XIAMEN JIHONG CO., LTD
廈門吉宏科技股份有限公司

ARTICLES OF ASSOCIATION

September 2026

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ARTICLES OF ASSOCIATION OF XIAMEN JIHONG CO., LTD

CHAPTER I GENERAL PROVISIONS

Article 1 For the purposes of protecting the lawful rights and interests of Xiamen Jihong Co., Ltd (hereinafter the "**Company**") and its shareholders and creditors, as well as regulating the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and other relevant regulations.

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

The Company was established by the promoters by means of full conversion. The Company is registered with and has obtained its business license as a legal person from the Xiamen Municipal Administration for Market Regulation, with the unified social credit code: 913502007516215965.

Article 3 On 16 June 2016, the Company was approved by the China Securities Regulatory Commission (the "**CSRC**") under the approval document Zheng Jian Xu Ke [2016] No. 1306 to issue 29 million RMB-denominated ordinary shares to the public for the first time, and was listed on the Shenzhen Stock Exchange (the "**SZSE**") on 12 July 2016.

After filing with the CSRC on 24 January 2025 and receiving approval from The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") on 15 May 2025, the Company issued 67,910,000 overseas-listed foreign shares in Hong Kong (the "**H shares**"). The aforesaid H Shares were listed on the Hong Kong Stock Exchange on 27 May 2025.

Article 4 Registered Name: 廈門吉宏科技股份有限公司
English name: Xiamen Jihong Co., Ltd

Article 5 Domicile: No. 9 Putou Road, Dongfu Industry Park II, Haicang District, Xiamen
Postal code: 361027

Article 6 The registered capital of the Company is RMB457,916,788.

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

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

Where the chairman who serves as the legal representative resigns, such resignation shall be deemed as a simultaneous resignation from the position of legal representative.

Upon the resignation of the legal representative, the Company shall appoint a new legal representative within thirty days from the date of such resignation.

Article 9 Civil activities conducted by the legal representative in the name of the Company shall have legal consequences borne by the Company.

Any restrictions imposed by these Articles of Association or by the general meeting on the powers of the legal representative shall not be enforceable against a bona fide counterparty.

If the legal representative causes damage to others in the course of performing his or her duties, the Company shall bear civil liability. After assuming such civil liability, the Company may, in accordance with the law or these Articles of Association, seek recourse against the legal representative who is at fault.

Article 10 The total assets of the Company are divided into shares with equal value. The liability of each shareholder to the Company is limited to the shares subscribed by such shareholder. The Company shall be liable for its debts to the extent of its assets.

Article 11 From the effective date hereof, these Articles of Association shall become a legally binding document governing the organization and activities of the Company, and the relationship of rights and obligations between the Company and the shareholders and among the shareholders, and be legally binding on the Company and its shareholders, directors and senior management. A shareholder may bring an action against another shareholder or any director and any senior management of the Company, or the Company, and the Company may bring an action against any of its shareholders, directors and senior management, in each case, in accordance with these Articles of Association.

Article 12 For the purposes of these Articles of Association, senior management include the general manager, deputy general manager, secretary of the Board, and chief financial officer.

Article 13 The Company shall establish a communist party organization and carry out party-related activities in accordance with the provisions of the Constitution of the Communist Party of China. The Company shall provide the necessary venues, personnel and funding support for the Party organization to carry out its activities and ensure effective operations, include Party building expenses under administrative expenses, and support the development of facilities for Party-related activities.

CHAPTER II BUSINESS OBJECTIVES AND SCOPE

Article 14 The Company's business objective is to uphold quality as the guiding principle, efficiency as the driving force, and talent as the foundation.

Article 15 Upon lawful registration, the Company's scope of business is as follows: "General items: professional design services; software development; information technology consulting services; sales of Class I medical devices; sales of Class II medical devices; advertisement production; advertisement publication; advertisement design and agency; sales of packaging materials and products; manufacturing of plastic products; sales of plastic products; manufacturing of printing-specific equipment; manufacturing of specialized equipment (excluding permitted specialized equipment); repair of specialized equipment; production of labor protection supplies; online sales (excluding commodities requiring a permit); sales of garment accessories; sales of textile fabrics and raw materials; retail of footwear and hats; sales of luggage and bags; sales of leather goods; retail of arts and crafts and collectible items (excluding ivory and its products); retail of jewelry; retail of cosmetics; retail of pet food and supplies; sales of metal products; sales of furniture; sales of household appliances; sales of daily necessities; sales of agricultural and sideline products; sales of communication equipment; sales of electronic products; sales of environmental protection equipment; sales of chemical products (excluding those requiring a permit); retail of hardware products; sales of office equipment and consumables; sales of automobile accessories; sales of maternal and infant products; sales of eyewear (excluding contact lenses); personal business services; enterprise management consulting; corporate image planning; conference and exhibition services; marketing planning; information system integration services; sales of gifts and flowers; technology import and export; goods import and export; online sales of food products (pre-packaged food only). (Except for business activities that are subject to approval under the law, business activities may be conducted independently with a business licence). Permitted items: printing of printing materials for packaging and decoration; online sales of publications; alcohol business operations; online sales of food products. (For business activities that are subject to approval under the law, business activities may only be conducted after obtaining approval from the relevant authorities, and the specific business activities shall be subject to the approval documents or permits issued by the relevant authorities.)"

CHAPTER III SHARES

Section 1 Issuance of Shares

Article 16 The Shares of the Company shall take the form of registered shares.

Article 17 The shares of the Company shall be issued in an open, fair and equal manner. Each share of the same class shall rank pari passu with each other.

Shares of a class in each issuance shall be issued under the same terms and at the same price. Each of the shares shall be subscribed for at the same price by any entity or individual.

Article 18 All the shares issued by the Company shall be denominated in RMB with a par value of RMB1 per share. The shares issued and listed on the SZSE are referred to as "A Shares"; The shares issued and listed on the Hong Kong Stock Exchange are referred to as "H Shares".

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

Article 20 The promoters of the Company, together with the number of shares held by such promoters and their respective shareholding percentages, are as set out in the table below:

NO.	Full name of promoters	Number of shares held (10,000 shares)	Shareholding percentage
1	Zhuang Hao	3,981.25	46.84%
2	Zhuang Shu	1,531.25	18.02%
3	Xiamen Jinrunyue Investment Co., Limited* (廈門金潤悦投資有限公司)	1,500.00	17.65%
4	Xiamen Yongyue Investment Consulting Co., Limited* (廈門市永悦投資諮詢有限公司)	875.00	10.29%
5	Zhang Heping	306.25	3.60%
6	He Jingying	306.25	3.60%
Total		**8,500.00**	**100.00%**

Article 21 The total issued share capital of the Company comprises 457,916,788 shares, all of which are ordinary shares, including 380,635,288 A ordinary shares, representing 83.12% of the total issued share capital of the Company, and 77,281,500 H ordinary shares, representing 16.88% of the total issued share capital of the Company.

Article 22 The Company and its subsidiaries (including its affiliates) shall not provide any financial assistance to others for the acquisition of shares in the Company or its parent company in the form of gift, advancement, guarantee, compensation, or loan except for the implementation of the Company's employee stock ownership plan.

For the benefit of the Company, the Company may, subject to a resolution by the shareholders' general meeting or a resolution by the Board in accordance with these Articles of Association or the authorization of the shareholders' general meeting, and in compliance with relevant Hong Kong laws and regulations and the Hong Kong Listing Rules, provide financial assistance to others for the acquisition of shares in the Company, provided that the total cumulative amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board shall be adopted by two thirds or more of all the Directors.

Section 2 Increase, Decrease and Repurchase of Shares

Article 23 According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the capital by the following ways upon resolutions made at the Shareholders' general meeting:

(i) Issuing shares to unspecific parties;

(ii) Issuing shares to specific parties;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Converting the reserve funds into share capital;

(v) Other means stipulated by the laws, administrative regulations or the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**").

Article 24 Our Company may decrease our registered share capital. The decrease in the registered share capital of the Company shall comply with the procedures stipulated in the Company Law and other relevant regulations and the Articles of Association.

Article 25 The Company shall not to repurchase its own shares, unless otherwise under the circumstances:

(i) Reduce our Company's registered capital;

(ii) Merger with other companies which hold our shares;

(iii) Using the shares as an employee stock ownership plan or equity incentive;

(iv) Purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders' general meeting upon their request;

(v) Use of shares for conversion of convertible corporate bonds issued by the Company into shares;

(vi) Necessary for the Company to maintain its value and protect the interests of the shareholders.

Article 26 The Company may repurchase its own shares by means of public centralized trading, or other means approved by the laws, administrative regulations or the securities regulatory authorities of the places where the Company's shares are listed, subject to compliance with the applicable securities regulatory rules of the places where the Company's shares are listed.

Where the Company purchases its shares under the circumstances prescribed in items (iii), (v) and (vi) under the first paragraph of Article 25 of these Articles of Association, such purchase shall proceed through public centralized trading, provided that the Company's repurchase of its own shares complies with relevant Hong Kong laws and regulations, the Hong Kong Listing Rules, and the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong.

Article 27 A resolution shall be passed at the Shareholders' general meeting when the Company is to repurchase its own shares under the circumstances stipulated in items (i) and (ii) under the first paragraph of Article 25 hereof. In case of the circumstances stipulated in items (iii), (v) and (vi) under the first paragraph of Article 25 hereof, a resolution of the Company's Board shall be passed by more than two-thirds of the Directors attending the Board meeting, provided that it complies with the applicable securities regulatory rules of the places where the Company's shares are listed.

After the Company has repurchased its own shares in accordance with the requirements under the first paragraph of Article 25 hereof, the shares so repurchased shall be canceled within ten days from the date of purchase (under the circumstance set out in (i) above), or shall be transferred or canceled within six months (under the circumstances set out in items (ii) and (iv) above). In case of the circumstances set out in items (iii), (v) and (vi), the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or canceled within three years.

Any repurchase of the Company's shares by the Company shall adhere to the information disclosure obligations as stipulated in the Securities Law and the securities regulatory rules of the places where the Company's shares are listed.

Section 3 Transfer of Shares

Article 28 The Shares of the Company shall be transferred according to law. Transfer of any H Shares shall be effected by a written instrument of transfer in a general or standard format or any other format accepted by the Board (including the standard transfer format or transfer form specified by the Hong Kong Stock Exchange from time to time) and such an instrument of transfer may only be signed by hand or affixed with the Company's official seal if the transferor or transferee is a corporation. If the transferor or transferee is a recognized clearing house or its agent thereof as defined under the relevant provisions of the Hong Kong laws in force from time to time, the instrument of transfer may be signed by hand or by machine imprinted signatures. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board from time to time.

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

Article 30 Shares of the Company that were issued prior to a public issue shall not be transferred within one year from the date on which shares of the Company are listed and traded on the stock exchange.

The Directors and senior management of the Company shall notify the Company of their holdings of shares in the Company and the changes therein. The shares transferrable by them during each year of their tenures, as determined at the time of their appointment, shall not exceed 25% of their total holdings of shares of the same class in the Company. The shares in the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year from their departure from the Company.

Where the listing rules of the places where the Company's shares are listed provide otherwise in respect of the transfer of the Company's shares held by shareholders, such rules shall prevail.

Article 31 Any gains from sale of the Company's shares or other securities with an equity nature by the shareholders holding 5% or more of A Shares, Directors and senior management within six months after their purchase of the same, or any gains from the purchase of the shares or other securities with an equity nature by any of the aforesaid parties within six months after sale of the same shall be paid to the Company, and the Board of the Company shall be responsible for recovering such gains from the abovementioned parties, except for the holding by a securities company of 5% or more of the Company's shares as a result of its undertaking of the untaken shares in an offer, or such other circumstances as prescribed by the CSRC. Where the listing rules of the places where the Company's shares are listed provide otherwise in respect of the restrictions on the transfer of shares, such rules shall prevail.

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

If the Board of the Company fails to comply with the first paragraph, the Shareholders are entitled to request the Board to do so within 30 days. If the Board of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate litigation directly in the People's Court in their own names for the interest of the Company.

If the Board of the Company fails to implement the provisions set forth in the first paragraph, of this Article the responsible Directors shall bear joint and several liability in accordance with law.

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING

Section 1 Shareholders

Article 32 The Company shall make a register of shareholders in accordance with evidentiary documents provided by the securities registration authorities. The register of Shareholders is sufficient evidence to prove that the Shareholders hold the Company's Shares. The original register of Shareholders of H Shares shall be maintained in Hong Kong and made available for shareholders' inspection, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the requirements of the securities regulatory rules of the place where the shares of the Company are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

Any shareholder who is registered in, or any person requests to have his/her name entered into, the register of shareholders may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares.

A Shareholder of H Shares who has lost his/her share certificate and applies for a replacement certificate to be issued may do so in accordance with the laws, the rules of the stock exchange or other relevant requirements of the place where the original register of Shareholders of H Shares is maintained.

Article 33 When the Company convenes a Shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities which require the verification of the identities of shareholders, the Board or the convener of the Shareholders' general meeting shall decide the date of record. The shareholders whose names are registered on the register of shareholders at the close of trading on the date of record shall be entitled to the relevant rights.

Article 34 The rights of our shareholders are as follows:

(i) To receive distribution of dividends and other forms of benefits according to the number of shares held;

(ii) To legally require the holding of, convene, preside over, participate in or authorize proxies of Shareholders to attend the Shareholders' general meeting and exercise corresponding voting rights;

(iii) To supervise the operations of our Company, provide suggestions or submit queries;

(iv) To transfer, grant and pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles of Association;

(v) To read and copy the Articles of Association, the register of Shareholders, Company bond stubs, minutes of Shareholders' general meeting, resolutions of meetings of the Board, resolutions of meetings of the Audit Committee and financial and accounting reports. Shareholders who meet the specified requirements may inspect the Company's accounting books and accounting vouchers;

(vi) To participate in the distribution of the remaining assets of our Company according to the proportion of shares held upon our termination or liquidation;

(vii) To require our Company to acquire the shares from Shareholders voting against any resolutions adopted at the Shareholders' general meeting concerning the merger and division of the Company;

(viii) Other rights conferred by laws, administrative regulations, regulations of the authorities, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 35 Where any Shareholder requests to read or copy the Company's relevant materials, he shall comply with the provisions of the Company Law, the Securities Law, and other laws and administrative regulations, and submit to the Company written documents proving the class(es) and number of shares of the Company he holds. The Company shall provide the same in accordance with the Shareholder's demand after verifying the Shareholder's identity.

Article 36 In the event that any resolution of the Shareholders' general meeting or resolution of the Board of the Company violates laws or administrative regulations, the Shareholder is entitled to request the People's Court to deem it as invalid.

In the event that the convening procedure or voting method of the Shareholders' general meeting or the Board meeting violates any of laws, administrative regulations or the Articles of Association, or any resolution of which violates the Articles of Association, the Shareholder is entitled to request the People's Court to revoke the same within 60 days upon the resolution was adopted, except where the procedures for convening a meeting of the shareholders' meeting or the board of directors or the voting method only have some minor defects, which produce no substantial effect on the resolution.

Where the Board, shareholders or other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to annul the resolution or otherwise, the relevant parties shall comply with the resolution of the general meeting. The Company, Directors and senior management shall duly perform their duties to ensure the normal operation of the Company.

Where the People's Court renders a judgment or ruling on the relevant matter, the Company shall perform its information disclosure obligations in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution once the judgment or ruling becomes effective. If it is necessary to rectify previous matters, the Company shall handle such matters in a timely manner and fulfil the corresponding information disclosure obligations.

Article 37 A resolution of the general meeting or the Board shall be invalid under any of the following circumstances:

(i) the resolution was not made through the convening of a general meeting or Board meeting;

(ii) no voting was conducted at the general meeting or Board meeting on the matter to be resolved;

(iii) the number of attendees or the voting rights represented at the meeting did not meet the requirements under the Company Law or the Articles of Association;

(iv) the number of persons attending or the voting rights represented in favor of the matter to be resolved did not meet the requirements under the Company Law or the Articles of Association.

Article 38 If any Director or senior management who are not members of the Audit Committee violates the relevant laws and administrative regulations or the provisions of these Articles of Association in performing his/her duties in the Company, causing any loss to the Company, the shareholder(s) individually or collectively holding one percent (1%) or more of the shares of the Company for more than 180 consecutive days shall have the right to request in writing the Audit Committee to bring an action in the people's court. If the members of Audit Committee violates the relevant laws and administrative regulations or the provisions of these Articles of Association in performing its duties in the Company, causing any loss to the Company, the aforementioned shareholder may request in writing the Board to bring an action in the people's court.

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

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

Where the Directors, Supervisors or senior management of a wholly-owned subsidiary of the Company, in performing their duties, violate any laws, administrative regulations or the provisions of these Articles of Association and cause losses to the Company, or where any other person infringes upon the lawful rights and interests of a wholly-owned subsidiary and causes losses, shareholders who individually or collectively hold 1% or more of the Company's shares for a continuous period of not less than 180 days may, in accordance with the first three paragraphs of Article 189 of the Company Law, make a written request to the board of supervisors or board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court, or may directly file a lawsuit with the People's Court in their own name.

Where the wholly-owned subsidiary does not have a board of supervisors or supervisors but has an audit committee, the provisions of the first and second paragraphs of this Article shall apply accordingly.

Article 39 If any Director or senior management damages the interests of any shareholder in violation of the relevant laws and administrative regulations or the provisions of these Articles of Association, the relevant shareholder may bring an action in the people's court.

Article 40 The obligations of Shareholders are as follows:

(i) To abide by laws, administrative regulations and the Articles of Association;

(ii) To provide Share capital according to the Shares subscribed for and Share participation methods;

(iii) Not to withdraw his/her/its share capital unless prescribed otherwise in laws and administrative regulations;

(iv) Not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;

(v) To fulfill other obligations as stipulated by the laws, administrative regulations and these Articles of Association.

Article 41 Any Shareholder of the Company who abuses Shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any Shareholder of the Company who abuses the status of the Company as an independent legal entity or the limited liability of Shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

Section 2 Controlling Shareholders and De Facto Controllers

Article 42 The controlling shareholder and the de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and the stock exchange, and shall safeguard the interests of the listed company.

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

(i) exercise shareholder rights in accordance with the law, and shall not abuse control rights or use related-party relationships to infringe upon the lawful rights and interests of the Company or other shareholders;

(ii) strictly perform all public statements and undertakings made, and shall not alter or waive them without authorization;

(iii) strictly perform information disclosure obligations in accordance with the relevant regulations, actively cooperate with the Company in its information disclosure work, and promptly inform the Company of any significant events that have occurred or are proposed to occur;

(iv) shall not occupy the Company's funds in any manner;

(v) shall not force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(vi) shall not use the Company's undisclosed material information for personal gain, shall not disclose any undisclosed material information related to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant acts;

(vii) shall not harm the lawful rights and interests of the Company and other shareholders by means of unfair related-party transactions, profit distribution, asset restructuring, external investments or any other means;

(viii) shall ensure the integrity of the Company's assets, and the independence of its personnel, finances, organization and business operations, and shall not affect the Company's independence in any manner;

(ix) comply with other provisions stipulated by laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

Where the controlling shareholder or the de facto controller of the Company does not serve as a Director but actually performs the Company's affairs, the provisions of these Articles of Association regarding the duties of loyalty and diligence of Directors shall apply.

Where the controlling shareholder or the de facto controller of the Company instructs any Director or senior management personnel to engage in acts that damage the interests of the Company or its shareholders, such controlling shareholder or de facto controller shall bear joint and several liability together with such Director or senior management personnel.

Article 44 Where the controlling shareholder or de facto controller pledges the shares it holds or effectively controls in the Company, it shall ensure the stability of the Company's control and its production and operations.

Article 45 When transferring its shares in the Company, the controlling shareholder or de facto controller shall comply with the restrictive provisions on share transfer under laws, administrative regulations, the requirements of the CSRC and the stock exchange, and any undertakings made in respect of restrictions on share transfer.

Section 3 General Provisions for Shareholders' General Meetings

Article 46 The Shareholders' general meeting is the organ of authority of the Company, which exercises its powers in accordance with the law:

(i) To elect and remove the Directors (other than the employee representatives) and to decide on matters relating to the remuneration of Directors;

(ii) To examine and approve reports of the Board;

(iii) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;

(iv) To decide on any increase or decrease of the Company's registered capital;

(v) To decide on the issue of corporate bonds by the Company;

(vi) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;

(vii) To amend the Articles of Association;

(viii) Resolution on appointment and dismissal of an accounting firm undertaking the Company's auditing business by the Company;

(ix) To examine and approve the provision of guarantees stipulated in Article 47 hereof;

(x) To examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;

(xi) To examine and approve matters relating to changes in the use of proceeds raised;

(xii) To examine and approve the equity incentive plans and employee stock ownership plans;

(xiii) To examine other matters as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, which shall be decided by the Shareholders' general meeting.

The general meeting may authorize the Board to make resolutions on the issuance of corporate bonds and shares, and the specific execution thereof shall comply with the requirements of laws, administrative regulations, the CSRC and the stock exchange.

Article 47 The following acts of external guarantee of the Company shall be submitted to the Shareholders' general meeting for deliberation and approval:

(i) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;

(ii) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 30% of the Company's total assets as audited in the latest period;

(iii) The amount of guarantee provided by the Company to others within one year exceeds 30% of the latest audited total assets of the Company;

(iv) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;

(v) The single guarantee for an amount more than 10% of the Company's net assets audited in the latest period;

(vi) The guarantee to be provided to a Shareholder, or to a de facto controller and related party thereof;

(vii) Other guarantees required by pertinent laws and regulations, or the securities regulatory rules of the place where the shares of the Company are listed, which shall be decided by the Shareholders' general meeting.

When the guarantee as referred to in item (iii) of the preceding paragraph is considered at the Shareholders' general meeting, the same shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the meeting.

Where any Company personnel with approval authority under these Articles of Association and other internal regulations exceeds such authority to approve or sign external guarantee contracts without authorization, or fails to perform their duties in accordance with the authority and procedures stipulated in these Articles of Association and other internal regulations, thereby causing actual losses to the Company, the Company shall pursue legal liability against the responsible personnel. If such personnel violate the relevant regulations but do not cause actual losses to the Company, the Company may still impose disciplinary actions against the responsible personnel in accordance with its internal regulations.

Article 48 The Shareholders' general meetings consist of annual general meeting and extraordinary general meeting. The annual general meeting shall be held once every year within six (6) months from the end of the previous financial year.

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

(i) The number of directors is less than 5 or less than two-thirds of the number prescribed in these Articles of Association;

(ii) The uncovered losses of our Company reach one-third of its total share capital;

(iii) The Shareholders with 10% or more shares of the Company separately or jointly request;

(iv) The Board considers it necessary;

(v) The Audit Committee proposes that such a meeting shall be held;

(vi) Other circumstances as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

If an extraordinary general meeting is convened in conjunction with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Article 50 A Shareholders' general meeting shall be held at the domicile of the Company or such other place as designated in the notice of the Shareholders' general meeting. A Shareholders' general meeting shall be held at the designated venue as a physical meeting combined with electronic communication methods. The Company may also provide convenience for the shareholders to attend the meeting through online voting or other means. Any Shareholders who participates in the meeting through the above means shall be deemed to be present in person.

Article 51 When the Company convenes a Shareholders' general meeting, a solicitor may be engaged to provide legal advice and make announcement on the following issues:

(i) whether the procedures for convening and holding the meeting comply with the laws, administrative regulations and the Articles of Association;

(ii) whether the eligibility of persons attending the meeting and the qualification of the convener are lawful and valid;

(iii) whether the voting process and voting results are lawful and valid;

(iv) legal advice provided on other issues at the request of the Company.

Section 4 Summoning of Shareholders' General Meetings

Article 52 The Board shall convene Shareholders' general meetings on time within the stipulated period.

Independent Directors shall be entitled to propose to the Board to convene an extraordinary general meeting, subject to the approval of more than half of all independent Directors. Regarding the proposal requesting to convene an extraordinary general meeting by the Independent Directors, the Board shall, in accordance with the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal. If the Board agrees to convene an extraordinary general meeting, the Board shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon. If the Board refuses to convene an extraordinary general meeting, the Board shall explain the reason and publish an announcement.

Article 53 The Audit Committee shall propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, it shall issue a notice to convene the Shareholders' general meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the Audit Committee.

If the Board does not agree to convene an extraordinary general meeting, or fails to respond within ten (10) days upon receipt of the proposal, the Board shall be deemed to be unable or fail to perform its duties to convene a Shareholders' general meeting, and the Audit Committee may convene and preside over a Shareholders' general meeting on its own.

Article 54 Shareholders individually or collectively holding more than 10% of the shares of the Company who to request the Board to convene an extraordinary general meeting shall submit such request in writing to the Board. The Board shall in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether or not to convene the extraordinary general meeting within 10 days after receiving the request.

Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the resolution of the Board is made, and changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Board does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders individually or collectively holding more than 10% of the Company's shares who propose to the Audit Committee to hold an extraordinary general meeting, shall make a written request to the Audit Committee .

Where the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Audit Committee fails to issue a notice of the general meeting within the prescribed time limit, it shall be deemed that the Audit Committee has not convened and presided over the general meeting, and 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 it on their own.

Article 55 Where the Audit Committee or shareholders decide to convene a Shareholders' general meeting by themselves, they shall notify the Board in writing and file with the stock exchanges at the same time.

The Audit Committee or the convener of the general meeting shall submit the relevant supporting documents to the stock exchange when issuing the notice of the general meeting and the announcement of the general meeting resolutions.

Prior to the announcement of the resolution of the Shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.

The Audit Committee or the convening shareholders shall submit relevant supporting materials to the relevant branch office of the CSRC where the Company locates and the SZSE when issuing the notice of the general meeting and the announcement of the resolutions of the Shareholders' general meeting.

Article 56 If the Audit Committee or any shareholder(s) convenes a Shareholders' general meeting by itself/themselves, the Board and the Secretary of the Board shall give cooperation and the Board shall provide the register of shareholders as of the date of record.

Article 57 The expenses necessary for the Shareholders' general meeting convened by the Audit Committee or the shareholders themselves shall be borne by the Company.

Section 5 Proposals and Notices in Respect of Shareholders' General Meeting

Article 58 A proposal shall fall within the scope of powers of the Shareholders' general meeting, with topics for discussion and specific resolutions, and comply with the relevant laws, administrative regulations, and the provisions of these Articles of Association.

Article 59 Where the Company convenes a Shareholders' general meeting, the Board, the Audit Committee and Shareholders who individually or jointly hold more than 1% of the shares of the Company shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the Shareholders' general meeting. The convener shall issue a supplementary notice of the Shareholders' general meeting within 2 days after receiving the proposal, and announce the contents of the interim proposal, as well as submit the interim proposals to the Shareholders' general meeting for consideration, unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the functions and powers of the Shareholders' general meeting. If the Shareholders' general meeting is to be postponed for the publication of the supplementary notice of the Shareholders' general meeting in accordance with the provisions in the securities regulatory rules of the place where the Company's shares are listed, the convening of the Shareholders' general meeting shall be postponed in accordance with such provisions.

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

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

Article 60 The convener shall notify all shareholders in writing (including by way of announcement) 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified in writing (including by way of announcement) 15 days prior to the convening of the extraordinary general meeting.

When calculating the period for issuing the announcement, the date of the meeting shall be excluded.

Article 61 The notice of a Shareholders' general meeting includes the following:

(i) The time, place and duration of the meeting;

(ii) The matters and proposals to be discussed at the meeting;

(iii) In plain language: all Shareholders have the right to attend the general meeting of shareholders, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;

(iv) The shareholding registration date of the Shareholders entitled to attend the general meeting;

(v) Name and telephone number of the permanent contact person for conference affairs;

(vi) Timing and procedures of voting by internet or otherwise.

The notice and supplemental notice of the general meeting shall fully and completely disclose the full details of all proposals.

The commencement time for online or other means of voting at the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting. The end time for voting shall not be earlier than 3:00 p.m. on the day the on-site general meeting concludes.

The interval between the shareholding record date and the meeting date shall not exceed seven business days. Once the record date is confirmed, it shall not be changed.

Article 62 If the election of any Director(s) will be discussed at a Shareholders' general meeting, the notice of the Shareholders' general meeting shall specify the particulars of each Director candidate, which shall at least include:

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

(ii) whether such candidate is affiliated with the Company or the controlling shareholder and de facto controllers of the Company;

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

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

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

Article 63 After the notice of a Shareholders' general meeting has been issued, the Shareholders' general meeting shall not be adjourned or canceled without justifiable reason, and no proposal set forth in the notice of the Shareholders' general meeting shall be canceled. If the meeting needs to be adjourned or canceled, the convener shall publish an announcement and explain the reason at least two (2) working days prior to the originally scheduled date of the meeting. Where the securities regulatory rules of the place where the Company's shares are listed contain special provisions for procedures regarding the postponement or cancellation of a Shareholders' general meeting, such provisions shall be followed, provided that they do not violate domestic regulatory requirements.

Section 6 Convening of Shareholders' General Meeting

Article 64 The Board and other conveners of the Company shall take necessary measures to guarantee the normal order of each Shareholders' general meeting and prevent any person from interfering with or inciting public disorder at any Shareholders' general meeting or otherwise infringing on the legitimate rights and interests of the shareholders, and promptly refer any such act to the competent authorities for investigation and punishment.

Article 65 All shareholders registered on the date of record or their proxies shall be entitled to attend Shareholders' general meetings, and to exercise their voting rights pursuant to the relevant laws and regulations and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the places where the Company's shares are listed).

A shareholder may attend and vote at the Shareholders' general meeting in person or by one or more proxies.

Article 66 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents that can indicate their identity. Proxies attending the meeting shall present their personal identity cards and the proxy statements from the shareholder.

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies attend the meeting shall present their personal identity cards or the written proxy statement legally issued by the legal representative of the legal person shareholder (except for shareholders who are recognized clearing houses as defined by the relevant regulations in force from time to time under the Hong Kong laws or the securities regulatory rules of the places where the Company's shares are listed and their nominees).

Article 67 The power of attorney issued by a shareholder to appoint other persons to attend a Shareholders' general meeting shall specify the following:

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

(ii) name or title of the proxy;

(iii) specific instructions from the shareholder, including instructions on voting for or against or abstaining from voting on each matter listed on the agenda of the meeting;

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

(v) signature or seal of the appointer. If the appointer is a corporate shareholder, the common seal of the legal entity shall be affixed.

Article 68 Where the proxy form is signed by a person authorized by the appointer, the written power of attorney or other authorization documents authorizing such person to sign the same shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the domicile of the Company or other location designated in the notice convening the meeting before the meeting at which the proxy form is put to vote is convened or before the designated voting time.

Where the appointer is a legal person, its legal representative or the person authorized by the Board or other governing bodies may attend the Shareholders' general meeting of the Company as a representative of such appointer.

If the shareholder is a Recognized Clearing House (or its nominee), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any Shareholders' general meeting or creditors' meeting. However, if more than one person is appointed as proxies, the proxy form shall clearly state the number and class of shares represented by each of such proxies so authorized. The proxy forms shall be signed by the person authorized by the Recognized Clearing House. The proxies so authorized are entitled to exercise the rights on behalf of the Recognized Clearing House or its nominees (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming its due authorization), and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote, as if they were individual shareholders of the Company.

Article 69 The Company shall prepare a register of attendance of any Shareholders' general meeting, which shall contain the following information of each attendee: name of the attendee (or name of entity represented by him/her), his/her identity card number and address of domicile, number of voting shares held or represented by him/her and name of shareholder represented by him/her (or name of such shareholder's entity).

Article 70 The convener and the counsels appointed by the Company shall jointly verify the legality of the capacity of shareholders based on the register of shareholders as provided by the securities registration and clearing institution, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.

Article 71 If the Shareholders' general meeting requires Directors and senior management to attend the meeting, such Directors and senior management shall attend and be available to answer Shareholders' questions..

Article 72 A Shareholders' general meeting shall be presided over by the Chairman. If the Chairman is unable or fails to perform his/her duties, the vice chairman (if the Company has two or more than two vice chairmen, the one jointly elected by more than half of the Directors shall perform such duties) shall preside over the meeting. In the event that even the vice chairman is unable to or fails to fulfill the duty thereof, the majority of the Directors shall jointly elect a Director to preside over the meeting.

A Shareholders' general meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee, or if the convener of the Audit Committee is unable or fails to perform his/her duties, by one member of the Audit Committee chosen by more than half of members of the Audit Committee.

A Shareholders' general meeting convened by any shareholder(s) shall be presided over by the convener or a representative appointed by the convener.

When convening a Shareholders' general meeting, if the chairperson of the meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the attending shareholders with voting rights, the Shareholders' general meeting may appoint one person as the chairperson to continue the meeting.

Article 73 The Company shall establish rules of procedure for the Shareholders' general meeting, specifying the procedures for convening, holding and voting at the Shareholders' general meeting, including, among others, notice, registration, deliberation of proposals, casting of votes, counting of votes, declaration of voting results, adoption of resolutions, meeting minutes and execution thereof, announcement, and principle of delegating powers to the Board by the Shareholders' general meeting, of which powers shall be clear and specific.

The rules of procedure for the Shareholders' general meeting shall be prepared by the Board and approved by the Shareholders' general meeting, and constitute an exhibit to these Articles of Association.

Article 74 At an annual general meeting, the Board shall report their respective work in the preceding year to the Shareholders' general meeting, and each Independent Director shall deliver a work report.

Article 75 The Directors and senior management shall provide explanations in respect of the inquiries and suggestions made by the shareholders at any Shareholders' general meeting.

Article 76 The chairperson of a Shareholders' general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.

Article 77 The Secretary of the Board shall be responsible for preparing minutes of each Shareholders' general meeting, which shall contain, among others:

(i) time, place and agenda and name of convener of the meeting;

(ii) names of the chairperson, Directors and senior management that are attendees at the meeting;

(iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares; and the number of voting shares held by shareholders of domestic shares and shareholders of domestic-listed foreign shares attending the Shareholders' general meeting, and proportion of total shares of the Company represented by such shares;

(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal; and the voting breakdown of shareholders of domestic shares and shareholders of domestic-listed foreign shares for each resolution;

(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;

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

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

Article 78 The convener of a Shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, the Secretary of the Board, the convener or his/her proxy present at the meeting and the chairperson, and be kept together with the register of attendance of the shareholders present, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of ten (10) years.

Article 79 The convener of a Shareholders' general meeting shall ensure the meeting proceeds continuously, until the final resolutions have been adopted, and if the meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as practicable or directly terminate the meeting, and announcements shall be made in a timely manner. Meanwhile, the convener shall report to the authorities delegated by the CSRC in the place where the Company is located and the stock exchange.

Section 7 Voting at and Resolutions of Shareholders' General Meeting

Article 80 The resolutions of the Shareholders' meeting divided into ordinary resolutions and special resolutions.

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

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

Article 81 The following matters shall be approved by the Shareholders' general meeting through ordinary resolutions:

(i) Work report of the Board;

(ii) Plans of earnings distribution and loss make-up schemes drafted by the Board;

(iii) Appointment or dismissal of the members of the Board, and their payment and payment methods;

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

Article 82 The following matters shall be approved by special resolution at the Shareholders' general meeting:

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

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

(iii) Amendments to the Articles of Association;

(iv) Purchase or sale of significant assets within a year or the amount of guarantee provided to others which exceeds 30% of the Company's audited total assets for the latest period;

(v) Share option incentive plan;

(vi) Spin-off of the subsidiary for listing;

(vii) Issuance of shares, convertible corporate bonds, preferred shares or other category of securities recognize by the CSRC;

(viii) Repurchase of Shares for Purpose of Reduction of Registered Capital;

(ix) Significant asset reorganization;

(x) A resolution of the Shareholders' general meeting of the Company to voluntarily withdraw the listing of its shares from trading on the SZSE and/or Hong Kong Stock Exchange, and to decide not to trade on the Exchange or to apply for trading or transfer of its shares to other trading venues;

(xi) Other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, and matters approved by ordinary resolution of the Shareholders' general meeting which are believed could materially affect our Company and need to be approved by special resolution.

Article 83 Shareholders shall exercise voting rights based on the number of shares with voting rights as represented by them, and each share shall be entitled to one vote.

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

The shares of the Company held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of shareholders present at the Shareholders' general meeting.

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

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

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

Article 84 A shareholder interested in any related-party transaction deliberated at a shareholders' general meeting shall abstain from voting on such matter, the voting shares held by such shareholder shall not be counted in the valid total voting shares, and the announcement regarding the resolutions of the shareholders' general meeting shall fully disclose the votes by the non-interested shareholders.

When the shareholders' general meeting proceeds to deliberate such related-party transaction, the interested shareholder shall take the initiative to declare the nature of his/her interest and abstain from voting; and if he/she fails to do so, other shareholders may request him/her to declare the same and abstain from voting. The convener shall investigate whether such shareholder is an interested shareholder and whether such shareholder should abstain from voting according to the relevant regulations.

An interested shareholder who should abstain from voting may participate in the discussion about such transaction, and provide explanations about the reason for entry into such transaction, particulars of such transaction, and fairness and legality of such transaction at the shareholders' general meeting.

After the end of the shareholders' general meeting, if any shareholder discovers that any interested shareholder participated in the vote on any related-party transaction, or has an objection over the application of the abstention principle, such shareholder shall have the right to bring an action in respect of the relevant resolutions at the people's court in accordance with the provisions of these Articles.

Article 85 Unless the Company faces a crisis or falls into other special situations, without the approval of a special resolution by the shareholders' general meeting, the Company shall not enter into any contract with any person other than the Directors and senior management of the Company, pursuant to which, the Company will delegate the management of all or any important business of the Company to such person.

Article 86 The list of candidates for directors who are not employee representatives shall be submitted to the Shareholders' general meeting for voting by proposals. Except where the Director will be elected through the cumulative voting system, each Director candidate shall be nominated by a separate proposal. The Board shall publicly disclose the respective resumes and particulars of Director candidates to the shareholders.

Method and procedure of nomination of Directors:

(i) the Board and the shareholder(s) individually or collectively holding one percent (1%) or more of the shares in the Company shall have the right to nominate Non-independent Director candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board shall submit a proposal to the Shareholders' general meeting.

(ii) The method and procedure for nominating independent Directors shall comply with relevant provisions of laws, administrative regulations and departmental rules.

When electing Directors at a Shareholders' general meeting, the cumulative voting system may be adopted pursuant to these Articles or the relevant resolutions of the Shareholders' general meeting. That is, when Shareholders' general meeting electing directors at a Shareholders' general meeting, each share shall be entitled to such number of votes that is equal to the number of Directors to be elected, and a shareholder may allocate all of his/her votes to a single candidate. When a single shareholder together with its parties acting in concert controls 30% interests of the Company or more, or when two or more directors are to be elected, the cumulative voting system shall be adopted.

Specific processes of cumulative voting system are as follows:

(i) the election of and votes on the Independent Directors and Non-independent Directors shall be conducted separately.

(ii) in the election of the Independent Directors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the Independent Directors; such votes may only be allocated to the Independent Director candidates, and the candidates with the most votes will be elected;

(iii) in the election of the Non-independent Directors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the Non-independent Directors; such votes may only be allocated to the Non-independent Director candidates, and the candidates with the most votes will be elected.

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

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

Article 87 Except for the cumulative voting system, votes on proposals shall be taken one by one at a shareholders' general meeting, and if there are different proposals regarding the same matter, vote on such proposals shall be taken in order of time of submission thereof. Unless the shareholders' general meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, the shareholders' general meeting shall not put on hold or refrain from voting on any proposal.

Article 88 No proposal deliberated at a shareholders' general meeting shall be amended; if any amendment is made, it shall be deemed a new proposal, which shall not be voted on at the same meeting.

Article 89 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.

Article 90 Votes at a shareholders' general meeting shall be cast in a registered manner.

Article 91 Before voting on any proposal, a shareholders' general meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.

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

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

Article 92 The on-site voting at a Shareholders' general meeting shall not end before voting online or by other means. The chairperson shall declare the voting and result thereof on each proposal, and whether such proposal has been adopted accordingly.

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

Article 93 A shareholder attending any Shareholders' general meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting, except the securities registration and clearing institution, as a nominee holder under the Mainland-Hong Kong Stock Connect Scheme, may make declarations according to the intentions of the actual holders.

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

In case of different proposals for the same matter, the shareholder or his/her proxy shall not vote in favor of the different proposals for the same matter simultaneously at a shareholders' general meeting.

Article 94 If the chairperson of the Shareholders' general meeting has any doubt about the result of voting on any resolution submitted for voting, the chairperson may request the votes cast to be counted. If the chairperson does not request the votes to be counted, any shareholder attending the meeting in person or by proxy shall have the right to request the votes to be counted immediately after the result of voting is declared if such shareholder objects to the result of voting declared by the chairperson, in which case, the chairperson shall immediately have the votes counted.

Article 95 Resolutions passed at a shareholders' general meeting shall be announced promptly. The announcement shall set out the number of the shareholders and their proxies present at the meeting(s), the total number of voting shares represented by them and the proportion of the total number of the Company's voting shares, the voting method, the voting result of each proposal and the details of each resolution passed.

The Company shall separately tally and announce the attendance and voting results of both shareholders of domestic shares and shareholders of foreign shares at the meeting.

Article 96 The resolutions of a shareholders' general meeting shall specifically indicate any proposal that fails to be adopted at the meeting or any amendment to any resolution of the previous shareholders' general meeting in the corresponding announcement.

Article 97 If a shareholders' general meeting adopts any resolution on the appointment of Directors, the term of office of the newly appointed Directors shall commence from the date of adoption of the relevant resolution at the shareholders' general meeting.

Article 98 Where a resolution on the distribution of cash or stock dividends or capitalization of capital reserve is adopted at a Shareholders' general meeting, the Company shall implement the specific plan within two (2) months after the end of the Shareholders' general meeting. If the specific plan cannot be implemented within two (2) months due to the requirements of the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.

CHAPTER V DIRECTORS AND THE BOARD

Section 1 General Provisions for Directors

Article 99 Directors of the Company may include executive directors, non-executive directors and independent directors (namely independent non-executive directors). Non-executive director refers to the director who does not hold any operational management position in the Company, and independent director refers to the person who complies with the requirements set out in the Section 3 of this Chapter hereof.

Each Director of the Company shall be a natural person. No Director of the Company shall be a person who:

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

(ii) has been subject to any criminal penalty due to graft, bribery, embezzlement of property, misappropriation of property or disruption of the order of socialist market economy or been deprived of his/her political rights for committing a crime, and has completed his/her sentence not more than five (5) years, or has been declared on probation, where less than two (2) years have elapsed since the date of the completion of the probation period;

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

(iv) has been the legal representative of any company or enterprise that had its business license revoked and was ordered to be closed down due to violation of law and is personally liable for such violation, where less more than three (3) years have elapsed since the date of the revocation of business license or the order for closure of such company or enterprise;

(v) has been listed as a dishonest person subject to enforcement by the People's Court due to a large amount of debts due and unpaid;

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

(vii) was publicly identified by a stock exchange as inappropriate to act as a director or senior management member of listed company, where the designated period has not yet expired;

(viii) is otherwise disqualified to serve as a Director of the Company pursuant to the applicable laws, administrative regulations, department rules or the listing rules of the place where the shares of the Company are listed.

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

Article 100 Directors shall be elected or replaced at the Shareholders' general meeting and may be removed at the Shareholders' general meeting prior to the expiration of their term of office. Directors' term of office shall be three years and they are eligible for re-election upon expiration of their term of office pursuant to the securities regulatory rules of the place where the shares of the Company are listed.

The term of office of the Directors shall be counted from the date of appointment until the expiration of the term of the current Board. When the Directors' term expires and re-election is not held in time, the original Directors shall still perform their duties as Directors in accordance with laws, administrative regulations, departmental rules and these Articles of Association before the re-elected Directors take office.

The Board of the Company shall have one employee representative Director. The employee director shall be democratically elected and removed by the employees of the Company through the staff and workers' congress, employees' general meeting, or other means, being submitted to the Shareholders' general meeting for consideration.

The senior management may serve as Director(s) concurrently, provided that the total number of Directors who are the senior management concurrently shall not exceed one half (1/2) of the total number of Directors of the Company.

Article 101 The directors shall abide by laws, administrative regulations and the provisions of the Articles of Association, and bear fiduciary obligations towards the Company. They shall take measures to avoid conflict of interest between themselves and the Company and shall not seek any improper benefits by abusing their powers.

Directors shall bear the following fiduciary obligations towards the Company:

(i) Shall not misappropriate the properties of the Company or misappropriate company funds;

(ii) Shall not deposit any of the Company's capital in an account opened in their own names or in others' names;

(iii) Shall not abuse their authority to bribe or accept other illegal income;

(iv) Shall not directly or indirectly conclude any contract or engage in any transaction with the Company without reporting to the Board or the Shareholders' general meeting, and approved by a resolution of the Board or the Shareholders' general meeting in accordance with these Articles of Association;

(v) Shall not use the advantages provided by their own positions to pursue business opportunities that properly belong to the Company, except under the circumstance where he/she has reported to the Board or the Shareholders' general meeting and obtain approval by resolution from the Shareholders' general meeting, or if the Company cannot utilize such business opportunities in accordance with laws, administrative regulations, or these Articles of Association;

(vi) Shall not engage in the same business as the Company either for their own account or for the account of any other person without reporting to the Board or the Shareholders' general meeting and obtaining approval by resolution from the Shareholders' general meeting;

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

(viii) Shall not disclose confidential Company's information without authorization;

(ix) Shall not use their connected relationships to damage the Company's interests;

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

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

The provisions of sub-paragraph (iv) of the second paragraph of this Article shall apply to contracts or transactions entered into with the Company by close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management, or their close relatives, and any of the connected parties who has any other connected relationship with directors and senior management.

Article 102 Directors shall abide by laws, administrative regulations and the Articles of Association, and have the diligent obligations to the Company. When performing their duties, they shall, for the best interests of the Company, exercise the reasonable care that shall be generally possessed by a manager.

Directors shall have the following diligent obligations to the Company:

(i) In principle, attend the Board meeting in person, act diligently in a normal and reasonable prudent manner, and express clear opinions on the matters deliberated; where a director is unable to attend a board meeting in person for any reason, he/she shall prudently select and entrust in writing another director to attend the meeting on his/her behalf; an independent director shall not entrust a non-independent director to attend a meeting on his/her behalf;

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

(iii) Shall treat all Shareholders fairly;

(iv) Shall stay informed about the Company's business operations and management status;

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

(vi) Shall truthfully provide information and materials to the Audit Committee and shall not obstruct the Audit Committee from performing its or their duties;

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

Article 103 If any Director fails to attend in person or appoint another Director to attend on his/her behalf two (2) consecutive Board Meetings, such Director shall be deemed to be unable to perform his/her duties and the Board shall propose removal of such director to the shareholders' general meeting.

Article 104 A Director may submit his/her resignation to the Company in writing prior to the expiration of his/her term of office, and the resignation will be effective on the date the Company receives the resignation report. The Company shall disclose the relevant information within two (2) trading days. If, as a result of the resignation of a director, the number of members on the Board fall below the minimum number prescribed by the law, the original director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director takes office.

Article 105 Any Director whose resignation has taken effect or term of office has expired shall perform all necessary hand-over procedures with the Board, and continue to be bound by the obligation to keep confidential the trade secrets of the Company until the relevant trade secrets have been made public, and other fiduciary duties to the Company and the shareholders shall remain valid until two (2) years after he/she terminates service with the Company. The duration of other obligations shall be determined on an equitable basis, depending on the length of time between the event and the departure from office and the circumstances and conditions under which the relationship with the Company ends. A director's responsibilities incurred during their tenure for the performance of their duties shall not be discharged or terminated by their departure from office.

Article 106 The Shareholders' general meeting may resolve to remove a director, and the resolution shall take effect from the date it is made.

If a director is removed before the expiry of their term of office without proper cause, the director may demand compensation from the Company.

Article 107 Without the provisions of the Articles of Association or the lawful authorization of the Board, no Director shall act in his own name on behalf of the Company or the Board. When a Director acts in his/her own name, the Director shall declare his/her position and identity in advance if the third party reasonably believes that the Director is acting on behalf of the Company or the Board.

Article 108 If a director causes damage to others while performing his/her duties in the Company, the Company shall bear the liability for compensation. If the director acts with intent or gross negligence, they shall also bear liability for compensation.

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

Section 2 The Board

Article 109 The Company shall have a Board, comprising nine Directors, including four independent Directors, with at least one independent director being an accounting professional, and 1 employee representative director. The Board shall have one chairman and one vice chairman who shall be elected by a majority vote of all directors of the Board. At all times, one-third or more of the members of the Board shall be independent non-executive directors, and the total number of independent non-executive directors shall be not less than three.

Article 110 The Board exercises the following powers:

(i) To convene the Shareholders' general meeting and report on work to the Shareholders' general meeting;

(ii) Implement the resolutions of the Shareholders' general meeting;

(iii) Determine the business and investment plans of our Company;

(iv) Devise the earnings distribution and loss offset plans of our Company;

(v) Formulate the plans for increasing or decreasing our Company's registered capital, the issuance of bonds or other securities, as well as the listing of the stock of our Company;

(vi) Formulate plans for major acquisitions of the Company, the buy-back of shares of our Company, corporate merger, separation, dissolution and changing the form of our Company;

(vii) Determine such matters as the Company's external investment, purchase or sale of assets, asset pledge, external guarantee, entrusting wealth management, connected transaction and external donation within the scope authorized by the Shareholders' general meeting;

(viii) Decide on the setup of our Company's internal management organization;

(ix) To decide on matters such as appointment or dismissal of the Company's general manager, secretary to the Board and other senior officers and on their compensation and incentives/disincentives; to decide on matters such as appointment or dismissal of the Company's deputy general manager, chief financial officer and senior management and on their compensation and incentives/disincentives based on the nominations by the general manager;

(x) Set the basic management systems of our Company;

(xi) Make the modification plan to the Articles of Association;

(xii) Manage the disclosure of company information.

(xiii) Request to the Shareholders' general meeting to hire or replace the accounting firm auditing for the Company.

(xiv) Attend to the work report of our Company's general manager and review the work of the general manager.

(xv) To determine the acquisition of shares of the Company by the Company in accordance with Article 25 (iii), (v) and (vi) of these Articles of Association, subject to compliance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed;

(xvi) Other powers and duties authorized by the laws, administrative regulations, departmental rules, the Articles of Association or the Shareholders' general meeting.

Article 111 The Board of the Company shall make explanation at the Shareholders' general meeting for the non-standard audit opinions on the financial report of the Company issued by the certified public accountant.

Article 112 The Board shall establish its rules of procedure to ensure the implementation of the resolutions of the Shareholders' general meeting, improve its efficiency and make scientific decisions. The rules of procedure of the Board shall be prepared by the Board and approved by the Shareholders' general meeting, and constitute an exhibit to these Articles of Association Shareholders' general meeting.

Article 113 The Board shall determine the authority of external investment, acquisition and disposal of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, external donations, and establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and reported to the shareholders' meeting for approval.

(i) Subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed, and other requirements under these Articles of Association, major transactions refer to the following types of events that occur outside the daily operating activities of the Company: acquisition or disposal of assets; external investments (including entrusted wealth management and investments in subsidiaries); provision of financial assistance (including entrusted loans); provision of guarantees (including guarantees for controlling subsidiaries); lease or rental of assets; entrusted or contracted asset and business management; donation or receipt of assets; restructuring of claims or debts; transfer or acquisition of research and development projects; execution of licensing agreements; waiver of rights (including waiver of pre-emptive rights, priority for invited capital contribution and other rights); and other transactions as authenticated by the Shenzhen Stock Exchange.

1. Unless otherwise provided in these Articles of Association, the following major transactions shall be submitted to the Shareholders' general meeting for consideration and approval:

(1) the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets. Where the total assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(2) the net assets involved in the subject matter of the transaction (e.g., equity interests) account for more than 50% of the Company's latest audited net assets and their absolute amount exceeds RMB50 million. Where the net assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(3) the revenue related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 50% of the Company's audited revenue for the latest accounting year, with an absolute amount exceeding RMB50 million;

(4) the net profit related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 50% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB5 million;

(5) the transaction amount of the transaction (including the debt and expenses) accounts for more than 50% of the Company's latest audited net assets, with an absolute amount exceeding RMB50 million;

(6) the profit derived from the transaction accounts for more than 50% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB5 million.

Transactions that fall within any of the following circumstances could be exempted from the submission to the Shareholders' general meeting for consideration and approval in accordance with the foregoing provisions, but shall be subject to disclosure obligations in accordance with relevant requirements: (i) the transactions of the Company without involving any payment of consideration or attachment of any obligations, such as taking of cash assets, debt relief, etc.; (ii) the transactions of the Company that meet the criteria (4) or (6) of this Article only, and the absolute value of the Company's revenue per share for the latest accounting year is less than RMB0.05.

2. In addition to the aforementioned major transactions requiring consideration by the Shareholders' general meeting, the Shareholders' general meeting grants the Board the authority to approve the following:

(1) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets. Where the total assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(2) the net assets involved in the subject matter of the transaction (e.g., equity interests) account for more than 10% of the Company's latest audited net assets and their absolute amount exceeds RMB10 million. Where the net assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(3) the revenue related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 10% of the Company's audited revenue for the latest accounting year, with an absolute amount exceeding RMB10 million;

(4) the net profit related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 10% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB1 million;

(5) the transaction amount of the transaction (including the debt and expenses) accounts for more than 10% of the Company's latest audited net assets, with an absolute amount exceeding RMB10 million;

(6) the profit derived from the transaction accounts for more than 10% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB1 million.

Where the relevant data in the above indicators is negative, the absolute value shall be used for calculation.

Where the subject of the transaction is equity interest, and the purchase or disposal of such equity interest results in a change to the scope of the Company's consolidated financial statements, the total assets and revenue of the target company to which such equity interest relates shall be deemed the total assets involved in the transaction and the revenue attributable to the transaction, respectively.

With regard to the same transactions of the Company on the transaction subject within 12 months, the principle of aggregate calculation shall apply to the provisions of this Article. If relevant obligations are completed in accordance with this Article, the transactions will not be included in the calculation of the total amount.

(ii) The provision of financial assistance by the Company shall not only be considered and approved by more than half of all the Directors, but also shall be considered and approved by way of resolution by at least two-thirds of the Directors present at the meeting of the Board, and shall be disclosed in a timely manner. The financial assistance provided by the Company shall be submitted to the Shareholders' general meeting for consideration after consideration and approval by the Board if it falls under any of the following circumstances:

1. the amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;

2. the asset-liability ratio of the recipient of financial assistance exceeds 70% according to data from the latest financial statement;

3. the aggregated amount of financial assistance provided in the latest 12 months exceed 10% of the Company's latest audited net assets;

4. other circumstances as prescribed by the stock exchange or the Articles of Association.

Where the recipient of financial assistance is a controlled subsidiary within the Company's consolidated financial statements in which the Company holds more than 50% of the equity interest, and where the other shareholders of such controlled subsidiary do not include the Company's controlling shareholder, de facto controller or their related parties, the provisions under the preceding two paragraphs may be exempted.

(iii) The provision of guarantees by the Company shall not only be considered and approved by more than half of all the Directors, but also shall be considered and approved by way of resolution by at least two-thirds of the Directors present at the meeting of the Board, and shall be disclosed in a timely manner. The guarantees provided by the Company shall be submitted to the Shareholders' general meeting for consideration after consideration and approval by the Board if it falls under any of the following circumstances:

1. a single guarantee for an amount in excess of 10% of the Company's latest audited net assets;

2. any guarantee provided after the total amount of external guarantee provided by the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;

3. any guarantee provided after the total amount of external guarantee provided by the Company and its controlled subsidiaries exceeds 30% of the Company's latest audited total assets;

4. any guarantee granted to a party with a gearing ratio over 70% shown in its latest financial statements;

5. guarantee where the aggregated amount of guarantee provided in the latest 12 months exceeds 30% of the Company's latest audited total assets;

6. guarantee to be provided to shareholders, de facto controllers and their related parties;

7. other circumstances as prescribed by the stock exchange or the Articles of Association.

When the guarantees specified in item 5 of the previous provisions is considered at the Shareholders' general meeting, it shall be approved by more than two-thirds of the voting rights held by Shareholders attending the meeting.

(iv) Save for the receipt of cash assets by way of gift, debt relief, and provision of guarantees to related parties, any transaction between the Company and a related natural person with a transaction amount exceeding RMB300,000, or a transaction between the Company and a related legal person (or other organization) with a transaction amount exceeding RMB3 million and the absolute value of which exceeds 0.5% but is less than 5% of the Company's latest audited net assets, shall be subject to approval by the Board.

Any related party transaction between the Company and a related party with a transaction amount exceeding RMB30 million and the absolute value of which exceeds 5% of the Company's latest audited net assets shall be submitted to the Shareholders' general meeting for consideration.

The amounts of transactions between the Company and the same related party or the amounts of transactions with different related parties but with related subject matter within a consecutive 12 months shall be calculated in the principle of aggregate calculation.

Where the above matters are otherwise provided for under laws, administrative regulations, departmental rules, regulatory documents or the requirements of the securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.

Article 114 The Chairman shall exercise the following powers and duties:

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

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

(iii) to execute the documents of the Board and other documents required to be executed by the legal representative of the Company;

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

(v) to nominate candidates for the general manager

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

(vii) to exercise other powers and duties delegated by the Board.

Article 115 The vice chairman of the Company shall assist the chairman in performing his duties. Where the chairman is unable or fails to perform his duties, the vice chairman shall perform such duties (if the Company has two or more than two vice chairmen, the one jointly elected by more than half of the Directors shall perform such duties). Where the vice chairman is unable or fails to perform his duties, a Director shall be elected jointly by half or more of all Directors to perform such duties.

Article 116 The Board shall meet at least one (1) time each quarter. The Board meetings shall be convened by the Chairman, by giving fourteen (14) days' written notice to all Directors and Supervisors.

Article 117 The Chairman shall, on requisition of the Shareholders representing one tenth (1/10) or more of the voting rights of the Company, or one third (1/3) or more of the Directors, or the Audit Committee, convene and preside over an extraordinary Board meeting within ten (10) days after receiving such requisition.

Article 118 When convening an extraordinary Board meeting, the Board shall notify all Directors three (3) days prior to the convening of the meeting by a notice given in person, facsimile, email or otherwise specified herein.

With the unanimous consent of all directors of the Company, the notice period stipulated in the above Article may be waived.

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

(i) date and place of the meeting;

(ii) duration of the meeting;

(iii) subject matter and topics of the meeting;

(iv) date of notice.

Article 120 Meetings of the Board shall be attended by more than one-half of the Directors before the Board meeting can be convened. Any resolution of the Board shall be approved by a majority of Directors.

Each Director shall have one vote for any resolution of the Board.

Article 121 If any Director has connection with the enterprise or individual involved in the resolution made at a Board meeting, the said Director shall promptly report it in writing to the Board. A connected director shall not vote on the said resolution for himself/herself or on behalf of another Director. The Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the Board meetings is less than three, the issue shall be submitted to the Shareholders' general meeting for consideration. If there are any additional restrictions on directors' participation in and voting at the meetings of the Board in accordance with laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 122 Any resolution put to vote at a meeting of the Board shall be decided by a show of hands or in writing.

At an extraordinary Board meeting, to the extent that the Directors have sufficient opportunities to express their opinions, a resolution may be adopted by facsimile or other communication means and signed by the Directors attending the meeting.

Article 123 A Director shall attend each meeting of the Board in person, or if he/she is unable to attend the meeting due to any reason, he/she may entrust any other Director in writing to attend on behalf of him/her. Such instrument of proxy shall specify the name of proxy, matters authorized, powers delegated and validity term, among others, and be signed or stamped by the principal. A Director attending a meeting as the proxy of another Director shall exercise the rights of a Director within the powers delegated by the principal. Any Director who fails to attend a Board meeting in person or by proxy shall be deemed to have waived his/her voting rights at such meeting.

Article 124 The Board shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by all Directors present at such meeting.

The meeting minutes of the Board shall be placed on file of the Company for a period of ten (10) years.

Article 125 The minutes of a Board Meeting shall contain, among others:

(i) date, place and name of convener of the meeting;

(ii) names of the Directors present at the meeting and the Directors (proxies) attending the meeting on behalf of other Directors;

(iii) agenda of the meeting;

(iv) key points of the speeches delivered by each Director;

(v) method and result of voting on each resolution (including the number of votes for and against and abstentions).

Section 3 Independent Directors

Article 126 Independent directors shall diligently perform their duties in accordance with laws, administrative regulations, the requirements of the CSRC, the stock exchange and these Articles of Association, and shall play a role in participating in decision-making, exercising oversight and checks and balances, and providing professional advice within the Board, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

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

(i) any person who holds a position in the Company or its affiliated enterprises, as well as their spouse, parents, children or principal social connections;

(ii) any individual shareholder who directly or indirectly holds more than 1% of the Company's issued shares, or is among the top ten shareholders of the Company, as well as their spouse, parents or children;

(iii) any person who holds a position in a shareholder that directly or indirectly holds more than 5% of the Company's issued shares or is among the top five shareholders of the Company, as well as their spouse, parents or children;

(iv) any person who holds a position in an affiliated enterprise of the Company's controlling shareholder or de facto controller, as well as their spouse, parents or children;

(v) any person who has significant business dealings with the Company, its controlling shareholder or de facto controller or their respective affiliated enterprises, or holds a position in an entity having significant business dealings with the Company or its controlling shareholder or de facto controller;

(vi) any person providing financial, legal, advisory, sponsorship or other services to the Company, its controlling shareholder or de facto controller, or their respective affiliated enterprises, including but not limited to all project team members, reviewers at all levels, signatories on reports, partners, directors, senior management and key responsible persons of the intermediary institutions providing such services;

(vii) any person who, within the last twelve months, has fallen within any of the circumstances listed in items (i) to (vi);

(viii) any other person who does not meet the independence requirements under laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, or these Articles of Association.

Independent directors shall conduct a self-assessment of their independence each year and submit the results to the Board. The Board shall conduct an annual assessment of the independence of the incumbent independent directors and issue a specific opinion, which shall be disclosed together with the annual report.

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

(i) be qualified to serve as a director of a listed company under laws, administrative regulations and other relevant provisions;

(ii) meet the independence requirements stipulated in these Articles of Association;

(iii) possess basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations and rules;

(iv) have more than five years of work experience in law, accounting, economics or other fields necessary to perform the duties of an independent director;

(v) have good personal integrity and no material record of dishonesty or other misconduct;

(vi) meet other requirements prescribed by laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

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

(i) participate in Board decision-making and express clear opinions on matters discussed;

(ii) oversee potential significant conflicts of interest between the Company and its controlling shareholder, de facto controller, Directors, or senior management, and protect the legitimate rights and interests of minority shareholders;

(iii) provide professional and objective advice on the Company's operations and development to enhance the quality of the Board's decision-making;

(iv) perform other duties as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

Article 130 Independent directors shall have the following special powers:

(i) independently engage intermediary institutions to conduct audits, consultations or reviews on specific matters of the Company;

(ii) propose to the Board the convening of an extraordinary general meeting;

(iii) propose to convene a Board meeting;

(iv) lawfully solicit shareholders' rights from shareholders by public means;

(v) express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(vi) exercise other powers as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

The exercise of the powers set out in items (i) to (iii) of the preceding paragraph by the independent directors shall be subject to the approval of a majority of all independent directors.

When independent directors exercise any of the powers listed above, the Company shall make timely disclosures. If such powers cannot be duly exercised, the Company shall disclose the specific circumstances and reasons.

Article 131 The following matters shall be submitted to the Board for consideration only after being approved by a majority of all independent directors of the Company:

(i) related-party transactions that are required to be disclosed;

(ii) proposals for changing or waiving undertakings made by the Company and relevant parties;

(iii) decisions and measures taken by the Board of a listed company being acquired in response to the acquisition;

(iv) other matters as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

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

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

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

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

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

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

Section 4 Special Committees of the Board

Article 133 The Board of the Company shall establish an Audit Committee, which, in addition to performing the duties of an audit committee under the Hong Kong Listing Rules, shall exercise the powers and functions of a board of supervisors as prescribed by the Company Law.

Article 134 The Audit Committee shall consist of three directors who do not hold any senior management positions within the Company. Independent directors shall constitute a majority of the committee, and the convenor shall be an independent director who meets the requirements for accounting professionals under Rule 3.10(2) of the Hong Kong Listing Rules.

Article 135 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and assessing the internal and external audit work and internal controls. The following matters shall be submitted to the Board for consideration only after being approved by a majority of all members of the Audit Committee:

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

(ii) appointment or dismissal of the accounting firm responsible for undertaking the listing company's auditing business;

(iii) appointment or dismissal of the listing company's financial controller;

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

(v) other matters as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company's shares are listed, and these Articles of Association.

Article 136 The Audit Committee shall hold at least one meeting every quarter. The interim meeting may be convened if proposed by two or more members or if the convenor deems it necessary. A meeting of the Audit Committee shall be held only if more than two-thirds of its members are present.

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

Voting on resolutions of the Audit Committee shall be conducted on a one-person-one-vote basis.

Minutes shall be prepared for resolutions of the Audit Committee in accordance with the relevant requirements, and members of the Audit Committee attending the meeting shall sign the minutes.

The terms of reference of the Audit Committee shall be formulated by the Board.

Article 137 The Board of the Company shall establish the special committees such as the strategy, nomination, remuneration and appraisal committees, which shall perform their duties in accordance with these Articles of Association and the authorization of the Board. Proposals made by these special committees shall be submitted to the Board for consideration and decision. The terms of reference of these special committees shall be formulated by the Board.

Each of the above special committees shall consist of three members, all of whom shall be directors of the Company. In particular, independent directors shall constitute a majority in the Nomination Committee and the Remuneration and Appraisal Committee, and shall serve as the convenors.

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

(i) nomination or removal of directors;

(ii) appointment or dismissal of senior management;

(iii) other matters as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company's shares are listed, and these Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the Nomination Committee's opinions and the specific reasons for not adopting them in the Board resolutions and disclose the same.

Article 139 The Remuneration and Appraisal Committee shall be responsible for formulating the assessment criteria for directors and senior management and conducting assessments on them; formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management; and making recommendations to the Board on the following matters:

(i) the remuneration of directors and senior management;

(ii) formulating or changing the share incentive scheme and employee share ownership scheme, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits;

(iii) arranging share ownership schemes for directors and senior management in the subsidiaries proposed to be spun off;

(iv) other matters as prescribed by laws, administrative regulations, the CSRC and these Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the Remuneration and Appraisal Committee's opinions and the specific reasons for not adopting them in the Board resolutions and disclose the same.

CHAPTER VI GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS

Article 140 The Company shall have one general manager, who shall be appointed or dismissed by the Board. The Company shall have several deputy general managers, one chief financial officer and one secretary to the Board, who shall be nominated by the general manager and shall be appointed or dismissed by the Board.

Article 141 The provisions in these Articles of Association in relation to the circumstances under which a person may not serve as a Director and the resignation management system shall mutatis mutandis apply to the senior management.

The provisions in these Articles of Association regarding the fiduciary duties of Directors and the duty of diligence of Directors shall mutatis mutandis apply to the senior management.

Article 142 Any person who holds any administrative office (other than Director or Supervisor) in any entity of the controlling shareholders of the Company shall not hold any office of senior management in the Company concurrently.

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

Article 143 The general manager and deputy general manager shall each have a term of office of three (3) years and may serve consecutive terms upon reappointment.

Article 144 The general manager is responsible to the Board and exercises the following powers:

(i) To be in charge of the Company's production, operation and management, and to organize and implement the resolutions of the Board and report on works to the Board;

(ii) To organize and implement the Company's annual business plan and investment proposals;

(iii) To draft plans for the establishment of the Company's internal management organizations;

(iv) To draft the fundamental management system of the Company;

(v) To formulate specific rules and regulations for the Company;

(vi) To propose to the Board on the appointment or dismissal of deputy general manager, chief financial officer of the Company;

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

(viii) Other functions and powers conferred by the Articles of Association or the Board.

The general manager shall attend the meetings of the Board

Article 145 The general manager shall prepare the terms of reference for the general manager, and implement the same upon approval by the Board.

Article 146 The terms of reference for the general manager shall specify, among others:

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

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

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

(iv) other matters that the Board deems necessary.

Article 147 The general manager and deputy general manager may resign prior to the expiration of his/her term of office. The specific procedures and methods for the resignation shall be stipulated in the labor contract between the general manager and deputy general manager and the Company.

Article 148 The deputy general manager is directly responsible to and report to the general manager and performs relevant duties based on the setup of the internal management organization of the Company.

Article 149 The Company shall have a Secretary to the Board, who shall be responsible for the preparation of the Shareholders' general meeting and Board meeting, document keeping and management of shareholders' information of the Company and shall deal with information disclosure and other matters.

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

Article 150 When senior management performs their duties for the Company and causes damage to others, the Company shall bear liability for compensation. Where senior management is found to have acted with intent or gross negligence, he/she shall also bear liability for compensation.

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

Article 151 The senior management of the Company shall faithfully perform their duties, and safeguard the best interests of the Company and all shareholders.

Any senior management of the Company who fails to faithfully perform his/her duties or breaches the fiduciary duty shall indemnify the Company and the public shareholders for the damages arising therefrom according to law.

CHAPTER VII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 152 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions stipulated by the relevant authorities of the PRC.

Article 153 The Company shall submit and disclose its annual reports to the relevant branch office of the CSRC and the stock exchange of the place where the shares of the Company are listed within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange of the place where the shares of the Company are listed within two months from the end of the first half of each fiscal year.

The above annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and requirements of the CSRC and the stock exchange of the place where the shares of the Company are listed.

Article 154 The Company will not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 155 The Company is required to allocate 10% of its profits into its statutory reserve fund when distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

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

Subject to a resolution of the Shareholders' general meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund.

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

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

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

The Company shall entrust one or more payment receiving agents in Hong Kong for shareholders of H Shares. The payment receiving agents shall receive and hold on behalf of such shareholders of H Shares any dividends allocated to H Shares and other amounts payable by the Company, for future payments to such shareholders of H Shares. The payment receiving agents appointed by the Company shall comply with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 156 Specific requirements for profit distribution by the Company

1. Principles for profit distribution: The Company shall implement a positive profit distribution policy, attach importance to the provision of reasonable returns to its shareholders, maintain the continuity and stability of the profit distribution policy and comply with the relevant provisions of laws and regulations. The profit distribution policy of the Company shall not exceed the Company's cumulative distributable profits and must not undermine the Company's ability to sustain its operations.

2. Forms for profit distribution: The Company shall prioritize cash dividends in terms of profit distribution, and may also adopt stock dividends or a combination of cash and stock dividends.

3. Conditions, ratio, frequency and arrangements for cash dividends.

Cash dividends shall only be distributed when all the following conditions are met: (1) the Company achieves positive distributable net profit (based on the lower of the profit available for distribution in the consolidated statement and the parent company's statement) in each year or half-year period, and the accumulated distributable profits of the Company are positive; (2) the cash flow is sufficient, and the cash dividends will not affect the Company's sustainable operation in the future; (3) the auditor issues a standard unqualified audit report for the financial statements of the Company for the current period; (4) the Company has no significant investment plan or significant cash expenditure or such other events.

A significant investment plan or significant cash expenditure refers to matters involving the purchase or disposal of major assets, as well as investment projects (including but not limited to equity investments, project investments, venture capital, and mergers and acquisitions) of the Company within one year, where the amount exceeds 30% of the Company's most recently audited total assets. Such matters require approval by the Board of the Company and must be submitted to the Shareholders' general meeting for review and approval.

Cash dividend ratio: In the event that the conditions for cash dividends are met, the Company shall distribute no less than 20% of its distributable profits for the year in the form of cash dividends.

Cash dividend frequency: When cash dividend conditions are satisfied, the Company shall distribute profits in cash, and, in principle, cash dividends shall be distributed on an annual basis. The Company may declare interim cash dividends based on its profitability and capital requirements. When a listed company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum ratio, the cap amount and other matters of the interim cash dividends for the next year. The cap amount of interim dividends for the following year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the listed company during the corresponding period. The Board shall, in accordance with the resolution of the Shareholders' general meeting, formulate a specific interim dividend proposal subject to the fulfilment of the conditions of profit distribution.

The Board of the Company shall comprehensively consider the characteristics of the industry in which it operates, its stage of development, its own business model, its profitability, debt servicing capacity and whether it has major capital expenditure arrangements, and investor returns, and propose differentiated cash dividend policies in accordance with the procedures prescribed in the Articles of Association:

(1) If the Company is in a mature stage of development and has no major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 80% of the profit distribution;

(2) If the Company is in a mature stage of development and has major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 40% of the profit distribution;

(3) If the Company is in the growth stage and has major capital expenditure arrangements, when distributing profits, the cash dividend should account for at least 20% of the profit distribution;

If the Company's development stage is difficult to distinguish but there are major capital expenditure arrangements, it can be handled in accordance with the provisions of item (3) of the preceding paragraph.

4. Conditions for stock dividend distribution: Where the Board deems the Company's share capital scale and equity structure reasonable, it may propose a stock dividend distribution plan for the approval by the Shareholders' general meeting. When distributing stock dividends, the stock dividend per 10 shares shall be no less than 1 share. In the event that stock dividends are adopted for profit distribution, real and reasonable factors such as the growth of the Company and the dilution of net assets per share should be taken into account.

5. Decision-making procedures for profit distribution

When formulating the cash distribution plan, the Board shall seriously review and discuss the matters such as the timing, conditions, minimum ratio, conditions for adjustments and decision-making procedure requirements for the cash dividend of the Company.

If Independent Directors believe that a cash dividend plan may harm the interests of the Company or minority shareholders, they shall have the right to express an independent opinion. If the Board does not adopt or only partially adopts the opinions of Independent Directors, it shall disclose the opinion of the Independent Directors and the specific reasons for not adopting or not fully adopting the opinion in the announcement of the Board's resolution.

The Audit Committee shall supervise the implementation of cash dividend policy and shareholders' return plan by the Board, and whether to perform the corresponding decision-making procedures and information disclosure. If the Audit Committee finds that the Board fails to strictly implement the cash dividend policy and shareholders' return plan, fails to strictly perform the corresponding decision-making procedures or fails to truthfully, accurately and completely disclose the corresponding information, it shall issue clear opinions and urge the Board to make corrections in a timely manner.

The Company shall communicate and exchange ideas through multiple channels with shareholders (in particular minority shareholders) to obtain the opinion and requests of the shareholders and respond to shareholders' concerns in a timely manner.

6. Circumstances and procedures for adjusting profit distribution policy

The Company may make adjustments to its established cash dividend policy in the following circumstances, provided that the adjusted profit distribution policy shall not be in violation of the relevant provisions of laws and regulations: (1) when the net cash flow generated from the Company's operating activities has been in the negative for two consecutive years; (2) when the Company's gearing ratio at the end of the current period exceeds 70%; (3) other circumstances occur due to the Company's production and operations, investment planning, long-term development needs, or due to significant changes in the external operating environment or its own operating conditions.

The Company shall strictly adhere to the profit distribution policy as stipulated in its Articles of Association, particularly the cash dividend policy and specific cash dividend plans approved by the Shareholders' general meeting. Should any adjustment or amendment to the profit distribution policy set forth in the Articles of Association be deemed necessary, such adjustment must first be reviewed and approved by the Board and the Audit Committee before being submitted to the Shareholders' general meeting for approval. Independent Directors and the Audit Committee of the Company must provide explicit opinions on the matter. Any resolution proposed at the Shareholders' general meeting to adjust the profit distribution policy shall be subject to approval through a special resolution at the Shareholders' general meeting.

7. Control over the risk of illegal appropriation of company funds by Shareholders

In the event that a shareholder of the Company misappropriates the funds of the Company, the Company shall deduct the cash dividend distributable to such shareholder for recovery of the misappropriated funds.

8. Information disclosure on profit distribution

The Company shall strictly comply with relevant regulations in disclosing profit distribution plans and their implementation in periodic reports. Where the Company is profitable for any year but proposes no cash dividend distribution, it shall provide detailed explanation on the reason for no cash dividend distribution, the use of funds that has not been utilized for distribution but retained by the Company and the utilization plan in annual reports.

The Company shall disclose in detail the formulation and implementation of its cash dividend policy in periodic reports, with specific explanations on the following matters:

(1) whether it complies with the provisions of the Articles of Association or resolutions of the Shareholders' general meeting;

(2) whether the criteria and proportion of dividend distribution are clear and explicit;

(3) whether the relevant decision-making procedures and mechanisms are complete;

(4) If the Company has not paid cash dividends, it shall disclose the specific reasons thereof and the next steps it intends to take to enhance the level of investor reporting;

(5) whether minority shareholders have opportunities to fully express their opinions and demands, and whether legitimate rights and interests of minority shareholders have been fully protected.

In case of adjustment or amendment to cash dividend policies by the Company, it shall be explained in detail whether the conditions and procedures for adjustment or amendment are legal and transparent.

Article 157 After a resolution on the profit distribution plan is made at the Shareholders' general meeting of the Company, or after a specific plan is formulated by the Board of the Company based on the conditions and cap for interim dividends for the next year considered and approved by the annual general meeting, the Board of the Company shall complete the distribution of dividends (or shares) within 2 months after the Shareholders' general meeting is convened. If the specific plan cannot be implemented within 2 months due to the requirements of the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.

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

To make up for the losses of the Company, the discretionary reserve and the statutory reserve shall be used first; if still insufficient, the capital reserve may be used in accordance with regulations.

Upon transfer from the statutory reserve to the increase of registered capital, the remainder of such reserve shall not be less than 25% of the registered capital of the Company before such transfer takes effect.

Section 2 Internal Audit

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

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

Article 160 The internal audit department of the Company shall be supervised and inspected the Company's business activities, risk management, internal controls and financial information.

The internal audit department shall maintain its independence, be staffed with dedicated audit personnel, and shall not be placed under the leadership of the finance department or share offices with the finance department.

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

In the course of supervising and inspecting the Company's business activities, risk management, internal controls and financial information, the internal audit department shall be subject to the supervision and guidance of the Audit Committee. If the internal audit department discovers any significant issues or leads, it shall immediately report directly to the Audit Committee.

Article 162 The internal audit department shall be responsible for the specific organization and implementation of the internal control evaluation of the Company. Based on the evaluation report and related materials issued by the internal audit department and reviewed by the Audit Committee, the Company shall issue the annual internal control evaluation report.

Article 163 When the Audit Committee communicates with external audit institutions such as accounting firms or national audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.

Article 164 The Audit Committee shall participate in the performance appraisal of the head of the internal audit department.

Section 3 Appointment of Accounting Firm

Article 165 The Company shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one year and can be re-appointed.

Article 166 The appointment and removal of accounting firm by the Company shall be subject to the approval of the Shareholders' general meetings. The Board may not appoint accounting firm before the approval of the Shareholders' general meeting.

Article 167 The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

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

Article 169 If the Company removes or no longer re-appoints the accounting firm, it shall notify such accounting firm 15 days in advance. When shareholders vote for the removal of such accounting firm, such accounting firm shall be entitled to state its opinions at the Shareholders' general meeting.

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

CHAPTER VIII NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 170 The Company's notice shall be given by the following manners:

(i) in person;

(ii) by email;

(iii) by announcement;

(iv) other forms stipulated in these Articles of Association.

Article 171 Notices given by the Company by way of announcement shall be deemed to have been received by all relevant persons upon such announcement being made.

Article 172 The notice of any Shareholders' general meeting shall be delivered by announcement. Unless the context otherwise requires, in relation to announcements made to shareholders of A Shares or announcements made within the territory of the PRC as required by the relevant regulations and these Articles of Association, it refers to the publication of information on the website of the SZSE and on media that meet the conditions prescribed by the CSRC (the "**eligible media**"); in respect of announcements to be issued to shareholders of H Shares, such announcements shall be published on the website of the Company, the website of the Hong Kong Stock Exchange and other websites as may be required from time to time under the Hong Kong Listing Rules in accordance with the relevant requirements of the Hong Kong Listing Rules.

Under the premise of the Company's compliance with the relevant listing rules of the place(s) in which the shares of the Company are listed, regarding the provision and/or distribution by the Company of corporate communications to shareholders of the H Shares in accordance with requirements of such listing rules, the Company may also electronically or at the Company's website or the website of the stock exchange(s) of the place(s) in which the shares of the Company are listed post such information so as to transmit or provide the same to such shareholders of H Shares in lieu of such delivery by hand or postage prepaid mail.

Article 173 The notice of any Board Meeting shall be delivered in person, by post, facsimile, email or otherwise set forth herein.

Article 174 If the notice of the Company is served by personal delivery, the recipient shall affix their signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the third working day after handover to the post office shall be the date of service; if the notice of the Company is sent by fax and email, the date of sending shall be the date of service; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service.

Article 175 The accidental omission to give notice of a meeting to, or the non-receipt of any notice of a meeting by, any person entitled to receive such notice shall not invalidate such meeting or the resolution of such meeting.

Section 2 Announcements

Article 176 The Company designates Juchao Information Website (www.cninfo.com.cn), newspapers that meet the conditions prescribed by the CSRC and HKEXnews (www.hkexnews.hk) as the media for the publication of its announcements and other information required to be disclosed.

CHAPTER IX MERGER, SPIN-OFF, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Spin-off, Capital Increase and Reduction

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

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

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

If the Company proceeds with a merger without a resolution of the Shareholders' general meeting in accordance with the preceding paragraph, it shall be approved by a resolution of the Board.

Article 179 In the event of any merger involving the Company, the Company shall enter into a merger agreement with other parties involved and prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days after the adoption of the relevant resolution and publish announcements in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System within 30 days.

The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

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

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

In the event of any spin-off of the Company, the Company shall prepare a balance sheet and a list of assets, notify its creditors within 10 days from the date of the resolution of spin-off and publish announcements in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System within 30 days.

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

Article 183 The Company shall prepare a balance sheet and a list of assets its registered capital.

The Company shall notify its creditors within 10 days after the adoption of the relevant resolution on the reduction of the registered capital at the Shareholders' general meeting and publish announcements in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System. The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Where the Company reduces its registered capital, it shall reduce the capital contributions or shares held by shareholders proportionately according to their shareholding, except as otherwise provided by law or these Articles of Association.

Article 184 Where, after covering losses in accordance with the second paragraph of Article 158 of these Articles of Association, there remains a deficit, the Company may reduce its registered capital to cover the remaining losses. When reducing registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription amounts.

Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of Article 183 of these Articles of Association shall not apply; however, the Company shall, within 30 days from the date on which the resolution to reduce the registered capital is passed by the general meeting, make an announcement in newspapers meeting the requirements of the CSRC or through the National Enterprise Credit Information Publicity System.

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

Article 185 Where the registered capital is reduced in violation of the provisions of the Company Law, shareholders shall return any funds they have received, and any reduction or exemption of shareholders' capital contributions shall be reinstated. If losses are caused to the Company, the shareholders and the Directors and senior management personnel who are responsible shall bear liability for compensation.

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

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

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

Section 2 Dissolution and Liquidation

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

(i) Expiry of term of business stipulated in these Articles of Association or occurrence of any other trigger for dissolution stipulated in these Articles of Association;

(ii) The Shareholders' general meeting adopts a resolution to dissolve;

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

(iv) The business license is revoked, or the Company is ordered to close or be eliminated according to applicable law;

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

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

Article 189 Under the circumstance set out in items (i) and (ii) of Article 188 hereof and assets have not yet been distributed to shareholders, the Company may continue its operation by amending these Articles of Association.

Any amendment to these Articles of Association pursuant to the preceding paragraph shall be subject to approval of two thirds or more of the votes held by the shareholders present at the Shareholders' general meeting.

Article 190 Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) of Article 188 hereof, it shall be liquidated. The Directors shall be the liquidation obligors of the Company and the liquidation committee shall be established within 15 days from the date of the event leading to liquidation.

The personnel of the liquidation committee shall consist of Directors, except where otherwise provided in these Articles of Association or otherwise selected by the resolution at the Shareholders' general meeting.

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

Article 191 The liquidation committee shall perform the following powers and duties during the period of liquidation:

(i) to sort out the Company's assets and to prepare a balance sheet and a list of assets;

(ii) To inform creditors by notice or announcement;

(iii) To deal with the outstanding businesses of the Company relating to liquidation;

(iv) To pay off outstanding taxes as well as taxes arising in the course of liquidation;

(v) To settle claims and liabilities;

(vi) To allocate the remaining assets of the Company after repayment of debts;

(vii) To represent the Company in civil proceedings

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

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

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

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

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

During the period of liquidation, the Company shall not engage in any business activity except for those relating to the liquidation.

Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.

If the Company has issued preferred shares at the time of its liquidation due to dissolution, bankruptcy or other reasons, any residual assets remaining after satisfying all liabilities in accordance with the relevant provisions of the Company Law and the Enterprise Bankruptcy Law shall be used to pay preferred shareholders their unpaid dividends and the liquidated sums specified in these Articles of Association. Should such assets be insufficient to cover the full amount, the remaining balance shall be distributed to preferred shareholders in proportion to their respective shareholdings.

Article 194 In the event the liquidation committee finds that, after taking stock of the Company's property and preparing the balance sheet and list of property, that the assets are insufficient to pay the debts, it shall apply to the people's court for bankruptcy liquidation according to the law.

After the people's court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation affairs of the Company to the people's court.

Article 195 After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the same to the Shareholders' general meeting or the people's court for confirmation, then deliver the same to the Company's registration authority to apply for cancellation of the Company's registration.

Article 196 Members of the liquidation committee shall perform their liquidation duties with a duty of loyalty and diligence.

Where a member of the liquidation committee fails to perform his or her liquidation duties, causing losses to the Company, he or she shall bear liability for compensation; if losses are caused to creditors due to intent or gross negligence, he or she shall also bear liability for compensation.

Article 197 If the Company declares bankruptcy according to law, the Company shall perform bankruptcy liquidation procedures according to the laws relating to bankruptcy of companies.

CHAPTER X AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(i) Following the revision of the Company Law or relevant laws and administrative regulations or the securities regulatory rules of the place where the shares of the Company are listed, the matters stipulated in the Articles of Association contradict the provisions of the revised laws and administrative regulations or the securities regulatory rules of the place where the shares of the Company are listed;

(ii) There is any change to the Company's particulars which result in inconsistency with the matters set out in the Articles of Association;

(iii) A Shareholders' general meeting has decided on making amendments to the Articles of Association.

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

Article 200 The Board shall amend the Articles of Association in accordance with the resolutions of the Shareholders' general meeting and the comments of the competent authorities on any amendment hereto.

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

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 202 Definitions

(i) Controlling shareholder means a person who holds shares representing more than 50% of the entire share capital of the Company, or a person having sufficient voting right in respect of the shares who holds to pose a significant influence on the resolutions of the Shareholders' general meetings despite holding not more than 50% of the entire share capital of the Company, or controlling shareholder as defined in the securities regulatory rules of the place where the shares of the Company are listed.

(ii) De facto controller means a natural person, legal person or other organization which actually possesses the power to direct the acts of the Company through investment, contract or other arrangement.

(iii) Affiliation means the relationship between any controlling shareholder, de facto controller, Director or senior management of the Company and any entity controlled by it/him/her directly or indirectly, or other relationship that may cause any transfer of the benefits of the Company.

(iv) The meaning of the "accounting firm" herein shall be the same as that of the "auditor" in the Hong Kong Listing Rules, the meaning of "Independent Directors" shall be the same as that of "Independent Non-executive Directors" in the Hong Kong Listing Rules, and "Non-independent Directors' mean directors other than Independent Directors (Independent Non-executive Directors) who are members of the Board.

Article 203 Subject to the provisions hereof, the Board may formulate detailed rules for implementation of the Articles of Association, provided that such detailed rules shall not conflict with the provisions hereof.

Article 204 These Articles of Association shall be prepared in Chinese. In case of any discrepancy between different languages or versions of these Articles of Association and these Articles of Association, the Chinese version of these Articles of Association most recently filed with the Xiamen Municipal Administration for Market Regulation shall prevail.

Article 205 In case of any contradictions between these Articles of Association and the provisions of the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed, which were promulgated from time to time, the provisions of the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed shall prevail.

Article 206 For purpose of these Articles of Association, the terms "not less than" and "within" include the given figure, and the terms "exceeding", "beyond", "lower than" and "more than" do not include the given figure.

Article 207 The Board of the Company shall be responsible for the interpretation of these Articles of Association.

Article 208 The exhibits to these Articles of Association include the rules of procedure for the Shareholders' general meeting and the rules of procedure for the Board.

Article 209 Upon consideration and approval by the Shareholders' general meeting, these Articles of Association shall take effect upon implementation.

Xiamen Jihong Co., Ltd
September 2026