Mech-Mind Robotics Technologies Co., Ltd.

Articles of Association

(Applicable after the Initial Public Offering and Listing on the Main Board of The Stock Exchange of Hong Kong Limited)

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CHAPTER 1 GENERAL PROVISIONS

Article 1 To safeguard the legitimate rights and interests of Mech-Mind Robotics Technologies Co., Ltd. (hereinafter referred to as the "Company"; any company, branch, or other entity directly or indirectly controlled by the Company or any other company (including those currently in existence, or to be established or controlled in the future), collectively referred to as the "Group Companies"), its shareholders and creditors and regulate the organization and conduct of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, 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 laws and regulations and relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, and with reference to the Guidelines for Articles of Association of Listed Companies.

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

The Company was established by all shareholders of Mech-Mind Robotics Technologies Ltd. (梅卡曼德(北京)機器人科技有限公司) by way of promotion, and registered with the Hebei Xiong'an New Area Management Committee. The Company obtained its business license of enterprise as legal person that includes a unified social credit code of 91110108MA0086HR6G. Upon filing with the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on July 16, 2026, the Company issued 23,140,590 overseas listed shares in Hong Kong. The aforesaid overseas listed shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on September 1, 2026.

Article 3 The registered name of the Company in Chinese is 梅卡曼德(雄安)機器人科技股份有限公司.

The name of the Company in English is Mech-Mind Robotics Technologies Co., Ltd.

Article 4 Address of the Company: Room 210, Unit 3, North Zone of Chuangzhi Park, No. 164 Yining Avenue, Start-up Area, Xiongan New Area, Hebei Province.

Article 5 The registered capital of the Company is RMB6,250,552.5.

Article 6 The Company is a joint stock limited company with perpetual existence.

Article 7 The chairman of the Company is the director who executes the affairs of the Company on behalf of the Company, and is the legal representative of the Company.

If a director who serves as the legal representative resigns, he/she shall be deemed to have resigned from the legal representative at the same time.

In the event that the legal representative resigns, the Company shall determine a new legal representative within 30 days of the resignation.

Article 8 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.

If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the law or the Articles of Association.

Article 9 All assets of the Company shall be divided into shares of equal value. The shareholders shall bear liability for the Company to the extent of the shares they subscribe for, and the Company shall bear liability for the debts of the Company with all its assets.

Article 10 The Articles of Association shall, from its effective date, constitute a legally binding document regulating the Company's organization and conduct as well as the rights and obligations between the Company and each shareholder and among the shareholders inter se, and shall be legally binding on the Company, its shareholders, directors and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders, against directors and senior management members of the Company, and against the Company, while the Company may institute legal proceedings against its shareholders, directors and senior management members.

Article 11 For the purpose of the Articles of Association, senior management members refer to the Company's general manager, secretary to the Board of Directors, chief financial officer and other personnel determined by the Board of Directors.

Article 12 The Company shall establish an organization of the Communist Party of China to carry out the activities of the Party in accordance with the provisions of the Constitution of the Communist Party of China, and provide the necessary conditions for the activities of the Party organization.

CHAPTER 2 OBJECTIVES AND SCOPE OF BUSINESS

Article 13 The business objectives of the Company are to: Leverage the joint stock system to enhance our management systems and policies, maximize shareholder value through independent innovation, and consequently uplift our employees and contribute positively to society.

Article 14 The business scope of the Company: General business activities: technical services, technical development, technical consulting, technical exchange, technology transfer, and technology promotion; translation services; data processing and storage support services; professional design services; software development; sales of mechanical equipment; sales of electronic products; wholesale of computer hardware, software, and ancillary equipment; sales of communication equipment; import and export of goods; import and export of technology; import and export agency services; manufacturing of industrial robots; manufacturing of instruments and meters. (Except for projects that require approval in accordance with the law, the Company may independently conduct business activities in accordance with the law based on its business license.)

CHAPTER 3 SHARES

Section 1 Issuance of Shares

Article 15 The shares of the Company shall take the form of registered share certificates.

If the share capital of the Company includes shares carrying no voting rights, the designation of such shares shall be suffixed with the words "non-voting". If the share capital includes shares carrying different voting rights, the designation of each class of shares (other than those with the most favorable voting rights) shall be suffixed with the words "restricted voting" or "limited voting".

Article 16 Shares of the Company shall be issued in a transparent, fair and equal manner and shares of the same class shall rank pari passu in all respects.

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

Article 17 Shareholders of domestic unlisted shares of the Company may apply for the conversion of the domestic unlisted shares held by them into overseas listed shares and have such shares listed and traded on the Hong Kong Stock Exchange, provided that they shall entrust the Company to go through the relevant filing procedures with the CSRC, subject to the relevant regulations of the CSRC. The listing and trading of such shares on the Hong Kong Stock Exchange shall also comply with other applicable regulatory procedures, regulations and requirements of domestic and foreign securities markets. Where shareholders apply for the conversion of the domestic unlisted shares held by them into overseas listed shares and have such shares listed and traded on the Hong Kong Stock Exchange, it is not required to hold a shareholders' meeting to vote under such circumstances.

The overseas listed shares referred to in the preceding paragraph refer to the overseas listed shares issued by the Company to overseas investors for subscription in foreign currency and listing overseas (hereinafter referred to as "H shares" or "overseas listed shares"); the domestic unlisted shares referred to in the preceding paragraph refer to the shares that have been issued by the Company but have not been listed or traded on any domestic or foreign trading venue.

Among the shares issued by the Company, domestic unlisted shares shall be centrally registered and deposited with China Securities Depository and Clearing Corporation Limited, and the registration and settlement arrangements for overseas listed shares shall be subject to the regulatory rules of the place where the Company's shares are listed.

Article 18 The promoters of the Company are Shao Tianlan, Beijing Mech-Mind Enterprise Management Partnership (Limited Partnership) (北京梅卡曼德企業管理合夥企業(有限合夥)), Fu Ao, Ding Youshuang, Gongqingcheng Shangqi Investment Management Partnership (Limited Partnership) (共青城尚麒投資管理合夥企業(有限合夥)), Qingdao Blue Bay Green Apple Venture Management Partnership (Limited Partnership) (青島藍貝青蘋果創業管理合夥企業(有限合夥)), Qingdao Jian Rui Venture Capital Center (L.P.) (青島鑒睿創業投資中心(有限合夥)), Tibet Delian Xingying Venture Capital Center (Limited Partnership) (西藏德聯星盈創業投資中心(有限合夥)), Suzhou Industrial Park Qiming Rongke Equity Investment Partnership (Limited Partnership) (蘇州工業園區啟明融科股權投資合夥企業(有限合夥)), Intel Asia-Pacific Research & Development Ltd. (英特爾亞太

研發有限公司), Shenzhen Hanchen Venture Capital Fund Partnership Enterprise (Limited Partnership)(深圳市瀚辰創業投資基金合夥企業(有限合夥)) (formerly known as: Shenzhen HongShan Hanchen Equity Investment Partnership (Limited Partnership) (深圳市紅杉瀚辰股權投資合夥企業(有限合夥))), Suzhou Yuanming Venture Capital Center (Limited Partnership) (蘇州源明創業投資中心(有限合夥)), Beijing Kuxun Technology Co., Ltd. (北京酷訊科技有限公司), Zhuhai Jinguang Management Consulting Partnership Enterprise (Limited Partnership) (珠海進廣管理諮詢合夥企業(有限合夥)), Coatue PE Asia 65 LLC, Cliff Investment Pte. Ltd., Hainan Dawo Xingguo Private Equity Investment Fund Partnership Enterprise (Limited Partnership) (海南達沃興國私募股權投資基金合夥企業(有限合夥))(formerly known as: Sanya Dawo Xingguo Investment Center (Limited Partnership) (三亞達沃興國投資中心(有限合夥))), Hainan Dawo Tongde Private Equity Investment Fund Partnership Enterprise (Limited Partnership) (海南達沃同德私募股權投資基金合夥企業(有限合夥))(formerly known as: Sanya Dawo Tongde Investment Center (Limited Partnership) (三亞達沃同德投資中心(有限合夥))), Zibo Jiacheng Digital Industry Investment Fund Partnership (Limited Partnership) (淄博伽程數科產業投資基金合夥企業(有限合夥)), Qingdao Gaozhi Yixin Investment Partnership Enterprise (Limited Partnership) (青島高智義信投資合夥企業(有限合夥)), Mingzhe Huihua (Zibo) Equity Investment Partnership (Limited Partnership) (銘哲匯華(淄博)股權投資合夥企業(有限合夥)), Xiong'an Major Scientific and Technological Achievement Transformation Equity Investment Fund (Limited Partnership) (雄安重大科技成果轉化股權投資基金(有限合夥)), Shanghai Nanxiang Venture Capital Investment Co., Ltd. (上海南翔創業投資有限公司) and Hebei Structural Adjustment Fund (Limited Partnership) (河北結構調整基金(有限合夥)). When the Company was established, the promoters converted the audited net assets of Mech-Mind Robotics Technologies Ltd. as of April 30, 2025 with a carrying amount of RMB1,026,932,470.31 into shares of the joint stock limited company at a ratio of 1:0.0047, totaling 4,839,698 shares, with a par value of RMB1 per share. Each promoter held the shares of the Company in proportion to their respective shareholding in Mech-Mind Robotics Technologies Ltd.

Article 19 Upon the conversion, the number of shares subscribed by, shareholding percentage of, method and date of capital contribution made by, each promoter of the Company are as follows:

No.	Name of promoter	Number of shares subscribed (share)	Shareholding percentage (%)	Method of capital contribution	Date of capital contribution
1.	Shao Tianlan	430,011	8.8851	Shares converted from net assets	2025.04.30
2.	Beijing Mech-Mind Enterprise Management Partnership (Limited Partnership) (北京梅卡曼德企業管理合夥企業(有限合夥))	431,284	8.9113	Shares converted from net assets	2025.04.30

No.	Name of promoter	Number of shares subscribed (share)	Shareholding percentage (%)	Method of capital contribution	Date of capital contribution
3.	Fu Ao	200,000	4.1325	Shares converted from net assets	2025.04.30
4.	Ding Youshuang	133,333	2.7550	Shares converted from net assets	2025.04.30
5.	Gongqingcheng Shangqi Investment Management Partnership (Limited Partnership) (共青城尚麒投資管理合夥企業(有限合夥))	320,061	6.6132	Shares converted from net assets	2025.04.30
6.	Qingdao Blue Bay Green Apple Venture Management Partnership (Limited Partnership) (青島藍貝青蘋果創業管理合夥企業(有限合夥))	58,976	1.2186	Shares converted from net assets	2025.04.30
7.	Qingdao Jian Rui Venture Capital Center (L.P.) (青島鑒睿創業投資中心(有限合夥))	233,873	4.8324	Shares converted from net assets	2025.04.30
8.	Tibet Delian Xingying Venture Capital Center (Limited Partnership) (西藏德聯星盈創業投資中心(有限合夥))	204,810	4.2319	Shares converted from net assets	2025.04.30
9.	Suzhou Industrial Park Qiming Rongke Equity Investment Partnership (Limited Partnership) (蘇州工業園區啟明融科股權投資合夥企業(有限合夥))	376,050	7.7701	Shares converted from net assets	2025.04.30

No.	Name of promoter	Number of shares subscribed (share)	Shareholding percentage (%)	Method of capital contribution	Date of capital contribution
10.	Intel Asia-Pacific Research & Development Ltd. (英特爾亞太研發有限公司)	194,977	4.0287	Shares converted from net assets	2025.04.30
11.	Shenzhen Hanchen Venture Capital Fund Partnership Enterprise (Limited Partnership)(深圳市瀚辰創業投資基金合夥企業(有限合夥)) (formerly known as: Shenzhen HongShan Hanchen Equity Investment Partnership (Limited Partnership) (深圳市紅杉瀚辰股權投資合夥企業(有限合夥)))	694,334	14.3466	Shares converted from net assets	2025.04.30
12.	Suzhou Yuanming Venture Capital Center (Limited Partnership) (蘇州源明創業投資中心(有限合夥))	307,563	6.3550	Shares converted from net assets	2025.04.30
13.	Beijing Kuxun Technology Co., Ltd. (北京酷訊科技有限公司)	433,960	8.9667	Shares converted from net assets	2025.04.30
14.	Zhuhai Jinguang Management Consulting Partnership Enterprise (Limited Partnership) (珠海進廣管理諮詢合夥企業(有限合夥))	296,931	6.1353	Shares converted from net assets	2025.04.30
15.	Coatue PE Asia 65 LLC	95,252	1.9681	Shares converted from net assets	2025.04.30

No.	Name of promoter	Number of shares subscribed (share)	Shareholding percentage (%)	Method of capital contribution	Date of capital contribution
16.	Cliff Investment Pte. Ltd.	162,250	3.3525	Shares converted from net assets	2025.04.30
17.	Hainan Dawo Xingguo Private Equity Investment Fund Partnership Enterprise (Limited Partnership) (海南達沃興國私募股權投資基金合夥企業(有限合夥)) (formerly known as: Sanya Dawo Xingguo Investment Center (Limited Partnership) (三亞達沃興國投資中心(有限合夥)))	10,622	0.2195	Shares converted from net assets	2025.04.30
18.	Hainan Dawo Tongde Private Equity Investment Fund Partnership Enterprise (Limited Partnership) (海南達沃同德私募股權投資基金合夥企業(有限合夥)) (formerly known as: Sanya Dawo Tongde Investment Center (Limited Partnership) (三亞達沃同德投資中心(有限合夥)))	22,247	0.4597	Shares converted from net assets	2025.04.30
19.	Zibo Jiacheng Digital Industry Investment Fund Partnership (Limited Partnership) (淄博伽程數科產業投資基金合夥企業(有限合夥))	30,464	0.6295	Shares converted from net assets	2025.04.30

No.	Name of promoter	Number of shares subscribed (share)	Shareholding percentage (%)	Method of capital contribution	Date of capital contribution
20.	Qingdao Gaozhi Yixin Investment Partnership Enterprise (Limited Partnership) (青島高智義信投資合夥企業(有限合夥))	27,569	0.5696	Shares converted from net assets	2025.04.30
21.	Mingzhe Huihua (Zibo) Equity Investment Partnership (Limited Partnership) (銘哲匯華(淄博)股權投資合夥企業(有限合夥))	55,138	1.1393	Shares converted from net assets	2025.04.30
22.	Xiong'an Major Scientific and Technological Achievement Transformation Equity Investment Fund (Limited Partnership) (雄安重大科技成果轉化股權投資基金(有限合夥))	79,995	1.6529	Shares converted from net assets	2025.04.30
23.	Shanghai Nanxiang Venture Capital Investment Co., Ltd. (上海南翔創業投資有限公司)	23,999	0.4959	Shares converted from net assets	2025.04.30
24.	Hebei Structural Adjustment Fund (Limited Partnership) (河北結構調整基金(有限合夥))	15,999	0.3306	Shares converted from net assets	2025.04.30
Total		**4,839,698**	**100.0000**	**–**	**–**

Article 20 The total number of shares of the Company is 125,011,050, all of which are ordinary shares. The shares with par value issued by the Company are denominated in RMB.

Article 21 Each share of the Company has a par value of RMB0.05.

Article 22 On September 1, 2026, the Company was listed on the Main Board of the Hong Kong Stock Exchange, with a public offering of 23,140,590 overseas listed foreign shares (H shares). After the completion of issuing the above overseas listed foreign shares (H shares) (assuming no exercise of over-allotment option), the share capital structure of the Company is: 125,011,050 ordinary shares issued in total, of which 113,064,770 ordinary shares are overseas listed shares, representing 90.44% of the total ordinary shares issued by the Company, and 11,946,280 ordinary shares are domestic unlisted shares, representing 9.56% of the total ordinary shares issued by the Company.

Article 23 The Company or its subsidiaries (including affiliates of the Company) shall not provide gifts, advances, guarantees, loans or other financial assistance for others to obtain the shares of the Company or its parent company, except for the implementation of the Company's employee stock ownership plans.

For the benefit of the Company, the Company may, upon the resolution of the shareholders' meeting or the resolution adopted by the Board of Directors as authorized by the Articles of Association or by the shareholders' meeting, provide financial assistance for others to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board of Directors shall require approval from more than two-thirds of all directors.

Where it is otherwise provided in the relevant laws and regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Section 2 Increase, Decrease and Repurchase of Shares

Article 24 The Company may, upon separate resolutions by shareholders' meetings, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the laws, regulations and Hong Kong Listing Rules:

(I) Offering of shares to non-specific objects after approval by the relevant authorities;

(II) Offering of shares to specific objects;

(III) Distribution of bonus shares to existing shareholders;

(IV) Conversion of funds in the capital reserve into share capital;

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

After the Company's capital increase to issue new shares is approved according to the provisions of the Articles of Association, it shall be handled according to the procedures specified in the relevant laws and administrative regulations of the PRC, Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed.

Article 25 The Company may decrease its registered capital. The reduction of the Company's registered capital shall be carried out in accordance with the procedures stipulated by the Company Law and other relevant regulations, as well as the Articles of Association.

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

(I) Decreasing the registered capital of the Company;

(II) Merging with another company holding shares of the Company;

(III) Using shares for employee stock ownership plan or equity incentives;

(IV) Acquiring the shares of shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company and request the Company to acquire their shares;

(V) Using the shares for converting corporate bonds issued by the Company into shares;

(VI) Acquiring shares in a manner as necessary for maintenance of the Company's value and shareholders' rights and interests;

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

Article 27 In the event that the Company acquires its own shares under the circumstances set forth in Items (I) and (II) of Article 26 of the Articles of Association, it shall be resolved at a shareholders' meeting; in the event that the Company acquires its own shares under the circumstances set forth in Items (III), (V) and (VI) of Article 26 of the Articles of Association, a resolution shall be passed at a Board meeting attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or the authorization of the shareholders' meeting.

Where the Company repurchases its shares according to Article 26 of the Articles of Association, the following requirements shall apply: in the case of a repurchase under Item (I), such shares shall be cancelled within 10 days from the date of repurchase; in the case of a repurchase under Items (II) and (IV), such shares shall be transferred or cancelled within six months; and in the case of a repurchase under Items (III), (V) and (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three years.

Where relevant laws and regulations, Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed have any other provisions in respect of the relevant matters concerning the aforementioned share repurchase, such provisions shall prevail.

Section 3 Transfer of Shares

Article 28 Shares of the Company may be transferred to other shareholders or persons other than shareholders. Unless otherwise provided by laws, administrative regulations, departmental rules, regulatory documents and the securities regulatory rules of the place where the Company's shares are listed, the shares of the Company that have been fully paid for shall not be subject to any restrictions in respect of the right of assignment, can be transferred freely and are not subject to any lien. Transfer of overseas listed shares listed in Hong Kong shall be registered with the Hong Kong-based share registrar entrusted by the Company.

All transfers of H shares shall be effected by written transfer documents in a general or common format or any other format acceptable to the Board of Directors (including the standard transfer format or transfer form prescribed from time to time by the Hong Kong Stock Exchange); such transfer documents may only be executed by handwritten signature or by affixing the company's valid seal (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong or its nominee, the transfer documents may be signed by hand or in printed form. All transfer documents shall be kept at the legal address of the Company or other place designated by the Board of Directors from time to time.

Article 29 The Company does not accept objects pledged with shares of the Company.

Article 30 Shares already issued by the Company before the public offering shall not be transferred within one year from the date on which the Company's shares are listed and traded.

The directors and senior management members of the Company shall declare to the Company their holdings in the Company's shares and the changes thereof. During their terms of office as determined at the appointment, shares being transferred every year shall not exceed 25% of their holdings in the Company's shares in the same class. No transfer of their holdings in the Company's shares shall be made within one year from the date on which the Company's shares are listed and traded. No transfer of their holdings in the Company's shares shall be made within six months after they cease to hold their respective offices.

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

Where it is otherwise provided in the securities regulatory rules of the place where the Company's shares are listed in respect of restrictions on the transfer of overseas listed shares, such provisions shall prevail.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section 1 Shareholders

Article 31 The Company shall keep a register of shareholders, which bears adequate evidence for the shareholders' shareholdings in the Company. Shareholders shall be entitled to relevant rights and assume the relevant obligations in accordance with the class of shares they hold; shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

In the event of loss of any share certificate (hereinafter referred to as the "Original Share Certificate") held by any shareholder recorded in the register of shareholders or any person who requests the Company to enter his/her name in the register of shareholders, such shareholder or person may request the Company to issue a new share certificate for the shares (hereinafter referred to as the "Relevant Shares"). Application for reissuance of share certificate lost by holders of unlisted shares shall be processed pursuant to the relevant provisions of the Company Law. Application for reissuance of share certificates lost by holders of H shares may be processed pursuant to the laws of the place where the original of the register of holders of H shares is kept, rules of the stock exchange or other relevant provisions.

Article 32 The transfer and transmission of shares shall be entered into the register of shareholders. The Company may keep the register of holders of overseas listed foreign shares overseas and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities. The original register of holders of H shares of the Company shall be kept in Hong Kong. The entrusted overseas agency shall ensure that the original and copies of the register of holders of H shares are consistent. Where the original and copies of the register of holders of H shares are inconsistent, the original shall prevail. The register of holders of H shares must be available for inspection by shareholders. However, the Company may be allowed to close the register of shareholders on terms equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), if necessary. Copies of the register of holders of H shares shall be kept at the domicile of the Company.

Article 33 When the Company convenes a shareholders' meeting, distributes dividends, conducts liquidation or performs other activities that require the confirmation of the identity of the shareholders, the Board of Directors or the convener of the shareholders' meeting shall determine the record date of shareholding, and shareholders registered in the register of shareholders after market closing on the record date of shareholding shall be the shareholders entitled to the relevant rights and interests.

Where the Hong Kong Listing Rules have provisions on the period of closure of the register of shareholders prior to the date of the shareholders' meeting or before the base date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

Article 34 The shareholders of the Company shall have the following rights:

(I) To obtain dividends and other forms of profit distribution in proportion to the number of shares held;

(II) To lawfully require, convene, preside over, attend, or appoint a shareholder proxy to attend the shareholders' meeting and exercise corresponding voting right (unless individual shareholders are required by the Hong Kong Listing Rules to abstain from voting on specific matters) and the right to speak;

(III) To supervise the Company's business operations, propose recommendations or raise inquiries;

(IV) To transfer, gift or pledge their shares in accordance with laws, administrative regulations, securities regulations of the place where the Company's shares are listed and the Articles of Association;

(V) To inspect and copy the Articles of Association, register of shareholders (including register of holders of H shares), minutes of shareholders' meetings, resolutions of meetings of the Board of Directors, and financial and accounting reports, while the qualifying shareholders may inspect the Company's accounting books and vouchers;

(VI) Upon termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to the quantity of shares held by them;

(VII) To require the Company to repurchase its shares in the event of objection to resolutions of the shareholders' meetings concerning merger or division of the Company;

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

Article 35 Where shareholders request to inspect or copy the relevant materials of the Company, they shall do so in accordance with the provisions of the Company Law and other laws and administrative regulations.

Article 36 If any resolution of the shareholders' meeting or the Board of Directors of the Company runs against the laws and administrative regulations, the shareholders shall have the right to request the People's Court to invalidate the said resolution.

If the convening procedure or voting method of the shareholders' meetings or Board meetings violates the laws, administrative regulations or the Articles of Association or the contents of a resolution run counter to the Articles of Association, the shareholders shall have the right to request the People's Court to cancel such resolution within 60 days after adoption of the resolution, unless there is only a slight defect in the convening procedure or voting method of shareholders' meetings or Board meetings, which has no substantive impact on the resolution.

Where the Board of Directors, shareholders and other relevant parties dispute the validity of the resolution of the shareholders' meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgment or ruling, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, the directors and senior management members shall effectively perform their duties to ensure the normal operation of the Company.

Article 37 Under any of the following circumstances, a resolution of the shareholders' meeting or the Board of Directors of the Company shall not be formed:

(I) A resolution is adopted without holding a shareholders' meeting or a meeting of the Board of Directors;

(II) The matters to be resolved are not voted on at a shareholders' meeting or a meeting of the Board of Directors;

(III) The number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association;

(IV) The number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association.

Article 38 If any director or senior management member other than a member of the Audit Committee violates the laws and administrative regulations or the Articles of Association in fulfilling his/her duties in the Company, thereby incurring any loss of the Company, the shareholders individually or jointly holding 1% or more shares of the Company for more than 180 days consecutively shall have the right to request the Audit Committee in writing to institute legal proceedings in the People's Court; if any member of the Audit Committee violates the laws and administrative regulations or the Articles of Association in fulfilling his/her duties in the Company, thereby incurring any loss of the Company, the aforesaid shareholders shall have the right to request the Board of Directors in writing to institute legal proceedings in the People's Court.

If the Audit Committee or the Board of Directors refuses to institute legal proceedings after receipt of the written request from the shareholders as specified in the preceding paragraph or does not institute legal proceedings within 30 days after receipt of the said request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings in the People's Court in their own names in the interests of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders as specified in the first paragraph of this article may institute legal proceedings in the People's Court pursuant to the preceding two paragraphs.

Where a director, supervisor, or senior management member of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby causing losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary of the Company, thereby causing losses, the shareholders individually or jointly holding more than 1% shares of the Company for more than 180 days consecutively may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors or the board of directors of the wholly-owned subsidiary to institute an action in a People's Court, or directly institute an action in a People's Court in their own names.

Article 39 If any director or senior management member violates the laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may institute legal proceedings in the People's Court.

Article 40 The shareholders of the Company shall have the following obligations:

(I) To comply with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

(II) To pay subscription funds as per the shares subscribed and the method of subscription;

(III) Not to make divestment unless in the circumstances stipulated by laws and administrative regulations;

(IV) Not to abuse shareholders' right to damage the interests of the Company or other shareholders; not to abuse the Company's independent legal person status and shareholders' limited liability to damage the interests of the creditors of the Company;

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

If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law. Any shareholder of the Company who abuses the Company's independent legal person status and shareholders' limited liability to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

Article 41 If any shareholder holding more than 5% voting shares of the Company pledges the said voting shares, the said shareholder shall submit a written report to the Company on the date on which the said pledge is executed.

Article 42 The Company's controlling shareholders and de facto controllers shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed and safeguard the interests of the Company, and shall not abuse control rights or use affiliated relationships to damage the legitimate rights and interests of the Company or other shareholders. Anyone who violates the regulations and incurs losses to the Company shall be liable for compensation.

If the Company's controlling shareholders or de facto controllers instruct directors or senior management members to engage in activities that damage the interests of the Company or shareholders, they shall bear joint and several liability with such directors or senior management members.

Section 2 General Provisions for Shareholders' Meetings

Article 43 The shareholders' meeting shall be composed of all shareholders. The shareholders' meeting shall be the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

(I) To elect and replace directors not being employee representatives and to determine matters relating to the remuneration of the directors;

(II) To consider and approve the reports of the Board of Directors;

(III) To consider and approve the Company's profit distribution plan and loss recovery plan;

(IV) To resolve on an increase or reduction in the Company's registered capital;

(V) To resolve on the issuance of bonds of the Company;

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

(VII) To amend the Articles of Association;

(VIII) To resolve on the engagement or dismissal of the accounting firms undertaking the Company's audit business;

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

(X) To consider matters concerning the purchase or sale of significant assets by the Company (including its controlled subsidiaries) in excess of 30% of the total assets in the Company's latest audited consolidated financial statements within one year;

(XI) To consider and approve the changes in the use of proceeds from fundraising activities;

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

(XIII) To repurchase the Company's shares in circumstances specified in Items (I) and (II) of Article 26 of the Articles of Association;

(XIV) To consider other matters that should be determined by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 44 The Company's shareholders' meeting may, in accordance with the principle of prudent authorization, delegate certain powers to be exercised by the shareholders' meeting to the Board of Directors. Such delegation shall be made in written form, with clear and specific contents. The matters authorized or entrusted to the Board of Directors for handling include, but are not limited to:

Subject to the applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, to give a general mandate to the Board of Directors to issue, allot and deal with additional overseas listed shares not exceeding 20% of the issued overseas listed shares (or other proportions as required by the applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed);

The general mandate described in Paragraph 2 of this article shall be effective until: (1) the conclusion of the first annual shareholders' meeting held after the shareholders' meeting resolution is passed, at which time the authorization shall lapse, unless an ordinary resolution is passed at the meeting to extend it (whether with or without conditions); or (2) the cancellation or modification of such authorization by the shareholders through an ordinary resolution at the shareholders' meeting, whichever occurs earlier;

To authorize the Board of Directors, within the scope of the debt issuance limit, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instruments such as domestic short-term financing bonds, mid-term notes, corporate bonds, and overseas USD bonds based on the needs of production, operation and capital expenditure as well as the market conditions, including but not limited to the determination of the actual amount, interest rate, term, issuing targets and use of proceeds of the bonds to be issued, as well as the preparation for, execution and disclosure of all necessary documents, within the aforementioned scope.

Article 45 The provision of the following external guarantees by the Company shall be considered and approved by the shareholders' meeting:

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

(II) any guarantee provided after the total amount of external guarantees provided by the Company has exceeded 30% of the latest audited total assets;

(III) any guarantee provided by the Company to others within one year with an amount exceeding 30% of the Company's latest audited total assets;

(IV) any guarantee provided for guarantee objects with an asset-liability ratio exceeding 70%;

(V) any single guarantee with an amount exceeding 10% of the latest audited net assets;

(VI) any guarantee provided to the shareholders, de facto controllers and their related parties (excluding the Company and its controlled subsidiaries);

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

The provisions of Items (I), (IV) and (V) of the preceding paragraph may not apply to guarantees provided by the Company for its wholly-owned subsidiaries, or for its controlled subsidiaries where other shareholders of the controlled subsidiaries offer guarantees in proportion to their equity interests, if such circumstances do not harm the Company's interests.

Article 46 Shareholders' meetings consist of annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be held once a year within six months after the end of the previous fiscal year.

Article 47 An extraordinary shareholders' meeting shall be convened within two months from the occurrence date of any of the following events:

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

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

(III) any shareholder(s) holding individually or collectively 10% or more of the Company's shares request(s) for the convening of an extraordinary shareholders' meeting (shareholding percentage shall be calculated based on the number of shares held at the close of trading on the date when the written request is submitted; if the date of submission is not a trading day, then it shall be the preceding trading day);

(IV) the Board of Directors deems it as necessary;

(V) the Audit Committee proposes to convene an extraordinary shareholders' meeting;

(VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed, or the Articles of Association. If an extraordinary shareholders' meeting is convened due to provisions of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary shareholders' meeting may be adjusted based on the approval progress of the stock exchange and other regulatory authorities of the place where the Company's shares are listed.

Article 48 The shareholders' meeting shall have a venue and be held in the form of an on-site meeting. The shareholders' meeting of the Company shall be held at the domicile of the Company or other locations as specified in the meeting notice.

The Company shall also, in accordance with the securities regulatory rules of the place where the Company's shares are listed, provide convenience for shareholders to attend shareholders' meetings through online voting, video, telephone, or other means, and utilize technology to convene shareholders' meetings in a virtual manner, allowing shareholders to vote electronically. Shareholders who participate in shareholders' meetings through the above-mentioned methods shall be deemed to have attended and shall have the right to speak and vote.

Section 3 Convening of Shareholders' Meetings

Article 49 The Board of Directors shall convene the shareholders' meeting in due time within the prescribed period.

The independent non-executive directors shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting with the approval of a majority of all independent non-executive directors. For the proposal of independent non-executive directors for convening an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or disagree with convening the extraordinary shareholders' meeting within ten days upon receipt of the proposal.

When the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors shall, within five days after the Board resolution is made, issue a notice of convening the meeting. When the Board of Directors does not agree to convene an extraordinary shareholders' meeting, the reasons shall be stated.

Article 50 The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and shall make such proposal in writing. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide a written feedback on whether to agree or disagree with convening the extraordinary shareholders' meeting within ten days upon receipt of the proposal.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors shall, within five days after the Board resolution is made, issue a notice of convening the meeting. Changes to the original proposal in the notice shall be subject to the approval of the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to provide feedback within 10 days upon receipt of the proposal, the Board of Directors shall be considered to be unable or fail to perform the duty of convening a shareholders' meeting. The Audit Committee may convene and preside over the meeting on its own.

Article 51 Shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, which shall be submitted in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide a written feedback on whether to agree or disagree with convening the extraordinary shareholders' meeting within ten days upon receipt of the request.

If the Board of Directors agrees to convene the extraordinary shareholders' meeting, the Board of Directors shall serve a notice of such meeting within five days after the Board resolution is made. Changes to the original proposal in the notice shall be subject to the approval of relevant shareholders. If relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to give a reply within ten days upon receipt of the request, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to propose to the Audit Committee to convene the extraordinary shareholders' meeting and shall submit their request in writing.

If the Audit Committee agrees to convene an extraordinary shareholders' meeting, the Audit Committee shall, within five days upon receipt of the request, issue a notice of convening the shareholders' meeting. Changes to the original proposal in the notice shall be subject to the approval of relevant shareholders.

If the Audit Committee fails to give the notice of the shareholders' meeting within the specified time limit, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting, and the shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting by themselves.

Article 52 When the Audit Committee or the shareholders decide to convene a shareholders' meeting by themselves, they shall notify the Board of Directors in writing.

Before a shareholders' meeting resolution is made, the shareholding percentage of the convening shareholders shall not be less than 10%.

Article 53 The Board of Directors and the secretary to the Board of Directors shall provide support for the shareholders' meeting convened by the Audit Committee or the shareholders on their own. The Board of Directors shall provide the register of shareholders on the record date of shareholding. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' meeting.

Article 54 The expenses necessary for the convening of a shareholders' meeting by the Audit Committee or shareholders by themselves shall be borne by the Company.

Section 4 Proposals and Notices of Shareholders' Meetings

Article 55 The proposals shall pertain to matters within the scope of authority of the shareholders' meeting, have a clear agenda and specific resolutions, and comply with the relevant provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 56 Where the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee, and the shareholders who individually or collectively hold more than 1% of the Company's shares shall have the right to make proposals to the Company.

The shareholders who individually or collectively hold more than 1% of the Company's shares may raise a temporary proposal and submit it to the convener in writing ten days before the shareholders' meeting is held. The convener shall, within two days after the receipt of the proposal, serve a supplemental notice of the shareholders' meeting, announce the contents of the temporary proposal and submit the temporary proposal to the shareholders' meeting for consideration, unless the temporary proposal is in violation of the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or does not fall within the scope of authority of the shareholders' meeting. If the shareholders' meeting is required to be postponed due to the issuance of a supplemental notice pursuant to the securities regulatory rules of the place where the Company's shares are listed, the shareholders' meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Save as specified in the preceding paragraph, the convener, after issuing the notice of the shareholders' meeting, shall neither revise the proposals stated in the notice of shareholders' meetings nor add new proposals.

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

Article 57 The convener will notify each shareholder of an annual shareholders' meeting 21 days prior to the convening thereof, and notify each shareholder of an extraordinary shareholders' meeting 15 days prior to the convening thereof. If the laws, regulations and securities regulatory rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail.

In calculating the duration of the aforesaid period, the Company shall not include the date on which the meeting is convened. If the laws, regulations and securities regulatory rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail.

Article 58 Unless otherwise specified by relevant laws, regulations, securities regulatory authorities of the place where the Company's shares are listed or the Articles of Association, notices of the shareholders' meeting shall be given by public announcement.

Article 59 The notice of the shareholders' meeting shall include the following particulars:

(I) The date, place and duration of the meeting;

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

(III) A clear statement that all shareholders are entitled to attend the shareholders' meeting and they may appoint a proxy in writing to attend and vote at such meeting on their behalf and that such proxies need not be shareholders of the Company;

(IV) The record date of shareholding for the shareholders who are entitled to attend the shareholders' meeting;

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

(VI) The time and procedure for voting by network or other means (if applicable);

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

The notice of the shareholders' meeting and any supplemental notice shall contain the contents stipulated by the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and shall fully and completely disclose all specific details of all proposals, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed.

Article 60 If the election of directors who are not employee representatives is proposed to be discussed at a shareholders' meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors who are not employee representatives, which information shall at least include:

(I) Personal particulars, including educational background, work experience, and part-time jobs;

(II) Whether they have connected relations with the Company or its controlling shareholders and de facto controllers;

(III) The number of shares held by them in the Company;

(IV) Whether they have received any punishment from the CSRC and other related authorities or been reprimanded by any stock exchange; and

(V) Any other information required to be disclosed by the securities regulatory rules of the place where the Company's shares are listed.

Unless a director who is not an employee representative is elected via the accumulative voting system, each candidate for director who is not an employee representative shall be proposed via a single proposal.

Article 61 After the notice of a shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or canceled without justified reasons, and the proposals listed in the notice of the shareholders' meeting shall not be canceled. In the event of any postponement or cancellation, the convener shall announce at least two working days prior to the originally scheduled meeting date, and notify the shareholders and explain the reasons in accordance with the provisions of laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed. If the securities regulatory rules of the place where the Company's shares are listed have specific provisions on the procedures for postponing or canceling shareholders' meetings, such provisions shall apply, provided they do not violate domestic regulatory requirements.

Section 5 Holding of Shareholders' Meetings

Article 62 The Board of Directors of the Company and other conveners shall take necessary measures to ensure the good order of the shareholders' meeting. The Board of Directors and other conveners shall take measures to stop any act disturbing the shareholders' meeting, seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.

Article 63 All shareholders recorded in the register as at the record date of shareholding or their proxies shall have the right to attend the shareholders' meeting, and to speak and exercise the voting right at the meeting in accordance with the relevant laws, regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, except for circumstances where individual shareholders are required to waive their voting rights on specific matters by the securities regulatory rules of the place where the Company's shares are listed.

A shareholder may either attend the shareholders' meeting in person or appoint a proxy (who need not be a shareholder) to attend and vote at such meeting on his/her behalf. If the shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances of Hong Kong enacted from time to time, such shareholder may authorize its corporate representative or one or more persons as it thinks fit to act as its proxy(ies) at any shareholders' meeting.

Article 64 An individual shareholder who attends the meeting in person shall produce his/her own ID card or other valid documents or proof evidencing his/her identity. If he/she appoints a proxy to attend the meeting on his/her behalf, the proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

Non-individual shareholders shall have their legal representative/managing partner (appointed representative) or an agent authorized by the legal representative/managing partner (appointed representative) attend the meeting. If the legal representative/managing partner (appointed representative) attends the meeting, he/she shall present his/her ID card and valid proof demonstrating his/her qualification as the legal representative/managing partner (appointed representative). If an agent attends the meeting, the agent shall present his/her ID card and a written power of attorney duly issued by the legal representative/managing partner (appointed representative) of the non-individual shareholder entity. If a non-individual shareholder has appointed a representative to attend any meeting, it shall be deemed that the shareholder has attended in person.

If the shareholder is a recognized clearing house (or its nominee) as defined in the relevant Hong Kong ordinances formulated from time to time, the said shareholder may authorize one or more persons as it deems appropriate to act as its proxy(ies) at any shareholders' meeting; however, where more than one person is authorized, the power of attorney shall clearly state the number and class of the shares represented by each of the persons thus authorized. The power of attorney shall be signed by the persons authorized by the recognized clearing house. The person thus authorized may represent the recognized clearing house (or its nominee) in attending the meeting (without being required to present share certificate, certified power of attorney and/or further evidence of due authorization), and speaking and exercising its rights at the meeting as if such person were an individual shareholder of the Company. Such authorized persons shall enjoy the same statutory rights as other shareholders, including the right to speak and vote.

Article 65 Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who may not be a shareholder) as his/her proxy(ies) to attend and vote on his/her behalf. The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' meeting shall specify the following information:

(I) The name or title of the appointer and the class and number of shares held in the Company;

(II) The name or title of the proxy;

(III) Specific instructions from the shareholder, including instructions to vote in favor of, against or abstain from voting on each proposal to be considered in the agenda of the shareholders' meeting;

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

(V) Signature (or seal) of the appointer. If the appointer is a non-individual shareholder, the corporate seal of the non-individual entity or signature of the legally authorized person shall be affixed.

Where the securities regulatory rules of the place where the Company's shares are listed have specific provisions regarding the power of attorney, such provisions shall prevail.

The power of attorney authorizing voting shall be kept at the Company's domicile or such other location as specified in the notice of the meeting, at least 24 hours before the relevant meeting at which the proxy is appointed for voting is held, or 24 hours before the designated voting time. If the power of attorney authorizing voting is signed by a person authorized by the appointer, the authorization letter authorizing the signing or other authorization documents shall be notarized. The notarized authorization letter or other authorization documents, along with the power of attorney authorizing voting, shall be kept at the Company's domicile or such other location as specified in the notice of the meeting.

Article 66 An attendance register shall be prepared by the Company. The attendance register shall state the names (or corporate names) and ID card numbers of the attendees, the number of voting shares held or represented by them, names (or corporate names) of the appointers and so on.

Article 67 The convener and the lawyers (if applicable) engaged by the Company shall jointly verify the validity of the qualifications of shareholders based on the register of shareholders provided by the securities registration and clearing institution, and shall register the names (or corporate names) of the shareholders as well as the number of the voting shares held by them. Attendance registration shall terminate before the presider of the meeting announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held by them.

Article 68 If the shareholders' meeting requires directors and senior management members to participate in the meeting, the directors and senior management members shall participate and accept shareholders' inquiries.

Article 69 The shareholders' meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside.

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

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

If the presider of the meeting violates the Articles of Association or the rules of procedure for shareholders' meetings during the shareholders' meeting, making it impossible to continue the meeting, the shareholders' meeting may elect a person to act as the presider of the meeting with the consent of more than half of the shareholders with voting rights present at the meeting, and continue the meeting.

Article 70 The Company shall formulate rules of procedure for shareholders' meetings to provide detailed procedures for the convening, holding and voting of shareholders' meetings, including notice, registration, review of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, as well as the principles governing the authorization of the shareholders' meeting to the Board of Directors, where the content of the authorization shall be clearly defined and specific. The rules of procedure for shareholders' meetings shall be appended to the Articles of Association, drafted by the Board of Directors, and approved by the shareholders' meeting.

Article 71 At the annual shareholders' meeting, the Board of Directors shall report to the shareholders' meeting on its work over the past year. Each independent non-executive director shall also submit a performance report.

Article 72 Directors and senior management members shall provide explanations and clarifications regarding the inquiries and suggestions of shareholders at the shareholders' meeting. In any of the following circumstances, relevant personnel may refuse to answer, but shall explain the reasons to the inquirer:

(I) The inquiry is irrelevant to the agenda;

(II) The matter of the inquiry requires further investigation;

(III) The Company's commercial secrets are involved, which cannot be disclosed at the shareholders' meeting;

(IV) Answering the inquiry would significantly harm the common interests of the Company's shareholders;

(V) Other important matters.

Article 73 The presider of the meeting shall, before voting, announce the number of shareholders and their proxies present at the meeting and the total number of shares carrying voting rights. The number of shareholders and their proxies present at the meeting and the total number of shares carrying voting rights shall be based on the attendance registration.

Article 74 The secretary to the Board of Directors shall be in charge of recording the minutes for the shareholders' meeting. The minutes shall contain the following information:

(I) The time, venue, and agenda of the meeting, as well as the name (or title) of the convener;

(II) The names of the presider of the meeting, and the directors and senior management members who participate in the meeting;

(III) The number of shareholders and their proxies attending the meeting, the total number of shares carrying voting rights, and the respective percentage in the Company's total shares;

(IV) The deliberation process, principal points of discussion and voting results for each proposal;

(V) The inquiries or suggestions from shareholders, and corresponding responses or explanations;

(VI) The names of the vote counter and scrutineer; and

(VII) Any other matters required by the Articles of Association to be recorded in the minutes.

Article 75 The convener shall ensure that the minutes are truthful, accurate and complete. The directors, the secretary to the Board of Directors, the convener or their representatives, and the presider of the meeting who attend or participate in the meeting shall sign on the minutes. The meeting minutes, along with the signed attendance records of shareholders present, power of attorney for those attending by proxy, and the valid records of voting conducted through the Internet or other means, shall be kept for at least 10 years.

Article 76 The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is reached. If the shareholders' meeting is suspended or it is impossible to make a resolution due to force majeure or other special reasons, 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 according to laws, regulations and securities regulatory rules of the place where the Company's shares are listed.

Section 6 Voting and Resolutions of the Shareholders' Meeting

Article 77 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

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

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

Article 78 The following matters shall be passed by the shareholders' meeting as ordinary resolutions:

(I) The work report of the Board of Directors;

(II) The profit distribution plan and loss recovery plan proposed by the Board of Directors;

(III) The appointment and dismissal of the Board members and their remuneration and payment methods;

(IV) Other matters except those required to be approved by a special resolution as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 79 The following matters shall be passed by the shareholders' meeting as special resolutions:

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

(II) The division, split, merger, dissolution, and liquidation of the Company;

(III) Amendments to the Articles of Association;

(IV) The Company's purchase or sale of major assets or provision of guarantees to others with an amount exceeding 30% of the Company's latest audited total assets within one year;

(V) Equity incentive plans;

(VI) Other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, as well as matters that the shareholders' meeting deems to have a significant impact on the Company through an ordinary resolution and require a special resolution.

Article 80 Shareholders shall exercise their voting rights based on the number of voting shares they represent, with each share having one vote. On a poll, a shareholder (including a proxy) entitled to two or more votes is not required to cast all of his/her votes in the same manner, whether for, against or abstaining.

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

The Company's Board of Directors, independent non-executive directors, and shareholders meeting the relevant stipulated conditions may publicly solicit voting rights from shareholders. When the voting rights from shareholders are solicited, the specific voting intentions and other information shall be fully disclosed to the solicited parties. It is prohibited to solicit voting rights from shareholders through paid or disguised paid methods. The Company shall not impose any minimum shareholding ratio restrictions on the solicitation of voting rights.

If the securities regulatory rules of the place where the Company's shares are listed provide that any shareholder must waive their voting rights on a certain resolution, or restrict any shareholder to voting only in favor of (or against) a certain resolution, any votes cast by such shareholder or proxy thereof in violation of relevant provisions or restrictions shall not be counted in the voting results.

Article 81 When the shareholders' meeting deliberates on matters concerning connected transactions, the Company shall determine the scope of connected shareholders in accordance with applicable laws and regulations, the Hong Kong Listing Rules and the regulatory requirements of the securities regulator of the place where the Company's shares are listed. Connected shareholders (or their authorized representatives) may attend the shareholders' meeting and, in accordance with the meeting procedures, explain their views to the shareholders present, but they must abstain from voting when a vote is taken. The Company's non-connected shareholders and the Board of Directors may request that connected shareholders abstain, and the Board of Directors is obliged to notify the relevant shareholders of such request immediately. The relevant shareholders may object to the request; if no objection is raised before the vote, the requested shareholders shall abstain. If an objection is raised, the shareholders concerned may request the Audit Committee to make a resolution on the request.

After the connected shareholders have abstained, the remaining shareholders shall vote in accordance with their voting rights and pass the relevant resolution pursuant to the Articles of Association. The abstention and voting procedures for connected shareholders shall be announced by the presider of the shareholders' meeting and recorded in the minutes.

When the shareholders' meeting deliberates on matters concerning connected transactions, connected shareholders and their associates shall not cast votes, and the shares carrying voting rights represented by them shall not be counted in the total number of valid votes cast. The announcement of the shareholders' meeting resolution shall fully disclose the voting results of the non-connected shareholders (subject to the requirements of the Hong Kong Stock Exchange).

Article 82 Any resolution on a matter concerning connected transactions adopted by the shareholders' meeting shall take effect only if it is approved by more than half of the votes cast by non-connected persons present at the meeting. However, where the connected transaction involves any matter that, under these Articles of Association, requires a special resolution, the resolution shall take effect only if it is approved by at least two-thirds of the voting rights held by non-connected persons present at the shareholders' meeting.

If a connected person or his/her close associate contravenes this Article by voting, the votes cast by such person on the relevant matters concerning connected transactions shall be invalid, and the vote must be retaken.

Article 83 Except in exceptional circumstances such as a crisis facing the Company, the Company shall not, without the prior approval of the shareholders' meeting by way of a special resolution, enter into any contract that places the management of the Company's entire business or any material part thereof in the hands of any person who is not a director or senior management member.

Article 84 The list of candidates for non-employee directors shall be submitted to the shareholders' meeting for approval by way of a resolution.

Where the shareholders' meeting is to elect two or more non-employee directors, cumulative voting may be adopted in accordance with the Articles of Association or any resolution of the shareholders' meeting.

"Cumulative voting" referred to in the preceding paragraph means that, when the shareholders' meeting elects non-employee directors, each share carries a number of votes equal to the number of non-employee directors to be elected, and a shareholder may concentrate all of his/her votes on one or more candidates.

The Board of Directors shall disclose to shareholders the biographical details and basic information of each director candidate.

Non-employee director candidates may be nominated by the Board of Directors or by shareholder(s) who individually or collectively hold at least one percent of the Company's shares, and shall be submitted to the shareholders' meeting for election.

If the Company has 300 or more employees, at least one Board member shall be an employee representative, unless the Company has a board of supervisors that includes employee representatives as required by law. Employee-representative director candidates shall be nominated by the Company's trade union and elected by the employees' representative congress, an employees' general meeting or any other form of democratic election.

Article 85 Except when cumulative voting is adopted, the shareholders' meeting shall vote on each resolution separately. Where more than one resolution is submitted on the same matter, voting shall be conducted in the chronological order in which the resolutions were submitted. Unless the shareholders' meeting is adjourned or prevented from adopting resolutions by force majeure or other exceptional circumstances, no resolution shall be shelved or left unvoted upon.

Article 86 During deliberation at the shareholders' meeting, no resolution may be amended. Any change shall be deemed a new resolution and shall not be put to a vote at the same meeting.

Article 87 Each voting right may be exercised through only one of the following methods: on-site, electronic, or other means. In the event of duplicate votes cast by the same voting right, only the first vote received shall count.

Article 88 Voting at the shareholders' meeting shall be conducted by recorded ballot.

Article 89 Before voting on any resolution, the shareholders' meeting shall appoint two shareholder representatives to conduct the counting and scrutinizing of votes. Where the matter under consideration involves a connected shareholder, that shareholder (and any proxy appointed by that shareholder) may not participate in counting or scrutinizing the votes.

When voting on any resolution at the shareholders' meeting, the counting and scrutinizing of votes shall be carried out jointly by the shareholder representatives and such other relevant persons as are required to be appointed under the securities regulatory rules of the place where the Company's shares are listed, in accordance with those rules. The result of the vote shall be announced on the spot and recorded in the minutes.

Shareholders (or their proxies) who vote via electronic or any other means shall be entitled to verify their voting results through the relevant voting system.

Article 90 The on-site session of a shareholders' meeting may not conclude earlier than the electronic or other voting channels. The presider shall announce the voting results for each resolution and, on that basis, declare whether the resolution has been passed.

Until the voting results are formally announced, the Company, the vote-counters, the scrutineers, the principal shareholders, the network-service provider(s), and all other relevant parties involved in the on-site, electronic or other voting channels are under a duty of confidentiality regarding the voting information.

Article 91 Every shareholder present at the shareholders' meeting must indicate on the ballot one of the following positions on each submitted resolution: "For", "Against" or "Abstain". This requirement does not apply to securities depository and clearing organizations acting as the nominee holder for shares traded under the Mainland-Hong Kong Stock Connect, or to recognized clearing houses (or their nominees) acting as the nominee holder as defined in the applicable rules of Hong Kong laws effective from time to time, which shall cast their votes in accordance with the instructions of the beneficial owners.

Any ballot that is blank, incorrectly completed, illegible, or unsubmitted is deemed to represent an abstention by the voter, and the shares represented by that ballot shall be counted as "Abstain".

Article 92 If the presider has any doubt about the outcome of a resolution put to a vote, the presider may order a recount of the ballots. If the presider does not order a recount, any shareholder or proxy present at the meeting who objects to the result announced by the presider has the right to demand a recount immediately after announcement of the voting results, and the presider must then arrange a recount without delay.

Article 93 Resolutions of the shareholders' meeting shall be publicly announced promptly in accordance with applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. The announcement must state the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of the Company's total voting shares, the voting methods used, the voting results for each resolution, and the full text of every resolution adopted.

Article 94 If a proposal is rejected, or if the current shareholders' meeting alters a resolution adopted by the previous shareholders' meeting, a special note shall be made in the announcement of the resolutions of the shareholders' meeting.

Article 95 Where the shareholders' meeting approves a proposal for the election of non-employee directors, the newly elected non-employee directors shall take office upon the adoption of the resolution.

Article 96 If the shareholders' meeting approves a proposal on cash dividends, bonus shares, or capitalization of capital reserves into share capital, the Company shall implement the plan within two months after the conclusion of the meeting.

CHAPTER 5 BOARD OF DIRECTORS

Section 1 Directors

Article 97 The directors of the Company shall be natural persons. The following persons may not serve as a director of the Company:

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

(II) A person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or damaging the social economic order, or who has been deprived of his political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served; or who has been sentenced to probation, where less than 2 years have lapsed since the expiration date of the probation period;

(III) A person who is a former director, factory manager or manager of a company or an enterprise which has become insolvent and has been liquidated and who is personally liable for the insolvency of such company or enterprise, and where less than 3 years have elapsed since the date of completion of the insolvency and liquidation of such company or enterprise;

(IV) A person who is a former legal representative of a company or an enterprise the business license of which was revoked and ordered to close down due to violation of law and who is personally liable for such violation, where less than 3 years have elapsed since the date of the revocation of business license or closure of such company or enterprise;

(V) A person who has a relatively large amount of debts which have become overdue and who has been listed by a People's Court as a person subject to dishonesty enforcement;

(VI) A person who is subject to a securities-market entry ban imposed by the China Securities Regulatory Commission, the stock exchange on which the Company's shares are listed, or any other regulatory authority, and the ban period has not expired;

(VII) A person who has been publicly deemed unsuitable to serve as a director or senior management member of a listed company by a stock exchange, and the disqualification period has not expired;

(VIII) A person who is otherwise disqualified under other provisions of laws, administrative regulations, departmental rules, or the securities regulatory rules of the place where the Company's shares are listed.

Any election, appointment or engagement of a director made in contravention of this Article shall be null and void. If a director falls within any of the above circumstances while in office, the Company shall remove that director and terminate his/her duties immediately.

Article 98 Non-employee directors shall be elected or replaced, or removed before the expiry of their term by the shareholders' meeting. The term of office for a director is three years, and a director may serve consecutive terms if re-elected.

A director's term commences on the date he/she takes office and expires at the end of the current term of the Board of Directors. If the election of new directors is not completed upon the expiry of their term, the outgoing directors shall continue to perform their duties as directors in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association until the newly elected directors take office.

Any person appointed by the Board of Directors to fill a casual vacancy or as an additional director shall hold office only until the first annual shareholders' meeting following his/her appointment and shall then be eligible for re-election.

Directors may concurrently hold senior management positions; however, the total number of directors who concurrently serve as senior management members together with any employee-representative directors shall not exceed one-half of the total number of directors on the Board of Directors.

Article 99 Directors shall comply with applicable laws, administrative regulations and the Articles of Association, owe a duty of loyalty to the Company, take steps to avoid any conflict between their personal interests and the interests of the Company, and must not exploit their powers for improper gain.

Directors owe the following duties of loyalty to the Company:

(I) Not to misappropriate or embezzle any property or funds of the Company;

(II) Not to deposit the Company's funds in accounts opened in their own names or in the name of any other individual;

(III) Not to engage in bribery or accept any other illegal income by taking advantage of their powers;

(IV) Not to enter into, directly or indirectly, any contract or transaction with the Company unless they have reported the matter to the Board of Directors or the shareholders' meeting and the contract or transaction has been approved by the Board of Directors or the shareholders' meeting in accordance with the Articles of Association;

(V) Not to take advantage of their positions to seek for themselves or others business opportunities that belong to the Company, except where such opportunities are reported to the Board of Directors or the shareholders' meeting and approved by resolution of the shareholders' meeting, or where the Company is unable to make use of such business opportunities in accordance with applicable 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 operate, on their own behalf or on behalf of others, any business that competes with the Company's business unless they have reported such activity to the Board of Directors or the shareholders' meeting and it has been approved by resolution of the shareholders' meeting;

(VII) Not to accept for themselves any commission arising from transactions between others and the Company;

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

(IX) Not to harm the interests of the Company by taking advantage of their connected relationships;

(X) To observe any other duty of loyalty prescribed by applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any income obtained by a director in violation of this Article shall be surrendered to the Company, and the director shall be liable for compensation for any loss thereby caused to the Company.

The provisions of Item (IV) of Paragraph 2 of this Article shall apply to the close relatives of directors or senior management members, enterprises directly or indirectly controlled by directors or senior management members or their close relatives and any other connected persons having other relationships with directors or senior management members who enter into contracts or conduct transactions with the Company.

Article 100 Directors shall comply with applicable laws, administrative regulations and the Articles of Association, owe a duty of diligence to the Company, and, in discharging their duties, shall exercise the reasonable care ordinarily expected of a prudent manager in the best interests of the Company.

Directors owe the following duties of diligence to the Company:

(I) Exercise the rights granted by the Company with prudence, diligence and care so as to ensure that the Company's business conduct complies with national laws, administrative regulations and relevant economic policies, and that its commercial activities do not exceed the scope of business specified in its business license;

(II) Treat all shareholders fairly;

(III) Keep themselves promptly informed of the Company's business operations and management;

(IV) Provide a signed written confirmation of the Company's periodic reports, ensuring that the information disclosed by the Company is true, accurate and complete;

(V) Truthfully furnish the Audit Committee with relevant information and materials and refrain from hindering the Audit Committee in the exercise of its powers;

(VI) Comply with any other duties of diligence prescribed by applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 101 If a director fails to attend two consecutive Board meetings in person and also fails to appoint another director as proxy, the director shall be deemed unable to perform his/her duties, and the Board of Directors shall recommend to the shareholders' meeting that the director be removed. Where permitted by the securities regulatory rules of the place where the Company's shares are listed, the aforesaid director may attend or participate in meetings via the internet, video, telephone or any other means of equivalent effectiveness.

Article 102 A director may resign before the expiry of his/her term. The resignation shall be made in a written notice delivered to the Company and shall take effect on the date the notice is received by the Company.

If the resignation of a director results in the number of Board members falling below the statutory minimum, the resigning director shall continue to perform his/her duties in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association until the newly elected director takes office.

Article 103 Upon the effective date of resignation or the expiry of a director's term, the director shall complete all hand-over procedures with the Board of Directors. The director's duty of loyalty owed to the Company and its shareholders does not automatically cease upon the end of his/term and shall remain in force for the reasonable period specified in the Articles of Association. The obligation to maintain the confidentiality of the Company's trade secrets shall continue indefinitely after the director leaves office until such secrets become public information. Any liability arising from the performance of the director's duties during his/her tenure shall not be released or terminated by resignation or the expiry of the term.

Article 104 Unless otherwise provided by applicable laws, administrative regulations or the securities regulatory rules of the place where the Company's shares are listed, shareholders may, by ordinary resolution passed at a shareholders' meeting, remove any director before the expiry of his/her term; such removal shall take effect on the date the resolution is passed.

Where a director is removed without just cause before the expiry of his/her term, the director may claim compensation from the Company.

Article 105 No director may act on behalf of the Company or the Board of Directors in his/her personal capacity unless specified under the Articles of Association or legally authorized by the Board of Directors. When a director acts in a personal capacity under circumstances in which a reasonable third party would believe the director is acting on behalf of the Company or the Board of Directors, the director must declare in advance his/her position and identity.

Article 106 If, in the performance of his/her duties, a director causes damage to any third party, the Company shall be liable for compensation; where the director acted intentionally or with gross negligence, the director shall also be liable for compensation.

If, in the performance of his/her duties, a director violates any provision of applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, thereby causing loss to the Company, the director shall be liable for compensation.

Article 107 Independent non-executive directors shall perform their duties in accordance with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed.

Section 2 Board of Directors

Article 108 The Company shall have a Board of Directors, which is accountable to the shareholders' meeting.

Article 109 The Board of Directors shall consist of eight directors and shall have one chairman, who shall be elected by a simple majority of all directors.

Article 110 The Board of Directors shall exercise the following powers:

(I) Convene shareholders' meetings and report to shareholders' meetings;

(II) Implement resolutions of the shareholders' meeting;

(III) Determine the Company's business plans and investment proposals;

(IV) Formulate the Company's profit-distribution and loss-recovery plans;

(V) Formulate plans for increasing or reducing the registered capital, issuing bonds or other securities, and listing of the Company;

(VI) Prepare proposals for major acquisitions, repurchases of the Company's own shares, mergers, divisions, dissolution, or changes in corporate form, and resolve to repurchase the Company's shares under the circumstances set out in Items (III), (V) and (VI) of Article 26 of the Articles of Association;

(VII) Within the scope authorized by the shareholders' meeting and in accordance with the securities regulatory rules of the place where the Company's shares are listed, decide on external investments, acquisitions or disposals of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, donations and other similar matters;

(VIII) Determine the establishment of the Company's internal management structures;

(IX) Appoint or dismiss the general manager, the secretary to the Board of Directors and other senior management members, and determine their remuneration, rewards and penalties; and, upon nomination by the general manager, appoint or dismiss the chief financial officer and other senior management members, and determine their remuneration, rewards and penalties;

(X) Formulate the Company's basic management systems;

(XI) Prepare amendments to the Articles of Association;

(XII) Manage information disclosure of the Company;

(XIII) Propose to the shareholders' meeting the appointment or replacement of the accounting firm that audits the Company;

(XIV) Receive reports from the general manager and review his/her performance;

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

Where any of the above matters to be decided by the Board of Directors, or any transaction or arrangement of the Company, is required under the securities regulatory rules of the place where the Company's shares are listed to be submitted to the shareholders' meeting for consideration, such matter shall be submitted to the shareholders' meeting for consideration.

Article 111 The Company's Board of Directors shall provide an explanation to the shareholders' meeting regarding the modified audit opinion issued by the certified public accountants on the Company's financial report.

Article 112 The Board of Directors shall formulate rules of procedure for Board meetings to ensure the implementation of resolutions of the shareholders' meeting, improve work efficiency, and guarantee scientific decision-making.

Article 113 The Board of Directors shall determine the approval authorities for matters such as external investments, acquisition and disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, and external donations, and establish strict review and decision-making procedures. For major investment projects, the Board of Directors shall organize evaluations by relevant experts and professionals, and submit them to the shareholders' meeting for approval. Without violating laws, regulations, or other provisions of the Articles of Association, the Company's Board of Directors shall exercise its approval authority over transactions in accordance with the rules of the Hong Kong Stock Exchange.

Article 114 The chairman shall exercise the following powers:

(I) Preside over shareholders' meetings and convene and preside over Board meetings;

(II) Supervise and inspect the implementation of Board resolutions; and

(III) Exercise any other powers prescribed by applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or conferred by the Board of Directors.

Article 115 If the chairman is unable or fails to perform his/her duties, a director elected by a majority of the directors shall perform such duties.

Article 116 The Board of Directors shall hold at least four meetings each year, convened by the chairman, with written notice given to all directors at least 14 days before the meeting. The notice period specified above may be waived with the consent of all directors.

Article 117 A shareholder representing ten percent or more of the voting rights, more than one-third of the directors, the chairman, or the Audit Committee may propose the convening of an interim Board meeting. The chairman shall convene and preside over such meeting within 10 days of receiving the proposal.

Article 118 For an interim Board meeting, written notice shall be given to all attendees at least five days before the meeting. The notice period specified above may be waived with the consent of all directors.

If the circumstances are urgent and an interim Board meeting must be convened promptly, notice may be given at any time by telephone or other oral means; the convener shall, however, provide an explanation at the meeting.

Article 119 The notice of a Board meeting shall include the following:

(I) The date and venue of the meeting;

(II) The duration of the meeting;

(III) The reasons for and subjects of the meeting;

(IV) The format of the meeting; and

(V) The date on which the notice is issued.

An oral notice shall at minimum include the information referred to in Items (I) and (IV) above, together with an explanation of the urgent circumstances that require the prompt convening of an interim Board meeting.

Article 120 A Board meeting may be held only when more than one-half of all directors are present. Resolutions of the Board shall be adopted by a simple majority of all directors unless otherwise provided by applicable laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Each director is entitled to one vote on every resolution.

Article 121 If a director has a connected relationship with an enterprise or individual involved in the matter to be resolved at a Board meeting, the director shall promptly report such connected relationship to the Board of Directors in writing. Such connected director may neither vote on the relevant resolution nor exercise voting rights on behalf of any other director. The Board meeting may be convened if more than one-half of the non-connected directors are present, and any resolution shall be adopted by a simple majority of the non-connected directors. If fewer than three non-connected directors attend the meeting, the matter shall be submitted to the shareholders' meeting for consideration. Where the Hong Kong Listing Rules provide otherwise, such rules shall prevail.

Article 122 Resolutions of the Board shall be voted on by a show of hands, recorded ballot, or any other method.

Board meetings shall, as a rule, be held as an on-site meeting. When necessary, and provided that every director can fully express his/her views, the meeting may also be conducted by video, telephone, facsimile, written circular resolution, or any similar means, with the consent of the convener and the proposer. A Board meeting may likewise be held by combining in-person attendance with any of the foregoing methods.

Where a Board meeting is held off site, the number of the directors present is calculated according to the directors present in the video, the directors expressing opinions in the teleconference, the number of valid votes including faxes or emails received within the specified period, or the written confirmations of attendance submitted by the directors after the meeting.

Directors shall sign on the Board resolutions and shall be accountable for the Board resolutions. If any resolution contravenes applicable laws, regulations, or the Articles of Association and causes loss to the Company, the directors who voted in favor of such resolution shall be liable for compensation. A director who proves that he/she objected to the resolution during the vote and whose objection is recorded in the minutes may be exempted from such liability.

Article 123 Directors shall attend Board meetings in person. If a director is unable to attend for any reason, he/she may appoint another director as proxy in writing. If an independent non-executive director is unable to attend in person, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another independent non-executive director as proxy in writing. The instrument of proxy shall state the name of the proxy, the matters to be represented, the scope of authority, the period of validity, and shall be signed or sealed by the appointing director. The proxy director shall exercise the rights of a director within the scope of the authorization. A director who neither attends the meeting nor appoints a proxy shall be deemed to have waived his/her voting rights at that meeting.

Article 124 The Board of Directors shall prepare minutes of the decisions made on the matters discussed at each Board meeting, and the directors present shall sign the minutes.

The minutes shall be retained as company archives for no less than ten years.

Article 125 The minutes of a Board meeting shall include the following:

(I) The date, venue, and convener's name of the meeting;

(II) The names of the directors present and of any directors attending as proxies;

(III) The agenda of the meeting;

(IV) The key points of each director's remarks;

(V) The voting method and outcome for every resolution (specifying the number of votes for, against, and abstained); and

(VI) Any other matters that the attending directors consider necessary to record.

Section 3 Special Committees under the Board of Directors

Article 126 The Company shall establish an Audit Committee under the Board of Directors, which shall exercise the powers and functions of the board of supervisors as prescribed by the Company Law.

Article 127 The Audit Committee shall consist of at least three members, the majority of whom shall be independent non-executive directors and the chairperson shall be an independent non-executive director. The specific composition, qualifications and other requirements shall comply with applicable laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.

Article 128 A meeting of the Audit Committee may be convened only when at least two-thirds of its members are present.

Resolutions of the Audit Committee shall be adopted by a simple majority of its members.

Each member of the Audit Committee is entitled to one vote on every resolution.

Minutes shall be prepared for every resolution of the Audit Committee in accordance with the applicable requirements, and the members present at the meeting shall sign the minutes.

The Board of Directors shall be responsible for formulating the rules of procedure governing the work of the Audit Committee.

Article 129 The Board of Directors of the Company shall establish nomination, remuneration and appraisal committees, as well as other specialized committees. The composition, qualification requirements and other relevant matters shall comply with the provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed. These specialized committees shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the specialized committees shall be submitted to the Board of Directors for deliberation and decision. The detailed working rules of other specialized committees shall be formulated by the Board of Directors.

CHAPTER 6 SENIOR MANAGEMENT MEMBERS

Article 130 The Company shall have one general manager, who shall be appointed or removed by the Board of Directors.

The general manager, the chief financial officer, and the secretary to the Board of Directors shall be senior management members of the Company.

Article 131 The provisions of the Articles of Association regarding the circumstances under which a person may not serve as a director shall also apply to senior management members.

The provisions of the Articles of Association regarding the fiduciary duties and diligence duties of directors shall also apply to senior management members.

Article 132 Senior management members of the Company shall only receive salaries from the Company and shall not be paid by the controlling shareholder.

Article 133 The term of office of the general manager shall be three years, and he/she may be reappointed upon re-election.

Article 134 The general manager shall be accountable to the Board of Directors and shall exercise the following powers:

(I) Preside over the production, operation and management of the Company, organize the implementation of Board resolutions, and report work to the Board of Directors;

(II) Organize the implementation of the Company's annual business plan and investment proposals;

(III) Formulate the plan for the establishment of the Company's internal management structure;

(IV) Formulate the Company's basic management system;

(V) Establish specific rules and regulations of the Company;

(VI) Propose to the Board of Directors the appointment or removal of the chief financial officer;

(VII) Decide on the appointment or removal of managerial personnel other than those to be appointed or removed by the Board of Directors;

(VIII) Other powers conferred by the Articles of Association or the Board of Directors.

Article 135 The general manager shall formulate the detailed rules for the work of the general manager, which shall be implemented after approval by the Board of Directors.

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

(I) Conditions, procedures, and participants for convening general manager meetings;

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

(III) The authority regarding the use of the Company's funds and assets, the signing of material contracts, and the reporting system to the Board of Directors;

(IV) Other matters deemed necessary by the Board of Directors.

Article 136 The general manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labor contract between the general manager and the Company.

Article 137 The Company shall have a secretary to the Board of Directors, who shall be responsible for the preparation of shareholders' meetings and Board meetings, the safekeeping of documents, and the management of the Company's shareholder information, as well as handling information disclosure matters (if applicable).

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

Article 138 If a senior management member, in the performance of his/her duties, causes damage to others, the Company shall bear the liability for compensation; if such senior management member is found to have committed willful misconduct or gross negligence, he/she shall also bear liability for compensation.

If a senior management member, in the performance of his/her duties, violates laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association, thereby causing losses to the Company, he/she shall bear liability for compensation.

Article 139 Senior management members of the Company shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders. If a senior management member of the Company fails to faithfully perform his/her duties or breaches the duty of good faith, thereby causing losses to the interests of the Company or the public shareholders, he/she shall bear liability for compensation in accordance with the law.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION

Section 1 Financial and Accounting System

Article 140 The Company shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of relevant state authorities, formulate the financial and accounting system of the Company. Where otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 141 The Company's accounting year shall adopt the Gregorian calendar year, i.e., commencing on January 1 and ending on December 31 of each calendar year.

Article 142 The Company shall, in accordance with relevant laws and regulations, the provisions of the CSRC, and the securities regulatory rules of the place where the Company's shares are listed, prepare, submit, and disclose annual reports, interim reports, and other financial and accounting reports.

Article 143 The Company shall not establish accounting books other than statutory accounting books. The Company's funds shall not be deposited in accounts opened in the name of any individual.

Article 144 When distributing profits after tax for the current year, the Company shall allocate 10% of such profits to the statutory reserve of the Company. When the accumulated statutory reserve reaches more than 50% of the Company's registered capital, no further allocation is required.

Where the statutory reserve of the Company is insufficient to cover the losses of previous years, the current year's profits shall first be used to cover such losses before allocation to the statutory reserve in accordance with the preceding paragraph.

After allocating the statutory reserve from after-tax profits, the Company may, pursuant to a resolution of the shareholders' meeting, also allocate a discretionary reserve from after-tax profits.

The remaining after-tax profits of the Company, after making up losses and allocating reserves, shall be distributed in proportion to the shareholdings of the shareholders, except as otherwise provided in the Articles of Association.

Where the shareholders' meeting distributes profits to shareholders in violation of the Company Law, such shareholders shall return the unlawfully distributed profits to the Company; if losses are caused to the Company, the shareholders, as well as the directors and senior management members who are held liable, shall bear liability for compensation.

Shares of the Company held by the Company itself shall not participate in profit distribution.

Article 145 The Company's reserves shall be used to cover the Company's losses, expand the Company's production and operations, or be converted into an increase of the Company's registered capital.

When reserves are used to cover the Company's losses, discretionary reserves and statutory reserves shall be used first; if still insufficient, the capital reserve may be used in accordance with the provisions.

When the statutory reserve is converted into registered capital, the balance of such reserve shall not be less than 25% of the Company's registered capital prior to the conversion.

Article 146 The shareholders' meeting shall, in accordance with the law and regulations, vote on profit distribution proposals. After the shareholders' meeting has made a resolution on a profit distribution plan, the Board of Directors of the Company shall complete the distribution of dividends (or shares) within two months after the shareholders' meeting is convened.

Article 147 The Company's profit distribution policy shall be to distribute profits in the form of cash, shares, a combination of cash and shares, or in other manners permitted by laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed.

Article 148 The order of profit distribution of the Company shall be that, where conditions for cash dividend distribution are met, cash dividends shall be given priority.

Article 149 When the Company intends to implement cash dividends, the following conditions shall be simultaneously satisfied:

(I) The distributable net profit realized by the Company in the current year or half-year (i.e., the net profit remaining after covering losses and allocating reserves) is positive, and the cash flow is sufficient, such that the implementation of cash dividends will not affect the Company's ongoing operations;

(II) The Company's accumulated distributable profit is positive;

(III) The auditing institution has issued a standard unqualified audit report on the Company's financial statements for the current year;

(IV) The Company has no major investment plans or significant cash expenditure (except for projects funded by raised proceeds).

Article 150 If the conditions for cash dividends are not met, the Company may distribute profits in the form of shares. When distributing profits in the form of shares, the Board of Directors of the Company shall formulate the distribution plan with comprehensive consideration of the Company's growth and the dilution effect on net assets per share.

Article 151 The annual profit distribution proposal of the Company shall be proposed and formulated by the chairman of the Board of Directors in accordance with the Articles of Association, the profitability, funding needs, and shareholder return planning, and, after review and approval by the Board of Directors and the Audit Committee, be submitted to the shareholders' meeting for approval.

Article 152 The Audit Committee shall supervise the implementation by the Board of Directors of the Company's profit distribution policy and shareholder return planning, as well as the decision-making procedures thereof.

Section 2 Engagement of Accounting Firm

Article 153 The Company shall engage an accounting firm that complies with relevant state regulations and the securities regulatory rules of the place where the Company's shares are listed to conduct an audit of the Company's financial statements, verification of net assets, and other related consulting services. The term of engagement shall be one year and may be renewed.

Article 154 The engagement or dismissal of an accounting firm shall be decided by the shareholders' meeting. The Board of Directors shall not appoint an accounting firm before a resolution of the shareholders' meeting has been made.

Article 155 The Company shall ensure that it provides the engaged accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports, and other accounting data, and shall not refuse, conceal, or provide false information.

Article 156 The audit fees of the accounting firm shall be decided by the shareholders' meeting.

Article 157 Where the Company dismisses or decides not to renew the engagement of the accounting firm, the Company shall notify the accounting firm in advance 30 days prior to such decision. When the shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to state its opinion.

Where the accounting firm resigns, it shall state to the shareholders' meeting whether there are any improprieties in the Company.

CHAPTER 8 NOTICES

Article 158 Notices of the Company shall be delivered in the following forms:

(I) By personal delivery;

(II) By facsimile;

(III) By letter;

(IV) By email;

(V) By public announcement (including publication on the Company's designated website and the website of the Hong Kong Stock Exchange, subject to compliance with applicable laws, regulations, and the regulatory rules of the stock exchange on which the Company's shares are listed);

(VI) Other forms recognized by the securities regulatory authorities of the place where the Company's shares are listed or prescribed by the Articles of Association.

Where a notice issued by the Company is made in the form of a public announcement, such notice shall be deemed to have been received by all relevant parties once it is announced. Where otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 159 For the purpose of the Company providing or sending corporate communications (as defined under the Hong Kong Listing Rules) to holders of overseas listed shares in accordance with the requirements of the Hong Kong Listing Rules, and subject to compliance with the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, such corporate communications may be provided or sent to the holders of overseas listed shares via the Company's designated website and/or the website of Hong Kong Stock Exchange, or through electronic means.

Article 160 Subject to compliance with laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, notices of the shareholders' meeting of the Company may be given by public announcement on the Company's website and the website of the Hong Kong Stock Exchange, or by other means prescribed in the Articles of Association.

Article 161 Notices of meetings of the Board of Directors of the Company shall be given by means of personal delivery, facsimile, letter, or email.

Article 162 Where a notice of the Company is delivered by personal delivery, the date of service shall be the date on which the recipient signs (or stamps) the receipt of delivery; where a notice is delivered by mail, the date of service shall be the fifth business day after it is delivered to the post office; where a notice is delivered by facsimile, the date of service shall be the date of transmission; where a notice is delivered by email, the date of service shall be the date on which the email is successfully sent to the recipient's designated email address; where a notice is delivered by public announcement, the date of service shall be the date on which the first announcement is published.

Article 163 Where the relevant provisions of the securities regulatory rules of the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish, or otherwise provide corporate documents in both English and Chinese, the Company may, if proper arrangements have been made to ascertain the preference of shareholders regarding the receipt of English version only or Chinese version only, and to the extent permitted by applicable laws and regulations and in accordance with applicable laws and regulations, provide such shareholders with the English version only or the Chinese version only (according to the stated preference of the shareholders).

Article 164 The accidental omission to give a meeting notice to any person entitled to receive such notice, or the failure of such person to receive a meeting notice, shall not invalidate the meeting or any resolution adopted at such meeting.

Article 165 The Company shall issue announcements and disclose information to holders of domestic unlisted shares through information disclosure media prescribed by laws and regulations or meeting the conditions specified by the CSRC or other domestic securities regulatory authorities. Where announcements are required to be made to holders of overseas listed shares, such announcements shall simultaneously be published in accordance with the methods permitted by the securities regulatory rules of the place where the Company's shares are listed.

The Board of Directors shall have the authority to adjust the media for information disclosure of the Company, provided that the adjusted information disclosure media comply with the relevant qualifications and conditions under applicable laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed.

CHAPTER 9 MERGER, DIVISION, INCREASE OR REDUCTION OF CAPITAL, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Division, Increase and Reduction of Capital

Article 166 The Company may merge by way of absorption or by way of a new establishment.

Where one company absorbs another, such merger shall be an absorption merger, and the absorbed company shall be dissolved. Where two or more companies merge to establish a new company, such merger shall be a new establishment merger, and all parties to the merger shall be dissolved.

Article 167 Where the consideration paid in a merger by the Company does not exceed 10% of the net assets of the Company, such merger may be effected without a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association.

Where the Company merges in accordance with the preceding paragraph without a resolution of the shareholders' meeting, a resolution of the Board of Directors shall be required.

Where laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 168 For a merger, the parties shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. Within 10 days from the date of the merger resolution, the Company shall notify its creditors, and within 30 days shall publish an announcement in the newspaper designated by the Company or through the National Enterprise Credit Information Publicity System. Creditors may, within 30 days from the date of receipt of the notice or, if notice has not been received, within 45 days from the date of the announcement, request the Company to settle its debts or provide corresponding security.

Article 169 Upon a merger, the rights and obligations of the parties to the merger shall be assumed by the surviving company or the newly established company.

Article 170 Where the Company is divided, its assets shall be correspondingly apportioned.

For a division, the Company shall prepare a balance sheet and an inventory of assets. Within 10 days from the date of the division resolution, the Company shall notify its creditors, and within 30 days shall publish an announcement in the newspaper designated by the Company or through the National Enterprise Credit Information Publicity System.

Article 171 Debts of the Company incurred prior to a division shall be jointly and severally borne by the companies after the division, unless otherwise agreed in writing between the Company and its creditors prior to the division in respect of debt repayment.

Article 172 Where the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.

Within 10 days from the date of the resolution of the shareholders' meeting to reduce registered capital, the Company shall notify its creditors, and within 30 days shall publish an announcement in the newspaper designated by the Company or through the National Enterprise Credit Information Publicity System. Creditors may, within 30 days from the date of receipt of the notice or, if notice has not been received, within 45 days from the date of the announcement, request the Company to settle its debts or provide corresponding security.

When reducing registered capital, the Company shall reduce the contributions or shares held by shareholders in proportion to their shareholding, unless otherwise provided by laws or the Articles of Association.

Article 173 Where the Company still has losses after making up such losses in accordance with paragraph 2 of Article 145 of the Articles of Association, it may reduce its registered capital to cover the losses. When reducing registered capital to cover losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from the obligation to pay contributions or subscription funds.

Where registered capital is reduced in accordance with the preceding paragraph, the provisions of paragraph 2 of Article 172 of the Articles of Association shall not apply; however, an announcement shall be published in a newspaper or through the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution of the shareholders' meeting to reduce registered capital.

After reducing registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the statutory reserve fund and discretionary reserve fund together have reached 50% of the Company's registered capital.

Article 174 Where registered capital is reduced in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received, and any reduction or exemption of shareholders' contributions shall be restored. Where losses are caused to the Company, the shareholders and the responsible directors and senior management members shall bear liability for compensation.

Article 175 Where the Company merges or divides, if any change occurs to the registration items, the Company shall apply to the company registration authority for modification of registration in accordance with the law. If the Company is dissolved, it shall apply for deregistration in accordance with the law. If a new company is established, it shall apply for company registration in accordance with the law.

Where the Company increases or reduces its registered capital, it shall apply to the company registration authority for modification of registration in accordance with the law.

Section 2 Dissolution and Liquidation

Article 176 The Company shall be dissolved under any of the following circumstances:

(I) the expiration of the business term specified in the Articles of Association or the occurrence of other dissolution events as provided in the Articles of Association;

(II) a resolution of dissolution adopted by the shareholders' meeting;

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

(IV) revocation of the business license, being ordered to close down, or being deregistered in accordance with the law;

(V) where the Company experiences serious difficulties in its operation and management, and the continuation of its existence would cause substantial losses to shareholders' interests, and such difficulties cannot be resolved through other means, shareholders holding more than 10% of the voting rights of the Company may appeal to the People's Court for dissolution of the Company.

Where any of the dissolution circumstances as provided in the preceding paragraph arise, the Company shall, within 10 days, disclose the cause of dissolution through the National Enterprise Credit Information Publicity System.

Article 177 Where the circumstances in Item (I) or Item (II) of Article 176 of the Articles of Association occur, and the Company has not yet distributed its assets to shareholders, the Company may continue its existence by amending the Articles of Association or by a resolution of the shareholders' meeting.

Any amendment to the Articles of Association or resolution of the shareholders' meeting made pursuant to the preceding paragraph shall be adopted by shareholders representing more than two-thirds of the voting rights present at the shareholders' meeting.

Article 178 Where the Company is dissolved in accordance with Item (I), Item (II), Item (IV), or Item (V) of Article 176 of the Articles of Association, liquidation shall be carried out. The directors, as liquidation obligors of the Company, shall, within 15 days from the occurrence of the dissolution cause, establish a liquidation committee to conduct liquidation.

The liquidation committee shall be composed of directors, unless otherwise provided in the Articles of Association or otherwise resolved by the shareholders' meeting to appoint other persons.

Where liquidation obligors fail to perform liquidation obligations in a timely manner, thereby causing losses to the Company or its creditors, they shall bear liability for compensation.

Article 179 During the liquidation period, the liquidation committee shall exercise the following powers:

(I) To liquidate the assets of the Company and prepare a balance sheet and an inventory of assets;

(II) To notify and announce to creditors;

(III) To handle the Company's outstanding business related to liquidation;

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

(V) To settle claims and debts;

(VI) To distribute the remaining assets of the Company after the settlement of debts;

(VII) To represent the Company in civil litigation activities.

Article 180 The liquidation committee shall, within 10 days from its establishment, notify creditors, and within 60 days publish an announcement in the newspaper designated by the Company or through the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days from the date of receipt of notice or, if notice has not been received, within 45 days from the date of announcement, declare their claims to the liquidation committee.

When declaring claims, creditors shall explain the relevant matters of their claims and provide supporting materials. The liquidation committee shall register the claims.

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

Article 181 After liquidating the Company's assets and preparing the balance sheet and the inventory of assets, the liquidation committee shall formulate a liquidation plan, which shall be submitted to the shareholders' meeting or the People's Court for confirmation.

The Company's assets, after paying liquidation expenses, employee wages, social insurance expenses, statutory compensation, and outstanding taxes, and settling the Company's debts, shall be distributed to shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist, but shall not carry out business activities unrelated to liquidation. No distribution shall be made to shareholders until the debts have been settled in accordance with the preceding paragraph.

Article 182 Where, after liquidating the Company's assets and preparing the balance sheet and the inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to cover its debts, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law.

Upon acceptance of the bankruptcy application by the People's Court, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 183 After completion of the liquidation, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the People's Court for confirmation, and file it with the company registration authority to apply for deregistration of the Company.

Article 184 Members of the liquidation committee shall fulfill their fiduciary duty and duty of diligence in performing liquidation responsibilities.

Where a member of the liquidation committee neglects his/her duties and causes losses to the Company, he/she shall bear liability for compensation. Where a member intentionally or with gross negligence causes losses to creditors, he/she shall bear liability for compensation.

Article 185 Where the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER 10 AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 186 The Company shall amend the Articles of Association under any of the following circumstances:

(I) where, after any amendment to the Company Law or relevant laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed, the provisions of the Articles of Association conflict with such amended laws or administrative regulations;

(II) where there is a change in the circumstances of the Company, resulting in inconsistency with matters recorded in the Articles of Association;

(III) where the shareholders' meeting resolves to amend the Articles of Association.

Article 187 Where any amendment to the Articles of Association as resolved by the shareholders' meeting is subject to approval by the competent authority, it shall be submitted to the competent authority for approval; where the amendment involves matters relating to the registration of the Company, the change of registration shall be handled in accordance with the law.

Article 188 The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the shareholders' meeting and the approval opinions of the competent authority.

Article 189 Where any amendment to the Articles of Association constitutes information required by laws, regulations, or the Hong Kong Listing Rules to be disclosed, the Company shall make an announcement in accordance with the relevant provisions.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 190 The expressions "more than" and "within" shall include the number referred to; while the expressions "over", "exceed", "less than", and "below" shall not include the number referred to.

Article 191 Definitions

(I) Controlling shareholder refers to a shareholder whose shareholding accounts for more than 50% of the total share capital of the Company; or, although the shareholding is less than 50%, the voting rights attached to the shares held by such shareholder are sufficient to exert significant influence over the resolutions of the shareholders' meeting. Where the Hong Kong Listing Rules provide otherwise regarding the definition of a controlling shareholder, such provisions shall prevail.

(II) De facto controller refers to a natural person, legal person, or other organization that, through investment relationships, agreements, or other arrangements, is able to actually control the conduct of the Company.

(III) Connected relationship refers to the relationship between the Company's controlling shareholder, de facto controller, directors, or senior management members and enterprises directly or indirectly controlled by them, as well as other relationships that may result in the transfer of the Company's interests. However, enterprises under state control shall not be deemed to have a connected relationship solely by virtue of being under state control. For the purpose of the Articles of Association, the meaning of "connected transactions" includes "connected transactions" as defined under the Hong Kong Listing Rules; "connected persons" includes "connected persons" as defined under the Hong Kong Listing Rules; and "connected relationship" includes "connected relationship" as defined under the Hong Kong Listing Rules.

Article 192 The Board of Directors may, in accordance with the provisions of the Articles of Association, formulate bylaws. Such bylaws shall not conflict with the provisions of the Articles of Association.

Article 193 For matters not covered in the Articles of Association, the relevant provisions of the laws, regulations, regulatory documents, and securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules and the Hong Kong Securities and Futures Ordinance) shall apply. Where the Articles of Association conflict with the laws, regulations, regulatory documents, or securities regulatory rules of the place where the Company's shares are listed that are promulgated in the future, the relevant laws, regulations, regulatory documents, and securities regulatory rules of the place where the Company's shares are listed shall prevail, and the Articles of Association shall be amended accordingly and submitted to the shareholders' meeting for consideration and approval.

Article 194 The Articles of Association shall be adopted by special resolution of the shareholders' meeting of the Company and shall become effective and be implemented from the date on which the Company's H Shares are listed and traded on the Main Board of the Hong Kong Stock Exchange. From the effective date of the Articles of Association, the original articles of association of the Company shall automatically terminate.

Article 195 The Articles of Association are written in Chinese. Where versions in other languages or different versions are inconsistent with the Articles of Association, the latest Chinese version approved and registered by the market supervision and administration department shall prevail.

Article 196 The Articles of Association shall be interpreted by the Board of Directors of the Company.

Article 197 The appendices to the Articles of Association include, among others, the Rules of Procedure for Shareholders' Meetings and the Rules of Procedure for Board Meetings.