform his/her duties or fails to perform his/her duties, the vice-chairman shall perform his/her duties; if the vice-chairman is unable to perform his/her duties or fails to perform his/her duties, one director jointly nominated by more than half of the directors shall perform his/her duties.

Article 116 The board of directors shall convene at least four regular meetings every year, approximately once per quarter, and shall notify all directors in writing 14 days prior to the meeting.

Article 117 Shareholders representing not less than one-tenth of the voting rights, not less than one-third of the directors, or the Audit Committee may propose to convene an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within ten days after receiving the proposal.

Article 118 A notice for an extraordinary board meeting shall be given by personal delivery, mail, facsimile or email; shall be provided at least 5 days prior to the meeting. In case of urgency, such notice may be given by telephone, in which case the time requirement for the notice shall not apply, provided that the convener shall provide an explanation at the meeting.

Article 119 A board meeting notice shall include the following contents:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) the matters for consideration and the agenda;

(IV) the date on which the notice is issued.

Article 120 The board meeting shall be held only when more than half of the directors are present. Resolutions made by the board of directors must be passed by more than half of all directors.

A guarantee matter falling within the scope of the board's authority shall require the consent of not less than two-thirds of the directors attending the board meeting.

Each director shall have one vote when voting on resolutions of the Board.

Article 121 If any director is related to the enterprise or individual involved in the resolution at a board meeting, the said director shall promptly report to the board of directors in writing. The director with a connected relationship shall not exercise his/her voting rights on the said resolution for himself or on behalf of another director. Such board meeting may be held when more than half of the non-related directors attend the meeting. The resolution of such board meeting shall be passed by more than half of the non-related directors. If the number of non-related directors attending the board meeting is fewer than three, the matter shall be submitted to the shareholders' meeting for consideration. Where the laws and regulations or securities regulatory rules of the places where the Company's shares are listed have any additional limitations in respect of the participation and voting by directors in board meetings, the Company shall comply with such provisions.

Article 122 The voting methods for board resolutions shall be: voting by registered ballot or voting by a show of hands.

An extraordinary board meeting may, provided that the directors are assured of the full expression of their opinions, be conducted and adopt resolutions by means such as fax, and the resolutions shall be signed by the directors attending the meeting.

Article 123 Directors shall attend the board meetings in person; where a director is unable to attend a meeting for any reason, he/she may authorize another director to attend the meeting on his/her behalf in writing. The authorization letter shall set out the name of the authorized person, the matters to be authorized, scope of authorization and valid period, and shall be signed or sealed by the authorizing director. An independent director may not appoint a non-independent director to attend the meeting on his/her behalf. The directors who attend the meeting on behalf of another director shall exercise the rights as directors within the scope of authorization. The responsibility of the director for voting matters remains even when another director represents him/her. If a director fails to attend a board meeting and does not authorize a representative to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights at such meeting.

Article 124 The Board shall prepare minutes recording its decisions on the matters deliberated at the meeting, and the directors attending the meeting, the secretary of the board and the recording personnel shall sign the minutes.

Board meeting minutes shall be kept as archives of the Company for a retention period of not less than ten years.

Article 125 The minutes of the board meeting shall include the following content:

(I) the date, place and convener of the meeting;

(II) the names of the directors attending the meeting and the directors (agents) entrusted to attend the board meeting;

(III) the meeting agenda;

(IV) the key points of the directors' speeches;

(V) the way of voting and result on each resolution (the voting result shall explicitly state the number of votes for, against and abstained).

Section 3 Independent Directors

Article 126 Independent directors shall, in accordance with the provisions of laws, administrative regulations, the CSRC, securities regulatory rules of the places where the Company's shares are listed, and these Articles, diligently perform their duties, play roles in participating in decision-making, providing checks and balances and offering professional consultation within the board of directors, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of small and medium shareholders.

Article 127 Independent directors must maintain their independence. The following persons may not serve as independent directors:

(I) persons holding positions in the Company or its affiliated enterprises, together with their spouses, parents, children and main social relationships;

(II) natural-person shareholders who directly or indirectly hold 1% or more of the Company's issued shares or who rank among the Company's top ten shareholders, together with their spouses, parents and children;

(III) persons holding positions in a shareholder that directly or indirectly holds 5% or more of the Company's issued shares or in one of the Company's top five shareholders, together with their spouses, parents and children;

(IV) persons holding positions in an affiliated enterprise of the Company's controlling shareholder or de facto controller, together with their spouses, parents and children;

(V) persons having material business dealings with the Company, its controlling shareholder, de facto controller or their respective affiliated enterprises, or persons holding positions in an entity having material business dealings with the Company and in such entity's controlling shareholder or de facto controller;

(VI) persons providing financial, legal, consulting, sponsorship or other services to the Company, its controlling shareholder, de facto controller or their respective affiliated enterprises, including but not limited to all members of the project teams, reviewers at all levels, persons signing the reports, partners, directors, members of senior management and principal responsible persons of the intermediary institutions providing such services;

(VII) persons who have fallen within any of the circumstances set out in items (I) through (VI) within the most recent 12 months;

(VIII) other persons who do not possess independence as prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

The affiliated enterprises of the Company's controlling shareholder and de facto controller referred to in items (IV) through (VI) of the preceding paragraph do not include an enterprise that is controlled by the same state-owned assets administration institution as the Company and that does not constitute a related relationship with the Company in accordance with the relevant provisions.

An independent director shall conduct a self-examination of his/her independence each year and submit the results of such self-examination to the Board. The Board shall evaluate the independence of the incumbent independent directors each year, issue a special opinion thereon, and disclose the same together with the annual report.

Article 128 A person serving as an independent director of the Company shall meet the following conditions:

(I) possesses the qualification to serve as a director of a listed company in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and other relevant provisions;

(II) meets the independence requirements prescribed by these Articles;

(III) possesses a basic knowledge of the operation of listed companies and is familiar with the relevant laws, regulations and rules;

(IV) has five or more years of working experience in law, accounting, economics or other fields necessary for the performance of an independent director's duties;

(V) has sound personal integrity and has no adverse records such as material dishonesty;

(VI) other conditions prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

Article 129 As members of the Board, independent directors owe the Company and all shareholders the duty of loyalty and the duty of diligence, and shall prudently perform the following duties:

(I) to participate in the Board's decision-making and express definite opinions on the matters deliberated;

(II) to supervise matters involving potential material conflicts of interest between the Company and its controlling shareholder, de facto controller, directors and members of senior management, so as to protect the lawful rights and interests of small and medium shareholders;

(III) to provide professional and objective recommendations on the Company's operation and development, and help enhance the standard of the Board's decision-making;

(IV) to review related (connected) transactions and other material transactions in accordance with the Hong Kong Listing Rules;

(V) other duties prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

Article 130 The independent directors shall exercise the following special powers:

(I) to independently engage an intermediary institution to conduct audit, consultation or verification in respect of specific matters of the Company;

(II) to propose to the Board the convening of an extraordinary shareholders' meeting;

(III) to propose the convening of a board meeting;

(IV) to publicly solicit shareholders' rights from shareholders in accordance with law;

(V) to express independent opinions on matters that may prejudice the interests of the Company or of small and medium shareholders;

(VI) other functions and powers prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

The exercise by independent directors of the functions and powers set out in items (I) through (III) of the preceding paragraph shall require the consent of more than half of all independent directors.

Where independent directors exercise the functions and powers set out in the first paragraph, the Company shall make disclosure in a timely manner. Where such functions and powers cannot be exercised normally, the Company shall disclose the specific situation and the reasons therefor.

Article 131 The following matters shall be submitted to the Board for deliberation after obtaining the consent of more than half of all independent directors of the Company:

(I) related (connected) transactions that are required to be disclosed;

(II) plans for the Company and relevant parties to alter or waive their undertakings;

(III) the decisions made and measures adopted by the board of directors of an acquired listed company in response to the acquisition;

(IV) other matters prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

Article 132 The Company shall establish a mechanism for special meetings composed entirely of independent directors. Where the board of directors deliberates connected transactions and other matters, prior consent shall be obtained through such special meetings of independent directors.

The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The matters listed in items (I) to (III) under the first paragraph of Article 130 and in Article 131 of these Articles shall be reviewed at such special meetings of independent directors.

Special meetings of independent directors may also, as needed, study and discuss other matters of the Company.

A convener and chairperson for a special meeting of independent directors shall be jointly elected by more than half of all independent directors; if the convener fails or is unable to perform his or her duties, two or more independent directors may convene the meeting themselves and elect a representative to preside.

Minutes shall be prepared for special meetings of independent directors in accordance with the relevant requirements, and the opinions of independent directors shall be clearly recorded in the minutes. Independent directors shall sign to confirm the minutes.

The Company shall provide convenience and support for the convening of special meetings of independent directors.

Section 4 Special Committees of the Board of Directors

Article 133 The board of directors of the Company shall establish an Audit Committee, which shall exercise the powers and functions of a board of supervisors as prescribed by the Company Law, as well as those prescribed by the securities regulatory rules of the place where the Company's shares are listed.

Article 134 The Audit Committee shall consist of five non-executive directors who do not hold any senior management positions within the Company. A majority of its members shall be independent directors (including at least one independent director who is an accounting professional). None of the members shall maintain any relationship with the Company that may affect their independent and objective judgment. The convener of the Audit Committee shall be an independent director who is an accounting professional. At least one independent director must possess appropriate professional qualifications as required by the securities regulatory rules of the place where the Company's shares are listed, or possess appropriate accounting or related financial management expertise.

Article 135 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating internal and external audit work and internal control. The following matters shall, upon the consent of more than half of all members of the Audit Committee, be submitted to the Board for deliberation:

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

(II) the engagement or removal of the accounting firm undertaking the Company's audit work;

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

(IV) changes in accounting policies, changes in accounting estimates or corrections of material accounting errors made for reasons other than changes in accounting standards;

(V) other matters prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

Article 136 The Audit Committee shall hold at least one meeting each quarter. An interim meeting may be convened where proposed by two or more members or where the convener deems it necessary. An Audit Committee meeting may be held only when not less than two-thirds of its members are present.

A resolution of the Audit Committee shall be adopted by more than half of the members of the Audit Committee.

The voting on resolutions of the Audit Committee shall be conducted on the basis of one vote per member.

Minutes shall be prepared for resolutions of the Audit Committee as required, and the members of the Audit Committee attending the meeting shall sign the minutes.

The working procedures of the Audit Committee shall be formulated by the Board.

Article 137 The board of directors of the Company shall establish the special committees such as the Strategy Committee, the Nomination Committee, the Remuneration and Appraisal Committee, which shall perform their duties in accordance with the securities regulatory rules of the place where the Company's shares are listed and these Articles and the authorization of the board of directors. Proposals made by these special committees shall be submitted to the board of directors for consideration and decision. The terms of reference of these special committees shall be formulated by the board of directors. Independent directors shall constitute a majority in the Nomination Committee and the Remuneration and Appraisal Committee. The Nomination Committee shall include at least one director of a different gender. The Nomination Committee shall be convened by an independent director or the Chairman of the Board, while the Remuneration and Appraisal Committee shall be convened by an independent director.

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

(I) to review the structure, number and composition of the Board (including in terms of skills, knowledge and experience) at least annually, to assist the Board in preparing a board skills matrix, and to make recommendations on any proposed changes to the Board so as to align with the Company's strategy;

(II) to identify persons possessing suitable qualifications to serve as directors, and to select and nominate relevant persons as directors or make recommendations to the Board in this regard;

(III) to nominate, appoint or remove, or re-appoint or re-remove directors, and to plan the succession of directors (in particular the chairman and the general manager);

(IV) to appoint or remove members of senior management;

(V) to assess the independence of independent directors;

(VI) to support the Company in periodically evaluating the performance of the Board;

(VII) other matters prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed or these Articles.

Where the Board does not adopt, or does not fully adopt, a recommendation of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for non-adoption in the board resolution and make disclosure thereof.

Article 139 The Remuneration and Appraisal Committee is responsible for formulating the assessment criteria for directors and members of senior management and conducting assessments, and for formulating and reviewing the remuneration policies and plans for directors and members of senior management, including the remuneration determination mechanism, decision-making procedures, and payment, suspension of payment and clawback arrangements, and shall make recommendations to the Board on the following matters:

(I) the remuneration of directors and members of senior management;

(II) the formulation or alteration of equity incentive plans and employee stock ownership plans, and the satisfaction of the conditions under which the grantees are granted rights and interests and may exercise such rights and interests;

(III) arrangements for directors and members of senior management to participate in shareholding plans in a subsidiary proposed to be spun off;

(IV) other matters prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of other places where the Company's shares are listed and these Articles.

Where the Board does not adopt, or does not fully adopt, a recommendation of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the board resolution and make disclosure thereof.

Chapter 6 Senior Management Members

Article 140 The Company shall have one general manager, who shall be appointed or dismissed by the board of directors.

The Company shall have deputy general managers, who shall be appointed or dismissed by the board of directors.

The general manager, the executive president, the deputy general managers, the chief financial officer and the secretary of the board of the Company shall be the senior management of the Company.

Article 141 The provisions in these Articles in relation to the circumstances under which a person may not serve as a director and the resignation management system shall apply to the senior management members.

The provisions in these Articles regarding the obligations of loyalty and diligence of the directors shall apply to the senior management members.

Article 142 A person holding an administrative position, other than as a director or a supervisor (if any), at the work unit of the Company's controlling shareholder shall not serve as a member of the Company's senior management.

Members of the Company's senior management shall receive their remuneration solely from the Company, and their salaries shall not be paid on behalf of the Company by the controlling shareholder.

Article 143 The term of office of the general manager shall be three years for each term, and the general manager may be re-appointed for consecutive terms.

Article 144 The general manager is responsible to the board of directors and exercises the following powers:

(I) to be in charge of the Company's production, operation and management, and to organize and implement the resolutions of the board of directors and report on his/her work to the board of directors;

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

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

(IV) to draft the fundamental management system of the Company;

(V) to formulate specific rules and regulations for the Company;

(VI) to propose to the Board the appointment or dismissal of the Company's deputy general managers and chief 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) other functions and powers conferred by the securities regulatory rules of the place where the Company's shares are listed and these Articles or the board of directors.

The general manager shall be entitled to attend meetings of the Board in a non-voting capacity.

Article 145 The general manager shall formulate the working rules for the general manager, which shall be implemented after being submitted to and approved by the Board.

Article 146 The working rules for the general manager shall include the following contents:

(I) the conditions and procedures for convening general manager meetings and the personnel participating therein;

(II) the respective specific duties and the division of labor of the general manager and other members of senior management;

(III) the authority over the application of the Company's funds and assets and the execution of material contracts, and the system for reporting to the Board;

(IV) other matters that the Board deems necessary.

Article 147 The general manager may tender his/her resignation prior to the expiration of his/her term of office. The specific procedures and measures for the resignation of the general manager shall be prescribed by the employment contract between the general manager and the Company.

Article 148 Deputy general managers shall be nominated by the general manager and appointed or dismissed by the Board. A deputy general manager shall be accountable to the general manager.

Article 149 The Company shall have a secretary of the board, who shall be responsible for matters such as the preparation of the Company's shareholders' meetings and board meetings, the custody of documents, the management of the Company's shareholder data and the handling of information disclosure affairs.

The secretary of the board shall be nominated by the chairman and appointed or dismissed by the Board.

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

Article 150 The Company shall be liable for damages caused to any third party by its senior management personnel in the course of performing their corporate duties; where such senior management personnel are found to have acted with willful misconduct or gross negligence, they shall also be liable for compensation.

If senior management personnel cause losses to the Company by violating laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or these Articles while performing their duties, they shall be liable for compensation to the Company.

Chapter 7 Financial and Accounting System, Profit Distribution and Audit

Section 1 Financial and Accounting System

Article 151 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the provisions stipulated by the relevant authorities of the PRC.

Article 152 The Company shall submit and disclose its annual reports to the relevant branch office of the CSRC and the stock exchange within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange within two months from the end of the first half of each fiscal year.

The above annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations, departmental rules and securities regulatory rules of the places where the Company's shares are listed.

Article 153 The Company shall not establish account books other than the statutory account books. The funds of the Company shall not be deposited in any personal account.

Article 154 The Company is required to allocate 10% of its profits into its statutory reserve fund when distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations are required.

Where the statutory reserve fund of the Company is insufficient to make up for the losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the provisions in the preceding paragraph.

Subject to a resolution of the shareholders' meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may also draw the discretionary reserve fund from the after-tax profits.

After making up losses and appropriation to reserve funds, the balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, unless otherwise provided in these Articles.

Where the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits so distributed in breach of regulations to the Company; if losses are caused to the Company, the shareholders and the directors and senior management members who are responsible shall bear liability for compensation.

No profit shall be distributed in respect of the shares of the Company which are held by the Company.

Article 155 The Company's common reserve shall be used to cover losses of the Company, expand the Company's production and operations, or be converted into additional registered capital of the Company. However, the capital reserve shall not be used to cover losses. When the statutory provident fund is converted into capital, the retained provident fund shall not be less than 25% of the registered capital of the Company before the conversion.

Article 156 The Company's board of directors must complete the distribution of dividends (or shares) within two months after the shareholders' meeting has approved the profit distribution plan, or after the Board has formulated a specific plan in accordance with the conditions and caps for interim dividends for the following year approved at the annual shareholders' meeting.

Article 157 The Company attaches importance to reasonable investment returns for its investors, and its profit distribution policy is as follows:

(I) principles of profit distribution: the Company's profit distribution shall balance reasonable investment returns for investors against the Company's sustainable development, and the profit distribution policy shall maintain continuity and stability. The Company shall give priority to cash dividends as its method of profit distribution;

(II) forms and interval of profit distribution: the Company may distribute dividends by way of cash, shares or a combination of both. Where the Company realizes profits in the current year and has distributable profits, it shall carry out an annual profit distribution. Where conditions permit, the Company may carry out an interim cash dividend distribution;

(III) ratio and conditions for cash dividends: save in exceptional circumstances, the profits distributed by the Company in cash each year shall not be less than 10% of the distributable profits realized in the current year, and the distributable profits realized in the current year shall be determined on the principle of taking the higher of the consolidated statements and the parent company statements. The specific proposed cash dividend ratio for each year shall be formulated by the Board in accordance with the foregoing provisions and in light of the Company's operating conditions and relevant provisions and submitted to the shareholders' meeting for voting.

Exceptional circumstances refer to:

1. where the Company incurs a loss in the current year;

2. where the Company's cumulative distributable profits are a negative figure;

3. where a material investment occurs in an amount accounting for 100% of the profits available for distribution to shareholders (excluding projects funded by raised proceeds);

(IV) Conditions for share dividend distribution: where the Company's operating revenue grows rapidly, the Board considers that the Company's share capital position does not match its operating scale, and the distribution of share dividends is conducive to the overall interests of all of the Company's shareholders, share dividends may be distributed in addition to satisfying the minimum cash dividend distribution;

Where the Company proposes to distribute profits by way of a combination of cash and shares, the Board shall, taking comprehensive account of factors such as the characteristics of the industry in which it operates, its development stage, its own operating model, its profitability and whether it has material capital expenditure arrangements, distinguish the following circumstances and, in accordance with the procedures prescribed by these Articles, put forward a differentiated cash dividend policy:

(1) where the Company's development stage is mature and there are no material capital expenditure arrangements, cash dividends

shall, in the profit distribution, account for a minimum proportion of 80%;

(2) where the Company's development stage is mature and there are material capital expenditure arrangements, cash dividends shall, in the profit distribution, account for a minimum proportion of 40%;

(3) where the Company's development stage is a growth stage and there are material capital expenditure arrangements, cash dividends shall, in the profit distribution, account for a minimum proportion of 20%. Where the Company's development stage is not readily distinguishable but there are material capital expenditure arrangements, the matter shall be handled in accordance with the preceding item.

(V) Decision-making mechanism for profit distribution: when the Company realizes profits and satisfies the conditions for profit distribution, the Board shall, in light of the Company's specific operating conditions and market environment, formulate an interim profit distribution plan (where an interim distribution is proposed) and an annual profit distribution plan. A profit distribution plan formulated by the Board shall be adopted by a vote of more than half of the Board.

Where the Company realized profits in the preceding fiscal year and its cumulative distributable profits are a positive figure, but the Board does not formulate a cash dividend plan after the end of the preceding fiscal year, the Board shall explain in detail in its periodic report the reasons for non-distribution and the use within the Company of the undistributed profits not used for distribution. When convening a shareholders' meeting, the Company shall, in addition to the in-person meeting, provide shareholders with an online voting platform.

Where the Company does not carry out a cash dividend distribution due to the exceptional circumstances prescribed in item (III) above, the Board shall, after making a special explanation on matters such as the specific reasons for not carrying out the cash dividend distribution, the precise use of the Company's retained earnings and the expected investment returns, submit the matter to the shareholders' meeting for deliberation, and disclose it on the media designated by the Company.

Before the shareholders' meeting deliberates on the specific cash dividend plan, it shall fully hear the opinions of small and medium shareholders, and in addition to arranging to hear shareholders' opinions at the shareholders' meeting, the Company shall also proactively communicate and exchange views with shareholders, particularly small and medium shareholders, by means such as a

shareholder hotline and an investor relations interactive platform, and respond in a timely manner to issues of concern to small and medium shareholders.

(VI) Decision-making mechanism for adjustments to the profit distribution policy: where the Company needs to adjust its profit distribution policy due to reasons such as a material change in its production and operating conditions, or the needs of its investment planning and long-term development, the Board shall put forward a proposal for adjusting the profit distribution policy in light of the actual circumstances and submit it to the shareholders' meeting for deliberation by special resolution. In particular, where the cash dividend policy is adjusted or altered, detailed reasoning and an explanation of the reasons shall be set out in the proposal, and the proposal shall be adopted by not less than two-thirds of the voting rights held by shareholders attending the shareholders' meeting; the adjusted profit distribution policy shall take the protection of shareholders' rights and interests as its starting point and may not violate the relevant provisions of the China Securities Regulatory Commission and the Shenzhen Stock Exchange; the Company shall provide online voting and other means to facilitate public shareholders' participation in the voting at the shareholders' meeting.

Where the Company repurchases its shares for cash consideration by way of a tender offer or centralized competitive bidding, such repurchase shall be deemed a cash dividend distribution of the Company and included in the calculation of the relevant cash dividend ratios.

Article 158 The Company's common reserve shall be used to cover losses of the Company, expand the Company's production and operations, or be converted into additional registered capital of the Company.

Where common reserve funds are used to make up the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; where the losses still cannot be made up thereby, the capital reserve may be used in accordance with the relevant provisions.

When the statutory provident fund is converted into capital, the retained provident fund shall not be less than 25% of the registered capital of the Company before the conversion.

Section 2 Internal Audit

Article 159 The Company shall implement an internal audit system, which shall specify the leadership structure, responsibilities and authorities, staffing, funding safeguards, utilization of audit results, and accountability mechanisms for internal audit work.

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

Article 160 The internal audit institution of the Company shall supervise and inspect the Company's business activities, risk management, internal controls and financial information.

Article 161 The internal audit institution shall be accountable to the Board.

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

Article 162 The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall, based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee and the relevant materials, issue its annual internal control evaluation report.

Article 163 When the Audit Committee communicates with external audit units such as the accounting firm and State audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

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

Section 3 Appointment of Accounting Firm

Article 165 The Company shall appoint an accounting firm which has complied with the Securities Law and securities regulatory rules of the places where the Company's shares are listed for carrying out the audit of the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one year and can be re-appointed.

Article 166 The appointment or removal of an accounting firm by the Company shall be subject to the approval of the shareholders' meeting. The board of directors may not appoint an accounting firm before the approval of the shareholders' meeting.

Article 167 The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and shall not refuse to provide, withhold or misrepresent any such information.

Article 168 The audit fees of an accounting firm shall be determined at the shareholders' meeting.

Article 169 If the Company removes or no longer re-appoints the accounting firm, it shall notify such accounting firm 10 days in advance. When shareholders vote for the removal of such accounting firm, such accounting firm shall be entitled to state its opinions at the shareholders' meeting.

If any accounting firm offers to resign, it shall explain to the shareholders' meeting whether the Company has engaged in any misconduct.

Chapter 8 Notice and Announcement

Section 1 Notice

Article 170 Notices of the Company shall be issued in the following forms:

(I) by personal delivery;

(II) by post;

(III) by way of announcement;

(IV) such other forms as are recognized by the relevant regulatory authority of the place where the Company's shares are listed or prescribed by the securities regulatory rules of the place where the Company's shares are listed and these Articles.

Article 171 Where a notice issued by the Company is given by way of announcement, all relevant persons shall be deemed to have received such notice upon the announcement being made.

Article 172 Notices of shareholders' meetings convened by the Company shall be given by way of announcement.

Article 173 Notices of board meetings convened by the Company shall be given by means such as personal delivery, fax, post, email or telephone.

Article 174 As regards the manner in which the Company provides and/or dispatches corporate communications to the holders of H Shares in accordance with the requirements of the listing rules of the place where the Company's shares are listed, the Company may, subject to compliance with the relevant listing rules of that place, send or furnish its corporate communications to its H Share shareholders by electronic means or by publishing the information on the Company's website or the website of the stock exchange of the place where the Company's shares are listed.

Where a Company notice is delivered by personal delivery, the recipient shall sign (or affix a seal on) the delivery receipt, and the date on which the recipient signs for the notice shall be the delivery date; where a Company notice is sent by post, the fifth business day from the date on which it is handed to the post office shall be the delivery date; where a Company notice is sent by way of announcement, the date of first publication of the announcement shall be the delivery date; where a Company notice is sent by fax, the date on which the fax is sent shall be the delivery date; where a Company notice is given by telephone, the day on which the telephone notice is given shall be the delivery date; and where a Company notice is sent by email, the day on which the email is sent shall be the delivery date.

Article 175 Where, by reason of accidental omission, a meeting notice is not sent to a person entitled to receive it, or such person does not receive the meeting notice, neither the meeting nor the resolutions adopted thereat shall be invalidated thereby.

Section 2 Announcement

Article 176 The Company shall, in accordance with the requirements of the regulatory authorities, designate at least one designated newspaper such as the China Securities Journal, together with the website of the Shenzhen Stock Exchange (https://www.szse.cn) and the website of The Stock Exchange of Hong Kong Limited (http://www.hkexnews.hk), as the media on which the Company's announcements and other information required to be disclosed are published. Unless otherwise required by the context, an "announcement" as referred to in these Articles means, in the case of an announcement to A Share shareholders or an announcement required to be issued within the People's Republic of China under the relevant provisions and these Articles, the publication of information on the website of the Shenzhen Stock Exchange and on media satisfying the conditions prescribed by the CSRC; and in the case of an announcement to H Share shareholders or an announcement required to be issued in Hong Kong under the relevant provisions and these Articles, such announcement must be published on the Company's website, the website of The Stock Exchange of Hong Kong Limited and such other websites as may be prescribed from time to time by the Hong Kong Listing Rules, in accordance with the requirements of the Hong Kong Listing Rules.

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

Section 1 Merger, Division, Capital Increase and Reduction

Article 177 Corporate merger may take the form of merger by absorption or by establishment.

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

Article 178 Where the consideration for a merger does not exceed 10% of the Company's net assets, it may be approved without a resolution of the shareholders' meeting, except as otherwise provided in these Articles.

If the Company proceeds with a merger without a resolution of the shareholders' meeting in accordance with the preceding paragraph, it shall be approved by a resolution of the board of directors.

Article 179 In the event of any merger involving the Company, the Company shall enter into a merger agreement with other parties involved and prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days after the adoption of the relevant resolution and publish announcements in the media designated by the Company or on the National Enterprise Credit Information Publicity System within 30 days. The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Article 180 In the event of any merger involving the Company, the surviving company or the newly established company shall assume all claims and debts of the parties involved in such merger.

Article 181 In the event of any division of the Company, its assets shall be divided accordingly.

In the event of any division of the Company, the Company shall prepare a balance sheet and a list of assets, notify its creditors within 10 days from the date of the resolution of division and publish announcements in the media designated by the Company or on the National Enterprise Credit Information Publicity System within 30 days.

Article 182 Unless otherwise agreed by the Company and its creditors in writing prior to such division with respect to the discharge of obligations, the companies spun off from the Company shall be jointly and severally liable for the obligations of the Company prior to such division.

Article 183 The Company shall prepare a balance sheet and a list of assets on the reduction of its registered capital. The Company shall notify its creditors within 10 days after the adoption of the relevant resolution on the reduction of the registered capital and publish announcements in the media designated by the Company or on the National Enterprise Credit Information Publicity System within 30 days. The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Where the Company reduces its registered capital, it shall reduce the capital contributions or shares held by shareholders proportionately according to their shareholding, except as otherwise provided by law, securities regulatory rules of the places where the Company's shares are listed or these Articles.

Article 184 Where losses remain after the Company has made up for its losses in accordance with the second paragraph of Article 158 of these Articles, the Company may reduce its registered capital to make up such losses. Where registered capital is reduced to make up losses, the Company may neither make any distribution to shareholders nor exempt shareholders from their obligation to pay capital contributions or subscription monies for shares.

A reduction of registered capital under the preceding paragraph shall not be subject to the second paragraph of Article 183 of these Articles, but an announcement shall be made within thirty days from the date on which the shareholders' meeting adopts the resolution to reduce the registered capital, on the media designated by the Company or on the National Enterprise Credit Information Publicity System.

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

Article 185 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, the shareholders shall return the funds received by them, and any reduction or exemption of a shareholder's capital contribution shall be restored to its original state; where any loss is caused to the Company, the relevant shareholders and the directors and members of senior management held responsible shall bear compensation liability.

Article 186 When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, except as otherwise provided in these Articles or if a resolution is passed at the shareholders' meeting granting shareholders such pre-emptive rights.

Article 187 Where the merger or division of the Company results in a change in its registered particulars, such change shall be registered with the company registry according to law; where the Company is dissolved, it shall cancel its registration according to law; where a new company is established, its establishment shall be registered according to law.

Any increase or reduction of the registered capital of the Company shall be registered with the company registry according to law.

Section 2 Dissolution and Liquidation

Article 188 The Company shall be dissolved for the following reasons:

(I) expiry of term of business stipulated in these Articles or occurrence of any other trigger for dissolution stipulated in these Articles;

(II) the shareholders' meeting adopts a resolution to dissolve;

(III) the Company needs to be dissolved for the purpose of merger or division;

(IV) the business license is revoked, or the Company is ordered to close down or has its registration revoked according to applicable law;

(V) where the Company encounters significant difficulties in business and management, continuous operation may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome through other means, shareholders who hold not less than 10% of voting rights of the Company's shareholders may request the people's court to dissolve the Company.

If dissolution causes stipulated in the preceding paragraph occur, the Company shall publicize the dissolution causes through the National Enterprise Credit Information Publicity System within ten days.

Article 189 Where the circumstances set out in item (I) of Article 188 of these Articles occurs and assets have not yet been distributed to the shareholders, the Company may continue its operation by amending these Articles or resolutions of the shareholders' meeting. Any amendment to these Articles or resolution of the shareholders' meeting pursuant to the foregoing provision shall be subject to approval of two thirds or more of the votes held by the shareholders present at the shareholders' meeting.

Article 190 Where the Company is dissolved under the circumstances set out in items (I), (II), (IV) and (V) of Article 188 of these Articles, it shall be liquidated. The directors shall be the liquidation obligors of the Company and the liquidation committee shall be established within 15 days from the date on which the cause of dissolution arises. The personnel of the liquidation committee shall consist of directors, except where otherwise provided in these Articles or otherwise selected by the resolution at the shareholders' meeting.

If a liquidation obligor fails to promptly perform his/her liquidation obligations, causing losses to the Company or creditors, such obligor shall be liable for compensation.

Article 191 During the liquidation period, the liquidation committee shall exercise the following functions and powers:

(I) to sort out the Company's property and prepare a balance sheet and a property inventory separately;

(II) to notify creditors and make announcements to them;

(III) to settle the Company's outstanding business relating to the liquidation;

(IV) to pay in full the taxes owed and the taxes arising in the course of liquidation;

(V) to sort out claims and debts;

(VI) to distribute the Company's remaining property after its debts have been settled;

(VII) to participate in civil litigation activities on behalf of the Company.

Article 192 Within 10 days of the establishment of the liquidation committee, the creditors shall be notified and an announcement shall be published in the newspapers designated by the Company or on the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their claims to the liquidation committee within 30 days of the date on which the notice is received or 45 days of the date of announcement if the notice is not received.

Creditors who declare claims shall state relevant issues related to the claims and provide proofs. The liquidation committee shall carry out registration of the claims.

During the period for declaration of claims, the liquidation committee shall not make any repayment to the creditors.

Article 193 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a list of assets, it shall formulate a liquidation proposal and submit it to the shareholders' meeting or the people's court for confirmation.

The remaining assets of the Company after paying the costs of liquidation, the employees' salaries, social insurance contributions and statutory compensation, taxes and debts of the Company shall be distributed to the shareholders in proportion to their respective shareholding.

During the period of liquidation, the Company shall continue to exist but shall not engage in any business activity unrelated to the liquidation. Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.

Article 194 In the event the liquidation committee finds that, after taking stock of the Company's property and preparing the balance sheet and list of property, the assets are insufficient to pay the debts, it shall apply to the people's court for bankruptcy liquidation according to the law. After the people's court has accepted the bankruptcy application, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people's court.

Article 195 Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or a people's court for confirmation, and file it with the company registration authority in support of an application to cancel the Company's registration.

Article 196 The members of the liquidation committee shall perform their liquidation obligations and bear duties of loyalty and diligence.

Where a member of the liquidation committee is remiss in performing his/her liquidation duties and thereby causes losses to the Company, he/she shall bear compensation liability; where he/she causes losses to a creditor through willful misconduct or gross negligence, he/she shall bear compensation liability.

Article 197 Where the Company is declared bankrupt in accordance with law, bankruptcy liquidation shall be carried out in accordance with the laws concerning enterprise bankruptcy.

Chapter 10 Amendments to the Articles of Association

Article 198 Under any of the following circumstances, the Company shall amend these Articles:

(I) following the revision of the Company Law or relevant laws, administrative regulations or securities regulatory rules of the places where the Company's shares are listed, the matters stipulated in these Articles contradict the provisions of the revised laws, administrative regulations or securities regulatory rules of the places where the Company's shares are listed;

(II) there is any change to the Company's particulars which results in inconsistency with the matters set out in these Articles;

(III) a shareholders' meeting has decided on making amendments to these Articles.

Article 199 If the amendment to these Articles adopted by resolution of the shareholders' meeting is subject to the approval of the competent authority, it shall be reported to the competent authority for approval; if it involves matters of company registration, the registration of the changes shall be made in accordance with the law.

Article 200 The board of directors shall amend these Articles in accordance with the resolutions of the shareholders' meeting and the comments of the competent authorities on any amendment hereto.

Article 201 Any amendment to these Articles shall be subject to announcement if so required by the laws and regulations.

Chapter 11 Supplementary Provisions

Article 202 Definitions

(I) Controlling shareholder means a shareholder whose shares account for more than 50% of the Company's total share capital; or a shareholder whose shareholding percentage does not exceed 50% but whose voting rights attached to the shares held by it are sufficient to have a material influence on the resolutions of the shareholders' meeting;

(II) De facto controller means a natural person, legal person or other organization that is able to actually control the conduct of the Company through an investment relationship, agreement or other arrangement;

(III) Related relationship means the relationship between the Company's controlling shareholder, de facto controller, directors and members of senior management and the enterprises directly or indirectly controlled by them, as well as any other relationship that may result in the transfer of the Company's interests. However, enterprises under State control do not have a related relationship merely by reason of their being both under State control. The term "related relationship" in these Articles not only covers the above definition but also includes the "connected relationship" as defined in the Hong Kong Listing Rules; the terms "related party" and "related person" include the "connected person" as defined in the Hong Kong Listing Rules; the term "related transaction" includes the "connected transaction" as defined in the Hong Kong Listing Rules.

(IV) In these Articles, the term "accounting firm" has the same meaning as "auditor" under the Hong Kong Listing Rules, and the term "independent director" has the same meaning as "independent non-executive director" under the Hong Kong Listing Rules.

Article 203 The Board may, in accordance with the provisions of these Articles, formulate detailed rules implementing these Articles. Such detailed rules shall not conflict with the provisions of these Articles.

Article 204 These Articles are written in the Chinese language, where any version of the articles in any other language or any different version is ambiguous as against these Articles, the Chinese version most recently verified and registered with the Suzhou Data Bureau shall prevail.

Article 205 In these Articles, the expressions "not less than", "or more" and "within" include the stated figure itself; the expressions "more than", "in excess of", "exceed(ing)", "outside", "below" and "less than" do not include the stated figure itself.

Article 206 The board of directors shall be responsible for the interpretation of these Articles.

Article 207 The annexes to these Articles include the rules of procedure for shareholders' meetings and the rules of procedure for board meetings.

Article 208 These Articles shall, after adoption by the Company's shareholders' meeting, take effect on the date on which the H Shares issued by the Company are listed on the Hong Kong Stock Exchange.