Articles of Association

of

BaTeLab Co., Ltd.

(Considered and Approved at the 2024 Annual Shareholders' Meeting on June 27, 2025)

CONTENTS

CHAPTER 1 GENERAL PROVISIONS

Article 1 These articles of association (hereinafter referred to as the "Articles of Association") are formulated in accordance with the provisions of the Company Law of the People's Republic of China (hereinafter referred to as the "PRC") (hereinafter referred to as the "Company Law"), the Securities Law of the PRC (hereinafter referred to as the "Securities Law"), the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and relevant laws and regulations for the purposes of safeguarding the legitimate rights and interests of BaTeLab Co., Ltd. (蘇州貝克微電子股份有限公司) (hereinafter referred to as the "Company"), its shareholders, employees and creditors and regulating the organization and conduct of the Company

Article 2 Established in accordance with the Company Law, the Securities Law and other relevant provisions, the Company is a joint stock limited company integrally converted from a limited liability company named BaTeLab Co., Ltd. (蘇州貝克微電子有限公司). The Company was registered with the Administrative Examination and Approval Bureau of Suzhou Municipality and obtained its business license with unified social credit code of 91320505565252731E.

Article 3 Registered name of the Company:

Name in Chinese: 蘇州貝克微電子股份有限公司.

Name in English: BaTeLab Co., Ltd.

Article 4 Domicile of the Company: Building 1, No. 150 Jici Road, Science and Technology Town, Gaoxin District, Suzhou.

Postal code: 215010

Article 5 The Company's registered capital is RMB63,000,000.

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

Article 7 The director conducting company affairs on behalf of the Company is the legal representative of the Company and shall be elected by the Board of Directors with a majority of vote.

The resignation of a director who serves as the legal representative shall be deemed to have resigned as the legal representative at the same time.

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

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

Restrictions on the authority of the legal representative imposed by the Articles of Association or the shareholders' meeting shall not be imposed against bona fide counterparts.

If the legal representative causes damage to others in the course of his/her duties, the Company shall assume the civil liability. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the provisions of the law or the Articles of Association.

Article 9 The shareholders shall be liable for the Company to the extent of the shares they subscribed, and the Company shall be liable for the Company's debts to the extent of all of its property.

Article 10 From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the organization and conduct of the Company, the rights and obligations between the Company and its shareholders and among shareholders, and is binding upon the Company, its shareholders, directors, and senior management personnel. Pursuant to the Articles of Association, shareholders may initiate litigation against shareholders, directors, senior management personnel of the Company; shareholders may initiate litigation against the Company, and the Company may also initiate litigation against the shareholders, directors, and senior management personnel.

Article 11 The senior management personnel mentioned in the Articles of Association refer to the general manager, deputy general manager, secretary to the Board of Directors and the person in charge of finance of the Company.

Article 12 The Company shall set up an organization of the Communist Party of China (hereinafter referred to as the "CPC") and carry out CPC activities in accordance with the requirements of the Constitution of the Communist Party of China. The Company shall provide the CPC organization with necessary conditions for its activities.

CHAPTER 2 BUSINESS OBJECTIVE AND SCOPE

Article 13 The business objectives of the Company are: to adhere to the combination of the basic principles of semiconductor physics with China's specific reality, and to explore the road of industrialization of integrated circuit with Chinese characteristics.

Article 14 As registered in accordance with laws, the business scope of the Company includes: design, sales, technical consultation, technical development and technical services of the integrated circuit products, the integrated circuit software and the integrated circuit application system; import and export business involving self-operation and agency of various commodities and technologies (except for the commodities and technologies whose dealing, import or export are restricted or prohibited by the State). (For projects subject to approval in accordance with laws, operating activities can only be conducted upon approval by relevant authorities)

CHAPTER 3 SHARES

Section 1 Issuance of Shares

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

Article 16 The shares of the Company shall be issued in a transparent, fair and equal manner, and shall rank pari passu with the shares of the same class. For shares issued at the same time and within the same class, the conditions and price per share must be the same; for the shares subscribed by the subscriber, the price per share paid is the same.

Article 17 All the shares with par value issued by the Company are denominated in RMB, with a nominal value of RMB1 per share.

Article 18 The total number of shares issued upon the establishment of the Company is 12,371,100 shares, with a par value of RMB1 per share. The promoters of the Company, the number of shares subscribed, their shareholding ratios, the method of capital contribution and the time of contribution are as follows:

No.	Promoter	Number of shares (share)	Percentage of shareholding (%)	Method of capital contribution	Time of contribution
1	Li Zhen (李真)	300,100	2.43	By conversion of net assets into shares	May 31, 2021
2	Li Yi (李一)	72,278	0.58	By conversion of net assets into shares	May 31, 2021
3	Suzhou Backward Electronic Co., Ltd. (蘇州貝克瓦特電子有限公司)	2,876,989	23.26	By conversion of net assets into shares	May 31, 2021

No.	Promoter	Number of shares (share)	Percentage of shareholding (%)	Method of capital contribution	Time of contribution
4	Suzhou Backward Investment Partnership (Limited Partnership) (蘇州貝克瓦特投資合夥企業(有限合夥))	1,538,348	12.44	By conversion of net assets into shares	May 31, 2021
5	Suzhou Rongxiang Beiying Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥))	813,800	6.58	By conversion of net assets into shares	May 31, 2021
6	Jiangsu Jiequan Yuanhe Puhua Equity Investment Partnership (Limited Partnership) (江蘇疌泉元禾璞華股權投資合夥企業(有限合夥))	777,200	6.28	By conversion of net assets into shares	May 31, 2021
7	Runke (Shanghai) Equity Investment Fund Partnership (Limited Partnership) (潤科(上海)股權投資基金合夥企業(有限合夥))	777,200	6.28	By conversion of net assets into shares	May 31, 2021
8	Zhuhai Guangfa Xinde Intelligent Innovation Upgrade Equity Investment Fund (Limited Partnership) (珠海廣發信德智能創新升級股權投資基金(有限合夥))	647,700	5.24	By conversion of net assets into shares	May 31, 2021
9	Suzhou New District Venture Technology Investment Management Co., Ltd. (蘇州高新區創業科技投資管理有限公司)	588,900	4.75	By conversion of net assets into shares	May 31, 2021
10	Shenzhen Zhongke Quantum Investment Partnership (Limited Partnership) (深圳中科量子投資合夥企業(有限合夥))	583,700	4.71	By conversion of net assets into shares	May 31, 2021
11	Jiangsu Minyi Intelligent Manufacturing Venture Capital Partnership (Limited Partnership) (江蘇敏一智造創業投資合夥企業(有限合夥))	516,800	4.18	By conversion of net assets into shares	May 31, 2021

No.	Promoter	Number of shares (share)	Percentage of shareholding (%)	Method of capital contribution	Time of contribution
12	Shanghai Yucheng Enterprise Management Consulting Partnership (Limited Partnership) (上海嶼丞企業管理諮詢合夥企業(有限合夥))	388,600	3.14	By conversion of net assets into shares	May 31, 2021
13	Nantong Zhouzhou Investment Center (Limited Partnership) (南通周宙投資中心(有限合夥))	363,300	2.93	By conversion of net assets into shares	May 31, 2021
14	Beijing Taiyou Venture Capital Partnership (Limited Partnership) (北京泰有創業投資合夥企業(有限合夥))	337,600	2.73	By conversion of net assets into shares	May 31, 2021
15	Suzhou Chenfeng Enterprise Management Partnership (Limited Partnership) (蘇州辰豐領航企業管理合夥企業(有限合夥))	233,152	1.88	By conversion of net assets into shares	May 31, 2021
16	Zhuhai Guangfa Xinde Environmental Industry Investment Fund Partnership (Limited Partnership) (珠海廣發信德環保產業投資基金合夥企業(有限合夥))	213,700	1.73	By conversion of net assets into shares	May 31, 2021
17	Suzhou Huiyi Ruijin Venture Capital Partnership (Limited Partnership) (蘇州匯毅瑞錦創業投資合夥企業(有限合夥))	207,200	1.67	By conversion of net assets into shares	May 31, 2021
18	Suzhou Hejiuxin Venture Capital Partnership (Limited Partnership) (蘇州合久新創業投資合夥企業(有限合夥))	192,400	1.56	By conversion of net assets into shares	May 31, 2021
19	Suzhou Heyuanxin Venture Capital Partnership (Limited Partnership) (蘇州合遠芯創業投資合夥企業(有限合夥))	155,300	1.26	By conversion of net assets into shares	May 31, 2021

No.	Promoter	Number of shares (share)	Percentage of shareholding (%)	Method of capital contribution	Time of contribution
20	Jiangsu Huate Integrated Circuit Co., Ltd. (江蘇華特積體電路股份有限公司)	129,500	1.05	By conversion of net assets into shares	May 31, 2021
21	Nanjing Turing Phase I Venture Capital Partnership (Limited Partnership) (南京圖靈一期創業投資合夥企業(有限合夥))	129,500	1.05	By conversion of net assets into shares	May 31, 2021
22	Tsinghua University Education Foundation (清華大學教育基金會)	123,711	1.00	By conversion of net assets into shares	May 31, 2021
23	Hangzhou Taizhiyou Venture Capital Partnership (Limited Partnership) (杭州泰之有創業投資合夥企業(有限合夥))	85,500	0.69	By conversion of net assets into shares	May 31, 2021
24	Xinyu Taiyi Investment Management Centre (Limited Partnership) (新餘泰益投資管理中心(有限合夥))	85,500	0.69	By conversion of net assets into shares	May 31, 2021
25	Xinyu Jimu Ruiyuan Investment Consulting Centre (Limited Partnership) (新餘極目睿遠投資諮詢中心(有限合夥))	77,722	0.63	By conversion of net assets into shares	May 31, 2021
26	Tibet Taisheng Information Technology Partnership (Limited Partnership) (西藏泰升資訊科技合夥企業(有限合夥))	77,700	0.63	By conversion of net assets into shares	May 31, 2021
27	Tianjin Haihe Huahui Taiyou Electronic Information Investment Partnership (Limited Partnership) (天津海河華慧泰有電子資訊投資合夥企業(有限合夥))	77,700	0.63	By conversion of net assets into shares	May 31, 2021
Total		**12,371,100**	**100.00**	–	–

Article 19 The shares issued by the Company but not listed or quoted for trading on domestic trading venues shall be collectively referred to as unlisted domestic share(s). The shares issued by the Company, which are listed for trading on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "HKEX"), shall be collectively referred to as H share(s). The unlisted domestic shares of the Company shall be registered and deposited centrally with the domestic securities registration and settlement institutions, while the H shares of the Company shall be mainly deposited with the securities registration and settlement companies in Hong Kong and may be held by the shareholders in their own names. Both unlisted domestic shares and H shares are ordinary shares.

The shareholders of the Company may, subject to compliance with the relevant provisions of relevant laws, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, administrative regulations and departmental rules, convert their unlisted domestic shares into H shares and have them listed and traded on HKEX upon filing with China Securities Regulatory Commission (hereinafter referred to as the "CSRC"). Voting at the shareholders' meeting of shareholders of the Company is not required for the conversion of unlisted domestic shares into H shares. The listing and trading of unlisted domestic shares on HKEX shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market.

Shareholders may, at the shareholders' meeting, grant the Board of Directors the power to allot or issue shares not exceeding 20% of the shares in issue by a general mandate. The Board of Directors shall prepare a plan for the allotment or issuance of shares, which shall be approved by a special resolution of shareholders at the shareholders' meeting, and any such allotment or issuance shall be conducted in accordance with relevant laws, administrative regulations and procedures required by regulatory rules of the place where the shares are listed.

Article 20 The total number of shares issued of the Company is 63,000,000 shares, all of which are Renminbi-denominated ordinary shares.

The equity structure of the Company will be: 45,000,000 unlisted domestic shares, representing 71.43% of the total number of ordinary shares of the Company; 18,000,000 H shares, representing 28.57% of the total number of ordinary shares of the Company.

Article 21 The Company or its subsidiaries (including the Company's affiliated enterprises) shall not provide any financial assistance, in the form of gift, advance, guarantee or loans to purchase the shares of the Company or its parent company, except where the Company implements employee shareholding plan.

The Company may, in the interests of the Company and upon a resolution of the shareholders' meeting or a resolution of the board of directors made in accordance with these Articles of Association or the authorization of the shareholders' meeting, provide financial assistance for the acquisition of shares in the Company or its parent company. However, the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the board of directors shall require the approval of not less than two-thirds of all directors.

Section 2 Increase, Reduction and Repurchase of Shares

Article 22 The Company may, upon resolution by the shareholders' meeting, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the provisions of laws and regulations:

(I) issue shares to non-specific persons;

(II) issue shares to specific persons;

(III) distribution of bonus shares to existing shareholders;

(IV) conversion of the common reserve fund to additional share capital;

(V) other means as prescribed by laws, administrative regulations, CSRC and the securities regulatory authority of the place where the Company's shares are listed.

Article 23 The Company may decrease its registered capital. If the Company reduces its registered capital, such reduction shall be made in accordance with the procedures stipulated in the Company Law, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed and other related regulations and the Articles of Association.

Article 24 The Company shall not acquire the shares of the Company, however, except for any of the following circumstances:

(I) reduction in the registered capital of the Company;

(II) merging with other companies holding the shares of the Company;

(III) the shares are to be used for employee stock ownership plan or equity incentives;

(IV) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders' meeting may request the Company to acquire his/her/its shares;

(V) the shares are to be used to convert corporate bonds issued by the Company that can be converted to shares;

(VI) it is necessary for the Company to maintain corporate value and shareholders' interests;

(VII) other circumstances in which the shares of the Company can be acquired pursuant to the laws, administrative regulations, departmental rules, normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.

Article 25 The Company's acquisition of the shares of the Company can be made by public and centralized transaction, or other methods recognized by laws, administrative regulations, CSRC and the securities regulatory authority of the place where the Company's shares are listed.

Where the Company acquires its own shares due to the circumstances stipulated in item (III), (V) or (VI) of the first paragraph of Article 24 hereof, it should be made by public and centralized transaction.

Article 26 The Company's acquisition of the shares of the Company due to the circumstances stipulated in item (I) or (II) of the first paragraph of Article 24 hereof shall be subject to a resolution of the shareholders' meeting; the Company's acquisition of the shares of the Company due to the circumstances stipulated in item (III), (V) or (VI) of the first paragraph of Article 24 hereof may, pursuant to the Articles of Association or the authorization of the shareholders' meeting, be subject to a resolution of a Board meeting at which more than 2/3 of directors are present.

Under the circumstance stipulated in item (I), the shares of the Company so acquired in accordance with the first paragraph of Article 24 shall be canceled within ten days from the date of acquisition; under the circumstances stipulated in either item (II) or (IV), the shares of the Company so acquired shall be transferred or canceled within six months; under the circumstances stipulated in item (III), (V) or (VI), the total shares of the Company held by the Company shall not exceed 10% of the Company's total outstanding shares, and shall be transferred or canceled within three years.

If it is otherwise provided in the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed regarding the relevant matters of the repurchase of the shares, the latter shall prevail.

Section 3　Transfer of Shares

Article 27　Shares of the Company shall be transferred legally.

Transfer of all H shares shall be executed with a written instrument of transfer in a usual or common form or any other form accepted by the Board (including the standard transfer form or form of transfer specified by HKEX from time to time); the said instrument of transfer may only be signed by hand, or be stamped with the valid corporate seal (if the transferor or the transferee is a company). If the transferor or the transferee is a recognized clearing house or agent thereof defined in relevant ordinances of Hong Kong laws effective from time to time, the instrument of transfer can be signed by hand or in printed form. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board from time to time.

Article 28　The Company does not accept its own shares as the collateral of pledge.

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

The directors and senior management personnel of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total shares of the same class held by them in the Company per annum during their term of office as determined upon appointment; the shares they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The shares they held in the Company also cannot be transferred within half a year after such persons have left office.

Where laws, administrative regulations, the China Securities Regulatory Commission, or the regulatory rules of the company's stock listing venue otherwise provide for the transfer of shares held by shareholders in the Company, the latter shall prevail.

CHAPTER 4　SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section 1　General Provisions on Shareholders

Article 30　The Company shall make a register of members in accordance with evidentiary documents provided by the securities registration authorities, and such register of members shall be the sufficient evidence substantiating that the shareholders hold the shares of the Company. Shareholders enjoy rights and undertake obligations according to the class of shares they hold. Holders of the same class shall enjoy the same rights and bear the same obligations.

The Company shall make available a copy of the full register of members at a specified address in Hong Kong for inspection by members, provided that the Company may suspend shareholder registration procedures in accordance with the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.

If any shareholder in the register of members or any person requesting to have his/her/its name recorded in the register of members has lost his/her/its shares, the said shareholder or person may apply to the Company to reissue new shares for the said shares. Application for reissue of shares lost by shareholders of unlisted domestic shares shall be processed pursuant to the relevant provisions of the Company Law or other applicable laws and regulations. Application for reissue of shares lost by H shareholders shall be processed pursuant to the laws, rules of the stock exchange or other relevant regulations of the place where the original of the H share register is kept.

In respect of the joint shareholders of any share, only the joint shareholder ranking first in the register of members has the right to receive share certificates for the relevant shares from the Company, receive notices of the Company, and any notice delivered to the aforesaid person shall be deemed to have been delivered to all the joint shareholders of the relevant shares. Any one of joint shareholder may sign a proxy form; provided, however, if more than one joint shareholder is present in person or by proxy, the vote cast by the senior joint shareholder, whether in person or by proxy, shall be accepted as the sole vote for the remaining joint shareholders. In this regard, seniority of shareholders must be determined by the ranking of the joint shareholders in the Company's register of members in relation to the relevant shares.

Article 31 Where the Company convenes a shareholders' meeting, distributes dividends, liquidates and participates in other activities requiring the recognition of shareholders' identities, the Board or the convener of the shareholders' meeting shall decide the record date, the shareholders whose names appear on the register of members upon the close of trading as at the record date are entitled to relevant rights and interests.

Article 32 The shareholders of the Company shall enjoy the following rights:

(I) obtaining dividends and any other form of profit distribution based on the number of shares held by them;

(II) lawfully requesting the holding, convening, chairing, attending or appointing a proxy to attend a shareholders' meeting pursuant to the law and exercising the corresponding rights to speak and vote;

(III) supervising the Company's operations, proposing recommendations or raising questions;

(IV) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed and the Articles of Association;

(V) inspecting and copying the Articles of Association, share register, meeting minutes of a shareholders' meeting, resolutions of the Board meetings, resolutions of the meetings of the Supervisory Committee and financial and accounting reports; eligible shareholders may inspect the Company's accounting books and accounting vouchers;

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

(VII) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders' meeting may request the Company to acquire his/her/its shares;

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

Article 33 If any shareholder request to inspect and copy relevant materials of the Company, the said shareholder shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law.

Article 34 If the content of a resolution passed at the Company's shareholders' meeting or Board meeting violates laws or administrative regulations, shareholders shall have the right to petition the people's court to invalidate the resolution.

If the procedures for convening, or the method of voting at, a shareholders' meeting or Board meeting violate laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders shall have the right to petition the people's court to revoke the resolution within 60 days from the date of the adoption of such resolution, except for the procedures for convening the shareholders' meeting or Board meeting or the manner of voting are only slightly defective and cause no substantial impact on the resolution.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of the shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, directors and senior management personnel shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, regulatory rules of the CSRC and the stock exchange of the place where the Company's shares are listed.

Article 35 Resolutions of the shareholders' meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

(I) The resolution has been made without the convening of a shareholders' meeting or Board meeting;

(II) The resolution has been made without voting at the shareholders' meeting or Board meeting;

(III) The number of persons attending or votes represented at the meeting does not reach the number of persons attending or votes represented as stipulated under the Company Law or the Articles of Association;

(IV) The number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.

Article 36 Where a director other than members of the audit committee or senior management violate the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request in writing the audit committee to initiate proceedings in the people's court. Where a member of the audit committee violates the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, the aforementioned shareholders may request in writing the Board of Directors to initiate proceedings in the people's court.

Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the audit committee or the Board of Directors refuses to file a lawsuit or does not file a lawsuit within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the people's court in their own names for the interest of the Company.

For other parties who infringe the lawful interests of the Company resulting in loss to the Company, the shareholders stipulated in the first paragraph of this article may institute litigation at a people's court in accordance with the provisions of the preceding two paragraphs.

Where the directors, supervisors or senior management personnel of the Company's wholly-owned subsidiary violate provisions under the laws, administrative regulations or the Articles of Association in performance of duties to the Company resulting in any loss to the Company, or loss caused by infringement upon the Company's wholly-owned subsidiary lawful rights and interests by other parties, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request in writing may request in writing the supervisory committee or the board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or may file a lawsuit with the people's court directly in their own names in accordance with relevant provisions of the Company Law.

If the Company's wholly-owned subsidiary has not established supervisory committee or any supervisor, but established an audit committee, the matter shall be dealt with in accordance with the first paragraph and second paragraph of this article.

Article 37 Where any director or senior management personnel violates the provisions of laws, administrative regulations or the Articles of Association, damaging interests of shareholders, the shareholders may file a lawsuit with the people's court.

Article 38 The shareholders of the Company shall assume the following obligations:

(I) complying with laws, administrative regulations and the Articles of Association;

(II) paying capital contribution as per the shares subscribed for and the method of subscription;

(III) not withdrawing the share capital, except for circumstances stipulated by laws and regulations;

(IV) not abusing the shareholders' rights to impair the interest of the Company or other shareholders, not abusing the legal person's independent status of the Company and the shareholders' limited liability to impair the interest of creditors of the Company;

(V) other obligations for the shareholders prescribed by laws, administrative regulations and the requirements of the Articles of Association.

Article 39 Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law. Shareholders of the Company who abuse the independent legal person status of the Company and the shareholders' limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.

Section 2 Controlling Shareholders and De Facto Controllers

Article 40 The controlling shareholder and the de facto controllers of the Company shall exercise their rights and fulfil their obligations in accordance with the provisions of laws, administrative regulations, the regulatory rules of the CSRC and the securities regulatory authority of the place where the Company's shares are listed, and safeguard the interests of the listed company.

Article 41 The controlling shareholder and the de facto controllers of the Company shall comply with the following provisions:

(I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their related party relationship to prejudice the legitimate interests of the Company or other shareholders;

(II) to strictly implement the public statements and commitments made and shall not change or exempt them without authorization;

(III) to strictly perform information disclosure obligations in accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are about to occur;

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

(V) the Company and its related personnel shall not be forced, instructed or required to provide guarantees in violation of laws and regulations;

(VI) the Company's undisclosed important information shall not be used to seek benefits, and the Company's undisclosed important information related to the Company shall not be disclosed in any way, and the Company shall not engage in insider trading, short-term trading, market manipulation and other illegal and irregular activities;

(VII) The Company and other shareholders' legitimate rights and interests shall not be damaged by any means such as unfair connected transactions, profit distribution, asset restructuring, and foreign investment;

(VIII) the Company's assets shall be intact, personnel, financial, institutional and business independence shall be guaranteed, and the Company's independence shall not be affected in any way;

(IX) other provisions prescribed by laws, administrative regulations, regulations of the CSRC, securities regulatory rules at the places where the Company's shares are listed, the business rules of the stock exchange and the Articles of Association.

If the controlling shareholder and the de facto controllers of the Company does not serve as a director of the Company but actually executes the Company's affairs, the provisions of the Articles of Association regarding the directors' duty of loyalty and duty of diligence shall apply.

If the controlling shareholder and the de facto controllers of the Company instructs a director or senior management personnel to engage in conduct that harms the interests of the Company or shareholders, he/she shall bear joint and several liability with the director or senior management personnel.

Article 42 If a controlling shareholder or de facto controller pledges the Company's stocks held or actually controlled by him/her, he/she shall maintain the Company's control and production and operation stability.

Article 43 If a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on share transfers in laws, administrative regulations, the regulations of the CSRC, the securities regulatory authority and the stock exchange where the Company's shares are listed, as well as the commitments made on restricting share transfers.

Section 3 General Provisions of Shareholders' Meeting

Article 44 The Shareholders' Meeting of the Company comprises all shareholders. The shareholders' meeting shall be the authority of power of the Company and shall exercise the following functions and powers according to laws:

(I) to elect and replace directors and to decide on the remuneration matters of the relevant directors;

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

(III) to consider and approve the Company's profit distribution plans and loss recovery plans;

(IV) to pass resolutions on increase or reduction of registered capital of the Company;

(V) to pass resolutions on the issuance of the Company's bond;

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

(VII) to amend the Articles of Association;

(VIII) to pass resolutions on the engagement or dismissal of the accounting firm undertaking the Company's audit business;

(IX) to consider and approve the guarantee matters stipulated in Article 40 hereof;

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

(XI) to consider and approve matters relating to changes in the use of raised funds;

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

(XIII) to consider any other matter to be decided on by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed or the Articles of Association.

The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

Unless otherwise stipulated by laws, administrative regulations, the regulations of the CSRC and the securities regulatory authority and the stock exchange where the Company's shares are listed, the above-mentioned functions and powers of the shareholders' meeting shall not be delegated through authorization to the Board or any other body or individual.

Without violating the laws and regulations of the PRC and the mandatory provisions of the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the shareholders' meeting may authorize or entrust the Board to handle the matters authorized or entrusted thereby.

Article 45 The following external guarantees of the Company shall be submitted to the shareholders' meeting of shareholders for consideration after being considered and approved by the Board of Directors:

(I) a single guarantee in the amount exceeding 10% of the Company's latest audited net assets;

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

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

(IV) any guarantee provided by the Company within one year in the amount exceeding 30% of the Company's latest audited total assets;

(V) guarantees provided to guarantee objects with an asset to liabilities ratio exceeding 70%;

(VI) guarantees provided to the shareholders and the de facto controllers of the Company and their related parties;

(VII) other guarantee circumstances stipulated in the laws, administrative regulations, rules, other normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.

For guarantee matters within the scope of authorization of the Board of Directors, in addition to the approval of more than half of all directors, the approval of over 2/3 of the directors present at the meeting of the Board of Directors shall be required. The guarantee set out in item (IV) above shall be approved by more than 2/3 of voting rights held by shareholders present at the meeting.

When the shareholders' meeting is considering a proposal to provide guarantee to any shareholder, de facto controller and his/her/its related party(ies), the said shareholder or shareholder(s) controlled by the said de facto controller shall abstain from voting on the said proposal, and the proposal shall be subject to approval by more than half of the voting rights held by other attending shareholders. If a guarantee is provided to a controlling shareholder, de facto controller and his/her/its related party(ies) by the Company, such controlling shareholder, de facto controller and his/her/its related party(ies) shall provide a counter-guarantee.

Article 46 Shareholders' meeting include annual shareholders' meeting and extraordinary shareholders' meeting. The annual shareholders' meeting shall be convened once a year and be held within 6 months after the end of the previous accounting year.

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

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

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

(III) when shareholders who severally or jointly hold more than 10% of the Company's shares request to do so;

(IV) the Board deems it necessary to convene the meeting;

(V) the audit committee proposes to convene the meeting;

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

In the case of (III) above, the number of shares held shall be calculated based on shares of the Company held by shareholders at the date on which the shareholders submit the written request.

Article 48 The place where the Company convenes a shareholders' meeting shall be the domicile of the Company or other places designated by the convener of the shareholders' meeting. A venue shall be set for a shareholders' meeting which shall be held onsite. The Company will also, as appropriate, provide electronic communication or other means (where applicable) for its shareholders to conveniently participate in shareholders' meeting in accordance with the provisions of laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association.

The time and venue chosen for the on-site shareholders' meeting shall be appropriate to facilitate shareholders' participation. After issuing the notice of the shareholders' meeting, the venue for convening the on-site shareholders' meeting shall not be altered without justified reasons. If such alteration is required, the convener shall make an announcement and give reasons therefor at least 2 business days prior to the convening date of the on-site meeting.

Section 4 Convening of Shareholders' Meetings

Article 49 The Board of Directors shall convene the shareholders' meeting on time within the prescribed time limit.

With the consent of a majority of all independent directors, independent directors are entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and such proposals shall be made in writing to the Board of Directors. Where independent non-executive directors propose to convene an extraordinary shareholders' meeting, the Board of Directors shall, pursuant to the provisions of laws, administrative regulations, departmental rules, normative documents, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal. If the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary shareholders' meeting is adopted by the Board of Directors; if the Board of Directors does not agree to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

Article 50 The audit committee is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and such proposals shall be made in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary shareholders' meeting is adopted by the Board of Directors. Any changes to the original proposal in the notice require the consent of the audit committee.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to give a response within 10 days after receipt of such proposal, the Board of Directors shall be deemed as unable or refusing to fulfill the obligation to convene the shareholders' meeting, and the audit committee may convene and preside over the meeting on its own initiative.

Article 51 Shareholder(s) severally or jointly holding more than 10% of the shares of the Company is/are entitled to request the Board of Directors to convene an extraordinary shareholders' meeting, and such request shall be made in writing to the Board of Directors. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, and the Articles of Association, issue a written reply on whether or not to approve the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the request.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice to convene such meeting shall be issued within 5 days after the resolution to convene an extraordinary shareholders' meeting is adopted by the Board of Directors. Any changes to the original request in the notice require the consent of relevant shareholder(s).

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to give a response within 10 days after receipt of such request, shareholder(s) severally or jointly holding more than 10% of the shares of the Company shall be entitled to propose to the audit committee to convene an extraordinary shareholders' meeting, and such request shall be made in writing to the audit committee.

If the audit committee agrees to convene an extraordinary shareholders' meeting, a notice to convene such meeting shall be issued within 5 days upon receipt of such request. Any changes to the original request in the notice require the consent of relevant shareholder(s).

Where the audit committee fails to issue a notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee will not convene and preside over the shareholders' meeting, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Company for 90 consecutive days or more may convene and preside over the meeting on their own initiative.

Article 52 Where the audit committee or shareholders decide(s) to convene a shareholders' meeting on its/their own initiative, it/they shall notify the Board of Directors in writing.

The shareholder(s) entitled to convening the shareholders' meeting must hold no less than ten percent (10%) of shares in the Company before the resolution of such meeting is announced.

Article 53 For a shareholders' meeting convened by the audit committee or shareholders on its/their own initiative, the Board of Directors and the secretary to the Board of Directors will provide cooperation. The Board of Directors shall provide the share register as at the record date. The share register obtained by the convener shall not be used for purposes other than convening of the shareholders' meeting.

Article 54 Expenses necessary for a shareholders' meeting convened by the audit committee or shareholders on its/their own initiative shall be borne by the Company.

Section 5 Proposals and Notices of Shareholders' Meetings

Article 55 The content of the proposals shall be within the scope of the terms of reference of the shareholders' meeting, and have clear subjects and specific resolutions, and shall comply with the relevant requirements of the laws, administrative regulations, the securities regulatory rules of the company's stock listing venue, and the Articles of Association.

Article 56 When the Company convenes a shareholders' meeting, the Board of Directors, the audit committee, and shareholder(s) severally or jointly holding more than 1% of the shares of the Company shall be entitled to put forward proposals to the Company.

The shareholder(s) severally or jointly holding more than 1% of the shares of the Company may raise interim proposals and submit them in writing to the convener 10 days prior to the convening of the shareholders' meeting. The convener shall, within 2 days after the receipt of such proposals, issue a supplemental notice of the shareholders' meeting, announce the contents of the interim proposals, and submit the new proposals to the shareholders' meeting for discussion, except for a proposal that violates any law, administrative regulation, or the Articles of Association or does not fall within the scope of powers of the shareholders' meeting. If it is otherwise provided in the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the latter shall prevail. The convening of the shareholders' meeting must be postponed if such postponement results from the publication of a supplemental notice thereof, as required by the provisions of the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.

Except as prescribed in the preceding paragraph, the convener, after issuing the notice and announcement of the shareholders' meeting, shall neither revise the proposals stated in the notice of shareholders' meeting nor add new proposals.

For the proposal where the notice of the shareholders' meeting does not set out or does not meet the provisions hereof, the shareholders' meeting shall not conduct a vote or make any resolution.

Article 57 For the convening of an annual shareholders' meeting, the convener shall give notice to each shareholder by public announcement 21 days prior to the meeting; for the convening of an extraordinary shareholders' meeting, the convener shall give notice by public announcement 15 days or 10 working days (whichever is longer) prior to the meeting. Where laws, administrative regulations, or the securities regulatory authority of the Company's stock listing venue provide otherwise, such provisions shall prevail.

In calculating the above mentioned initial time limit, the date of the meeting itself shall not be included, but the date of the public announcement of the meeting notice shall be included.

Article 58 The notice of shareholders' meeting shall include the following contents:

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

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

(III) a prominent statement stating that all shareholders are entitled to attend the shareholders' meeting and appoint a proxy by written to attend and vote on his/her behalf, and such proxy need not be a shareholder of the Company;

(IV) the record date of shareholders entitled to attend the shareholders' meeting;

(V) the name and phone number of the contact person in connection with the meeting;

(VI) the voting time and voting procedures online or by other means.

Notices and supplementary notices of shareholders' meeting shall adequately and completely disclose all the specific contents of all proposals.

Article 59 If the election of directors is proposed to be discussed at the shareholders' meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which shall at least include the following contents:

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

(II) whether one has any affiliated relationships with the Company or its controlling shareholders and de facto controllers;

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

(IV) whether one has been punished by the CSRC and other relevant authorities or been reprimanded by any stock exchange.

Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

Article 60 After the notice of shareholders' meeting is issued, the shareholders' meeting shall not be postponed or cancelled without a proper reason, and the proposals stated in the notice of shareholders' meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall issue a notice and state the reasons at least two working days before the original date of the shareholders' meeting.

Section 6 Holding of Shareholders' Meeting

Article 61 The Company's Board of Directors and other conveners shall take necessary measures to ensure the normal order of the shareholders' meeting. For any acts that interfere with the shareholders' meeting, provoke troubles, and infringe upon the legitimate rights and interests of shareholders, the Company's Board of Directors and other conveners shall take measures to stop and report the same to relevant departments for investigation and punishment in a timely manner.

Article 62 All shareholders in the register as at the record date or their proxies shall have the right to attend the shareholders' meeting and exercise voting rights pursuant to relevant laws, regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, and the Articles of Association.

Shareholders may attend the shareholders' meeting in person or appoint their proxy/proxies to attend the meeting and exercise their voting rights on their behalf.

Article 63 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid documents or certificates for identification; proxies attending the meeting shall present their valid personal identity cards and the authorization letters from the shareholders.

Legal person shareholders shall be represented by their legal representatives or proxies entrusted by their legal representatives to attend the meeting. Legal representatives attending the meeting shall present their personal identity cards and valid documents that can prove their identities as the legal representatives. Proxies authorized to attend the meeting shall present their personal identity cards and the written authorization letters legally issued by the legal representatives of legal person shareholders (except in case of a recognized clearing house or agent thereof).

Where a shareholder is an unincorporated organization, the person in charge of the organization or a proxy authorized by the person in charge shall attend the meeting. Such person in charge of the organization attending the meeting shall present his/her personal identity card and valid document that can prove his/her identity as the person in charge. Such proxy authorized to attend the meeting shall present his/her personal identity card and the written authorization letter legally issued by the person in charge of the organization (except in case of a recognized clearing house or agent thereof).

Where the shareholder is a recognized clearing house (or agent thereof) as defined in the relevant ordinances made in Hong Kong from time to time, the said shareholder may authorize its company representative or one or more persons as he/she/it deems appropriate to act on his/her/its behalf at any shareholders' meeting; however, if more than one person obtains such authorization, the power of attorney or letter of authorization shall specify the numbers and classes of shares involved by each of such persons authorized, and shall be signed by an authorized officer of the recognized clearing house. The persons thus authorized may act on behalf of the recognized clearing house (or agent thereof) to attend the meeting (without presenting his/her share certificate, notarized authorization and/or further evidence to prove that he/she is duly authorized) and exercise the same legitimate rights as other shareholders enjoyed, including the rights to speak and vote, as if the said persons were individual shareholders of the Company.

Article 64 The authorization letter issued by shareholders to authorize others to attend the shareholders' meeting shall contain the following contents:

(I) the name of the principal, and the type and quantity of shares held by the principal in the Company;

(II) the name of the proxy;

(III) the specific instructions of the shareholder, including: instructions to vote for, against, or abstain from voting in respect of each of the matters on the agenda;

(IV) date of issue and validity period of the authorization letter;

(V) signature (or seal) of the appointing shareholder. Where the appointing shareholder is a legal person, such authorization letter shall be affixed with the legal person's official seal; where the appointing shareholder is an unincorporated organization, such authorization letter shall be affixed with the official seal of such unincorporated organization.

Article 65 Where the voting proxy power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization instruments authorized to be signed shall be notarized. The notarized power of attorney or other authorization instruments, together with the voting proxy power of attorney, shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting.

Article 66 The Company shall be responsible for preparing the meeting's register which shall include, among other things, the name of attendee (or institution), the ID number, the number of shares with voting rights held or represented by the attendee, and the name of the principal (or institution).

Article 67 The convener shall join the verification of the legality of shareholders' qualifications based on the share register provided by the securities registration and settlement institution, and register the names of the shareholders and the number of voting shares they hold. The registration of the meeting shall be terminated prior to the announcement by the presider of the meeting of the number of shareholders and proxies attending the meeting and the total number of their voting shares.

Article 68 Where the shareholders' meeting requires the Directors and senior managers to be present, the Directors, and senior managers shall be in attendance at the meeting and answer questions from the shareholders.

Article 69 A shareholders' meeting shall be chaired by the chairman of the Board of Directors. In the event that the chairman of the Board of Directors is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.

A shareholders' meeting convened by the audit committee on its own initiative shall be chaired by the convener of the audit committee. In the event that the chairman of the Supervisory Committee is unable to or fails to perform his/her duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall chair the meeting.

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

If the presider of the shareholders' meeting breaches the procedural rules, which makes it unable to proceed with the shareholders' meeting, subject to the consent of more than half of shareholders with voting rights attending the shareholders' meeting, the shareholders' meeting may nominate a person to act as the presider of the meeting and such meeting may continue.

Article 70 The Company shall formulate the rules of procedure for shareholders' meeting, which shall specify the convening, holding and voting procedures for the shareholders' meeting, including the notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, the formation of meeting resolution, meeting minutes and their signing and announcement, etc., as well as the principles for authorization by the general meeting of shareholders to the Board of Directors (the authorization shall be specific and in detail).

Article 71 The rules of procedure for shareholders' meetings shall be attached as an annex to the articles of association, prepared by the board of directors and approved by the shareholders' meeting.

Article 72 At the annual shareholders' meeting, the Board of Directors shall report their work in the previous year to the shareholders' meeting. Every independent non-executive director shall also make his/her work reports.

Article 73 Except for the matters relating to the Company's business secrets that cannot be disclosed at the shareholders' meeting, directors, and senior management personnel shall make explanations and clarifications in relation to the inquiries and recommendations made by the shareholders at the shareholders' meeting.

Article 74 The chairman of the meeting shall, prior to voting, declare the number of shareholders and proxies attending the meeting as well as the total number of their voting shares, which shall conform to the meeting's registration.

Article 75 the shareholders' meeting shall have meeting minutes, which shall be in the charge of the secretary to the Board of Directors.

The meeting minutes shall contain the following contents:

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

(II) the name of the presider of the meeting and the directors, and senior management personnel present at the meeting;

(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company, including the number of the shareholders of unlisted domestic shares (including proxies) and the H shareholders (including proxies) attending the shareholders' meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company, respectively;

(IV) the deliberation process of each proposal, summaries of the speeches and the voting results (including the voting results of the shareholders of unlisted domestic shares and the H shareholders on each proposal);

(V) details of the inquiries or recommendations of the shareholders, and the corresponding responses or explanations;

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

(VII) other contents that should be recorded in the meeting minutes as provided in the Articles of Association.

Article 76 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, and the secretary to the Board of Directors attending or present at the meeting, the convener or representative thereof, and the presider of the meeting shall sign the meeting minutes. The meeting minutes shall be kept for a term of 10 years together with the book of signatures of the shareholders attending the meeting, the power of attorney of the attending proxies, and the valid information on voting through online and other methods.

Article 77 The convener shall ensure that the shareholders' meeting is held continuously until final resolutions have been reached. In the event that the shareholders' meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or directly terminate the meeting, and the relevant announcement shall be made in a timely manner in accordance with the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.

Section 7 Voting and Resolutions at Shareholders' Meeting

Article 78 Resolutions of a shareholders' meeting shall be classified as ordinary resolutions and special resolutions.

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

Special resolutions shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting.

Article 79 The following matters shall be approved by ordinary resolutions at the shareholders' meeting:

(I) work reports of the Board of Directors;

(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(III) appointment and dismissal of members of the Board of Directors, and their remunerations and the method of payment;

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

Article 80 The following matters shall be approved by special resolutions at the shareholders' meeting:

(I) the increase or decrease in registered capital of the Company;

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

(III) the amendment to the Articles of Association;

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

(V) any equity incentive plans;

(VI) any matters required by laws, administrative regulations, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed or the Articles of Association; any matters considered to have a substantial impact on the Company and to require approval by a special resolution by the shareholders' meeting in an ordinary resolution.

Article 81 Shareholders shall exercise voting rights based on the number of shares with voting rights represented by them, and each share shall have one vote.

In voting, shareholders (including proxies) entitled to two or more votes need not cast all their votes in favor of or against.

No voting rights shall attach to the shares held by the Company, and such shares shall not be counted among the total number of voting shares present at the shareholders' meeting.

Article 82 The connected/related shareholders shall not participate in voting, with its number of shares with voting rights represented by them not to be counted in the total number of valid votes, when the shareholders' meeting is reviewing the relevant connected/related transaction if required by applicable laws, regulation, normative documents or the Hong Kong Listing Rules; the announcement of the resolution of the shareholders' meeting shall fully disclose the votes of the non-connected/non-related shareholders.

The connected/related shareholders shall abstain from voting on relevant matters voluntarily. If the connected/related shareholders do not abstain voluntarily, any other shareholder who is aware of the fact has the right to request them to abstain therefrom. When the matters on connected/related transactions are considered at the shareholders' meeting, the presider of the meeting shall announce the list of the connected/related shareholders, state whether or not they will participate in the voting, and announce the total number of voting shares of the non-connected/non-related parties attending the meeting and the proportion of these shares to the total shares of the Company before the voting.

Where any shareholder is, under the applicable laws, regulations, normative documents and the Hong Kong Listing Rules, required to abstain from voting rights on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by such shareholders or proxies thereof in violation of such requirement or restriction shall not be counted.

Article 83 Unless the Company is in a crisis or any special circumstance, the Company shall not enter into any contract with anyone other than the directors and senior management personnel to have all or significant part of the Company's business in the care of such person, unless otherwise approved by the shareholders' meeting with a special resolution.

Article 84 The list of candidates for directors shall be submitted by way of proposal to the shareholders' meeting for consideration.

An accumulative voting system may be adopted when the shareholders' meeting votes on the election of directors pursuant to the provisions of the Articles of Association or a resolution of shareholders' meeting. The cumulative voting system shall be adopted when the proportion of shares beneficially owned by a single shareholder and its persons acting in concert reaches 30% or above; The cumulative voting system shall be implemented when the shareholders' meeting elects more than two independent directors.

The accumulative voting system described in the preceding paragraph refers to that, when the shareholders' meeting elects directors, each share has the same voting rights as the number of directors to be elected, and the voting rights owned by shareholders can be used collectively. The Board of Directors shall announce to the shareholders the resumes and basic information of the candidates for directors.

Article 85 Except for the cumulative voting system, the shareholders' meeting will vote on all proposals one by one. If there are different proposals on the same matter, the voting will be carried out in the order in which the proposals were submitted. Except for the suspension of the shareholders' meeting or the inability to make resolutions due to special reasons such as force majeure, the shareholders' meeting will not set aside or refrain from voting on proposals.

Article 86 No amendments shall be made to a proposal when it is considered at a shareholders' meeting, otherwise, the relevant amendments shall be deemed as a new proposal and shall not be voted on at the shareholders' meeting.

Article 87 The same voting right can only be exercised in one form: onsite, online or otherwise. Where the same voting right is exercised more than once, the result of the first vote shall prevail.

Article 88 The shareholders' meeting shall adopt voting by open ballot.

Article 89 Before voting on a proposal at the shareholders' meeting, two (2) shareholder representatives shall be elected to participate in counting and scrutinizing of votes. Where any shareholder is connected with/related to any matter considered, the said shareholder and proxy thereof shall not participate in the counting and scrutinizing of votes.

When proposals are voted on at the shareholders' meeting, the shareholder representatives shall be jointly responsible for the counting and scrutinizing of the votes and shall announce the voting results on the spot, of which the voting results shall be recorded in the meeting minutes.

Shareholders of the Company or their proxies who cast their votes via the internet or otherwise shall have the right to check their voting results by the corresponding voting system.

Article 90 An on-site shareholders' meeting shall not end earlier than that conducted online or via any other method; the Chairman of the meeting shall announce the voting status and result for each proposal on site and announce in accordance with the voting result whether the proposal is passed.

Prior to official announcement of the voting results, the relevant parties involved in the on-site shareholders' meeting, online and any other voting methods, such as the Company, the counting agent(s), the scrutineer(s), shareholders and internet service provider, shall be obliged to keep confidentiality of the voting results.

Article 91 Shareholders attending the shareholders' meeting shall present one of the following views on the proposals submitted for voting: for, against or abstention. The securities registration and settlement institutions, being the nominal holders of shares under the Mainland China-Hong Kong Stock Connect Program, may express opinions according to the intentions of actual holders.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' abstain of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention".

Article 92 If the presider of the meeting has any doubt about the results of any resolutions submitted for voting, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder or the proxy attending the meeting who objects to the results announced by the presider of the meeting may request counting shortly after the announcement of the voting results, and the meeting presider shall have the votes counted immediately.

Article 93 Resolutions of the shareholders' meeting shall be announced in due time in accordance with the requirements of the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of their voting shares and the proportion to the total number of voting shares of the Company, the voting method, the voting results for every proposal and details of each passed resolution.

Article 94 Where a proposal has not been passed or the resolutions of the preceding shareholders' meeting have been changed at the current shareholders' meeting, special mention shall be made in the announcement of the resolutions of the shareholders' meeting.

Article 95 Where a proposal on election of directors is passed at the shareholders' meeting, the directors elected shall take office on the date when the resolution on election of such directors is passed at the shareholders' meeting.

Article 96 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at the shareholders' meeting, the Company shall implement the specific scheme within 2 months after the conclusion of the general meeting of shareholders.

CHAPTER 5 DIRECTORS AND THE BOARD OF DIRECTORS

Section 1 General Provisions on Directors

Article 97 A director of the Company shall be a natural person. Any person involved in any of the following circumstances shall not serve as a director of the Company:

(I) devoid of or with restricted civil conduct ability;

(II) for embezzlement, bribery, infringement or misappropriation of property, or for jeopardizing socialist market economic order, or within five years after serving sentence and being deprived of political rights for crime, or who is sentenced to probation and it has not been more than 2 years since the expiration of the probation period;

(III) within three years after insolvency and liquidation of such company or enterprise where the person acted as a director, factory manager or business manager and has been held accountable for the insolvency;

(IV) within three years after such company or enterprise where the person acted as legal representative is revoked of business license and ordered to closed down for violating law on which the person is held accountable;

(V) a person who is being listed as dishonest persons subject to enforcement by the people's court for a relatively large amount of debts due and outstanding;

(VI) being prohibited from participating in securities market by the CSRC and such period has not elapsed;

(VII) a person who has been publicly declared by the stock exchange to be unsuitable for serving as the directors and senior managements of any listed company and the time limit has not expired;

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

If the election or appointment of a director violates this article, such election, appointment or engagement shall be invalid. If any of the circumstances described in this article occurs during the term of office of a director, the Company shall dismiss the duties of such director and stop the director from performing his/her duty.

Article 98 Directors shall be elected or replaced at the shareholders' meeting and may be removed before the expiration of the term of office at the shareholders' meeting. The term of office of a director shall be three years, and he/she may serve consecutive terms if re-elected upon the expiration of his/her term of office.

The tenure of a director shall start from the date on which the said director assumes office to the expiration of the current Board. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiration of his/her term of office. Without violating the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy on the Board of Directors, such appointed director shall hold office until the first annual shareholders' meeting after his or her appointment and the said director shall be qualified for re-election and renewal thereat.

The senior management personnel may hold the position of director concurrently, provided that the total number of directors who hold the position of senior management personnel concurrently and directors who are employee representatives shall not exceed half of the total number of directors of the Company.

Article 99 The directors shall comply with laws, administrative regulations and the provisions of the Articles of Association, assume duties of loyalty to the Company, adopt measures to avoid conflicts between their own interests and the interests of the Company, and shall not take advantage of their powers to seek any improper interests.

Directors shall owe the following duties of loyalty to the company:

(I) not to misappropriate the Company's property;,

(II) not to deposit the Company's funds into accounts under their own names or the names of other individuals;

(III) not to accept any bribery or other illegal income by using his powers and position;

(IV) not to directly or indirectly enter into contracts or transactions with the Company without reporting to the board of directors or the shareholders' general meeting and adoption by the resolution of the board of directors or the shareholders' meeting in accordance with the provisions of the Articles of Association;

(V) not to use their position to procure business opportunities for themselves or others that should be available to the Company except if the situation is reported to the board of directors or the shareholders' meeting and adopted by the resolution of the shareholders' meeting, or if the Company is unable to take advantage of such business opportunities in accordance with the laws, administrative regulations or the provisions of the Articles of Association;

(VI) not to run the same businesses as those of the Company for himself or for others without reporting to the board of directors or the shareholders' meeting and adoption by the resolution of the shareholders' meeting;

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

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

(IX) not to impair the interests of the Company by making use of their related relationship;

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

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

Where a close relative of a director or senior management personnel, an enterprise directly or indirectly controlled by a director, senior management personnel or a close relative of him or her, or an affiliated party that is otherwise affiliated to a director or senior management personnel enters into a contract or conducts a transaction with the Company, the provision of subparagraph (4) of paragraph 2 of this article shall apply.

Article 100 Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association, and shall owe a duty of diligence to the Company. In the performance of their duties, they shall exercise the reasonable care ordinarily expected of a manager for the best interests of the Company.

Directors have the following duties of diligence towards the Company:

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

(II) to treat all shareholders equally;

(III) to understand the status of the Company's business operation and management in a timely manner;

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

(V) to truthfully furnish with relevant facts and information to the audit committee without obstructing the exercise of functions and powers by the audit committee;

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

Article 101 If any director fails to attend Board meetings, either in person or by authorizing another director on behalf of him/her, for two consecutive times, such director shall be deemed incapable of performing his/her duties, and the Board of Directors shall propose at the shareholders' meeting for replacement.

Article 102 A director may resign before the expiration of his/her term of office, provided that a written resignation report in respect of his/her resignation shall be submitted to the Company and the resignation shall take effect on the date on which the Company receives the resignation report. The Company will disclose the relevant information within 2 business days.

In the event that the resignation of any director results in the number of members of the Board of Directors of the Company to be less than the statutory minimum requirement, the said director shall continue to perform his/her duties as a director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director takes office.

Article 103 The Company shall establish a management system for the resignation of directors, clarifying the protective measures regarding accountability and compensation for unfulfilled public undertakings and other outstanding matters. If resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board of Directors, and his/her duties of loyalty to the Company and shareholders shall not be necessarily discharged upon expiration of his/her term of office, and shall remain valid within 12 months after the resignation takes effect or the term of office expires. The duration of other duties shall be determined based on the fair principle, taking into account factors such as the nature, importance, time of impact of the relevant matters and relationship with such director. The liabilities that a director shall assume for performing duties during his/her term of office shall not be exempted or terminated due to resignation.

Article 104 The general meeting of shareholders may resolve to remove a director, and the removal shall take effect on the date of the resolution.

If a director is removed without just cause before the expiration of his/her term, the director may seek compensation from the Company.

Article 105 No director shall act on behalf of the Company or the Board of Directors in his/her personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a director is acting in his/her personal capacity, which may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such director shall state his/her stance and capacity in advance.

Article 106 Where a director causes damage to others in performing his/her duties, the Company shall assume liability for compensation; provided that the director shall also assume liability for compensation if there is intent or gross negligence on his/her part.

Where a director violates the laws, administrative regulations, departmental rules or the Articles of Association in performance of duties to the Company and results in any loss to the Company, such director shall be liable for making compensation.

Section 2 Board of Directors

Article 107 The Company shall set up a Board of Directors. The Board of Directors consists of eight director, four of which are independent directors. The number of independent directors shall be not less than one-third of the total number of the Board of Directors. The Board of Directors shall have one chairman. The chairman shall be elected by the Board of Directors with a majority of vote of all directors. The composition and number of the Board of Directors shall comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Article 108 The Board of Directors shall exercise the following functions and powers:

(I) convening the shareholders' meeting of shareholders and submitting work reports to the shareholders' meeting of shareholders;

(II) implementing resolutions of the shareholders' meeting of shareholders;

(III) deciding on the business plans and investment plans of the Company;

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

(V) formulating the Company's plans for increase or reduction of registered capital, issuance of bonds or other securities, and listing plan;

(VI) drafting plans for the Company's major acquisition, purchase of the Company's shares or merger, division, dissolution, and change in the corporate form of the Company;

(VII) determining, within the scope of the authorization granted by the shareholders' meeting, the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions and external donation, etc.;

(VIII) resolving on the establishment of the Company's internal management bodies;

(IX) determining the appointment or dismissal of the general manager of the Company, the secretary to the Board of Directors of the Company and other senior management personnel, and determining their emoluments, rewards and penalties; determining the appointment or dismissal of senior management personnel including deputy general manager and person in charge of finance of the Company based on the nominations of the general manager, and determining their emoluments, rewards and penalties;

(X) formulating the Company's basic management rules;

(XI) formulating plans for amendment of the Articles of Association;

(XII) managing information disclosure by the Company;

(XIII) proposing the engagement or change of the accounting firms auditing for the Company to the shareholders' meeting;

(XIV) listening to work reports submitted by the general manager of the Company and reviewing his/her work;

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

Matters exceeding the scope of the authority of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

Article 109 The Board of Directors of the Company shall make explanations to the shareholders' meeting in relation to the non-standard audit opinions issued by the certified public accountants on the Company's financial reports.

Article 110 The Board of Directors shall formulate the rules of procedure for meetings of the Board of Directors to ensure that the Board will implement resolutions of the shareholders' meeting, enhance its work efficiency and make scientific decisions.

The rules of procedure for meetings of the Board of Directors serves as an appendix to the Articles of Association, and shall be formulated by the Board of Directors and approved at the shareholders' meeting.

Article 111 The Board of Directors shall determine the authority relating to external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related transactions and external donation, etc., and shall establish stringent examination and decision-making procedures; a significant investment project shall be arranged for a review by relevant specialists or professionals, and submitted to shareholders' meeting for approval. If it is otherwise provided in laws, administrative regulations, rules, other normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, such provisions shall prevail.

Article 112 The Board of Directors has the right to approve other external guarantees other than those that shall be approved by shareholders' meeting as stipulated in Article 45 hereof, if the laws, administrative regulations, rules, other normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed require submission to shareholders' meeting for consideration, such provisions shall prevail.

When the Board of Directors decides on external guarantee, it shall be consented by more than 2/3 of the directors present at the Board meeting or be approved by shareholders' meeting. Without approval of the Board of Directors or shareholders' meeting with approval authority, the Company shall not provide external guarantees.

Article 113 The chairman of the Board of Directors shall exercise the following functions and powers:

(I) to preside over the shareholders' meeting and convene and preside over the meetings of the Board of Directors;

(II) to supervise and inspect the implementation of resolutions of the Board of Directors;

(III) other functions and powers conferred by the Board of Directors.

Article 114 Where the chairman is unable to or fails to perform his/her duties, a director elected by more than half of the directors shall perform his/her duties.

Article 115 Regular meetings of the Board of Directors shall be convened at least four times a year, about one meeting each quarter, and convened by the chairman. Written notice of meeting shall be given to all directors and supervisors 14 days before the meeting.

Article 116 Interim Board meetings may be proposed to be convened by shareholders representing more than one-tenth of the voting rights, more than one-third of the directors or the audit committee. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the Board meeting.

Article 117 Notice of interim Board meetings convened by the Board of Directors shall be sent by personal delivery, fax, express delivery or other electronic means of communication in writing. If the notice is not delivered by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made. In the case of an emergency where an interim Board meeting is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, which is limited to 3 days before the convening of the interim Board meeting.

Article 118 A notice on the Board meeting shall include the following contents:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) reasons and issues for discussion;

(IV) the date when the notice is given.

Article 119 Meeting of the Board of Directors shall be held only if more than one half of the directors are present. Resolutions of the Board of Directors shall be passed by more than one half of all directors.

The Board of Directors will vote on a one-person-one-vote basis.

Article 120 If any director is connected/related with the enterprises or individual that are involved in the matters to be resolved at the Board meetings, the Director shall promptly report in writing to the Board of Directors, the Director shall promptly report in writing to the Board of Directors. The Director who has a connected relationship shall not exercise his/her voting rights for such matters, nor shall he/she exercise voting rights on behalf of other directors. Such Board meetings may only be held in the presence of more than one-half of the non-connected/non-related relationship directors, and the resolutions made at such Board meetings shall be passed by more than one-half of the non-connected/non-related directors. If the number of non-connected/non-related directors present at such meetings is less than three, the matter shall be submitted to the shareholders' meeting for consideration.

Article 121 The convening of meetings and voting of the Board of Directors shall be conducted by means of open name or show of hands. The Board meeting may be convened by means of written materials, video conference, telephone conference, fax or through the communication devices with which all the directors can communicate under the premise of safeguarding the full expression of the opinions of the directors, and shall be signed by the attending directors, but the resolutions and records of the Board of Directors shall be signed afterwards.

Article 122 Directors shall attend Board meetings in person, if any director cannot attend the meeting for any reason, he/she may issue a written power of attorney to authorize another director to attend the meeting on behalf thereof, and the power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal. The director attending the meeting on behalf of another director shall exercise the rights of director within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to attend on his/her behalf, such director shall be deemed to have waived his/her right to vote at such meeting.

Article 123 The Board of Directors shall file resolutions of the meeting as meeting minutes, which shall be signed by the attending directors. Any attending director shall be entitled to have an explanatory note made in the meeting minutes regarding his/her speech at the meeting.

The Board meeting minutes are kept as the Company's archives for a period of 10 years.

Article 124 The Board meeting minutes shall include the following contents:

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

(II) the names of the directors attending the meeting and names of the directors (proxies) appointed by others to attend the meeting of the Board of Directors;

(III) the agenda of the meeting;

(IV) the main points of the speeches of the directors;

(V) the methods and results of the voting for each resolution matter (the voting results shall contain the number of votes for or against the resolution or abstention).

Section 3 Independent Director

Article 125 The independent directors shall perform their duties by participating in decision-making, supervision and balance, and professional consultation in the Board of Directors in accordance with the laws, administrative regulations, the CSRC regulations, regulations of the stock exchange and the Articles of Association, and shall protect the interests of the Company and safeguard the rights and interests of minority shareholders.

Article 126 Independent directors shall maintain their independence. The following personnel shall not serve as independent directors:

(I) Personnel employed by the Company or its affiliated enterprises, as well as their spouses, parents, children and major social relations therewith;

(II) Natural person shareholders who directly or indirectly hold more than 1% of the shares issued by the Company or are among the top ten shareholders of the Company, as well as their spouses, parents and children.;

(III) Shareholders who directly or indirectly hold more than 5% of the shares issued by the Company, or hold positions among in the top five shareholders of the Company, as well as their spouses, parents and children;

(IV) Personnel employed in the affiliated enterprises of the Company's controlling shareholder or actual controller, as well as their spouses, parents and children;

(V) Personnel who have significant business transactions with the Company and its controlling shareholder, actual controller or their respective affiliated enterprises, or who hold positions in entities with significant business transactions and their controlling shareholder or actual controller;

(VI) Personnel providing financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary institutions providing services, review personnel at all levels, personnel affixing signatures to the reports, partners, directors, senior executives and main responsible persons;

(VII) Personnel who fall under any of the circumstances listed in sub-paragraphs (I) to (VI) within the most recent twelve months;

(VIII) Other personnel who do not have independence as stipulated by laws, administrative regulations, the CSRC regulations, the regulatory rules at the places where the Company's shares are listed, the business rules of the stock exchange and the Articles of Association.

The affiliated enterprises of the Company's controlling shareholder or actual controller as mentioned in sub-paragraphs (4) to (6) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company and have not formed an affiliated relationship with the Company in accordance with the relevant regulations.

Independent directors shall conduct self-examination of their independence every year and submit the self-examination results to the board of directors. The board of directors shall assess the independence of incumbent independent directors every year and issue special opinions.

Article 127 Anyone who serves as an independent director of the Company shall meet the following conditions:

(I) In accordance with laws, administrative regulations and other relevant provisions, he/she is qualified to serve as a director of a listed company;

(II) He/she complies with the requirements for independence as stipulated in this Articles of Association;

(III) He/she possesses basic knowledge on operation of listed companies and is familiar with relevant laws, regulations and rules;

(IV) He/she has more than five years of working experience in law, accounting or economics, etc. necessary to perform the duties of an independent director;

(V) He/she has sound personal character and no major records of bad faith or other bad records;

(VI) Other conditions as stipulated by laws, administrative regulations, the rules of the CSRC, the regulatory rules at the places where the Company's shares are listed, the business rules of the stock exchange and this Articles of Association.

Article 128 As members of the board of directors, independent directors shall be loyal and diligent to the Company and all shareholders, and shall perform the following duties prudently:

(I) Participating in the decision-making of the board of directors and expressing clear opinions on the matters deliberated;

(II) Supervising potential major conflicts of interest between the Company and its controlling shareholder, actual controller, directors and senior executives, and protecting the lawful rights and interests of minority shareholders;

(III) Providing professional and objective suggestions for the Company's operation and development to promote the improvement of the decision-making level of the board of directors;

(VI) Other duties as stipulated by laws, administrative regulations, CSRC regulations, the regulatory rules in the place where the shares of the Company are listed and the Articles of Association.

Article 129 Independent directors shall exercise the following special powers:

(I) Independently engaging intermediary institutions to audit, consult or verify specific matters of the Company;

(II) Putting forward a proposal to the board of directors to convene an interim shareholders' meeting;

(III) Putting forward a proposal to convene a meeting of the board of directors;

(IV) Publicly soliciting shareholders' rights from shareholders in accordance with the law;

(V) Expressing independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;

(VI) Other powers as prescribed by laws, administrative regulations, CSRC regulations, the regulatory rules in the place where the shares of the Company are listed and the Articles of Association.

Independent directors exercising the powers listed from subparagraphs (I) to (III) of the preceding paragraph shall obtain the consent of more than half of all independent directors.

If an independent director exercises the powers listed in paragraph 1, the Company shall disclose it in a timely manner. If the aforesaid powers cannot be exercised normally, the Company shall disclose the specific circumstances and Reasons.

Article 130 The following matters shall be submitted to the board of directors for deliberation after being approved by more than half of all independent directors of the Company:

(I) Affiliated transactions that shall be disclosed;

(II) Plans for the Company and affiliated parties to change or waive their commitments;

(III) The decisions made and measures adopted by the board of directors of the acquired listed company regarding the acquisition;

(IV) other matters as stipulated by laws, administrative regulations, CSRC regulations, the regulatory rules at the places where the Company's shares are listed and the Articles of Association.

Article 131 The Company shall establish a special meeting mechanism attended entirely by independent directors. When the board of directors deliberates matters such as affiliated transactions, they shall be approved in advance by a special meeting of independent directors.

The Company shall hold special meetings for independent directors on a regular or irregular basis. The matters listed from subparagraphs (I) to (III) of paragraph 1 of Article 129 and Article 200 of this Articles of Association shall be deliberated by a special meeting of independent directors.

The special meetings of the independent directors may study and discuss other matters of the Company as needed. A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of independent directors. When the convener fails to or is unable to perform his duties, two or more independent directors may convene a meeting and elect one representative to preside over the meeting on their own initiative.

Meeting minutes shall be prepared for a special meeting of independent directors as prescribed, and the opinions of independent directors shall be stated in the meeting minutes. Independent directors shall affix signatures to the meeting minutes for confirmation.

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

Section 4 Special Committees of the Board

Article 132 The Board of the Company shall establish an audit committee to exercise the functions and powers of the supervisory committee as stipulated in the Company Law.

Article 133 The audit committee shall consist of three members, all of whom shall be non-executive directors not holding senior management positions in the Company, and 3 of whom shall be independent directors. The committee shall be convened by an independent director possessing accounting profession skills.

Article 134 The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work, as well as internal control. The following matters shall be submitted to the Board for consideration upon approval by more than half of the members of the audit committee:

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

(II) appointment or dismissal of the accounting firm responsible for the Company's audit work;

(III) appointment or dismissal of the officer in charge of financial affairs of the Company;

(IV) changes in accounting policies and accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;

(V) other matters as prescribed by laws, administrative regulations, the CSRC regulations, the regulatory rules at the places where the Company's shares are listed and the Articles of Association.

Article 135 The audit committee shall convene at least one meeting every quarter.

An extraordinary meeting may be convened when it is proposed by two or more members, or when it is deemed necessary by the convener. Meetings of the audit committee shall be held only if more than two-thirds of the members are present.

The audit committee shall pass a resolution upon the approval of more than half of its members.

The voting on the resolutions of the audit committee shall be one person, one vote.

Minutes shall be prepared for the resolutions of the audit committee as required and shall be signed by the members of the audit committee present at the meetings.

The Board shall be responsible for establishing the rules of procedure for the audit committee, which sets out the terms of reference required by the securities regulatory rules of the stock exchange where the Company's shares are listed.

Article 136 The Board of the Company has established the strategy committee, the nomination committee and the remuneration and appraisal committee and other specialized committee, all of which shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Proposals of special committees shall be submitted to the Board for consideration and decision. The working procedures of the special committees shall be formulated by the Board, which sets out the terms of reference required by the securities regulatory rules of the stock exchange where the Company's shares are listed.

Article 137 The nomination committee is responsible for formulating the criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board on the following matters:

(I) nomination, appointment or removal of directors;

(II) appointment or dismissal of senior management personnel;

(III) other matters as stipulated by laws, administrative regulations, the CSRC regulations, the regulatory rules at the places where the Company's shares are listed and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and the specific reasons for its non-adoption in a resolution of the Board.

Article 138 The remuneration and appraisal committee is responsible for setting appraisal standards for directors and senior management and conducting appraisals, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and programs for directors and senior management, and making recommendations to the Board on the following matters:

(I) remuneration of directors and senior management;

(II) formulation or change of the share incentive plan, employee stock ownership plan, granting of incentives to scheme participants, and fulfillment of the conditions for exercising the rights;

(III) arrangement of stock ownership plans by directors and senior management in the subsidiaries to be spun off;

(IV) other matters as stipulated by laws, administrative regulations, the CSRC regulations, the regulatory rules at the places where the Company's shares are listed and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinion of the remuneration and appraisal committee and the specific reasons for its non-adoption in a resolution of the Board.

CHAPTER 6 SENIOR MANAGEMENT PERSONNEL

Article 139 The Company shall have one general manager to be appointed or dismissed by the Board of Directors.

The Company shall have certain general managers, whose appointment or dismissal is decided by the Board of Directors.

Article 140 The circumstances under which a person is not qualified to serve as a director, the management system for resignations as stipulated in Article, shall also apply to the senior management personnel.

The provisions regarding the duties of loyalty of directors and the duties of diligence of directors, shall also apply to the senior management personnel.

Article 141 Any person holding an administrative position other than directors and supervisors in the Company's controlling shareholders shall not serve as the senior management personnel of the Company.

The senior management personnel of the Company shall only receive remuneration in the Company and shall not be paid by the controlling shareholders on behalf of the Company.

Article 142 The term of office of the general manager shall be three years, and he/she may serve consecutive terms upon re-appointment.

Article 143 The general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:

(I) presiding over the production and operation management of the Company, organizing the implementation of the resolutions of the Board of Directors, and reporting to the Board of Directors on his/her work;

(II) organizing the implementation of the Company's annual business plans and investment plans;

(III) formulating plans for the establishment of the Company's internal management bodies;

(IV) formulating basic management rules of the Company;

(V) formulating the Company's specific rules and regulations;

(VI) proposing appointment or dismissal of the Company's deputy general manager and person in charge of finance to the Board of Directors;

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

(VIII) other functions and powers conferred by the Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors.

Article 144 The general manager shall formulate working rules for the general manager and submit them to the Board of Directors for approval and implementation.

Article 145 The working rules for the general manager shall include the following contents:

(I) the conditions, procedures and participants of the meeting of the general manager;

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

(III) use of the Company's funds and assets, scope of authorization to enter into material contracts, and reporting system to the Board of Directors;

(IV) other matters which the Board of Directors deems necessary.

Article 146 The general manager may resign before the expiration of his/her term of office. The specific procedures and measures for the resignation of the general manager shall be stipulated in the employment contract between the general manager and the Company.

Article 147 In the event that the general manager is unable to or fails to perform his/her duties, the director, deputy general manager or other senior management personnel designated by the Board of Directors shall exercise the functions and powers on his/her behalf.

Article 148 The Company shall have the secretary to the Board of Directors who shall be responsible for the matters relating to preparations for shareholders' meeting of shareholders and Board meetings, keeping of documentation and managing shareholders' data, and handling information disclosure of the Company.

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

Article 149 If the senior management personnel causes damages to others in performing duties for the Company, the Company shall be liable for compensation; and if such damages are out of the intent or gross negligence of the senior management, he/she shall also be liable for compensation.

Article 150 Where senior management personnel violate the laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed or the Articles of Association in the performance of duties to the Company and results in any loss to the Company, they shall be liable for making compensation.

Article 151 Senior management personnel of the Company shall perform their duties honestly, and protect the best interests of the Company and all the shareholders.

Senior management personnel of the Company shall be liable for compensation in accordance with the laws for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties honestly or violation of their fiduciary duties.

CHAPTER 7 FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial Accounting System

Article 152 The Company shall formulate its financial accounting system pursuant to the provisions of laws, administrative regulations and the relevant State authorities.

Article 153 The Company shall publish its financial report under the international accounting standards or the accounting standards of the overseas place where the Company's shares are listed twice each financial year, including the interim financial report within 3 months after the end of the first six months of each financial year and the annual financial report within 4 months after the end of each financial year. If it is otherwise provided in the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the latter shall prevail.

The Company's interim financial report and annual financial report shall be prepared pursuant to the relevant provisions of laws, administrative regulations and rules, and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed.

Article 154 The Company shall have no accounting books other than the statutory books. The Company's funds shall not be deposited in any account opened under the name of an individual.

Article 155 When distributing the profit after tax for a year, the Company shall set aside 10% of its profit for the Company's statutory common reserve fund. The Company shall no longer be required to make allocations to its statutory common reserve fund once the aggregate amount of such reserve reaches at least 50% of its registered capital.

If the Company's statutory common reserve fund is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory common reserve fund in accordance with the preceding paragraph.

After making the allocation from its profit after tax to its statutory common reserve fund, the Company may also, subject to a resolution of the shareholders' meeting of shareholders, make an allocation from its profit after tax to the discretionary common reserve fund.

After the Company has made up its losses and made allocations to its common reserve fund, the remaining profit after tax shall be distributed in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.

Where the shareholders' meeting violates the provisions of the Company Law, the shareholders shall return the profits which are distributed in violation of the provisions to the Company; if it causes the Company to suffer a loss, the shareholders and responsible directors and senior management members shall be liable for compensation.

The shares of the Company held by the Company are not entitled to profit distribution.

Article 156 The Company shall implement a continuous and stable profit distribution policy.

The Company may refrain from profit distribution under any of the following circumstances: the most recent annual audit report contains a modified opinion or an unqualified opinion with a material uncertainty paragraph related to going concern; the asset – liability ratio exceeds 70%; the operating cash flow is insufficient to meet the normal production and operation needs of the Company; or other circumstances deemed by the Company as unsuitable for profit distribution.

Article 157 After the profit distribution plan is adopted at the shareholders' meeting of the Company, or the Board of Directors of the Company has formulated a specific plan based on the conditions and cap for the following year's interim dividend considered and approved by the annual shareholders' meeting, shall finish distributing dividends (or shares) within 2 months after conclusion of the shareholders' meeting of shareholders.

The Company shall appoint one or more receiving agents for holders of H shares in Hong Kong. Such receiving agent(s) shall, on behalf of such shareholders, receive any dividends distributed by the Company over H shares and other monies payable, and keep such dividends and monies for future payment to such shareholders.

The receiving agent(s) appointed by the Company shall comply with the requirements of the laws and stock exchange at the place where the Company's shares are listed.

Article 158 The Company's reserve funds shall be used to make up the losses or expand the production operations, or be converted to increase the registered capital of the Company.

To cover the Company's losses, the discretionary reserve and legal reserve should first be utilized; if the losses still cannot be covered, the capital reserve may be utilized in accordance with the regulations.

When statutory common reserve is converted into increased registered capital, the remaining balance of that reserve shall not fall below 25% of the registered capital of the Company before the conversion.

Section 2 Internal Audit

Article 159 The Company shall implement internal audit system, which specifies the leadership system, duties and responsibilities, staffing, financial security, use of audit results and accountability for internal audit work.

The Company's internal audit system is implemented after approval by the board of directors and is disclosed to the public.

Article 160 The internal audit department of the Company conducts supervision and inspection of the business activities, risk management, internal control, financial information and other matters of the Company.

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

During the supervision and inspection of the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall be subject to the oversight and guidance of the audit committee. If the internal audit institution discovers any significant issues or leads, it shall immediately report directly to the audit committee.

Article 162 The internal audit institution is responsible for the specific organization and implementation of the company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the audit committee, as well as relevant materials, the Company shall issue its annual internal control evaluation report.

Article 163 When the audit committee communicates with external audit units such as accounting firms and national audit organizations, the internal audit organization shall actively cooperate and provide necessary support and collaboration.

Article 164 The audit committee participates in the evaluation of the person in charge of internal audit.

Section 3 Engagement of Accounting Firm

Article 165 The Company shall appoint an accounting firm that complies with the provisions of the Securities Law to audit its accounting statements, verify its net assets and provide other relevant advisory services, and the term of appointment of the accounting firm is 1 year and can be renewed.

Article 166 The appointment and dismissal of the accounting firm of the Company shall be submitted to the Board of Directors for deliberation and decided by the shareholders' meeting. The Board shall not appoint an accounting firm before the decision of the shareholders' meeting.

Article 167 The Company shall undertake to provide true and complete accounting documents, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or concealing or misrepresentation of information.

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

Article 169 If the Company proposes to dismiss the accounting firm or not to renew the engagement thereof, it shall notify the accounting firm 10 days in advance, and the accounting firm shall be allowed to state its opinions at the shareholders' meeting of shareholders of the Company where voting is conducted on dismissal of the accounting firm.

If the accounting firm resigns, it shall make clear to the shareholders' meeting whether there is any impropriety on the part of the Company.

CHAPTER 8 NOTICES AND ANNOUNCEMENTS

Section 1 Notice

Article 170 A notice of the Company shall be sent by the following means:

(I) by announcement;

(II) by personal delivery;

(III) by express delivery;

(IV) by e-mail;

(V) by fax;

(VI) by posting on the websites designated by the Company and HKEX, subject to the laws, administrative regulations and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed;

(VII) other forms stipulated or approved by laws, administrative regulations or other normative documents, the securities regulatory authority of the place where the Company's shares are listed, or the Articles of Association.

Where the notice sent to H shareholders by the Company is sent by way of an announcement, the Company shall submit through HKEX-EPS a ready-to-publish electronic copy of the document to HKEX on the same day for publication on HKEX's website as required under the local listing rules, or publish an announcement in newspapers (including advertisements published in newspapers) as required under the local listing rules. The announcement shall also be published on the Company's website at the same time. In addition, unless otherwise provided in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the H share register by personal delivery or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.

The H shareholders of the Company may obtain in written form (by electronic means or by post) the corporate communications that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. The H shareholders may, in a reasonable period, also notify the Company in writing in advance to alter the means of receiving the aforesaid information and the language version thereof according to proper procedures.

Shareholders or directors who wish to prove that notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.

Notwithstanding the preceding paragraphs which specify providing and/or sending written corporate communications to shareholders, as for the means by which the Company provides and/or sends corporate communications to shareholders according to the Listing Rules of HKEX, if the Company has obtained the shareholders' prior written consent or implied consent according to the relevant laws and regulations and the Listing Rules of HKEX as amended from time to time, the Company may send or provide corporate communications to its shareholders by electronic means or via publication on the website of the Company. Corporate communications include but are not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' meeting of shareholders, and other types of corporate communications as specified in the Listing Rules of HKEX.

Article 171 Subject to the provisions of the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, notices given by the Company by way of announcement shall be deemed to have been received by all persons concerned upon such announcement.

Article 172 Notices of meetings of shareholders' meeting of shareholders convened by the Company shall be given by way of announcement, or delivered by personal or express delivery, or sent by fax, e-mail or other ways in accordance with the names (or the names of entities) and addresses set out in the register of members. If it is specifically provided in the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the latter shall prevail.

Article 173 Notices of meetings of the Board of Directors convened by the Company shall be delivered by personal or express delivery, or sent by fax, e-mail, telephone, text message or other ways.

Article 174 If the notice of the Company is sent by personal, the recipient shall sign (or stamp) on the receipt of service and the signing date shall be the date of service; if the notice of the Company is sent by express delivery, the fifth business day after the date of delivery to the delivering party shall be the date of service; if the notice of the Company is sent by email, the second business day after the email reaches the recipient's information system shall be the date of service; if the notice of the Company is sent by fax, the second business day after the fax reaches the recipient's information system shall be the date of service; if the notice of the Company is made by announcement, the first publishing date of the announcement shall be the date of service.

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

Article 176 The Company shall issue announcements and disclose information to the shareholders of unlisted domestic shares in newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the H shareholders in accordance with the Articles of Association, then relevant announcements shall, at the same time, be published in the manner prescribed by the Hong Kong Listing Rules. All notices or other documents required under Chapter 13 of the Hong Kong Listing Rules to be sent by the Company to HKEX shall be prepared in English or accompanied by a signed and certified English translation.

Section 2 Announcements

Article 177 The Company designates websites and newspapers that meet the regulatory requirements as the official media for publishing corporate announcements and other information subject to disclosure.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 178 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

Merger by absorption means the absorption by one company of other company or companies, in which case the absorbed company or companies shall be dissolved. Merger by new establishment means the merger of two or more companies to form a new company, in which case all parties to the merger shall be dissolved.

Article 179 If the consideration paid by the Company for the merger does not exceed 10% of the Company's net assets, a resolution of the shareholders' meeting is not required, unless otherwise provided by the Articles of Association.

Mergers conducted in accordance with the preceding paragraph without a resolution of the shareholders' meeting must be approved by a resolution of the Board.

Article 180 In case of a merger of the Company, the merging parties shall enter into a merger agreement and prepare a balance sheet and a property inventory. The Company notify its creditors within 10 days from the date of the resolution on the merger and shall publish an announcement on the designated media for information disclosure or National Enterprise Credit Information Publicity System within 30 days.

The creditors may require the Company to repay its debts or provide corresponding guarantees for such debts within 30 days after the receipt of the notice, or within 45 days after the announcement if the creditors haven't received the notice. The resolution on merger or division of the Company shall be contained in a special document and uploaded to the website of HKEX and the Company's website for inspection by the shareholders in accordance with the provisions of the Hong Kong Listing Rules. For H shareholders, the aforementioned documents shall also be delivered by mail or through methods permitted by the securities regulatory authority of the place where the Company's shares are listed.

Article 181 In case of a merger of the Company, the claims and debts of the merging parties shall be assumed by the surviving or the new company after the merger.

Article 182 In case of a division of the Company, the Company's property shall be divided up accordingly.

In case of a division of the Company, a balance sheet and a property inventory shall be prepared. The Company notifies its creditors within 10 days from the date of the resolution on division and shall publish an announcement within 30 days on the designated media for disclosure of information or National Enterprise Credit Information Publicity System.

Article 183 The debts of the Company which have accrued prior to the division shall be jointly borne by the separated companies, unless otherwise stipulated in the agreement in writing entered into by the Company with creditors in respect of the settlement of debts prior to division.

Article 184 When reducing its registered capital, the Company shall prepare a balance sheet and a property inventory.

The Company shall notify its creditors within 10 days from the date of the shareholders' meeting's resolution on the registered capital reduction and shall publish an announcement within 30 days on the designated media for disclosure of information or the National Enterprise Credit Information Publicity System. The creditors shall have the right to require the Company to repay its debts or provide corresponding guarantees for such debts within 30 days after the receipt of the notice, or within 45 days after the announcement if the creditors haven't received the notice.

In case of any reduction in registered capital, unless otherwise provided by laws or the Articles of Association, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shareholding of the shareholders.

Article 185 Where the Company still incurs losses after making up its losses in accordance with paragraph 2 of Article 158 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 losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on shares.

The provisions of the paragraph 2 of Article 184 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall make an announcement on the designated media for disclosure of information or the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at the shareholders' Meeting.

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

Article 186 If the reduction of the registered capital is in violation of the Company Law or other relevant provisions, shareholders shall return the funds they have 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 liable directors and senior management personnel shall be liable for compensation.

Article 187 Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise provided in the Articles of Association or the shareholders' meeting resolves that the shareholders shall have pre-emptive right.

Article 188 Where the merger or division of the Company involves changes in its registered particulars, such changes shall be registered with the company registration authority according to the laws. Where the Company is dissolved, it shall cancel its registration according to the laws. Where a new company is established, its establishment shall be registered according to the laws.

The Company shall register the change with company registration authorities in accordance with the law for an increase or a reduction in registered capital.

Section 2 Dissolution and Liquidation

Article 189 The Company dissolves for the following reasons:

(I) the business term stipulated in the Articles of Association expires, or other dissolution causes stipulated in the Articles of Association occur;

(II) the shareholders' meeting has resolved on dissolution of the Company;

(III) merger or division of the Company entails dissolution;

(IV) the business license of the Company is revoked or the Company is ordered to close down or to be dissolved in accordance with the laws;

(V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through other channel, the Company is dissolved by a people's court in response to the request of the shareholders holding more than 10% of the voting rights of the Company.

Where the Company encounters any dissolution cause specified in the preceding paragraph, it shall publicize such dissolution cause through the National Enterprise Credit Information Publicity System within 10 days.

Article 190 Where the Company falls under the circumstances set forth in item (I), item (II) of Article 189 hereof, and has not yet distributed assets to shareholders, it may carry on its existence by amending the Articles of Association or through a resolution of a shareholders' meeting.

The amendments to the Articles of Association or a resolution adopted by a shareholders' meeting in accordance with the provisions described above shall require the approval of more than two-thirds of voting rights of shareholders attending a shareholders' meeting.

Article 191 Where the Company is dissolved under the circumstances set forth in items (I), (II), (IV) or (V) of Article 189 hereof, it shall be liquidated. A director is the liquidation obligor of the Company and shall form a liquidation committee to carry out liquidation within 15 days of the date on which the dissolution matters occur.

The liquidation committee shall comprise directors, except as otherwise provided in the Articles of Association or when the shareholders' meeting resolves to select other persons.

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

Article 192 The liquidation committee shall exercise the following functions and powers during the liquidation:

(I) to liquidate the properties of the Company, and preparing the balance sheets and asset checklists separately;

(II) to inform creditors by a notice or announcement;

(III) to deal with any outstanding business of the Company in relation to the liquidation of the Company;

(IV) to pay all outstanding taxes and the taxes arising during the liquidation process;

(V) to settle claims and debts;

(VI) to allocate the Company's remaining property after its debts have been paid off;

(VII) to represent the Company in civil lawsuits.

Article 193 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements on the designated media for disclosure of information or the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.

During the period of the claim, the creditor shall explain all matters relevant to the creditor's rights he/she has claimed and provide evidential documents. The liquidation committee shall register the creditor's rights.

In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.

Article 194 Upon liquidation of the Company's property and preparation of the balance sheet and property inventory, the liquidation committee shall draw up a liquidation plan and submit this plan to a shareholders' meeting or a people's court for endorsement.

The Company's property shall be used respectively for payment of liquidation expenses, employees' wages, social security expenditures, statutory compensations, tax in arrears and the Company's debts; the residual property thereafter shall be distributed in accordance with the shareholding percentages of the shareholders.

During the liquidation, the Company shall continue to exist, but may not engage in any business activities unrelated to the liquidation.

The Company's property shall not be distributed to shareholders before making repayment pursuant to the provisions of the preceding paragraph.

Article 195 Upon liquidation of the Company's property and preparation of the balance sheet and property inventory, if the liquidation committee becomes aware that the Company does not have sufficient property to pay off its liabilities, it must apply to a people's court for bankruptcy liquidation in accordance with the laws.

Upon the people's court's acceptance of the bankruptcy application, the liquidation committee shall turn over the liquidation matters to the bankruptcy administrator designated by people's court.

Article 196 Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit it to the shareholders' meeting or a people's court for confirmation and the company registration authority to cancel the Company's registration.

Article 197 Members of the liquidation committee perform the liquidation duties and owe the duty of loyalty and diligence.

Members of the liquidation committee who neglects to perform the duties of liquidation and causes losses to the Company shall be liable for compensation, and shall be liable to indemnify its creditors in respect of any loss arising from their willful or material default.

Article 198 Where the Company is declared bankrupt according to laws, bankruptcy liquidation shall be processed in accordance with the relevant laws on corporate bankruptcy.

CHAPTER 10 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 199 Under any of the following circumstances, the Company shall amend the Articles of Association:

(I) anything, as contained in the Articles of Association, is inconsistent with the amended laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed after the Company Law or the relevant laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed are revised;

(II) the Company's situation has changed and is inconsistent with that set forth under the Articles of Association;

(III) the shareholders' meeting of shareholders has decided on making amendments to the Articles of Association.

Article 200 Where any amendment to the Articles of Association resolved by the shareholders' meeting of shareholders is subject to review and approval of competent authorities, the amendment shall be submitted to the competent authorities for approval; where company registration matters are involved, change registration formalities shall be filed pursuant to the law.

Article 201 The Board shall amend the Articles of Association as per the resolution passed at the shareholders' meeting of shareholders to amend the same and the review and approval opinions of the relevant competent authorities.

Article 202 Where the amendments to the Articles of Association involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with the regulations.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 203 Definitions:

(I) A Controlling Shareholder means a shareholder who holds more than 50% of the Company's total share capital; or a shareholder whose shareholding ratio, although not exceeding 50%, grants he/she/it sufficient voting rights to significantly influence resolutions of a shareholders' meeting.

(II) De facto controller refers to a natural person, legal person, or other organization that can effectively control the acts of the Company through an investment relationship, agreement or other arrangement.

(III) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, senior management personnel of the Company and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Company. However, the related party relationship between state-controlled enterprises is not solely because they are under the common control of the State.

(IV) The terms, such as "connected", "connected transaction" and "connected relationship", mentioned in the Articles of Association, shall have the meaning as defined in the Hong Kong Listing Rule; for the purpose of the Articles of Association, the term "independent director" shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules, and independent directors shall simultaneously comply with the independence requirements stipulated in the Hong Kong Listing Rules.

(V) In the Articles of Association, the meaning of the term "accounting firm" is the same as that of "auditor" under the Hong Kong Listing Rules.

Article 204 The Board may formulate rules of articles of association in accordance with the Articles of Association. The rules shall not conflict with the Articles of Association.

Article 205 Matters not addressed in the Articles of Association shall be executed in accordance with the relevant provisions of relevant laws, administrative regulations, normative documents of the PRC and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules and the Hong Kong Securities and Futures Ordinance, etc.). In the event of any inconsistency between the Articles of Association and the relevant provisions of relevant laws, administrative regulations, normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed, the relevant provisions of relevant laws, administrative regulations, normative documents and the regulatory rules of the securities regulatory authority of the place where the Company's shares are listed shall prevail.

Article 206 The Articles of Association shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles of Association, the Chinese version of the Articles of Association latest registered and filed by the Suzhou Municipal Bureau of Statistics shall prevail.

Article 207 References to "above" and "within" herein shall include the actual figures, while references to "exceed", "other than", "less than" and "more than" shall exclude the actual figures.

Article 208 The interpretation of the Articles of Association shall be vested with the Board of Directors of the Company.

Article 209 Appendixes to the Articles of Association include rules of procedure for shareholders' meeting and rules of procedure for meetings of the Board of Directors.

Article 210 Subject to consideration and approval at the shareholders' meeting of the Company, the Articles of Association shall take effect.

BaTeLab Co., Ltd.

June 27, 2025