

**Articles of Association of
Zhejiang Taimei Medical Technology Co., Ltd.**

September 2024

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Chapter 1 General Provisions

Article 1 The Articles of Association are formulated and enacted 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 Accounting Law of the People's Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other related regulations to protect the legitimate rights and interests of the Company, shareholders, employees and creditors and regulate the organization and conduct of the Company.

Article 2 Zhejiang Taimei Medical Technology Co., Ltd. (the "Company") was incorporated as a joint stock limited company through the overall reform of Jiaxing Taimei Medical Technology Co., Ltd. according to the Company Law and other related regulations. The Company was established in June 2013, incorporated by way of promotion in September 2020 and registered with the Jiaxing Municipal Administration for Market Regulation and obtained the business license bearing the Unified Social Credit Code 91330401070675388H.

Article 3 After completing the filing procedure with China Securities Regulatory Commission (the "CSRC") on July 9, 2024, the Company was listed on the main board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on [•], [•], and issued no more than 134,500,000 overseas listed foreign shares in Hong Kong ("H shares").

Article 4 Registered name of the Company:

Chinese Name: 浙江太美醫療科技股份有限公司

English Name: Zhejiang Taimei Medical Technology Co., Ltd.

Article 5 The address of the Company is 3/F, Building 9, Smart Industry Innovation Park, 36 Changsheng South Road, Jiaxing, Zhejiang, Postal Code: 314000.

Article 6 The registered capital of the Company is RMB[•] million (or RMB[•] million, if the over-allotment option of the initial public offering is fully exercised).

Article 7 The Company is a joint stock company with limited liability and perpetual existence, and is an independent legal person.

Article 8 The chairman of the board (the "Board") of directors of the Company (the "Directors") is the legal representative of the Company. If the chairman of the Board resigns, he/she shall be deemed to have resigned as the legal representative at the same time.

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

The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or its Articles of Association.

Article 9 The entire assets of the Company are divided into equal shares, and the shareholders are liable for the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire assets.

Article 10 The Articles of Association shall, with effect from their effective date, constitute a legally binding instrument for governing the constitution and activities of the Company, and the rights and obligations between the Company and its shareholders, and among shareholders, and is a legally binding document with respect to the Company, its shareholders, Directors, supervisors (the “Supervisors”), and senior managers.

Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders, shareholders may institute legal proceedings against Directors, Supervisors, the general manager, and other senior managers of the Company, shareholders may institute legal proceedings against the Company, and the Company may institute legal proceedings against shareholders, Directors, Supervisors, the general manager, and other senior managers.

Article 11 Other senior managers stated in the Articles of Association refer to the deputy general manager, the Board secretary and the financial officer of the Company.

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

Chapter 2 Purpose and Scope of Business

Article 13 The business purpose of the Company: Uphold the mission of “Accelerating the accessibility of innovative drugs by advancing digital application in various aspects of the pharmaceutical industry”.

Article 14 Business scope of the Company: general items: software development; data processing and storage support service; information technology consulting service; technology service, technology development, technology consulting, technology exchange, technology transfer and technology promotion; sales of type II medical instruments; medical research and trial development; translation service; human resources service (excluding occupational intermediary activity and labor dispatch service); business training (excluding educational training, occupational skill training and other training that shall be licensed); import and export of technologies; and import and export of goods (for the items subject to approval according to law, business activities can only be carried out based on the business license). Licensed items: type II value-added telecom business; occupational intermediary activity (for the items subject to approval according to law, business activities can only be carried out based on the business license, and the specific business items shall be subject to the approval results).

Chapter 3 Shares

Section I Issuance of Shares

Article 15 The shares of the Company are in the form of registered shares.

Article 16 The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry the equal rights.

Shares of the same class issued at the same time shall be issued under the same condition and at the same price; the same price shall be paid for each share subscribed for by any entities or individuals.

Article 17 All shares issued by the Company shall have a par value denominated in Renminbi, which shall be RMB1 for each share.

Article 18 The H shares issued by the Company shall be deposited in the custodian company of the Hong Kong Securities Clearing Company Limited.

Article 19 The Company was established by promotion by 32 promoters, including Zhao Lu, Zhoushan Yijin Investment Management Partnership (Limited Partnership), Shanghai Xiaoju Enterprise Management Partnership (Limited Partnership) and Shanghai Kunrui Enterprise Management Partnership (Limited Partnership). All the promoters have converted their net assets in Jiaxing Taimei Medical Technology Co., Ltd. into shares of the Company. Listed below are the shares issued by the Company to the promoters upon establishment together with the form of contribution and shareholding percentages of the promoters:

No.	NAME OF SHAREHOLDER	NUMBER OF SHARES	SHAREHOLDING PERCENTAGES (%)	FORM OF CONTRIBUTION
1	Zhao Lu	2,282,659	15.7708	Net Assets
2	Shanghai Xiaoju Enterprise Management Partnership (Limited Partnership)	656,250	4.5340	Net Assets
3	Shanghai Kunrui Enterprise Management Partnership (Limited Partnership)	62,500	4.3181	Net Assets
4	Xinyu Shengkong Enterprise Management Partnership (Limited Partnership)	588,157	4.0635	Net Assets
5	Xinyu Haolin Enterprise Management Partnership (Limited Partnership)	451,494	3.1194	Net Assets
6	Zhoushan Yijin Investment Management Partnership (Limited Partnership)	173,832	1.2010	Net Assets
7	Xinyu Qiwushi Medical Technology Partnership (Limited Partnership)	116,986	0.8083	Net Assets
8	Xinyu Taimei Nuoming Enterprise Management Partnership (Limited Partnership)	26,262	0.1814	Net Assets
9	Linzhi Tencent Investment Management Co., Ltd.	1,709,118	11.8083	Net Assets
10	Jingwei Chuangteng (Hangzhou) Venture Capital Partnership (Limited Partnership)	1,629,950	11.2613	Net Assets
11	Nanjing Kaiyuan Growth Investment Partnership (Limited Partnership)	665,511	4.5980	Net Assets
12	Suzhou Northern Lights Zhengyuan Venture Capital Partnership (Limited Partnership)	655,200	4.5268	Net Assets
13	Shanghai Chenxi Venture Capital Center (Limited Partnership)	616,209	4.2574	Net Assets
14	Suzhou SAIF Puxin Medical and Health Industry Investment Center (Limited Partnership)	555,685	3.8392	Net Assets
15	Gongqingcheng Yuanxi Investment Management Partnership (Limited Partnership)	491,513	3.3959	Net Assets

No.	NAME OF SHAREHOLDER	NUMBER OF SHARES	SHAREHOLDING PERCENTAGES (%)	FORM OF CONTRIBUTION
16	Hangzhou Yangjian Investment Partnership (Limited Partnership)	486,224	3.3593	Net Assets
17	Nanjing Kaitai Venture Capital Partnership (Limited Partnership)	415,307	2.8694	Net Assets
18	Suzhou Northern Lights Hongyuan Venture Capital Partnership (Limited Partnership)	374,150	2.5850	Net Assets
19	Ningbo SBCVC Stable Growth Investment Partnership (Limited Partnership)	341,534	2.3597	Net Assets
20	Suzhou Paiyi Venture Capital Partnership L.P.	283,929	1.9617	Net Assets
21	Chengdu SBCVC Tiantou Venture Capital Center (Limited Partnership)	277,842	1.9196	Net Assets
22	Ivy (Changzhou) Equity Investment Fund Partnership (Limited Partnership)	164,918	1.1394	Net Assets
23	Li Shenjia	160,141	1.1064	Net Assets
24	Suzhou Kaifeng Taimei Venture Capital Partnership (Limited Partnership)	155,982	1.0777	Net Assets
25	Shanghai Chenyu Investment Management Partnership (Limited Partnership)	129,985	0.8981	Net Assets
26	Zheshang Venture Capital Co., Ltd.	103,988	0.7185	Net Assets
27	Shanghai Ruansu Enterprise Management Partnership (Limited Partnership)	74,091	0.5119	Net Assets
28	Jiang Wenxin	74,091	0.5119	Net Assets
29	Shanghai Kaifeng Changyang Venture Capital Partnership (Limited Partnership)	73,500	0.5078	Net Assets
30	Shenzhen Futian SAIF Dynamiques Equity Investment Fund Partnership (Limited Partnership)	38,475	0.2658	Net Assets
31	Nanjing SAIF Hengzhun Venture Capital Fund (Limited Partnership)	37,956	0.2622	Net Assets
32	Huangshan SAIF Tourism Cultural Industry Development Fund (Limited Partnership)	37,956	0.2622	Net Assets
Total		14,473,895	100.0000	-

Article 20 The Company has issued a total of [•] shares (or [•] shares, if the over-allotment option of the initial public offering is fully exercised), all of which are ordinary shares.

Article 21 The Company or its subsidiaries (including affiliates of the Company) shall not provide grants, loans, guarantees and other financial assistance for others to acquire shares of the Company or its parent company, except for the Company's implementation of employee share schemes or those approved by resolution of the general meeting or by resolution of the Board in accordance with the Articles of Association.

In the interests of the Company, by resolution of the general meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the general meeting, the Company may provide financial assistance for others to acquire shares of the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital. Resolutions made by the Board shall be passed by more than two-thirds of all Directors.

In the event of any damage caused to the Company due to their violation of the preceding provisions, the responsible Directors, Supervisors and senior managers shall be liable for compensation.

Section II Increase, Reduction and Repurchase of Shares

Article 22 Based on the needs of operation and development, the Company may increase its capital by the following means in accordance with the provisions of the laws, regulations and securities regulation rules in the place where the Company's shares are listed upon resolution of the general meeting:

- (I) public offering of shares;
- (II) non-public offering of shares;
- (III) allotment of bonus shares to existing shareholders;
- (IV) conversion of capital reserve to share capital;
- (V) other methods specified by laws and administrative regulations and approved by the securities regulation and administration agency of the State Council, the regulation authority in the place where the Company's shares are listed and other related regulators.

Article 23 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law and other relevant regulations as well as the procedures stipulated in this Articles of Association.

Article 24 The Company shall not repurchase its own shares, except under any of the following circumstances:

- (I) to reduce the registered capital of the Company;
- (II) to merge with other companies holding the Company's shares;
- (III) to use the shares for the employee share schemes or as equity incentives;
- (IV) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at general meetings on the merger or division of the Company;
- (V) to utilize shares to satisfy the conversion of corporate bonds that are convertible into shares issued by the Company;
- (VI) to safeguard corporate values and shareholders' equity as the Company deems necessary;
- (VII) any other circumstances permitted by the laws, administrative regulations, the regulatory rules in the place where the Company's shares are listed and other provisions.

Article 25 Where the Company repurchases its shares, it shall be conducted through public and centralized trading or other methods recognized by laws, administrative regulations, the CSRC and the stock exchange in the place where the Company's shares are listed.

Where the Company intends to repurchase its shares under the circumstances set out in items (III), (V) or (VI) of paragraph 1 of Article 24 of the Articles of Association, the repurchase shall be conducted through public and centralized trading.

Article 26 If the Company intends to repurchase its shares for reasons set out in items (I) and (II) of the first paragraph of Article 24 of the Articles of Association, it shall be approved by a resolution at a general meeting. If the Company intends to repurchase its shares for reasons set out in items (III), (V) and (VI) of the first paragraph of Article 24 of the Articles of Association, it may, in accordance with the requirements of the Articles of Association or upon authorization granted at the general meeting, be approved by a resolution by at least two-thirds of the Directors present in the Board meeting.

For the purpose of domestic unlisted shares, after the Company purchases the Company's shares in accordance with the provisions of paragraph 1 of Article 24 of the Articles of Association, if it falls under the circumstances stated in item (I), such shares shall be canceled within 10 days from the date of acquisition; if it falls under the circumstances stated in items (II) and (IV), such shares shall be transferred or canceled within 6 months; if it falls under the circumstances stated in items (III), (V) and (VI), the total number of shares held by the Company shall not exceed 10% of the Company's total issued shares. In addition, it shall be transferred or canceled within 3 years.

If it is otherwise specified in laws, regulations and provisions of the rules of the securities regulatory body in the place where the Company's shares are listed on the aforementioned matters involving the repurchase of shares of the Company, such provisions shall prevail.

Section III Transfer of shares

Article 27 The shares of the Company may be transferred in accordance with laws.

All overseas listed foreign shares shall be transferred by way of a written transfer instrument in standard form, or any other format acceptable to the Board (including the standard transfer form or form of transfer as specified by the Hong Kong Stock Exchange from time to time). Where the transferor or transferee of shares of the Company is a recognized clearing house (the "Recognized Clearing House") as defined by relevant regulations under Hong Kong laws effective from time to time, or its nominees, a written instrument of transfer may be signed by hand or in a machine-imprinted form. All instruments of transfer must be kept at the statutory address of the Company or such places as the Board may specify from time to time.

Article 28 The Company shall not accept its own shares as collateral.

Article 29 Shares issued by the Company prior to its public offering shall not be transferred within one year from the date on which the shares are listed and traded on a stock exchange.

The Directors, Supervisors, and senior managers of the Company shall declare to the Company the number of shares held by them and subsequent changes in their shareholdings. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of the Company's shares held by them. The Company's shares held by them shall not be transferred within one year from the listing date of the Company's shares. The shares of the Company held by them shall not be transferred within six months after their resignation.

If it is otherwise specified in the provisions of the rules of the securities regulatory body in the place where the Company's shares are listed on restricting the transfer of overseas listed shares, such provisions shall prevail.

Article 30 For Directors, Supervisors and senior managers of the Company or shareholders holding more than 5% of the Company's shares traded on other national securities trading venues approved by the State Council, if they have sold the shares of the Company or other securities with equity nature held by them within 6 months after purchasing, or if they have purchased such shares or securities again within 6 months after selling them, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board. However, securities companies holding more than 5% of the shares due to the purchase of the remaining shares after underwriting, and other circumstances stipulated by the securities regulatory authority of the State Council are excluded.

The shares or other securities with an equity nature held by Directors, Supervisors, senior managers and natural person shareholders as mentioned in the preceding paragraph shall include the shares or other securities with an equity nature held by their spouses, parents, children, and those held in the accounts of others.

If the Board does not comply with the provisions of the first paragraph of this Article, shareholders shall have the right to request the Board to do so within 30 days. If the Board fails to follow the above-mentioned deadline, shareholders shall have the right to file a lawsuit directly to the people's court in their own names in the interest of the Company.

If the Board does not comply with the provisions of the first paragraph of this Article, the responsible Directors shall be jointly and severally liable in accordance with the laws.

Chapter 4 Shareholders and General Meetings

Section I Shareholders

Article 31 The Company shall maintain a register of members based on the vouchers provided by securities registries. The register of members shall be the sufficient evidence proving the shareholders' holding of the Company's shares. Transfer of shares shall be recorded in the register of shareholders.

The register of members shall include the following parts:

- (I) the register of members kept at the Company's domicile, other than those registers of members as stated in paragraphs (2) and (3) of this Article;
- (II) the register of members for H shares kept at the place where the Company's shares are listed, provided that the register of members of the Company may be closed on terms equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);

- (III) the register of members kept at such other place as the Board may deem necessary for the purpose of listing of the Company's shares.

Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the equal rights and assume the same obligations.

If there is any inconsistency between the original and the duplicate of the register of members of H shares, the original version shall prevail.

Any person who is a registered shareholder or who requests his name be entered in the register of members in respect of shares in the Company may, if his share certificate (the "Original Certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").

Application by a holder of domestic shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with the Company Law.

Application by a holder of overseas-listed foreign shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the laws of the place where the original register of holders of overseas-listed foreign shares is maintained, the rules of the stock exchange or other relevant regulations.

Applications for re-issue of share certificates of H shareholders shall satisfy the following requirements:

- (I) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration stating the grounds upon which the application is made and the circumstances and evidence of the loss; and declaring that no other person is entitled to have his name entered in the register of members in respect of the Relevant Shares.
- (II) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered into the register of members in respect of such shares before it decides to issue a replacement share certificate to the applicant.
- (III) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 days in such newspapers as may be prescribed by the Board.
- (IV) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be displayed in the premises of the stock exchange for a period of 90 days. In the case of an application which is made without the consent of the registered shareholder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.

- (V) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.
- (VI) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the Original Certificate and document the cancellation of the Original Certificate and issuance of a replacement share certificate in the register of members accordingly.
- (VII) All expenses relating to the cancellation of an Original Certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable security is provided by the applicant for such expenses.

Article 32 When the Company convenes a general meeting, distributes dividends, executes clearing or makes other conducts that need to identify the shareholders, the Board or the convener of the general meeting shall determine the record date. Shareholders included in the register of members after close of market on the record date shall be the shareholders with such entitlements.

Where more than two persons are registered as the joint shareholders of any share, they shall be deemed as the joint owners of the Relevant Shares subject to the following restrictions:

- (I) The Company shall not register more than four persons as joint shareholders for any share;
- (II) All joint shareholders of any shares shall be jointly and severally liable for the payment of all fees payable for the Relevant Shares;
- (III) If any of those joint shareholders passes away, only the surviving joint shareholder(s) shall be deemed by the Company as the owners of the Relevant Shares, but the Board shall have the right, for the purpose of amending the register of members, to demand the death certificate of such holder or other documentary proof it deems appropriate;
- (IV) For joint shareholders of any shares, only the joint shareholder whose name appears first on the register of members shall have the right to receive the share certificate of the Relevant Shares and notice from the Company. Any notice served to such person shall be deemed to have been served to all joint shareholders of the Relevant Shares. Any of the joint shareholders may sign a proxy form, attend the general meeting of the Company or exercise voting rights of the Relevant Shares, provided, however, where the number of the joint shareholders attending the general meeting in person or by proxy is more than one, the vote cast by the shareholder whose name appears first shall be regarded as the vote of the joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the order of the joint shareholders holding Relevant Shares as appeared in the register of members.

Article 33 Shareholders of the Company shall enjoy the following rights:

- (I) to receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;
- (II) to legally request, convene, chair, attend or dispatch shareholder's proxy to attend the general meeting and exercise speaking rights and corresponding voting rights;
- (III) to supervise, manage, and make recommendations or inquiries on the operation of the Company;
- (IV) to transfer, bestow or pledge the shares they hold according to laws, administrative regulations and the Articles of Association;
- (V) to inspect and copy the Articles of Association, the register of members, minutes of general meetings, resolutions of the Board meetings and meetings of the supervisory committee of the Company (the "Supervisory Committee"), and financial accounting reports, and raise suggestions and inquiries about the Company's operation;
- (VI) to participate in the distribution of the Company's remaining assets in proportion to their shareholdings upon termination or liquidation of the Company;
- (VII) to request the Company to acquire the shares of shareholders who object to a resolution of a general meeting on merger or division of the Company; and
- (VIII) other rights conferred by the laws, administrative regulations, departmental rules, security regulation rules of the place where the Company's shares are listed and the Articles of Association.

Article 34 If a shareholder who separately or collectively holds above 3% of the shares of the Company for above 180 consecutive days requests to inspect the accounting books and certificates of the Company, he shall submit a written request to the Company stating the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and certificates for an improper purpose that may harm the lawful interests of the Company, it may refuse to provide access for inspection, and shall reply to the shareholder in writing within 15 days from the date of the shareholder's written request, stating the reasons therefor. If the Company refuses to provide access for inspection, the shareholder may file a lawsuit with the people's court.

Shareholders may entrust intermediary organizations such as an accounting firm, a law firm or other intermediaries to inspect the materials specified in the preceding paragraph.

The shareholder and the engaged accounting firm, law firm or other intermediaries shall comply with the provisions of laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information when they inspect the materials and make copy thereof.

The shareholder who requests to inspect or copy the relevant information of a wholly-owned subsidiary of the Company shall comply with the preceding three paragraphs of this Article and paragraph (5) of Article 33.

The shareholder who requests to inspect or copy the relevant information shall comply with requirements specified in Securities Law of The People's Republic of China, the Hong Kong Listing Rules, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and other laws or administrative regulations.

Any shareholder requesting for inspection or copying of the relevant information as set forth in the preceding paragraph or for obtaining information shall furnish with the Company written document evidencing the class and quantity of shares he/she holds in the Company and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity in accordance with the Articles of Association.

Article 35 Shareholders are entitled to request the people's court to invalidate the resolutions of a general meeting or a Board meeting which violates the laws and administrative regulations.

Where the convening procedure or voting method of a general meeting or Board meeting contravenes the laws, administrative regulations or the Articles of Association, or the contents of the resolutions contravene the Articles of Association, shareholders shall have the right to request the people's court to cancel them within 60 days as of the date the resolutions are made, except where there are only minor defects in the convening procedures or voting methods of the general meeting and the Board meetings, which do not materially affect the resolutions.

Shareholders who have not been notified to attend the general meeting may apply to the people's court for revocation within sixty days from the date they knew or should have known of the passing of the resolution of the general meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.

Article 36 In the event of the violation of laws, administrative regulations or the provisions of the Articles of Association by a Director or a senior manager in performing his/her duties, resulting in losses to the Company, the shareholders that solely or collectively hold 1% or more shares of the Company for a continuous period of 180 days shall have the right to make a written request to the Supervisory Committee to file a litigation with a people's court. In the event of the violation of laws, administrative regulations or the provisions of the Articles of Association by the Supervisory Committee in performing its duties, resulting in losses to the Company, the shareholders shall have the right to make a written request to the Board to file litigation with a people's court.

Where the Supervisory Committee or the Board refuses to file a lawsuit after receiving shareholders' written request as prescribed in the preceding paragraph, or fails to file a lawsuit within 30 days as of the date of receiving the request, or the situation is so urgent that filing no immediate lawsuit will result in irreparable losses to the Company, shareholders as prescribed in the previous paragraph shall have the right to, in his name, directly file a lawsuit to a people's court for the interests of the Company.

In the event that any person infringes the legal interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file a lawsuit to a people's court in accordance with the provisions of the preceding two paragraphs.

Where the Directors, Supervisors or senior managers of a wholly-owned subsidiary of the Company violate the provisions in the preceding paragraph or the legitimate rights and interests of the Company are infringed by others and the Company suffers losses thereto, shareholders individually or jointly holding 1% or more of the Company's shares for 180 consecutive days or more may request the Supervisory Committee or the Board of the wholly-owned subsidiary in writing to bring a legal action in the people's court or bring a legal action in the people's court in his own name.

Article 37 In the event of the violation of laws, administrative regulations or the provisions of the Articles of Association by a Director or a senior manager, causing damage to the shareholders' interests, the shareholders may file a litigation with a people's court.

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

- (I) to abide by laws, administrative regulations and the Articles of Association;
- (II) to pay subscription monies according to the number of shares subscribed and the method of subscription;
- (III) not to surrender shares except for the circumstances set out in relevant laws and administrative regulations;
- (IV) not to damage any of the interests of the Company or other shareholders by abusing the shareholders' rights; nor damage the interests of the creditors of the Company by abusing the independent status of the Company as a legal person and the limited liability of shareholders;
- (V) any other obligations imposed by the laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Where a shareholder abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be liable for compensation in accordance with the laws. Where a shareholder abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of the Company's creditors, he/she shall bear joint and several liability for the debts of the Company.

Article 39 A shareholder who holds 5% or more of the Company's shares with voting rights and pledges any shares in his/her possession shall submit a written report to the Company from the date when he/she pledges his/her shares.

Article 40 The controlling shareholders and de facto controllers of the Company shall not exploit their related or connected relationship to harm the interests of the Company. In the event of any damages caused to the Company due to their violation of regulations, they shall be liable for such damages.

If the Company's controlling shareholder or de facto controller instructs a Director or a senior manager to engage in behavior that damages the interests of the Company or shareholders, he/she shall be jointly and severally liable with such Director or senior manager.

The controlling shareholders and de facto controllers of the Company shall bear the fiduciary duty to the Company and public shareholders. The controlling shareholders shall strictly abide by laws in exercising the investor's rights. The controlling shareholders shall not infringe the legitimate rights and interests of the Company and public shareholders by means of profit distribution, asset reorganization, external investment, misappropriation of capital, loan guarantee, etc., or shall not harm the interests of the Company and the public shareholders by exploiting their controlling positions.

Section II General Provisions of General Meetings

Article 41 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the law:

- (I) to elect and replace Directors and Supervisors, and to decide on matters relating to their remuneration;
- (II) to review and approve the reports of the Board;
- (III) to consider and approve the reports of the Supervisory Committee;
- (IV) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (V) to make resolutions on the increase or reduction of the Company's registered capital;
- (VI) to make resolutions on the issuance of corporate bonds;
- (VII) to make resolutions on the merger, division, dissolution, liquidation or transformation of the Company;
- (VIII) to amend the Articles of Association;
- (IX) to make resolutions on the appointment or dismissal of accounting firms as well as their remuneration;
- (X) to review and approve the guarantee matters set out in Article 42 of the Articles of Association;
- (XI) to consider the purchase or disposal of material assets by the Company (including subsidiaries) within one year of an aggregate value exceeding 30% of the Company's audited total assets for the latest period;
- (XII) to consider and approve the change in use of proceeds raised;
- (XIII) to consider equity incentive schemes and employee share scheme;
- (XIV) to consider other matters that should be resolved on by the general meeting according to laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

The general meeting may authorize the Board to adopt resolutions on the issuance of corporate bonds.

Article 42 The following external guarantees made by the Company (including subsidiaries) shall be considered and approved by the general meeting after considered and approved by the Board:

- (I) any guarantee provided after the total amount of the external guarantees provided by the Company reaches or exceeds 50% of the audited net assets for the latest period;
- (II) any guarantee provided after the total amount of the external guarantees provided by the Company reaches or exceeds 30% of the audited total assets for the latest period;
- (III) the guarantee with its amount provided by the Company within one year reaching or exceeding 30% of the Company's audited total assets for the latest period;
- (IV) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70%;
- (V) any single guarantee whose amount exceeds 10% of the audited net assets for the latest period;
- (VI) any guarantee provided to shareholders, de facto controllers and their related parties or connected persons;
- (VII) any other guarantees stipulated in the laws, regulations, normative documents, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where any external guarantee considered and approved in violation of the approval power or review procedure causes a loss to the Company, the related Directors, senior managers or any other person held liable shall bear the liability for damages in accordance with the laws.

Article 43 General meetings shall be classified into annual general meetings ("AGMs") and extraordinary general meetings ("EGMs"). The AGM shall be convened once an accounting year, and shall be held within 6 months after the end of the preceding accounting year.

Article 44 The Company shall convene an EGM within 2 months under any of the following circumstances:

- (I) when the number of Directors is below the quorum specified in the Company Law or two-thirds of the number required by the Articles of Association;
- (II) when the uncovered loss of the Company reaches one-third of the total share capital of the Company;
- (III) upon written requests by shareholders individually or collectively holding more than 10% of the total number of the Company's shares with voting rights;
- (IV) when the Board considers it necessary;

(V) the Supervisory Committee proposes for such a meeting;

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

Article 45 The place for convening a general meeting of the Company shall be the domicile of the Company or other locations specified in the notice of the general meeting.

A venue shall be set for the general meeting which shall be convened on site. The Company may facilitate shareholders in the general meeting by providing the Internet voting or other means. Shareholders who participate in the general meeting in the aforesaid manners shall be deemed as present.

Section III Convening of A General Meeting

Article 46 Independent Directors (which means the independent non-executive Directors under the Hong Kong Listing Rules) shall have the right to propose to the Board to convene an EGM. Regarding the proposal of the independent Directors to convene an EGM, the Board shall, pursuant to the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, reply in writing regarding the acceptance or refusal to convene the EGM within 10 days upon receipt of the proposal.

If the Board agrees to convene the EGM, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such meeting, reasons shall be explained and announced.

Article 47 The Supervisory Committee has the right to propose to the Board to convene an EGM, and shall make such proposal in writing. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, reply in writing regarding the acceptance or refusal to convene the EGM within 10 days upon receipt of the proposal.

If the Board agrees to convene an EGM, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. Should there be amendments to the original proposals in the notice, consent has to be obtained from the Supervisory Committee.

If the Board does not agree to convene an EGM or does not reply in writing within 10 days upon receiving the request, the Board will be considered as unable or refused to fulfill the obligation to convene general meetings, and the Supervisory Committee may convene and preside over the EGM on its own.

Article 48 Shareholders who individually or collectively hold more than 10% of the total number of the Company's shares with voting rights shall have the right to request the Board to convene an EGM and to include proposals in the agenda of the meeting, which shall be submitted in writing to the Board. The Board shall provide written feedback on whether to agree or disagree with the meeting within 10 days upon receipt of the written request.

If the Board agrees to convene the EGM, the Board shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.

If the Board does not agree to convene the EGM or reply in writing within 10 days upon receipt of the request, shareholders individually or jointly holding more than 10% of the total number of the Company's shares with voting rights shall be entitled to request the Supervisory Committee in writing to convene an EGM and include proposals to the agenda.

If the Supervisory Committee agrees to convene the EGM, it shall, within 5 days upon receipt of the request, issue a notice calling for the meeting, and any amendment made in the notice to the original request shall be subject to the consent of the relevant shareholder(s).

Where the Supervisory Committee fails to issue a notice of the general meeting within the said time limit, it shall be deemed that the Supervisory Committee refuses to convene and preside over a general meeting, and in this case, shareholder(s) holding, individually or in aggregate, 10% or more of the total number of the Company's shares with voting rights for more than 90 consecutive days may convene and preside over such meeting.

Article 49 When the Supervisory Committee or the shareholders decide to convene a general meeting by themselves, they shall notify the Board in writing and make filing with the stock exchange in the place where the Company's shares are listed.

Before the announcement of the resolution of the general meeting, the ratio of the total number of the shares with voting rights held by the convening shareholders shall not be less than 10%.

The Supervisory Committee or the convening shareholders shall submit relevant supporting evidence to the stock exchange in the place where the Company's shares are listed upon issuance of the notice of the general meeting and the announcement of the resolutions of the general meeting.

Article 50 The Board and the Board secretary should cooperate with the Supervisory Committee or shareholders convening general meetings on their own. The Board shall provide the register of members as of the record date.

Article 51 The Company will bear all the necessary costs for the general meeting convened by the Supervisory Committee or shareholders.

Section IV Proposals and Notices of General Meetings

Article 52 The proposal contents shall be within the scope of the duties and powers of the general meeting, have definite topics and specific matters for resolution, as well as in compliance with the relevant provisions of the laws, administrative regulations and the Articles of Association.

Article 53 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) individually or jointly holding more than 1% of the shares of the Company are entitled to propose motions to the Company.

Shareholders holding, individually or in aggregate, more than 1% of the shares of the Company may propose ad hoc motions to the Board in writing 10 days before the convening of such general meeting. The proposal shall have definite topics and specific matters for resolution. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to inform the general meeting of the contents of the ad hoc motions, and shall submit the proposal to the general meeting for consideration, provided that no proposal shall be submitted if it is in violation of any law, administrative regulation or the Articles of Association or not within the scope of duties and powers of the general meeting. The Company shall not increase the shareholding of shareholders who submit the provisional proposal.

Save as stipulated above, the convener shall neither revise the proposals set out in the notice of general meetings nor add new proposals after issuing the notice of general meeting.

The general meeting shall not pass resolutions on proposals not listed in the notice.

Article 54 The convener will notify all shareholders of an AGM by way of announcement at least 21 days prior to the convening thereof, and notify all shareholders of an EGM by way of announcement at least 15 days prior to the convening thereof. The aforesaid duration shall not include the date on which the meeting is convened. If laws, regulations and rules of the securities regulatory authorities where the Company's shares are listed stipulate otherwise, the relevant provisions shall prevail.

Article 55 The notice of the general meeting shall include the following particulars:

- (I) the time, venue and duration of the meeting;
- (II) the matters and proposals to be reviewed at the meeting;
- (III) a conspicuous statement: all ordinary shareholders (including preferred shareholders with the resumed voting right) shall be entitled to attend the general meeting and they may appoint proxy/proxies in writing to attend and vote at such meeting on their behalves and that such proxy need not be shareholders of the Company. In case of attendance by proxies appointed by the shareholder, the shareholder shall be deemed to have attended the meeting in person;
- (IV) the record date of the registration of shareholdings of such shareholders who are entitled to attend the general meeting;
- (V) the name and telephone number of the regular contact person for the meeting;
- (VI) voting time and voting procedures through Internet or other means;
- (VII) other requirements stipulated in the laws, administrative regulations, departmental rules, rules of securities regulation of the place where the Company's shares are listed and the Articles of Association.

The notice and the supplementary notice of the general meeting shall fully and completely disclose all the specific content of all proposals.

Article 56 When the general meeting intends to discuss the election of Directors and Supervisors, the notice of the meeting shall sufficiently disclose the details of the candidates for Directors and Supervisors, and shall include the following contents:

- (I) personal particulars such as educational background, working experience and concurrent positions;
- (II) whether there is any connected relationship with the Company or the controlling shareholders and de facto controllers thereof;
- (III) disclosure of the number of shares held in the Company;
- (IV) any penalties imposed by CSRC and other relevant authorities and punishments imposed by stock exchanges;
- (V) information required to be disclosed under the rules of securities regulation in the place where the Company's shares are listed relating to the appointment, re-election or transfer of Directors or Supervisors.

Save for the Directors and Supervisors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate for Directors and Supervisors.

Article 57 Upon the delivery of the notice of the general meeting is given, without due cause, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. Once an extension or cancellation occurs, the Company or the convener shall publish an announcement and specify the cause in accordance with laws, regulations and rules of securities regulation in the place where the Company's shares are listed. In the case of adjournment, the date for the postponed meeting shall be stated in the notice.

Section V Convening of General Meetings

Article 58 The Board and other conveners shall take necessary measures to ensure that the general meeting is conducted in an orderly manner and shall take steps to prevent any activities interfering with the general meeting or infringing the legitimate rights and interests of shareholders and shall promptly report such activities to the relevant authorities for investigation.

Article 59 All shareholders recorded in the register as at the record date or their proxies shall have the right to attend the general meeting and exercise the voting rights (including the waiver of voting rights on specific affairs in accordance with related provisions) in accordance with the provisions of laws, regulations, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Shareholders may attend the general meeting in person, and may also appoint a proxy to attend and vote on his/her behalf. Every shareholder is entitled to appoint a proxy, but such proxy may not be a shareholder of the Company. The proxy so appointed may, in accordance with the instructions of such shareholder, exercise the following rights:

- (I) the shareholder's right to speak at the general meeting;
- (II) the right to demand or join in demand for a poll;
- (III) unless otherwise prescribed by relevant laws, administrative regulations and the listing rules of the stock exchange where the shares of the Company are listed or other securities laws and regulations, the right to vote by hand or on a poll.

To the extent permitted by applicable laws and regulations, when a poll is taken, shareholders (including their proxies) who have the rights to two or more votes need not cast all his/her votes as affirmative votes, negative votes or abstention vote.

If the shareholder is a Recognized Clearing House (or its proxy) as defined in the relevant regulations enacted by Hong Kong from time to time, the shareholder may authorize one or more persons as he/she thinks fit to act as his/her proxy or representative at any general meeting (and/or creditors meeting). However, if more than one person is authorized, the power of attorney shall state the number and class of shares to which each of such person is authorized, and the power of attorney shall be signed by an authorized officer of the Recognized Clearing House. The authorized person may attend the meeting on behalf of the Recognized Clearing House (or its proxy) (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming that it is duly authorized), speak at the meeting and exercise the rights as if the person is the Company's natural person shareholders have the same statutory rights as other shareholders, including the right to speak and vote.

Article 60 An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity, and share account cards. If a proxy is appointed to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. The legal representative attending the meeting shall present his/her identity card and valid certificate evidencing his/her capacity as a legal representative; if a proxy is appointed to attend the meeting, such proxy shall present his/her identity card and a written power of attorney duly issued by the legal representative of the corporate shareholder or the form of proxy appointment. If a corporate shareholder has appointed a proxy to attend any meeting, it shall be deemed to attend itself.

Article 61 The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:

- (I) name of the proxy;
- (II) whether the proxy has the voting right;
- (III) separate instructions as to whether to cast favor, negative or abstention votes on each review issue listed on the agenda of the general meeting;
- (IV) the issuing date and validity period of the power of attorney;
- (V) signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.

Article 62 The power of attorney shall specify that in the absence of specific instructions from the shareholders, the proxies may vote as they think fit.

Article 63 If the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other places specified in the meeting notice.

If the principal is a legal person, its legal representative or the person authorized by the Board or other decision-making authorities shall attend the general meeting of the Company on its behalf.

Article 64 The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entities they are from), their identity card numbers or codes of business licenses for enterprise legal persons, residential addresses, numbers of shares held or representing voting rights and names of the proxies (or names of the entities they are from).

Article 65 The convener shall jointly verify the legality of the qualification of the shareholders according to the register of members provided by the securities depository and clearing institution, and register the name of each shareholder and the number of shares with voting rights he/she holds. The meeting registration shall be ended by the time the meeting moderator announces the number of shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.

Article 66 When the general meeting is held, all the Directors, Supervisors and the Board secretary of the Company shall attend the meeting, while the general manager and other senior managers shall attend as a non-voting delegate.

Article 67 The general meeting is presided over by the chairman of the Board. If the chairman is unable to perform or does not perform his/her duties, the meeting shall be presided over by the vice chairman (if there are two or more vice chairmen, the meeting shall be presided over by the vice chairman jointly elected by more than half of the Directors). If the vice chairman is unable to perform or does not perform his/her duties, the meeting shall be presided over by a Director jointly elected by more than half of the Directors.

A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the deputy chairman of the Supervisory Committee shall preside over the meeting. If the deputy chairman of the Supervisory Committee is unable or fails to perform his/her duties, a Supervisor elected by more than half of the Supervisors shall preside over the meeting.

A general meeting convened by shareholders shall be presided over by a representative elected by the convener. If the convener fails to elect a representative to preside over the meeting for any reason, the shareholder (including proxy) holding the most voting shares thereat shall preside over the meeting.

During the course of a general meeting, if the meeting presider violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the meeting presider to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.

Article 68 The Company shall formulate the Procedural Rules for General Meetings, and specify the convening and voting procedures of the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcement thereof, as well as the principle of authorization of the general meeting to the Board. The content of authorization shall be clear and specific. The Procedural Rules for General Meetings shall be annexed to the Articles of Association and shall be prepared by the Board and approved by the general meeting.

Article 69 At the AGM, the Board and the Supervisory Committee shall report on their work over the past year at the general meeting. Independent Directors shall report on their works in the past year at the AGM of the Company.

Article 70 Directors, Supervisors and senior managers shall explain and answer the queries raised by the shareholders at the general meeting.

Article 71 The meeting moderator shall declare the number of shareholders and proxies present and the total number of shares with voting rights they hold before voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.

Article 72 Minutes of general meeting shall be kept and the Board secretary shall be responsible therefor. The meeting minutes shall include the following particulars:

- (I) the time and venue of, and the agenda for the meeting, and the name or title of the convener;
- (II) names of the meeting presider and the Directors, Supervisors, general manager and other senior managers attending the meeting or attending the meeting as non-voting delegates;
- (III) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and their respective proportions in the total number of the Company's shares;
- (IV) considerations on each proposal, key points and the voting results;
- (V) queries or recommendations from shareholders and corresponding answers or explanations;
- (VI) names of the vote counting officer and the scrutineer;
- (VII) other contents that shall be included in the meeting minutes according to the Articles of Association.

Article 73 The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The Directors, Supervisors, the Board secretary, convener or their representatives who attend the meeting, and the meeting presider and the recorder shall sign the meeting minutes.

The meeting minutes together with the valid materials including the signature book of shareholders attending the meeting, the instrument of proxy, internet and other methods relating to the voting shall be kept for a period of not less than 10 years.

Article 74 The convener shall guarantee that the general meeting continues until the final resolution has been adopted. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting or directly terminate the general meeting, and an announcement shall be made in time.

Section VI Voting and Resolutions at General Meetings

Article 75 The resolutions of a general meeting shall take the form of ordinary resolutions or special resolutions.

Ordinary resolutions of the general meeting shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.

Special resolutions of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting.

Article 76 The following matters shall be resolved by way of ordinary resolutions at a general meeting:

- (I) work reports of the Board and the Supervisory Committee;
- (II) profit distribution plans and loss recovery plans formulated by the Board;
- (III) the appointment, dismissal (the dismissal of any Director prior to the expiration of his or her term of office, which, however, will not affect the claim for any damage compensation advanced by such Director in accordance with any contract), remuneration and method of payment with respect to the members of the Board and the Supervisory Committee;
- (IV) annual financial budgets and final accounts of the Company;
- (V) the annual report of the Company;
- (VI) other matters not otherwise required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed or the Articles of Association to be passed by special resolutions.

When a resolution is proposed at the general meeting with respect to the provision of guarantee for any shareholder or de facto controller, the shareholder or the shareholder controlled by the de facto controller as mentioned shall abstain from voting. Such resolution requires the approval by more than half of the other shareholders present at the general meeting. If it is otherwise specified in laws, regulations and provisions of the rules of the securities regulatory body where the Company's shares are listed, such provisions shall prevail.

Article 77 The following matters shall be resolved by way of special resolutions at a general meeting:

- (I) increase or decrease of the Company's registered capital;
- (II) separation, division, merger, dissolution and liquidation of the Company;
- (III) amendment of the Articles of Association;
- (IV) purchase and disposal of major assets by the Company within one year, or an external guarantee amount exceeding 30% of the Company's audited total assets for the latest period;
- (V) equity incentive scheme;
- (VI) other matters which are required by laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed or the Articles of Association, and matters that the general meeting by way of an ordinary resolution concluded that may have a significant impact on the Company and require adoption by way of a special resolution.

Article 78 Shareholders (including their proxies) shall exercise their voting rights as represented by the number of shares held by them, and each share shall have one vote.

When major matters affecting the interests of minority shareholders are considered at a general meeting, the votes of minority shareholders shall be counted separately. The results of separate vote counting shall be disclosed publicly in a timely manner according to laws, administrative regulations, departmental rules, normative documents, listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.

The Company have no voting right for the shares held by itself, and such shares are not counted towards the total number of voting shares present at the general meeting.

Where a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed percentage shall not be allowed to exercise voting rights for 36 months after the purchase, and such shares shall not be counted towards in the total number of voting shares of the shareholders attending the general meeting.

Where relevant laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed require any shareholder to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholders or their proxies in contravention of such requirements or restrictions shall not be counted.

The Board, the independent Directors, and shareholders holding more than 1% of the voting shares or the investor protection agency established in accordance with laws, administrative regulations or provisions of the CSRC can publicly solicit the voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised manner shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of voting rights.

Article 79 When the related or connected transactions are considered at the general meeting, the related or connected shareholders and their associates (as defined in the Hong Kong Listing Rules) shall abstain from voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes. The resolution announcement of the general meeting shall fully disclose the voting results of the unrelated or unconnected shareholders and other contents required by the rules of securities regulation in the place where the Company's shares are listed.

Before the related or connected transactions are considered at the general meeting, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and normative documents. Related or connected persons or their authorized representatives may attend the general meeting and may express their views to the shareholders present in accordance with the procedures of the general meeting, but shall recuse themselves from voting. If the related or connected persons do not recuse themselves from voting, other shareholders attending the meeting shall have the right to request them to recuse themselves from voting. After the avoidance of the related or connected persons, other shareholders shall vote according to their voting rights and adopt the corresponding resolution in accordance with the provisions of the Articles of Association; the presider shall announce the number of shareholders and proxies other than the related or connected persons present at the meeting and the total number of shares with voting rights.

Ordinary resolutions on related or connected transactions shall be passed by unrelated or unconnected shareholders holding over half of the shares with voting rights present at the general meeting; and special resolutions shall be passed by related or unconnected shareholders holding over two-thirds of the shares with voting rights present at the general meeting.

If a related or connected person or its associate participates in the voting in violation of this Article, his/her vote on relevant related or connected transactions shall be invalid.

Article 80 Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of the general meeting by way of special resolution, enter into contracts with persons other than Directors, general manager and other senior managers granting such persons the responsibility for managing all or part of the Company's material business.

Article 81 The name list of candidates for Directors and Supervisors shall be included in the proposal to be submitted to the general meeting for voting.

When the general meeting votes on the election of Directors and Supervisors, a cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.

The cumulative voting system as mentioned in the preceding paragraph means that when Directors or Supervisors are elected at a general meeting, each share shall carry the same number of voting right as the number of Directors or Supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the Directors or Supervisors. The Board shall provide shareholders with the resumes and basic information of the candidates for Directors and Supervisors.

Article 82 In addition to the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals on the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Other than special reasons such as force majeure which results in the interruption of the meeting or makes it impossible to come to resolution, the shareholders' general meeting shall not set aside the proposals or withhold from voting.

Article 83 No change of the proposal by the shareholders' general meeting shall be allowed in the course of deliberating the proposal at the meeting; otherwise such amendments shall be deemed as a new proposal, which shall not be eligible for being voted upon at the same meeting.

Article 84 The same voting right shall only be exercised on site, via the Internet or by other means. The first vote shall prevail in cases when a given voting right is exercised repeatedly.

Article 85 The general meeting shall adopt the registered voting, unless otherwise stipulated by relevant laws, regulations, and listing rules of the stock exchange where the Company's shares are listed.

Article 86 Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be appointed for the purpose of counting and monitoring the votes. In the event that the shareholders are related to the proposals to be deliberated, such relevant shareholders or their proxies shall not be appointed for counting and monitoring the votes.

When votes are cast on proposals at the general meeting, representatives of the shareholders and the representative of Supervisors and other relevant persons appointed pursuant to the rules of securities regulation in the place where the Company's shares are listed shall be jointly responsible for monitoring and counting votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.

Shareholders of the Company or proxies casting votes online or through other means shall be entitled to check their respective voting results through corresponding voting systems.

Article 87 An on-site general meeting shall not close earlier than that held online or by other means, and the presider shall announce the voting status and results of each proposal and announce whether a proposal is adopted or not based on its respective voting results.

Before the official announcement of the voting results, relevant parties involved in on-site, online or other kinds of voting at the general meeting, including the Company, the persons responsible for counting votes and monitoring the voting, substantial shareholders, and Internet service providers, shall be obliged to keep the voting status confidential.

Article 88 The shareholders attending the general meeting shall express one of the following views on the proposal submitted for voting: for, against, or abstain.

An incomplete, wrongly completed, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result of the number of shares he/she holds shall be treated as "abstain".

If any shareholder is required to abstain from voting or is restricted to voting for (or against) any particular resolution in accordance with the rules of securities regulation in the place where the Company's shares are listed, any vote by the shareholder or his/her proxies in contravention thereof shall not be counted.

Article 89 If the chairman of the meeting has any doubt as to the result of a resolution put to vote, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, a shareholder or proxy attending the meeting who challenges the result announced by the chairman of the meeting may, immediately after the announcement of the voting results, demand that the votes be counted and the chairman of the meeting shall have the votes counted immediately.

Article 90 Resolutions of the general meeting shall be announced in time according to the relevant laws, regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed, or the Articles of Association. The announcements shall set out the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them and their proportion in the total number of shares with voting rights of the Company, voting methods, voting results of each proposal, details of resolutions adopted and other contents required by the rules of securities regulation in the place where the Company's shares are listed.

Article 91 Where the proposals are not passed, or the resolutions at the previous general meeting are changed at the current general meeting, a special notice shall be included in the resolutions of the general meeting.

Article 92 Where proposed resolutions in relation to the election of Directors or Supervisors are adopted at a general meeting, the new Directors or Supervisors shall take office on the date on which the resolution of the general meeting is adopted.

Article 93 If the general meeting passes a proposal on the distribution of cash dividends or bonus shares or the capitalization of the capital common reserve, the Company shall implement the specific plan within 2 months after the general meeting.

Chapter 5 Board

Section I Directors

Article 94 Directors of the Company shall be natural persons, and none of the following persons may serve as a Director of the Company:

- (I) a person without capacity or with limited capacity for civil acts;
- (II) a person who was sentenced to criminal punishment for the crime of corruption, bribery, encroachment or embezzlement of property or disruption of the order of socialist market economy and not more than 5 years has elapsed since the expiration of the enforcement period; or a person who was deprived of his/her political rights for committing a crime and not more than 5 years has elapsed since the expiration of the enforcement period; or a person who was given a suspended sentence and not more than 2 years has elapsed since the expiration of the suspended sentence;
- (III) a director, factory director or general manager of a company or enterprise liquidated upon bankruptcy that was personally responsible for the bankruptcy of the company or enterprise, and not more than three years has elapsed since the date of completion of the bankruptcy liquidation;
- (IV) the legal representatives of a company or enterprise that had its business licenses revoked and had been closed down by order for violation of law, for which such representatives bear individual liability, and not more than 3 years has elapsed since the date of revocation of such business licenses;
- (V) a person who is listed as a defaulter by a people's court since he/she owes a large amount of debts due and unsettled;
- (VI) a person under investigation by a judicial authority for suspected violation of criminal law and the investigation is still ongoing;
- (VII) a non-natural person;
- (VIII) a person convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he/she has acted fraudulently or dishonestly, where less than 5 years have elapsed since the date of the conviction;
- (IX) a person who is imposed by the CSRC a ban from entering into the securities market for a period which has not yet expired;

- (X) any other circumstances as prescribed by the laws, administrative regulations, departmental rules, normative documents, regulatory rules in the place where the Company's shares are listed or relevant regulatory authorities.

Elections, appointments or employment of Directors in violation of the preceding paragraphs of this Article shall be invalid. In the event that the circumstances as stipulated in this Article arise during the term of appointment of Directors, the Company shall dismiss the appointment.

Article 95 Directors shall be elected or replaced at the general meeting and may be removed by the general meeting before the expiration of their term of office. A Director shall serve a term of three years and can be re-elected upon the expiry of the tenure.

The term of office of a Director shall start from the date on which the Director assumes office to the expiration of the term of office of the current Board. If the term of office of a Director expires but re-election is not made in a timely manner, the said Director shall continue to perform the duties as Director pursuant to laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association until a new Director is elected.

A Director may be the general manager or other senior managers concurrently, provided that the total number of Directors who concurrently serve as the general manager or other senior managers and Directors who are employee representatives shall not exceed half of the total number of Directors of the Company.

Article 96 Directors shall comply with laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association, and undertake the following fiduciary duties to the Company:

- (I) not to take advantage of his/her functions and powers to accept bribes or other illegal income, and not to expropriate the property of the Company;
- (II) not to misappropriate the capital of the Company;
- (III) not to deposit the Company's assets or capital in an account opened in his/her own name or in the name of any other individual;
- (IV) not to lend the Company's monies to others or use the Company's assets as security for others in violation of the Articles of Association and without the prior approval of the general meeting or the Board;
- (V) not to enter into contract or transaction with the Company in violation of the Articles of Association or without the prior approval of the general meeting. A Director who enters into a contract or transaction with the Company directly or indirectly shall report to the Board or the general meeting on matters relating to the contract or transaction and obtain an approval from the Board or the general meeting in accordance with the Articles of Association (such provisions shall apply to the entry into contracts or conducting of transactions between the close relatives of the Directors or the enterprises directly or indirectly controlled by such close relatives, as well as other connected persons of the Directors, with the Company);

- (VI) not to take advantage of his/her position to seek business opportunities that shall belong to the Company for himself/herself or others, without the prior approval of the general meeting, unless (1) such act has been reported to and approved by the Board or at the general meeting in accordance with the Articles of Association; or (2) the Company is unable to take the business opportunity in accordance with laws, administrative regulations or the Articles of Association;
- (VII) not to engage in business similar to that of the Company for himself/herself or others, unless such act has been reported to and approved by the Board or the general meeting in accordance with the Articles of Association;
- (VIII) not to receive as their own commission for transactions with the Company;
- (IX) not to disclose secrets of the Company without authorization;
- (X) not to damage the interests of the Company by taking advantage of his/her related or connected relationship;
- (XI) other fiduciary duties stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.

The income obtained by the Directors in violation of this Article shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation.

Where the Board resolves on a matter specified in items (V) to (VII) of this Article, the interested Directors shall not participate in the voting and their voting rights shall not be counted towards the total number of voting rights. If less than three uninterested Directors attend the Board meeting, the matter shall be submitted to the general meeting for consideration.

Article 97 Directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following diligence obligations to the Company:

- (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company;
- (II) to treat all shareholders impartially;
- (III) to keep informed of the operation and management conditions of the Company in a timely manner;
- (IV) to approve regular reports of the Company in written form. To ensure that all information disclosed is true, accurate and complete;
- (V) to provide the status reports and information to the Supervisory Committee honestly, and not to hinder the Supervisory Committee or Supervisors from exercising their power;

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

Article 98 If the Director fails to attend the Board meeting in person or entrust any other Directors to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board shall advise the general meeting to remove such Director.

Article 99 A Director may resign before the expiry of his tenure. The resignation of a Director shall be submitted to the Board in a written resignation report. The Board shall disclose the relevant information within 2 days.

If the number of Directors of the Board falls below the quorum as a result of any resignation, the former Director shall, before the newly elected Director takes office, still perform the duties of a Director in accordance with the provisions of laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association. The Board shall convene an EGM as soon as possible to elect Directors to fill the vacancies arising from the resignation of Directors.

Except as provided in the preceding paragraph, the resignation of Directors shall become effective when the resignation is served on the Board.

Article 100 A Director shall complete all of the handover procedures with the Board once his/her resignation becomes effective or his/her term of office expires. The fiduciary duties to the Company and the shareholders are not necessarily released upon his/her resignation or the expiry of his/her term of office, but shall remain effective for a term of three years after the resignation becomes effective or the term of office expires.

His/her obligation to maintain the confidentiality of the Company's trade secrets shall remain in effect after the expiration of his/her term of office and shall continue until such trade secrets become public information. The duration of other fiduciary duties shall be determined in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.

Article 101 No Director may act in his/her name on behalf of the Company or the Board without the lawful authorization under the provisions of the Articles of Association or by the Board. Where a Director acts in his/her own name, the Director shall declare in advance his/her position and identity in the case that a third party would reasonably believe that the Director is acting on behalf of the Company or the Board.

Article 102 A Director that violates laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, or the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensation.

Article 103 An independent Director shall act in accordance with the relevant provisions of laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed and departmental rules. An independent Director may resign before the expiration of his/her term of office. If the resignation of an independent Director results in the number of independent Directors being less than one-third of the Board or does not satisfy the requirements stipulated in the regulatory rules of the place where the Company's shares are listed, the former independent Director shall continue to perform his/her duties in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association until a new independent Director is appointed and assumes office. If at any time the Company's independent Directors do not fulfill the requirements set forth in the regulatory rules of the place where the Company's shares are listed, the Company shall make an announcement and rectify the situation in accordance with the requirements of the regulator or regulatory rules of the place where the shares are listed.

Section II Board

Article 104 The Company shall establish a Board that is accountable to the general meeting.

Article 105 The Board consists of 9 Directors, with one chairman of the Board. Among them, at least three shall be independent Directors and shall not be less than one-third of the number of Directors of the Company. At least one of the independent Directors must have appropriate accounting or related financial management expertise, or appropriate professional qualifications, as defined by the stock exchange where the Company's shares are listed.

Article 106 The Board shall exercise the following functions and power:

- (I) to convene general meetings and report to general meetings;
- (II) to implement the resolutions of general meetings;
- (III) to determine business operation plans and investment plans of the Company;
- (IV) to formulate annual financial budgets and accounting plans of the Company;
- (V) to formulate the profit distribution plans and loss recovery plans of the Company;
- (VI) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;
- (VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of company form of the Company;
- (VIII) to determine the investment, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related or connected transactions, external donations etc. of the Company within the authority granted at the general meeting;

- (IX) to decide on the establishment of the Company's internal management structure;
- (X) to appoint or dismiss the general manager, the Board secretary; to appoint or dismiss senior managers such as deputy general manager and financial officer according to the nomination of the general manager, and determine matters of remuneration, rewards, and punishments;
- (XI) to formulate the Company's basic management system;
- (XII) to formulate proposals for amendment to the Articles of Association;
- (XIII) to manage the information disclosure of the Company;
- (XIV) to propose to the shareholders' general meeting the appointment or change of the accounting firm acting as the auditors of the Company;
- (XV) to consider and review the work report of the general manager of the Company and the work of the general manager;
- (XVI) to consider and approve transactions (including, but not limited to, disclosable transactions and connected transactions) that are required to be decided by the Board in accordance with the regulatory rules of the place where the Company's shares are listed;
- (XVII) other functions conferred by the laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

Except for items (VI), (VII) and (XII), and other matters required by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, which shall be passed with the approval of more than two-thirds of the Directors, matters resolved by the Board in the preceding paragraph may be passed with the approval of more than half of the Directors.

The Board has set up special committees, namely, the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. The special committees shall be accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Their proposals shall be submitted to the Board for deliberation and decision making. The members of the special committees shall all be Directors, with reference to laws, administrative regulations, departmental rules, and regulatory rules of the place where the Company's shares are listed for specific composition and qualification requirements. The Board is responsible for formulating the rules of procedures of the special committees and regulating the operation of the special committees.

Matters exceeding the scope of authorization by the general meeting shall be submitted to the general meeting for consideration.

Article 107 The Board shall explain at the general meeting as to the qualified auditing opinions issued by the certified public accountants on the Company's financial reports.

Article 108 The Board shall formulate the rules of procedures of the Board to ensure the implementation of resolutions of the general meeting by the Board, enhance work efficiency and ensure scientific decision making.

Article 109 With the approval by the general meeting, the Board shall determine the authority of investment, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, major transactions and related or, connected transactions, and establish stringent examination and decision-making procedures; for significant investment projects, the Board shall organize relevant experts and professionals to review and report at the general meeting for approval. Transactions or matters occurring in the Company that should be submitted to the Board for consideration as stipulated by laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Company's shares are listed shall be executed in accordance with the corresponding provisions.

Article 110 The Board shall have one chairman and may have a vice chairman. The chairman and the vice chairman shall be elected by a majority of all Directors. The term of office of the chairman shall be three years and may be re-elected.

Article 111 The chairman of the Board shall exercise the following functions and powers:

- (I) to preside over general meetings, and to convene and preside over Board meetings;
- (II) to supervise and inspect the implementation of the resolutions of the Board;
- (III) other functions and powers granted by the Board.

Article 112 If the chairman is unable or fails to perform his/her duties, a director jointly elected by more than half of the Directors shall act on his/her behalf.

Article 113 The Board meetings shall be held at least four times a year, approximately quarterly, and are convened by the chairman, who shall give written notice (including personal delivery, facsimile, and e-mail) to all Directors and Supervisors 14 days prior to the meeting.

Article 114 Shareholders representing more than one-tenth of the voting rights, and more than one-third of the Directors or the Supervisory Committee may propose an extraordinary Board meeting. The chairman of the Board shall convene and preside over an extraordinary Board meeting within 10 days after receiving the proposal.

Article 115 The Board shall hold an extraordinary Board meeting by means of written notice (including personal delivery, facsimile, and e-mail). The notification time limit: to notify all Directors at least 3 days before the meeting is held. If the situation is urgent when an extraordinary Board meeting needs to be held as soon as possible, notice of the meeting may be given by telephone or other verbal means at any time, but the convener shall make an explanation at the meeting. The agenda and related meeting documents for regular Board meetings shall be sent to all Directors in a timely manner and at least 3 days (or such other time as agreed upon) prior to the date of the planned Board meeting or the committee meeting.

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

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) reasons for convening the meeting and the agenda thereof;
- (IV) the date of issue of notice;
- (V) other contents stipulated by laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

Article 117 A Board meeting shall not be held unless more than half of the Directors are present. Except as otherwise provided in the Articles of Association, a resolution of the Board must be approved by a majority of all Directors.

Each Director shall have one vote for the resolutions of the Board.

Article 118 Where a Director is related or connected with the enterprise involved in resolutions of the Board meeting, he/she shall abstain from voting for the resolutions, nor shall he/she exercise the right to vote on behalf of another Director. The Board meeting can be held by more than half of the uninterested Directors. The resolutions of the Board meeting shall be adopted by more than half of the uninterested Directors; provided that the matters to be approved by more than two-thirds of the Board shall be approved by more than two-thirds of the uninterested Directors. If the number of uninterested Directors present at the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration.

Article 119 Voting at a Board meeting shall be conducted by poll or a show of hands. On the premise that the Directors can fully express their opinions, the extraordinary Board meeting may be held and resolved by telephone, facsimile, e-mail and other communication methods, with resolutions signed by the attending Directors.

The Directors shall sign on the resolutions of the Board and be responsible for the resolutions of the Board. If a Board resolution violates laws, regulations or the Articles of Association and causes the Company to suffer losses, the Director who participated in the resolution shall be liable to the Company for compensation. However, if it is proved that he/she has expressed his/her objections during the meeting which have been recorded in the meeting minutes, he/she may be exempted from liabilities.

Article 120 The Board meetings shall be attended personally; Directors unable to attend for a certain reason may appoint another Director to attend the meeting in writing, the power of attorney shall clearly state the proxy's name, the subject matter of the proxy, and the scope and validity of authorization, and shall be signed and sealed by the principal. The proxy shall exercise the rights of a Director within the scope of the authorization. Directors shall not make or accept proxies without voting intention, discretionary proxies, or proxies with unclear scope of authorization. When considering connected transactions, uninterested Directors may not delegate interested Directors to attend the meeting on their behalf. If a Director fails to attend a Board meeting or to appoint a proxy, he/she shall be deemed to have waived his/her right to vote at that meeting.

Article 121 The Board shall keep meeting minutes of its decisions on the matters considered at its meetings. The Directors attending the meetings shall sign on the meeting minutes.

The minutes of Board meetings shall be kept in the Company's archives for a period of not less than ten years, and the complete copies shall be sent to each Director as soon as possible. Any Director may inspect the minutes of a meeting at a reasonable time after giving reasonable notice to the Company.

Article 122 The minutes of the Board meeting shall contain the following particulars:

- (I) date and venue of the meeting and the name of the convener;
- (II) names of the Directors present and of Directors (proxies) appointed by others to attend the Board meeting;
- (III) agenda of the meeting;
- (IV) main points made by the Directors;
- (V) voting method of each resolution and the results (the results shall specify the number of votes for, against and abstention);
- (VI) other contents stipulated in the rules of procedures of the Board.

Chapter 6 General Manager and Other Senior Managers

Article 123 The Company shall have one general manager who shall be appointed or removed by the Board. The Company shall have several deputy general managers who shall be appointed or dismissed by the Board.

The general manager, deputy general managers, the financial officer, the Board secretary and other officers appointed by the Board are senior managers of the Company.

Article 124 The circumstances set out in Article 94 hereof in which the relevant person shall not serve as a Director, the provisions of Article 96 hereof on the fiduciary duties of Directors and of Article 97 hereof on the diligence obligations shall also apply to senior managers.

Article 125 Persons who hold posts other than Directors and Supervisors in the controlling shareholder and de facto controller units of the Company shall not serve as senior managers of the Company.

The Company's senior managers shall be only paid by the Company, not by the controlling shareholders.

Article 126 The general manager shall serve a term of 3 years and may serve consecutive terms if reappointed.

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

- (I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board, and to report on his or her work to the Board;
- (II) to organize the implementation of the annual business plans and investment plans of the Company;
- (III) to prepare the proposal on the establishment of the Company's internal management structure;
- (IV) to draft the Company's basic management system;
- (V) to formulate specific rules of the Company;
- (VI) to propose to the Board to appoint or dismiss other senior managers such as the deputy general manager and chief financial officer;
- (VII) to decide to appoint or dismiss the officers other than those whose appointment or dismissal shall be decided by the Board;
- (VIII) other functions and powers granted by the Articles of Association or the Board.

The general manager shall attend meetings of the Board.

Article 128 The general manager shall formulate the working rules for general manager, which shall be submitted to the Board for approval before implementation.

Article 129 The working rules of the general manager shall include the following:

- (I) the conditions, procedures and participants of the general manager's meeting;
- (II) the respective responsibilities of the general manager and other senior managers and their division of labor;
- (III) the Company's use of funds and assets, the authority to enter into major contracts, and the reporting system to the Board and the Supervisory Committee;
- (IV) other matters deemed necessary by the Board.

Article 130 The general manager may resign before the end of his/her tenure. The specific procedures and methods for the resignation of the general manager shall be stipulated in the employment or labor contract between the general manager and the Company.

Article 131 The appointment and removal of the deputy general manager shall be proposed by the general manager and appointed or dismissed by the Board. The deputy general manager shall assist the general manager in his/her work.

Article 132 The Company shall have a Board secretary to take charge of the preparation of the general meetings and the Board meetings, the safekeeping of documents, the management of the information of shareholders, the handling of information disclosure affairs, etc.

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

Article 133 A senior manager who violates laws, administrative regulations, departmental rules or the Articles of Association and causes losses to the Company in performing his/her duties shall be liable for compensation.

Article 134 The senior manager of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the senior manager of the Company fail to faithfully perform his/her duties or violates his/her fiduciary duties, causing damage to the interests of the Company and shareholders, he/she shall be liable for compensation in accordance with the law.

Chapter 7 Supervisory Committee

Section I Supervisors

Article 135 The circumstances set out in Article 94 hereof in which the relevant person shall not serve as a Director, the provisions of Article 96 hereof on the fiduciary duties of Directors and of Article 97 hereof on the diligence obligations shall also apply to Supervisors.

The Directors, general manager, and senior managers shall not concurrently serve as a Supervisor.

Article 136 Supervisors shall comply with laws, administrative regulations and the Articles of Association, and bear the fiduciary duties and diligence obligations to the Company. They shall not take bribes or other illegitimate benefits by making use of their functions and powers, or not to encroach upon the Company's assets.

Article 137 Supervisors shall serve a term of three years. Upon expiration of their term, Supervisors may serve consecutive terms if re-elected.

Article 138 If the term of office of a Supervisor expires but the Supervisor is not re-elected in time, or the resignation of the Supervisor during the term of office causes the number of members of the Supervisory Committee to be less than the quorum, the former Supervisor shall still perform the duties as a Supervisor in accordance with the provisions of laws, administrative regulations, and the Articles of Association before the newly elected Supervisor takes office.

Article 139 Supervisors shall ensure that all information disclosed is true, accurate and complete.

Article 140 A Supervisor shall attend the Board meeting as an observer and raises inquiries or suggestions on matters need to be resolved by the Board.

Article 141 Supervisors shall not use their related or connected relationships to harm the interests of the Company; where the Company suffers losses therefrom, they shall be liable for compensation.

Article 142 A Supervisor who violates laws, administrative regulations, departmental rules or the Articles of Association and causes losses to the Company in performing his/her duties shall be liable for compensation.

Section II Supervisory Committee

Article 143 The Company shall establish a Supervisory Committee. The Supervisory Committee consists of three Supervisors, with a chairman of the Supervisory Committee. The chairman of the Supervisory Committee shall be appointed or removed by a majority of all Supervisors. The meetings of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. In the event that the chairman is unable to or fails to perform his/her duties, the meeting shall be convened and presided over by a Supervisor jointly nominated by more than half of all the Supervisors.

The Supervisory Committee shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representatives shall be not less than one-third of the total number of Supervisors. Shareholders' representatives of the Supervisory Committee shall be elected and removed by the general meeting, and employee representatives shall be democratically elected and removed by the employees of the Company through the employee representative' general meeting, employees' general meeting or other forms.

Article 144 The Supervisory Committee shall exercise the following functions and powers in accordance with the law:

- (I) to review regular reports of the Company prepared by the Board, issue written review opinions and sign on the written confirmation opinions thereon;
- (II) to review the Company's financial position;
- (III) to supervise the Directors and senior managers in the performance of their duties and to propose the dismissal of Directors or senior managers who violate laws, administrative regulations, the Articles of Association or resolutions of the general meeting;
- (IV) to demand the Directors or senior managers to rectify their error if they have acted against the interests of the Company;
- (V) to propose the convening of EGMs, in case the Board does not perform the obligations and to convene and hold the general meetings in the event that the Board fails to convene and preside over the general meetings according to the Company Law;
- (VI) to submit proposals to the general meetings;
- (VII) to file a lawsuit against Directors or senior managers in accordance with Article 189 of the Company Law;

(VIII) to conduct investigation if there are any unusual circumstances in the Company's operations; and if necessary, to engage an accounting firm, a law firm or other professional institutions to assist in their work with expenses to be borne by the Company;

(IX) other functions conferred by the laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

Article 145 The Supervisory Committee shall convene at least one meeting every 6 months. Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee. The resolutions of the Supervisory Committee shall be adopted by a vote of more than half of the Supervisors.

Article 146 The deliberations of the Supervisory Committee are modeled on those of the Board, and the specific methods are stipulated by the Supervisory Committee in the Rules of Procedure of the Supervisory Committee. The meetings of the Supervisory Committee shall be held by secret ballot or by show of hands, and the specific voting procedures shall be stipulated by the rules of procedures of the Supervisory Committee.

Article 147 The Supervisory Committee shall record the decisions of all matters considered at the meeting into the meeting minutes. Participating Supervisors shall sign on the meeting minutes for confirmation.

The Supervisors shall have the right to require that the minutes include certain explanatory information for speeches made at the meeting. The minutes of meetings of the Supervisory Committee shall be kept in the Company's archives for at least 10 years.

Article 148 The notice of a meeting of the Supervisory Committee shall contain the following particulars:

- (I) date, place and duration for convening the meeting;
- (II) reason for convening the meeting and agenda thereof;
- (III) date of issue of notice.

Chapter 8 Financial and Accounting Systems, Distribution of Profits and Audit

Section I Financial and Accounting Systems

Article 149 The Company shall establish the financial and accounting systems according to the laws, administrative regulations, and the rules of the relevant state authorities. The Company shall, at the end of each accounting year, prepare a financial report, which shall be examined and verified according to law.

Article 150 The Board shall submit to the shareholders at each AGM the financial reports prepared by the Company as required by relevant laws, administrative regulations and regulatory documents promulgated by the local governments and the competent authorities.

The financial reports in the preceding paragraph shall consist of a report of the Board together with a balance sheet (including such documents as required to be annexed by PRC or other laws and administrative regulations) and a profit and loss statement (income statement) or a statement of income and expenditure (cash flow statement), or, in the absence of any violation of the relevant laws of the PRC, a summarized report of the financial statements as approved by the Hong Kong Stock Exchange.

The financial reports of the Company shall be made available for inspection at the Company by shareholders 21 days prior to an AGM. Each shareholder of the Company shall have the right to obtain the financial reports referred to in this chapter.

Unless otherwise specified in the Articles of Association, the Company shall deliver or send to each shareholder of overseas listed foreign shares by prepaid mail at the address registered in the register of members the said reports, the report of Directors, together with the balance sheet (including every document to be attached to the balance sheet as required by the law) and statement of profit or loss or the statement of income and expense at least 21 days before the date of every AGM. However, such documents may also be delivered to shareholders of overseas listed foreign shares through the Company's website, the website of the Hong Kong Stock Exchange and other websites as may be provided by the rules of the securities regulatory authorities of the place where the Company's shares are listed from time to time, provided that the laws, administrative regulations and requirements of the securities regulatory authority at the place where the shares of the Company are listed are observed.

Article 151 The financial statements of the Company shall be prepared not only in accordance with China's accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the overseas places where the Company's shares are listed. If there are any major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For purposes of the Company's distribution of after-tax profits in a given accounting year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall apply.

The interim results or financial statements published or disclosed by the Company shall be prepared not only in accordance with China's accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the overseas places where the Company's shares are listed.

Article 152 The Company shall not set up any other accounting books except for the legal accounting books. The assets of the Company shall not be deposited into an account established in the name of any individual.

Article 153 When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits into its legal reserve. The Company may not withdraw the statutory reserve fund if the cumulative amount has exceeded 50% of the Company's registered capital.

Where the statutory reserve fund of the Company is not sufficient to make up its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing the statutory reserve fund according to the provisions under the previous paragraph.

After the Company withdraws the statutory reserve fund from the after-tax profits, it may also withdraw discretionary reserve fund from the after-tax profits with the approval of the general meeting.

After the Company has made up its losses and withdrawn its statutory reserve fund, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders.

Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the shareholders before the Company makes up the losses and withholds the statutory reserve fund, the shareholders must return the profits distributed in violation of the provisions to the Company.

The Company's shares held by the Company shall not be subject to distribution of profits.

Article 154 The Company's reserve shall be used to make up the Company's losses, expand the Company's production and operations or, through conversion into capital, to increase the Company's registered capital. If the reserve is used to make up the Company's losses, the discretionary reserve and the statutory reserve should be used first; if they are inadequate to make up the Company's losses, the capital reserve can be used in accordance with the regulations.

The capital reserve fund consists of the following:

- (I) the premium from the issuance of shares in excess of their face value;
- (II) other income to be included in the capital reserve fund as stipulated by the competent financial department of the State Council.

When the statutory reserve fund is converted into registered capital, the remaining statutory reserve fund will be not less than 25% of the registered capital of the Company before the capital increase.

Article 155 When a resolution is made by the general meeting on the profit distribution plan, the Board shall complete the dividend (or share) distribution in six months after the general meeting.

Article 156 The Company shall proactively implement a profit distribution policy and in accordance with the principle that the same shares shall be entitled to the same dividend, at the end of each fiscal year, the Board shall propose a profit distribution plan and a loss recovery plan based on the operating results of the current year and the future production and operation plan, which shall be implemented after being considered and approved by the general meeting.

- (I) Profit distribution principle

The Company implements a proactive profit distribution policy that emphasizes reasonable investment returns to investors and takes into account the sustainable development of the Company, and the profit distribution policy shall maintain continuity and stability. The Company may distribute profits in the form of cash, shares or a combination of cash and shares, and profit distribution shall not exceed the scope of accumulated distributable profits and shall not jeopardize the Company's ability to continue operations.

(II) Decision-making procedures and mechanism of profit distribution

1. The annual profit distribution plan of the Company shall be formulated by the Board taking into account the Company's profitability, supply and demand of funds. When considering the specific plan for cash dividends, the Board shall carefully study and justify the timing, conditions and minimum ratio of cash dividends, the conditions for adjustments and the requirements of its decision-making procedures, etc. The plan shall be submitted to the general meeting for deliberation after it has been approved by the Board.
2. If the Board formulates a proposal not to implement profit distribution or to implement a profit distribution plan that does not include cash distribution, it shall disclose the reasons for not implementing profit distribution or implementing a profit distribution plan that does not include cash distribution in its regular report. The Company's undistributed profits for the year will be used to meet the needs of the Company's normal production and operation and long-term development.

(III) Profit distribution policy of the Company

1. Distribution principle: The Company implements a proactive profit distribution policy that emphasizes reasonable investment returns to shareholders and takes into account the sustainable development of the Company, and the profit distribution policy shall maintain continuity and stability.
2. Distribution manner: The Company may distribute profits in the form of cash, shares or a combination of cash and shares, with cash dividends being given priority over share dividends where the conditions for cash dividends are met.
3. Dividend distribution cycle: In principle, the Company shall make profit distribution at least once a year. The Board may propose interim profit distribution and special profit distribution based on the Company's profitability and capital requirements and submit them to the general meeting of the Company for approval.
4. Conditions for cash dividends: The Company shall pay cash dividends if the Company made a profit in the previous fiscal year and the cumulative distributable profit is positive, and if the Company meets the capital requirements for normal production and operation.

The Company shall appoint one or more collecting agents in Hong Kong for the purpose of receiving dividends declared by, and other monies payable to, the Company in respect of their securities listed on the Hong Kong Stock Exchange, who shall hold such monies in trust for the holders of such securities to pay to such holders.

In the event that share dividends are adopted for profit distribution, the Board shall to explain the factors justifying the adoption of share dividends for profit distribution.

- (IV) The Company's profit distribution policy will maintain continuity and stability. Where the profit distribution policy needs to be adjusted due to major changes in the external operating environment or its own operating conditions, it shall be based on the protection of shareholders' rights and interests, and the Board and the Supervisory Committee of the Company shall conduct a study to justify the adjustment, and make a detailed justification and explanation of the adjustment by taking into account the competitive conditions of the industry, the Company's financial conditions, the Company's capital demand planning and other factors in the proposal for the general meeting. The proposal on adjusting the profit distribution policy shall be considered by the Board, reviewed by the Supervisory Committee and submitted to the general meeting of the Company for approval, and the adjusted profit distribution policy shall not be in violation of the relevant regulations of the CSRC and stock exchanges in the places where the Company is listed.
- (V) In case any shareholder misappropriates the funds of the Company unlawfully, the Company shall deduct cash dividends to be distributed to such shareholder for making up the amount misappropriated.

Section II Internal audit

Article 157 The Company shall implement the internal audit system and appoint full-time auditors to supervise its financial revenues and expenditures and economic activities through internal audit.

Article 158 The Company's internal audit system and the duties of the auditors shall be implemented upon the approval by the Board. The chief auditor shall be accountable and report to the Board.

Section III Appointment of the Accounting Firm

Article 159 The Company shall employ an independent accounting firm that complies with the provisions of the relevant national regulations and the regulatory rules of the place where the Company's shares are listed to audit accounting statements, verify the net assets, and offer other relevant consulting services. The term of appointment of the accounting firm shall be one year from the end of the current AGM of the Company until the end of the next AGM, which is renewable.

Article 160 The accounting firm to be engaged by the Company to provide regular auditing services to the Company must be decided by the general meeting, and the Board shall not appoint any accounting firm prior to the decision of the general meeting.

Article 161 The Company undertakes to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the hired accounting firm, and shall not refuse, conceal or make false reports.

Article 162 The audit fees of the accounting firm shall be decided by the general meeting.

Article 163 When the Company dismisses or does not renew the appointment of the accounting firm, it shall give a 30-day prior notice to the accounting firm, and the accounting firm shall be allowed to make its representation at the general meeting where a voting process concerning the dismissal of the accounting firm is carried out.

Where the accounting firm tenders its resignation, it shall state at a general meeting whether the Company has any irregularity.

Chapter 9 Notices and Announcements

Section I Notice

Article 164 The notices of the Company (including Corporate Communications (as defined in the Hong Kong Listing Rules)) are sent out in the following manner:

- (I) by hand;
- (II) by post;
- (III) by means of facsimile, e-mail, text messages, etc. that in a tangible form represent the contents contained therein;
- (IV) by way of announcement (including on the designated website and the Company's website in the manner prescribed by the stock exchange where the Company's shares are listed);
- (V) by other means as prescribed or recognized by laws, administrative regulations, departmental rules, the Articles of Association, or the rules of the relevant regulators in the place where the Company's shares are listed and stock exchange.

Article 165 Subject to the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association, notices issued by the Company shall be deemed to have been received by all relevant persons once they are published in the form of an announcement.

Article 166 Notice of a general meeting convened by the Company shall be made by way of an announcement, which shall be published in the media designated for the disclosure of information by the laws, administrative regulations, departmental rules, and the listing rules of the stock exchange where the Company's shares are listed or on the website.

Article 167 The notice of the Board meetings to be convened by the Company shall be given to all Directors by telephone, facsimile, e-mail or other means.

Article 168 The notice of the meetings of the Supervisory Committee to be convened by the Company shall be given to all Supervisors by telephone, facsimile, e-mail or other means.

Article 169 If the notice of the meetings is delivered by hand, the addressee shall sign (or stamp) on the receipt of service, and the date of signature of the addressee shall be the date of service; if a notice is sent by mail, the date of service shall be 48 hours after the date of delivery to the post office; if a notice is sent by announcement, the date of the first publication of the announcement shall be the date of service; where a notice is sent by email, the date of sending the notice shall be the date of service.

Article 170 The meetings and the resolution of the meetings shall be not null and void if the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.

Article 171 Where the rules of the securities regulatory authorities in the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish or otherwise provide the relevant documents of the Company in English and Chinese versions, if the Company has made appropriate arrangements to determine whether its shareholders wish to receive only the English version or the Chinese version and, to the extent permitted by and in accordance with applicable laws and regulations, the Company may send only the English version or only the Chinese version to the relevant shareholders (at the shareholders' stated wish).

Article 172 The Company makes announcements and disclosures to domestic shareholders through the information disclosure newspapers and websites designated by laws, administrative regulations or the relevant domestic regulatory authorities. If an announcement is required to be made to the H shareholders in accordance with the Articles of Association of the Company, the relevant announcement shall at the same time be published in the designated newspapers, websites and/or the Company's website in accordance with the methods stipulated in the Hong Kong Listing Rules. All notices or other documents required to be filed by the Company with the Hong Kong Stock Exchange under Chapter 19A of the Hong Kong Listing Rules shall be in English or accompanied by a signed certified translation into English.

Section II Announcement

Article 173 The Company uses the information disclosure media and websites designated by the CSRC and the stock exchange where the Company's shares are listed as the media for the publication of the Company's announcements and other information required to be disclosed.

Chapter 10 Merger, Division, Capital Increase and Reduction, Dissolution, and Liquidation

Section I Merger, Division, Capital Increase and Reduction

Article 174 A merger of the Company may take the form of merger by absorption or merger by new establishment.

A company absorbing other companies is a merger by absorption and the absorbed company is dissolved. The merger of two or more companies to create a new company is a merger by new establishment, and the merging parties are dissolved.

Article 175 Where a company merges with another company in which the former holds not less than 90% of the shares, the acquired company is not required to obtain approval by resolution of its general meeting, but shall notify the other shareholders who have the right to request the company to buy its equities or shares at a reasonable price.

If the price paid for a company's merger does not exceed 10% of the Company's net assets, approval by resolution of its general meeting may not be required unless otherwise provided by the Articles of Association.

Where a company's merger is exempted from approval by resolution of the general meeting in the previous two cases, it shall be subject to approval by resolution of the Board.

Article 176 In the case of a merger, parties to the merger shall execute a merger agreement, and shall prepare the balance sheets and an inventory of assets. The Company shall notify its creditors within 10 days since the date on which the resolution to proceed with the merger is adopted, and publish an announcement on the merger in the newspaper recognized by the Company's registered office and the stock exchange on which the Company's shares are listed, or on the National Enterprise Credit Information Publicity System within 30 days.

Creditors shall, within 30 days since the date of receiving the notice, or creditors who do not receive the notice shall, within 45 days since the date of the public announcement, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.

Article 177 After the merger, the rights and the obligations of the merging parties shall be assumed by the Company in existence or the newly established company after the merger.

Article 178 If the Company is divided, its property shall be divided accordingly.

In the case of a division, a balance sheet and a schedule of assets shall be prepared. The Company shall notify its creditors within 10 days since the date on which the resolution to proceed with the division is adopted, and publish an announcement on the division in the newspaper or on the National Enterprise Credit Information Publicity System within 30 days.

Article 179 Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division jointly and severally, except as otherwise stated in the written agreement entered into between creditors and the Company for debt settlement prior to the division.

Article 180 In case of a reduction in the Company's registered capital, the Company shall prepare a balance sheet and a schedule of properties.

The Company shall notify its creditors within 10 days since the date on which the resolution to proceed with the reduction in the registered capital is adopted, and publish an announcement on the division in the newspaper within 30 days. Creditors shall, within 30 days since the date of receiving the notice, or creditors who do not receive the notice shall, within 45 days since the date of the announcement, be entitled to require the Company to settle its debts in full or to provide a corresponding guarantee.

When the Company reduces its registered capital, it shall reduce its capital contribution or shares in proportion to the capital contribution or shares held by shareholders, unless otherwise provided by law or these Articles of Association.

The registered capital of the Company following the reduction shall not fall below the minimum statutory requirement.

Article 181 If the Company remains in a loss position after making up for its losses in accordance with the Article 153 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the loss, the Company shall not make any distribution to the shareholders; nor shall the shareholders be exempted from the obligation to make capital injection or payment for the shares.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of the preceding Article shall not apply, but a notice shall be published in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on reduction of registered capital made at the general meeting.

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

Article 182 In case of a reduction of registered capital in violation of the requirements of the Articles of Association, the shareholders shall return the funds received, and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the responsible Directors, Supervisors and senior managers shall be held liable for compensation.

Article 183 When the Company issues new shares for the purpose of increasing its registered capital, the shareholders shall not be entitled to pre-emptive rights, unless otherwise provided for in these Articles of Association or determined by a resolution of the general meeting that the shareholders shall be entitled to pre-emptive rights.

Section II Dissolution and Liquidation

Article 184 The Company shall be dissolved if:

- (I) the business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association arise;
- (II) the general meeting resolves to dissolve the Company;
- (III) dissolution is required due to merger or division of the Company;
- (IV) its business license is revoked according to law, or it is ordered to shut down or revoked;

(V) The people's court dissolves it in accordance with Article 231 of the Company Law.

On the occurrence of the events of dissolution set out in the preceding Article, the Company shall make an announcement on the National Enterprise Credit Information Publicity System within 10 days.

Article 185 For the circumstance in item (I) and (II) of Article 184 hereof, and no property has been distributed to shareholders, the Company may continue to subsist by amending the Articles of Association or by resolution of the general meeting.

Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph or by resolution of the general meeting shall be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting.

Article 186 If the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 184 of the Articles of Association, it shall be liquidated, and the Directors, being the liquidation obligors shall form a liquidation committee for liquidation within 15 days from the date of occurrence of the cause for dissolution.

The liquidation committee shall comprise the Directors, unless the Articles of Association provide otherwise or it is resolved at a general meeting to elect another person(s).

If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 187 Where the Company shall be liquidated in accordance with the provisions of first paragraph of Article 186 of the Articles of Association, and if it fails to establish a liquidation committee to carry out liquidation after the expiry of the time limit or fails to carry out liquidation after establishing the liquidation committee, the interested parties can apply to the people's court for appointing relevant officers to establish the liquidation committee to carry out the liquidation.

Where the Company is dissolved in accordance with the provisions of item (IV) of the first paragraph of Article 184 of the Articles of Association, the department or the company registration authority that made the decision to revoke the business license, order closure or revocation can apply to the people's court for appointing relevant officers to establish the liquidation committee to carry out the liquidation.

Article 188 The liquidation committee shall exercise the following functions and powers during liquidation:

- (I) to examine thoroughly the assets of the Company and preparing a balance sheet and a schedule of assets respectively;
- (II) to notify creditors by a notice or an announcement;
- (III) to handle the Company's pending liquidation-related business;
- (IV) to repay all outstanding tax payment and the tax payment which arise in the course of liquidation;

(V) to clear claims and debts;

(VI) to deal with the remaining assets after full payment of the Company's debts;

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

Article 189 The liquidation committee shall notify the creditors within 10 days from the date of its establishment and make an announcement within 60 days in the designated newspapers or on the National Enterprise Credit Information Publicity System and in the manner required by the stock exchange where the Company's shares are listed. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the announcement, report their creditors' rights to the liquidation committee.

When reporting creditors' rights, the creditors shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights.

In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors.

Article 190 After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and schedule of assets, it shall formulate the liquidation plan and submit such plan to the general meeting or a people's court for confirmation.

The remaining property of the Company after paying the liquidation expenses, wages owed to employees of the Company, labor insurance fees and statutory compensation, outstanding taxes and debts of the Company shall be distributed in the class and proportion to the number of shares held by shareholders.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to the liquidation.

The property of the Company shall be not distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

Article 191 If the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and schedule of assets, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the people's court for a bankruptcy liquidation.

After the people's court accepts the application for bankruptcy, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Article 192 Upon completion of the liquidation of the Company, the liquidation committee shall produce a liquidation report and submit it to the general meeting or the people's court for confirmation. Within 30 days from the date of confirmation of the above-mentioned reports by the general meeting or the people's court, the liquidation committee shall deliver the same to the company registry, apply for cancellation of the Company's registration.

Article 193 Members of the liquidation committee shall perform their liquidation obligation and bear duties of loyalty and diligence.

Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; where members of the liquidation committee who cause losses to the Company or creditors due to intentional or gross negligence shall be liable for compensation.

Article 194 If the Company is declared bankrupt by law, the bankruptcy liquidation shall be implemented in accordance with the laws on enterprise bankruptcy.

Chapter 11 Amendments to the Articles of Association

Article 195 The Company shall amend the Articles of Association under any of following circumstances:

- (I) matters provided for in the Articles of Association are in conflict with the provisions of the amended Company Law or relevant laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed;
- (II) there has been a change to the Company, resulting in inconsistency with the content in the Articles of Association;
- (III) it is resolved at a general meeting to amend the Articles of Association.

Article 196 The amendment to the Articles of Association approved by way of a resolution at the general meeting shall be submitted to the relevant competent authorities for approval (if necessary). Where the amendments involve any registered particulars of the Company, application shall be made for change of registration in accordance with laws..

Article 197 The Board shall amend the Articles of Association in accordance with the resolutions of the general meeting and the approval opinions of relevant competent authorities.

Article 198 If the amendments to the Articles of Association are the information required to be disclosed by laws and regulations, they shall be announced in accordance with the regulations.

Chapter 12 Supplementary Provisions

Article 199 Definitions

- (I) A controlling shareholder means a shareholder whose voting rights based on his/her shareholdings are sufficient to exercise significant influence over the resolutions of the general meeting.
- (II) A de facto controller means a person who is able, through investment relationships, agreements or other arrangements, to actually control the conduct of the Company.
- (III) A related connected person, related connected relationship and related connected transaction is defined in the Hong Kong Listing Rules.

Article 200 The Board may formulate detailed rules and regulations in accordance with the provisions of the Articles of Association. The detailed rules and regulations shall not contradict the provisions of the Articles of Association.

Article 201 The Articles of Association are prepared in Chinese. In case of discrepancies between the Articles of Association and the version in any other language or its other versions, the Chinese version after the latest approval of registration with the market supervisory authority in the place where the Company is located shall prevail.

Article 202 Terms of “more than”, “within”, and “below” used in the Articles of Association shall include the number itself; while “not up to”, “beyond”, “less than” and “over” shall exclude the number itself. RMB means Renminbi.

Article 203 The Articles of Association shall be interpreted by the Board.

Article 204 The appendix to the Articles of Association shall include the Procedural Rules for General Meetings, the Procedural Rules for Board Meetings and the Procedural Rules for Meetings of the Supervisory Committee.

Article 205 Matters not covered in the Articles of Association shall be dealt with in accordance with the laws, administrative regulations and the relevant provisions of the securities regulatory authorities in the place where the Company’s shares are listed in conjunction with the actual situation of the Company. In the event of any conflict between the Articles of Association and the provisions of laws, administrative regulations, other relevant regulatory documents and the listing rules of the stock exchange where the Company’s shares are listed from time to time, the provisions of laws, administrative regulations, other relevant regulatory documents and the listing rules of the stock exchange where the Company’s shares are listed shall prevail.

Article 206 The Articles of Association are adopted by way of a special resolution at the general meeting of the Company and shall come into force from the date when the publicly issued H shares of the Company are listed for trading on the main board of the Hong Kong Stock Exchange. The original Articles of Association of the Company shall automatically become null and void as of the effective date of the Articles of Association.

Zhejiang Taimei Medical Technology Co., Ltd.

September 2024