

CNGR Advanced Material Co., Ltd.

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

Articles of Association

CHAPTER 1 GENERAL PROVISIONS

Article 1 To safeguard the lawful rights and interests of CNGR Advanced Material Co., Ltd. (“Company” or the “Company”), its Shareholders, employees, and creditors, and to regulate the organization and conduct of the Company, the Articles of Association (the “Articles”) is formulated and enacted in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Rules of the Shenzhen Stock Exchange for Listing of Stocks on the ChiNext Board, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), and other relevant regulations.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant regulations. The Company was initiated and established through the overall conversion of CNGR Advanced Material Co., Ltd. It was registered with the Tongren Administration for Market Regulation and obtained a business license with the Unified Social Credit Code: 91520690314383681D.

Article 3 The Company, upon approval by the Shenzhen Stock Exchange (the “SZSE”) on November 24, 2020, made its initial public offering of 56,970,000 RMB-denominated ordinary shares and was listed on the SZSE on December 23, 2020.

The Company, pursuant to the filing with the China Securities Regulatory Commission (the “CSRC”) on 25 September 2025, made its initial public offering of overseas-listed shares (the “H Shares”) in Hong Kong. The aforementioned H Shares were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 17 November 2025.

Article 4 Registered name of the Company:

Chinese name: 中偉新材料股份有限公司

English name: CNGR Advanced Material Co., Ltd.

Article 5 Domicile: Cross of No. 2 Avenue and No. 1 Avenue, Dalong Economic Development Zone, Tongren, Guizhou Province

Article 6 The registered capital of the Company is RMB1,042,253,858.

Article 7 The Company is a joint stock limited company existing in perpetuity.

Article 8 The legal representative of the Company is the Chairman of the Board (the “Board”) of Directors (the “Directors”).

Where the Chairman who serves as the legal representative resigns, it is regarded as simultaneously resigning as the legal representative.

Where the legal representative resigns, the Company shall appoint a new legal representative within thirty (30) days from the date of the legal representative’s resignation.

Article 9 The legal consequences of civil activities engaged in by the legal representative in the Company's name shall be borne by the Company.

Restrictions on the authority of the legal representative set forth in the Articles or imposed by the Shareholders' meeting shall not be asserted against a third party acting in good faith.

Where the legal representative causes harm to others while performing his/her official duties, the Company shall bear the civil liability. After the Company assumes civil liability, it may, in accordance with the law or the provisions of the Articles, seek recourse against the legal representative at fault.

Article 10 Shareholders are liable to the Company only to the extent of the shares they have subscribed for, while the Company is liable for its debts only to the extent of its entire assets.

Article 11 The Articles shall be a legally binding document that regulates the Company's organization and acts and governs the rights and obligations between the Company and its Shareholders and amongst the Shareholders themselves, as well as a legally binding document for the Company, the Shareholders, the Directors and the senior management as of the date upon which it comes into effect. Pursuant to the Articles, Shareholders may institute legal proceedings against other Shareholders, Shareholders may institute legal proceedings against Directors and senior management of the Company, Shareholders may institute legal proceedings against the Company, and the Company may institute legal proceedings against Shareholders, Directors and senior management.

Article 12 The term senior management as mentioned in the Articles shall cover the president, the managing/senior vice presidents of the Company, the secretary (the "Secretary") to the Board, the person in charge of finance, and any other senior management appointed by the Board. The term "person in charge of finance" shall refer to the Chief Financial Officer (the "CFO").

Article 13 The Company shall establish the Organization of the Communist Party and carry out Party activities in accordance with the relevant provisions of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the Party Organization.

CHAPTER 2 OBJECTIVES AND SCOPE OF BUSINESS

Article 14 Business objectives of the Company: it is committed to the development of new energy and is determined to become the world's most valuable integrated supplier of new energy materials. The Company aims for sound and rapid growth in its business and scale by continuously enhancing its internal control management and operational mechanisms, fully leveraging its competitive advantages, and advancing its R&D and technological capabilities. The Company strives to establish itself as an international company boasting core competitiveness and advanced management systems. Based on contributing to national development, the Company seeks to maximize interests for both its Shareholders and the wider society.

Article 15 Upon the registration according to law, the Company's business scope includes: the research and development, production, processing, and sales of new materials, batteries, and new energy; engagement in the import and export of goods and technologies; ammonia solution; and liquid ammonia.

CHAPTER 3 SHARES

Section 1 Issue of Shares

Article 16 Shares of the Company shall be in the form of share certificates.

Article 17 The shares of the Company shall be issued in an open, fair, and equal manner. Each share of the same class shall rank pari passu with each other. Shares of a class in each issuance shall be issued under the same terms and at the same price. Each subscriber shall pay the same price per share for the shares subscribed for.

Article 18 The Company issues par value shares, which are denominated in RMB and have a par value of RMB1 per share. The shares issued by the Company and listed on the SZSE are hereinafter referred to as "A Shares". The shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".

Article 19 The A Shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited Shenzhen Branch. H Shares issued by the Company may be deposited with a custodian under Hong Kong Securities Clearing Company Limited in accordance with the laws and the practices of securities registration and depositories of the place where the Company's shares are listed, or may be held by Shareholders in their own names.

Article 20 At the incorporation of the Company, it issued 472,280,000 ordinary shares, each with a par value of RMB1. The Company was initiated and established through the overall conversion of CNGR Advanced Material Co., Ltd. on November 12, 2019, the name of the promoter, the number of shares subscribed for, and the form of contribution were as follows:

No.	Name of Shareholders	Number of shares subscribed for (10,000 shares)	Form of contribution
1	Hunan Zhongwei Holding Group Company Limited	34,400.0000	Conversion of net assets into shares
2	Beijing Legend Capital Shengyuan Equity Investment Partnership Enterprise (L.P.) (北京君聯晟源股權投資合夥企業(有限合夥))	2,159.9000	Conversion of net assets into shares
3	Deng Weiming	2,091.1000	Conversion of net assets into shares

No.	Name of Shareholders	Number of shares subscribed for (10,000 shares)	Form of contribution
4	Tongren Hongxin Chengda Enterprise Management Consulting Partnership (L.P.)	1,218.0000	Conversion of net assets into shares
5	Fuzhou Economic and Technological Development Zone Xingrui Yongying Equity Investment Partnership Enterprise (L.P.) (福州經濟技術開發區興睿永瀛股權投資合夥企業(有限合夥))	916.0000	Conversion of net assets into shares
6	Haitong-Fortis Changjiang Growth Equity Investment (Hubei) Partnership (L.P.)	764.0000	Conversion of net assets into shares
7	Guizhou New Kinetic Energy Industry Investment Fund Partnership (L.P.)	763.0000	Conversion of net assets into shares
8	Jiangsu Jiequan Green Industry Equity Investment Partnership (L.P.) (江蘇韋泉綠色產業股權投資基金(有限合夥))	693.0000	Conversion of net assets into shares
9	Jiaxing Qianjie Equity Investment Partnership Enterprise (L.P.) (嘉興謙杰股權投資合夥企業(有限合夥))	684.0000	Conversion of net assets into shares
10	Tongren Hengsheng Li-Neng Company Management Consulting Partnership (L.P.) (銅仁恒盛勵能企業管理諮詢合夥企業(有限合夥))	669.8928	Conversion of net assets into shares
11	Guizhou High-tech Industry Development Fund Entrepreneurship Investment Co., Ltd. (貴州省高新技術產業發展基金創業投資有限責任公司)	610.0000	Conversion of net assets into shares
12	Tongren Yuanjuzhihe Company Management Consulting Partnership (L.P.) (銅仁源聚智合企業管理諮詢合夥企業(有限合夥))	568.1072	Conversion of net assets into shares
13	China Belgium Direct Equity Investment Fund	382.0000	Conversion of net assets into shares
14	Jiaxing Qiancheng Equity Investment Partnership Enterprise (L.P.) (嘉興謙誠股權投資合夥企業(有限合夥))	296.0000	Conversion of net assets into shares

No.	Name of Shareholders	Number of shares subscribed for (10,000 shares)	Form of contribution
15	Service Trade Innovation Development Guidance Fund (L.P.) (服務貿易創新發展引導基金(有限合夥))	278.0000	Conversion of net assets into shares
16	Guizhou Dalong Poverty Alleviation and Development Investment Co., Ltd. (貴州大龍扶貧開發投資有限責任公司)	229.0000	Conversion of net assets into shares
17	Guizhou Mount Fanjing Investment Holdings Group Co., Ltd. (貴州省梵淨山投資控股集團有限公司)	229.0000	Conversion of net assets into shares
18	Pingtian Jianfa No. 8 Equity Investment Partnership Enterprise (L.P.) (平潭建發捌號股權投資合夥企業(有限合夥))	139.0000	Conversion of net assets into shares
19	Suzhou Junjun De Equity Investment Partnership (L.P.)	138.0000	Conversion of net assets into shares
Total		47,228.0000	

Article 21 Upon completion of the initial public offering of H Shares, the total number of issued shares of the Company is 1,042,253,858 shares, all of which are ordinary shares, including 938,028,458 A Share ordinary shares and 104,225,400 H Share ordinary shares.

Article 22 The Company or its subsidiaries (including its affiliated enterprises) shall not, by means of donation, advancement, guarantee, loan, etc., provide other persons with financial assistance in any way to acquire the shares of the Company or its parent company, except in the case that the Company implements employee stock ownership plans.

The Company may, for the benefit of the Company, provide financial assistance to others for the acquisition of shares of the Company or its parent company upon a resolution of the Shareholders' meeting, or a resolution of the Board in accordance with the Articles or the authorization of the Shareholders' meeting, provided that the accumulated amount of financial assistance shall not exceed ten (10) percent of the total issued share capital. Any resolution made by the Board shall be passed by more than two-thirds of all the Directors.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the share capital in the following ways upon approval of resolutions at the Shareholders' meetings:

- (i) issuing shares to non-specific investors;
- (ii) issuing shares to specific investors;
- (iii) allotting bonus shares to existing Shareholders;
- (iv) converting capital reserve into share capital;
- (v) other methods as provided for by laws and administrative regulations and the CSRC and other stock exchanges and securities regulatory bodies in the places where the shares of the Company are listed.

Article 24 The Company may decrease the registered capital. When the Company reduces its registered capital, it shall comply with the procedures stipulated in the Company Law and other regulations, and the Articles.

Article 25 The Company shall not acquire its own shares, unless otherwise under any of the following circumstances:

- (i) reducing the Company's registered capital;
- (ii) merging with other companies which hold our shares;
- (iii) using the shares for an employee stock ownership plan or equity incentive plan;
- (iv) purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders' meeting upon their request;
- (v) use of shares for conversion of convertible corporate bonds issued by the Company;
- (vi) necessary for the Company to maintain its value and protect the interests of the Shareholders.

After the acquisition of the Company's shares by the Company, the Company shall fulfill its information disclosure obligations in accordance with the Securities Law, the Hong Kong Listing Rules and other applicable laws and regulations, as well as the securities regulatory rules of the place where the Company's shares are listed.

Article 26 The acquisition of the Company's shares by the Company may be carried out through public centralized trading, or other methods recognized under laws and administrative regulations, the CSRC and stock exchanges and securities regulatory bodies at the place where the Company's shares are listed.

Where the share acquisition is made under the circumstances stipulated (iii), (v) or (vi) of Paragraph 1 of Article 25, it shall be conducted through public centralized trading.

Article 27 Where the Company is to acquire its own shares under the circumstances stipulated in (i) or (ii) of Paragraph 1 of Article 25, a resolution of the Shareholders' meeting shall be resolved. In case of the circumstances stipulated in (iii), (v) or (vi) of Paragraph 1 of Article 25, a resolution of the Company's Board passed by more than two-thirds of the Directors attending the Board meeting in accordance with regulations of the Articles or with the authorization of the Shareholders' meeting and the applicable securities regulatory rules of the place where the Company's shares are listed.

On the premise of complying with the securities regulatory rules of the place where the Company's shares are listed, after the Company has acquired its own shares in accordance with the circumstances of Paragraph 1 of Article 25, the shares repurchased shall be canceled within ten (10) days from the date of acquisition (under the circumstance set out in (i), or shall be transferred or canceled within six (6) months (under the circumstances set out in (ii) or (iv)). Where the Company acquires its shares under the circumstances set out in (iii), (v) or (vi), the total number of shares held by the Company shall not exceed ten (10) percent of the total issued shares of the Company, and such shares shall be transferred or canceled within three (3) years.

After the acquisition of the Company's H shares by the Company pursuant to Paragraph 1 of Article 25 of the Articles, such shares may, at the Company's option, be cancelled immediately or held as treasury shares in accordance with the Hong Kong Listing Rules. If the Directors do not specify that such shares are to be held as treasury shares, such shares shall be cancelled. The Company shall deposit the treasury shares in a separate account within Hong Kong Central Clearing Limited that can be clearly identified as a treasury share account. The Company shall not exercise any rights in respect of the treasury shares, nor shall it declare or distribute any dividend on the treasury shares. Subject to the Articles and the Hong Kong Listing Rules, the Company may dispose of the treasury shares on such terms and conditions as the Directors may determine.

Section 3 Transfer of Shares

Article 28 The shares of the Company shall be legally transferable. All the H Shares shall be transferred by way of a written instrument of transfer in an ordinary or general format, or any other written instrument acceptable to the Board (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). A written instrument of transfer may be signed by hand or (where the transferor or transferee is the Company) stamped with the Company's seal. If the transferor or transferee is a recognized clearing house (the "recognized clearing house") as defined under the relevant ordinances in force in Hong Kong from time to time or its agent, the written instrument of transfer may be signed by hand or in a machine printed form. All the instruments of transfer shall be kept at the legal address of the Company or such address as the Board may specify from time to time.

Article 29 The Company shall not accept its own shares as collateral.

Article 30 Shares issued prior to the public offering of shares of the Company shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded on the stock exchange. Where laws, administrative regulations or the securities regulatory authority of the State Council have other provisions governing the transfer of company shares held by Shareholders and the actual controlling party of the Company, those provisions shall prevail.

The Directors and senior management of the Company shall declare the Company their holdings of shares of the Company (including preference shares) and the changes therein. The shares transferred by them during each year of their tenures as determined at the time of appointment shall not exceed twenty-five (25) percent of their total holdings of shares in the same class of the Company. The shares of the Company held by them shall not be transferred within one (1) year from the date on which the Company's shares are listed for trading. The shares of the Company held by them shall not be transferred within half a year from their departure from the Company.

Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise with respect to the restrictions on the transfer, those provisions shall prevail.

Article 31 Any gain from the sale of the Company's shares or other securities with the nature of equity by a Shareholder of the Company holding five (5) percent or more of the Company's shares, the Directors and senior management members within six (6) months after their purchase of the same, and any gain from the purchase of the shares or other securities with the nature of equity by any of the aforesaid parties within six (6) months after the sale of the same shall be disgorged and paid to the Company, and the Board of the Company shall recover such gains from the above mentioned parties. However, there is an exception for securities companies that hold more than five (5) percent of the shares due to the purchase of surplus shares after the package sale, and other circumstances stipulated by the CSRC.

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

Where the Board of the Company fails to comply with the provision of Paragraph 1 of this Article, the Shareholders are entitled to request the Board to do so within thirty (30) days. Where the Board of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate litigation directly in the People's Court in their own names for the interest of the Company.

Where the Board fails to implement the provisions of Paragraph 1 of this Article, the responsible Directors shall bear joint and several liabilities in accordance with the laws.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section 1 General Provisions on the Shareholders

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

Any Shareholder registered in the register of H Shareholders or any person who requests its name to be registered in the register of H Shareholders may apply to the Company for issuance of a new share certificate if its share certificate is lost. In the event that a Shareholder of H Shares loses his/her share certificate(s) and applies for issuing replacement share certificate(s), he/she shall follow the procedures as required by the laws, rules of the stock exchange or any other related provision in the place where the original register of Shareholders for such H Shares are kept.

Article 33 When the Company convenes a Shareholders' meeting, distributes dividends, executes clearing or makes other conducts that require confirmation of identities of Shareholders, the Board or the convener of the Shareholders' meeting shall determine the record date. Shareholders included in the register of Shareholders at the close of business on the record date shall be the entitled Shareholders.

Article 34 Shareholders of the Company shall enjoy the following rights:

- (i) to receive dividends and other forms of interest distribution according to the number of shares held;
- (ii) to legally require holding, convening, presiding over, participating in or authorizing proxies of Shareholders to attend the Shareholders' meeting and exercise corresponding speaking rights and voting rights;
- (iii) to supervise operations of the Company, provide suggestions or submit queries;
- (iv) to transfer, grant or pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles;
- (v) to inspect and copy the Articles, the register of Shareholders, Shareholders' meeting minutes, resolutions of meetings of the Board and financial and accounting reports; Shareholders who meet the requirements may inspect the Company's accounting books and accounting vouchers;
- (vi) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon our termination or liquidation;
- (vii) to require the Company to acquire the shares from Shareholders voting against any resolution adopted at the Shareholders' meeting concerning the merger and division of the Company;
- (viii) other rights conferred by laws, administrative regulations, departmental rules, securities regulatory rules where the Company's shares are listed, or the Articles.

Article 35 Shareholders requesting access to or copying of relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations, and shall provide the Company with written documents proving the class and number of shares held by them.

Article 36 Where the content of the resolution of the Shareholders' meeting or the Board of the Company violates laws or administrative regulations, the Shareholders shall have the right to request the people's court to clarify it invalid.

Where the convening procedures or voting methods of the Shareholders' meeting or the Board violate laws, administrative regulations or the Articles, or the content of the resolution violates the Articles, the Shareholders may request the people's court to revoke the resolution within sixty (60) days from the date on which the resolution is made. However, this shall not apply where the procedures for convening Shareholders' meetings or the Board meeting, or the voting methods, contain only minor defects that do not materially affect the resolutions.

Where any dispute arises among the Board, Shareholders, or other relevant parties regarding the eligibility of the convener, the legality of the convening procedures and the proposal content, or the validity of a Shareholders' meeting resolution, it shall be promptly submitted to a people's court for litigation. The relevant parties shall implement the resolution of the Shareholders' meeting before the people's court makes a judgment or ruling, such as revoking the resolution. The Company, its Directors and senior management shall effectively fulfill their duties to ensure the normal operation of the Company.

Where the people's court makes a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, and rules of the CSRC and the stock exchanges, fully explain the impact, and actively cooperate with the implementation of the judgment or ruling after it has come into effect. Corrections of prior matters shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

Article 37 Resolutions of the Shareholders' meeting or the Board shall be invalid under any of the following circumstances:

- (i) no Shareholders' meeting or Board meeting was held to make the resolution;
- (ii) no votes were taken on the resolutions at the Shareholders' meeting or the Board meeting;
- (iii) the number of attendees at the meeting or the number of votes cast failed to meet the requirements stipulated in the Company Law, rules of the regulatory authorities where the Company's shares are listed or the Articles;
- (iv) the number of persons consenting to the resolution or the number of votes they hold failed to meet the requirements stipulated in the Company Law, rules of the regulatory authorities where the Company's shares are listed or the Articles.

Article 38 In the event of any loss caused to the Company as a result of violation of any law, administrative regulation or Articles by the Directors or senior management other than members of the Audit Committee when performing their duties in the Company, the Shareholders holding more than one (1) percent shares separately or jointly for over one hundred and eighty (180) consecutive days may submit a written request to the Audit Committee to file an action with the people's court. Where members of the Audit Committee violate laws, administrative regulations, the regulatory rules of places where the Company's shares are listed or the Articles in their duty performance and cause losses to the Company, the Shareholders in question may submit a written request to the Board to file an action with a people's court.

Where the Audit Committee or the Board refuse to file an action upon receipt of the Shareholders' written request specified in the preceding paragraph, or fail to file an action within thirty (30) days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the Shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to the people's court for the interest of the Company.

Where any other person infringes upon the lawful rights and interests of the Company and causes losses thereto, the Shareholders specified in paragraph 1 of this Article may file a lawsuit to a people's court in accordance with the provisions of the preceding two paragraphs.

Where the Directors, Supervisors, or a senior management member of a wholly-owned subsidiary of the Company violate laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed or the Articles in performing their duties and cause losses to the Company, or if others infringe upon the lawful rights and interests of the wholly-owned subsidiary of the Company and cause losses, Shareholders who have held, individually or jointly, more than one (1) percent of the Company's shares for more than one hundred and eighty (180) consecutive days may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, submit a written request to the Supervisory Committee or the Board of the wholly-owned subsidiary to file a lawsuit with the people's court or to file a lawsuit directly with the people's court in their own name.

Article 39 Where any Director or senior management member violates the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed or the Articles and damages the Shareholders' interests, the Shareholders may file a lawsuit with a people's court.

Article 40 The Shareholders of the Company shall undertake the following obligations:

- (i) to abide by laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and the Articles;
- (ii) to provide share capital according to the Shares subscribed for and the subscription methods;
- (iii) not to withdraw share capital unless prescribed otherwise in laws, regulations or the regulatory rules of the place where the Company's shares are listed;
- (iv) not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;
- (v) to perform other duties prescribed in laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles.

Article 41 Shareholders of the Company who abuse their Shareholders' rights and cause the Company or other Shareholders to suffer damages shall bear compensation liability in accordance with the law. Shareholders of the Company who abuse the independent legal person status of the Company and the limited liability of Shareholders to evade debts and cause damage to the interests of the creditors of the Company shall bear joint liability for the Company's debt.

Section 2 Controlling Shareholder and Actual Controller

Article 42 The controlling Shareholder and actual controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the regulation of the CSRC, and the rules of other securities regulatory authorities where the Company's shares are listed, and shall safeguard the interests of the listed company.

Article 43 The controlling Shareholders and actual controllers of the Company shall comply with the following provisions:

- (i) to exercise Shareholders' rights in accordance with the law, and not to abuse the right of control or take advantage of the relationship to harm the lawful rights and interests of the Company or other Shareholders;
- (ii) to strictly fulfill the public statements and commitments made, without unauthorized changes or exemptions;
- (iii) to fulfill the information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in making information disclosure, and to inform the Company in a timely manner of significant events that have occurred or are proposed to occur;
- (iv) not to take up the Company's funds in any way;
- (v) not to force, instruct or require the Company and related persons to provide guarantees in violation of the law or regulations;
- (vi) not to make use of the Company's undisclosed material information to seek benefits, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-term trading, market manipulation or other illegal and illicit behaviors;
- (vii) not to harm the lawful rights and interests of the Company and other Shareholders through any means such as unfair related transactions, profit distribution, asset restructuring, or external investment;
- (viii) to ensure the integrity of the Company's assets, personnel independence, financial independence, institutional independence and business independence, and not to affect the independence of the Company in any way;
- (ix) provisions of laws, administrative regulations, regulations of the CSRC, and other securities regulatory rules of the place where the Company's shares are listed and the Articles.

Where the controlling Shareholders or actual controller do not serve as Directors of the Company but actually execute the affairs of the Company, the provisions of the Articles on the duties of loyalty and diligence of Directors shall apply.

Where the controlling Shareholder or actual controller of the Company instructs a Director or senior management to engage in acts that are detrimental to the interests of the Company or Shareholders, he/she shall be jointly and severally liable with the Director or the senior management.

Article 44 Where the controlling Shareholder or actual controller pledges the Company's shares that it holds or effectively controls, it shall maintain the stability of the Company's control rights and operations.

Article 45 When transferring their shares in the Company, the controlling Shareholder and actual controller shall comply with the restrictive provisions on share transfer under laws, administrative regulations, CSRC rules, and the securities regulatory rules of the place where the Company's shares are listed, as well as any commitment they have made regarding share transfer restrictions.

Section 3 General Provisions for Shareholders' Meetings

Article 46 The Shareholders' meeting of the Company shall comprise all Shareholders. The Shareholders' meeting is the organ of authority of the Company, which shall exercise its powers in accordance with the laws:

- (i) to elect or replace non-employee representative Directors and to decide on matters relating to the remuneration of Directors;
- (ii) to examine and approve reports of the Board;
- (iii) to examine and approve the Company's proposals for profit distribution plans and loss recovery plans;
- (iv) to decide on any increase or decrease of the Company's registered capital;
- (v) to decide on the issue of corporate bonds by the Company;
- (vi) to decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;
- (vii) to amend the Articles;
- (viii) to resolve on the Company's appointment and dismissal of an accounting firm undertaking the audit business of the Company;
- (ix) to examine and approve the guarantees stipulated in Article 47 of the Articles;
- (x) to examine matters relating to the purchases and sales of the Company's material assets within one (1) year, which exceed thirty (30) percent of the Company's latest audited total assets;
- (xi) to examine and approve matters relating to changes in the use of raised funds;
- (xii) to examine and approve the equity incentive plans and employee stock ownership plans;
- (xiii) to examine and approve any related party transaction between the Company and the related person (except for the cash assets gifted to the Company and provision of guarantees) amounts to more than RMB30 million, accounting for more than five (5) percent of the absolute value of the latest audited net assets of the Company;

(xiv) to examine and approve the following transactions: major asset purchases or sales (excluding the purchase of raw materials, fuel, power, or the sale of products, goods, and other assets related to ordinary operations); external investments (including entrusted wealth management, investments in subsidiaries, etc., excluding the establishment or capital increase of wholly – owned subsidiaries); provision of financial assistance (including entrusted loans); provision of guarantees (including guarantees for subsidiaries); rental or lease assets; management-related contracts (including entrusted operations, agent operations, etc.); donation or receipt of assets (excluding receipt of cash assets); debt or equity restructuring; transfer of R&D projects; licensing agreements; waiver of rights (including pre-emptive rights, pre-emptive right to subscribe capital contribution, etc.):

1. the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets; where the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
2. the operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the Company's audited operating income in the latest accounting year and the absolute amount exceeds RMB50 million;
3. the net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the Company's audited net profit in the latest accounting year and the absolute amount exceeds RMB5 million;
4. the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million;
5. the audited profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;
6. other transactions as determined by the Shareholders' meeting in accordance with relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.

Where negative values are involved in the calculation of the aforementioned indicators under items 1 to 5, the absolute amounts of such figures shall be applied in the computation.

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

The Shareholders' meeting may authorize the Board to make resolutions on the issuance of bonds by the Company.

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

- (i) the single guarantee for an amount more than 10% of the Company's audited net assets in the latest period;
- (ii) any guarantee to be provided after the total amount of external guarantees provided by the Company and holding subsidiaries of the Company has exceeded 50% of the Company's audited net assets in the latest period;
- (iii) any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;
- (iv) the total amount of guarantee provided by the Company exceeds 50% of the latest audited net assets of the Company within twelve (12) consecutive months and the absolute amount exceeds RMB50 million;
- (v) basis of the cumulative guarantee amount within twelve (12) consecutive months, the total amount of external guarantees provided by the Company has exceeded 30% of the Company's audited total assets in the latest period;
- (vi) the guarantee to be provided to a Shareholder, or to an actual controller or related party thereof;
- (vii) other guarantees required by the laws, administrative regulations, departmental rules, relevant provisions of the Shenzhen Stock Exchange, the securities regulatory rules of the place where the Company's shares are listed or the Articles.

When the Board reviews guarantee matters, in addition to approval by a majority of all Directors, approval shall also be obtained from more than two-thirds of the Directors present at the Board meeting. When the Shareholders' meeting reviews the guarantee matters mentioned in (v) of the preceding paragraph, approval shall be obtained from more than two-thirds of the voting rights held by the Shareholders present at the meeting.

When the Shareholders' meeting reviews proposals for guarantees provided to Shareholders, actual controller, and related party thereof, the Shareholder in question or the Shareholder under the control of the actual controller shall not participate in the voting on such proposals. The voting on such proposals shall be passed by a majority of the voting rights held by the other Shareholders present at the Shareholders' meeting. When the Company provides guarantees for Shareholders, actual controller, and related party thereof, the Company shall require such Shareholders, actual controller, and related party thereof to provide counter-guarantees, and the provider of counter-guarantee shall possess actual fulfillment capability.

The Company may provide guarantees for wholly-owned subsidiaries, or for controlled subsidiaries where other Shareholders of the controlled subsidiary provide guarantees in proportion to their equity interests, and in compliance with relevant regulatory rules of the stock exchange in the place where the Company's share is listed, such guarantees may be exempt from submission for review by the Shareholders' meeting where they fall under items (i) to (iv) of the preceding paragraph.

Article 48 The Shareholders' meetings are divided into annual Shareholders' meetings and extraordinary Shareholders' meetings. The annual Shareholders' meeting shall be convened once a year and be held within six (6) months after the end of the previous fiscal year.

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

- (i) the number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles;
- (ii) the uncovered losses of our Company reach one-third of its total share capital;
- (iii) a request from Shareholders who separately or jointly hold ten (10) percent or more shares (including preference shares with restored voting rights) in the Company;
- (iv) the Board considers it necessary;
- (v) the Audit Committee proposes that such a meeting shall be held;
- (vi) other circumstances stipulated by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles.

Article 50 The Shareholders' meeting of the Company shall be held at the Company's registered address or at the place specified in the notice of the meeting. A physical venue shall be provided, and the meeting shall be conducted as an on-site session. Moreover, electronic means shall be made available to facilitate Shareholders' participation in and voting at the Shareholders' meeting in accordance with applicable laws, administrative regulations, rules of the CSRC, securities regulatory rules of the place where the Company's shares are listed, and the Articles. A Shareholder who participates in a Shareholders' meeting in the aforesaid manners shall be deemed to have been present at the meeting.

Article 51 When convening a Shareholders' meeting, the Company shall engage a lawyer to issue a legal opinion on the following matters and make it public:

- (i) whether the procedures for convening and conducting the meeting comply with the laws, administrative regulations, or the Articles;
- (ii) whether the qualifications of attendees and the convener are lawful and valid;
- (iii) whether the voting procedures and voting results of the meeting are lawful and valid;
- (iv) any other legal opinion requested by the Company.

Section 4 Convening of Shareholders' Meetings

Article 52 The Board shall convene the Shareholders' meeting within the prescribed time limit.

After obtaining the consent of a majority of all independent Directors, an independent Director shall have the right to propose to the Board to convene an extraordinary Shareholders' meeting. Upon receiving such a proposal, the Board shall, in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles, provide a written response within ten (10) days after receiving the proposal, indicating whether it agrees or disagrees to convene an extraordinary Shareholders' meeting. Where the Board agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five (5) days after making the Board resolution. Where the Board disagrees to convene an extraordinary Shareholders' meeting, it shall state the reasons and make an announcement.

Article 53 Where the Audit Committee proposes to the Board to convene an extraordinary Shareholders' meeting, it shall submit such proposal in writing to the Board. The Board shall, in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles, provide a written response within ten (10) days after receiving the proposal, indicating whether it agrees or disagrees to convene an extraordinary Shareholders' meeting.

Where the Board agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five (5) days after making the Board resolution. Any change to the original proposal in the notice shall be subject to the consent of the Audit Committee.

Where the Board disagrees to convene an extraordinary Shareholders' meeting, or fails to provide feedback within ten (10) days after receiving the request, it shall be deemed that the Board is unable or fails to perform its duty to convene the Shareholders' meeting. In such cases, the Audit Committee may convene and preside over the meeting on its own.

Article 54 Shareholders who individually or collectively hold more than ten (10) percent of the Company's shares (including preference shares with restored voting rights) and request the Board to convene an extraordinary Shareholders' meeting shall submit such request in writing to the Board. The Board shall, in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles, provide a written response within ten (10) days after receiving the request, indicating whether it agrees or disagrees to convene an extraordinary Shareholders' meeting.

Where the Board agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five (5) days after making the Board resolution. Any change to the original request in the notice shall be subject to the consent of the relevant Shareholders.

Where the Board disagrees to convene an extraordinary Shareholders' meeting, or fails to provide feedback within ten (10) days after receiving the request, Shareholders who individually or collectively hold more than ten (10) percent of the Company's shares (including preference shares with restored voting rights) and propose to the Audit Committee to convene an extraordinary Shareholders' meeting shall submit such request in writing to the Audit Committee.

Where the Audit Committee agrees to convene an extraordinary Shareholders' meeting, it shall issue a notice of the Shareholders' meeting within five (5) days after receiving the request. Any change to the original request in the notice shall be subject to the consent of the relevant Shareholders.

Where the Audit Committee fails to issue a notice of the Shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the Shareholders' meeting. In such cases, Shareholders who individually or collectively hold more than ten (10) percent of the Company's shares (including preference shares with restored voting rights) for a continuous period of ninety (90) days or more may convene and preside over the meeting on their own.

Article 55 Where the Audit Committee or Shareholders decide to convene a Shareholders' meeting on their own, a written notice shall be given to the Board and a record shall be filed with the stock exchange.

The Audit Committee or the convening Shareholder shall submit relevant supporting documentation to the stock exchange when issuing the notice of the Shareholders' meeting and the announcement of the meeting resolutions.

The proportion of shares held by the convening Shareholder (including preference share with restored voting rights) shall not be less than ten (10) percent before the announcement of the resolution of the Shareholders' meeting.

Article 56 For the Shareholders' meetings convened by the Audit Committee or by the Shareholders themselves, the Board and the Secretary to the Board shall cooperate. The Board shall provide the register of Shareholders as at the Record Date.

Article 57 In the case of a Shareholders' meeting convened by the Audit Committee or by the Shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.

Section 5 Proposals and Notices of Shareholders' Meetings

Article 58 The contents of the proposal shall fall into the terms of reference of the Shareholders' meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles.

Article 59 The Company may convene a Shareholders' meeting, and the Board, the Audit Committee, as well as Shareholders who individually or collectively hold more than one (1) percent of the Company's shares (including preference shares with restored voting rights) shall have the right to submit proposals to the Company.

Shareholders who individually or collectively hold more than one (1) percent of the Company's shares (including preference shares with restored voting rights) may submit an extraordinary proposal in writing to the convener ten (10) days prior to the Shareholders' meeting. The convener shall issue a supplementary notice of the Shareholders' meeting within two (2) days after receiving the proposal, announcing the content of the extraordinary proposal, and submit such extraordinary proposal to the Shareholders' meeting for review. However, this does not apply where the extraordinary proposal violates the provisions of laws, administrative regulations, or the Articles, or if it is not within the scope of the Shareholders' meeting's authority. If, according to the securities regulatory rules of the place where the Company's shares are listed, the Shareholders' meeting shall be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed. The Company shall not increase the shareholding required for the Shareholders to submit the extraordinary proposals.

Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the Shareholders' meeting, it shall not modify the proposals already listed in the notice or add new proposals.

The Shareholders' meeting shall not vote on or make resolutions regarding proposals that are not listed in the notice of the Shareholders' meeting or that do not comply with the provisions of the Articles.

Article 60 The convener shall notify each Shareholder in writing (including by announcement) at least twenty (20) days before the annual Shareholders' meeting, and at least fifteen (15) days before the extraordinary Shareholders' meeting.

Article 61 A notice of a Shareholders' meeting shall include the following:

- (i) the time, venue and duration of the meeting;
- (ii) matters and proposals submitted to the meeting for consideration;
- (iii) a prominent written statement that all Shareholders of ordinary shares (including preference Shareholders with restored voting rights) and Shareholders holding shares with special voting rights are entitled to attend Shareholders' meeting and are entitled to appoint in writing a proxy to attend and vote at the meeting and that such proxy need not be a Shareholder of the Company;
- (iv) the shareholding registration date of the Shareholders entitled to attend the Shareholders' meeting;
- (v) the name and telephone number of the permanent contact person for the meeting;
- (vi) the time and procedure for voting online or through other means.

Article 62 When the Shareholders' meeting intends to discuss the election of Directors, the notice of the Shareholders' meeting shall fully disclose the details of the candidates for Directors, including, as a minimum, the following contents:

- (i) educational background, professional experience, and concurrent positions; employment history with the Company's Shareholders holding five (5) percent or more of its shares, actual controllers, and other similar entities; and details of their service as a Director, Supervisor, or senior management in any other institution over the past five (5) years;
- (ii) the existence of any connected relationship with the Company, its controlling Shareholders, actual controllers, Shareholders holding five (5) percent or more of the voting shares, other Directors, or senior management of the Company;
- (iii) their shareholdings in the Company;
- (iv) whether they have been subject to penalties from the CSRC or other relevant authorities, or disciplinary sanctions from a stock exchange; whether they are under criminal investigation by judicial authorities or under investigation for suspected violations of laws or regulations by the CSRC, where no definitive conclusion has been reached;
- (v) whether having been publicized by the CSRC on the public inquiry platform for illegal and trust-breaking information in the securities and futures market or included in the list of persons subject to enforcement for trust-breaking by the people's court;
- (vi) whether any circumstances exist that would legally disqualify them from serving as a Director under relevant laws or regulations;
- (vii) any other matter required to be disclosed by the securities regulatory rules of the place where the Company's shares are listed.

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

Article 63 Once the notice of a Shareholders' meeting is issued, the Shareholders' meeting shall not be postponed or canceled without any justifiable reasons, and the proposals specified in the notice of the Shareholders' meeting shall not be canceled. In the case of a postponement or cancellation of a Shareholders' meeting, the convener shall publicly announce and state the reasons within two (2) working days prior to the original date of the Shareholders' meeting. Where there are special provisions in the securities regulatory rules of the place where the Company's shares are listed with respect to the procedures for the postponement or cancellation of Shareholders' meeting, such provisions shall prevail, to the extent not violating the domestic regulatory requirements.

Section 6 Convening of Shareholders' Meetings

Article 64 The Board of the Company and other conveners shall take necessary measures to ensure the proper order of the Shareholders' meeting. Any act that interferes with the Shareholders' meeting, stirs up troubles or infringes upon the Shareholders' lawful rights and interests shall be stopped by taking proper measures and promptly reported to the relevant authorities for investigation.

Article 65 All Shareholders of ordinary shares (including preference Shareholders with restored voting rights) and Shareholders holding shares with special voting rights or their proxies registered on the record date for equity registration shall be entitled to attend the Shareholders' meeting. They shall have the right to speak and exercise voting rights in accordance with relevant laws, regulations, and the Articles (unless individual Shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the place where the Company's stock is listed).

Shareholders may attend the Shareholders' meeting in person or appoint a proxy to attend, speak and vote on their behalf. The proxy need not be a Shareholder of the Company.

If a Shareholder is a recognized clearing house (or its agent) as defined from time to time by the relevant ordinances of Hong Kong formulated from time to time, the Shareholder may authorize its corporate representative or one or more persons it deems appropriate to act as its agent at any Shareholders' meeting.

Article 66 An individual Shareholder who attends the meeting in person shall present his/her identity card or other valid documents or proof evidencing his identity. If a proxy is appointed to attend the meeting, such proxy shall present his/her own valid identity documents and the power of attorney from the Shareholder.

A corporate (or other organizations') Shareholder shall be represented by its legal representative or a proxy authorized by the legal representative to attend the meeting. Where a legal representative attends the meeting, they shall present a copy of the Company's license of the business corporation (or business certificate) affixed with the Company's seal, his/her personal identification card, valid proof of their status as the legal representative. If a proxy attends the meeting, the proxy shall present a copy of the Company's license of the business corporation (or business certificate) affixed with the Company's seal, his/her personal identification card, and a written power of attorney duly issued by the legal representative of the legal person (or other organizations') Shareholder, except where the Shareholder is a recognized clearing house or its proxy. If the corporate Shareholder has appointed a proxy to attend any meeting, it shall be deemed to be present in person.

Article 67 The following shall be set out in the power of attorney which is issued by a Shareholder to appoint a proxy to attend a Shareholders' meeting:

- (i) the name of the Shareholder and the type and number of shares he/she holds;
- (ii) the name of the proxy;

- (iii) the specific instructions of the Shareholder to vote in favor of, vote against, or abstain on each proposal on the agenda of the Shareholders' meeting;
- (iv) the issuing date and validity period of the power of attorney;
- (v) signature (or seal) of the Shareholder. Where the appointing party is a corporate Shareholder, the power of attorney shall be either affixed with the legal person entity's seal or signed by its Director or duly authorized proxy.

The power of attorney for proxy voting shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting twenty-four (24) hours before the meeting at which the proxy is authorized to vote or twenty-four (24) hours before the specified voting time. Where the power of attorney is signed by the authorized person of the appointing party, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents shall be deposited at the domicile of the Company or such other places as designated in the notice of the meeting with the power of attorney for voting at the same time. Where the appointing party is a legal person, its legal representative or the person authorized by the Board or other decision-making authorities shall attend the Shareholders' meeting of the Company on its behalf.

Article 68 Where the power of attorney is signed by the authorized person of the appointing party, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents shall be deposited at the domicile of the Company or such other places as designated in the notice of the meeting along with the power of attorney for voting by proxies.

If the Shareholder is a recognized clearing house (or its agent), the Shareholder may authorize one or more persons as it thinks fit to act as its representative at any Shareholders' meeting and creditors' meeting. However, if more than one person is authorized, the power of attorney shall state the number and class of shares in respect of which each such person is authorized. The power of attorney shall be signed by an authorized officer of the recognized clearing house. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its agent) to exercise rights (without having to produce proof of shareholding, a notarized authorization and/or further evidence of formal authorization) and shall have the equal statutory rights as other Shareholders, including the right to speak and, vote, as if he/she were an individual Shareholder of the Company.

Article 69 The meeting register for the attendees shall be prepared by the Company. The meeting register shall set forth, among other matters, the name (or entity name) of the attendee, the identity card number, the number of voting shares held or represented, and the name (or entity name) of the principal.

Article 70 The convener and the lawyer engaged by the Company shall jointly verify the qualification of the Shareholders according to the register of Shareholders provided by the securities depository and clearing institution, and register the name of each Shareholder and the number of shares with voting rights he holds. The meeting registration shall be terminated by the time the meeting presider announces the number of Shareholders and proxies present in person at the meeting as well as the total number of shares with voting rights they hold.

Article 71 Where the Shareholders' meeting requests the Directors and senior management to attend the meeting, the Directors and senior management shall attend the meeting and accept the inquiries of the Shareholders.

Article 72 The Shareholders' meeting shall be presided over by the Chairman of the Board. If the Chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a Director elected by more than half of the Directors.

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

If the Shareholders' meeting is convened by the Shareholders themselves, the convener or a representative elected by the convener shall preside over the meeting.

Where the presider of the meeting violates the rules of procedures and prevents the meeting from proceeding, upon the agreement of more than half of the Shareholders present and entitled to vote, the Shareholders' meeting may elect one person to serve as the meeting presider to continue the meeting.

Article 73 The Company shall establish the rules of procedures for the Shareholders' meeting, which shall stipulate in detail the procedures for holding, convening and voting at the Shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, minutes of the meeting and their signatures, and announcement as well as the principle of authorization by the Shareholders' meeting to the Board. The content of the authorization shall be clear and specific.

Article 74 At the annual Shareholders' meeting, the Board shall report to the Shareholders' meeting on their work over the past year. Each independent Director shall also make a work report.

Article 75 Directors and senior management shall explain and clarify the inquiries and suggestions of Shareholders at the Shareholders' meeting.

Article 76 The meeting presider shall announce the number of Shareholders and proxies present and the total number of shares with voting rights they hold before voting. To determine the number of Shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.

Article 77 The Shareholders' meeting shall have meeting minutes, and the Secretary to the Board shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents:

- (i) the time, venue and agenda for the meeting and the name of the convener;
- (ii) the names of the meeting presider and Directors and senior management attending the meeting;
- (iii) the number of Shareholders and proxies present at the meeting, and the total number of voting shares held and their respective proportions in the total number of shares of the Company;
- (iv) deliberations on each proposal, key points of discussion and voting results;
- (v) inquiries and suggestions of the Shareholders and the corresponding answers or explanations;
- (vi) the names of the lawyer, vote counter and scrutineer;
- (vii) other contents that shall be included in the meeting minutes according to the Articles.

Article 78 The convener shall ensure the meeting minutes are authentic, accurate, and complete. The Director, the Board secretary, the convener or the representative, and the meeting presider (whether present or in attendance) must sign the meeting minutes. The meeting minutes shall be archived along with the on-site Shareholder signature roster, proxies of Shareholders, online and valid records of votes cast by other means, for a period of not less than ten (10) years.

Article 79 The convener shall ensure the Shareholders' meeting is held consecutively until a final resolution is reached. In case of suspension or failure to reach resolutions due to force majeure or other special circumstances, necessary measures shall be taken to resume the meeting promptly or terminate it immediately and an announcement shall be made promptly. At the same time, the convener shall report the matter to the local CSRC agency and the stock exchange where the Company operates.

Section 7 Voting and Resolutions of Shareholders' Meetings

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

An ordinary resolution at a Shareholders' meeting shall be passed by more than half of the voting rights held by the Shareholders present at the Shareholders' meeting.

A special resolution at a Shareholders' meeting shall be passed by at least two-thirds of the voting rights held by the Shareholders present at the Shareholders' meeting.

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

- (i) work reports of the Board;
- (ii) plans of earnings distribution and recovery of losses schemes drafted by the Board;
- (iii) appointment or dismissal of the members of the Board, their remunerations and the payment method;
- (iv) other matters other than those approved by a special resolution stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's Shares are listed or the Articles.

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

- (i) the increase or reduction of the registered capital of the Company;
- (ii) the division, spin-off, merger, dissolution and liquidation (including voluntary liquidation) of the Company;
- (iii) any amendment to the Articles;
- (iv) the purchase and sale of material assets or the amount of guarantee provided to others by the Company within one (1) year valued at more than thirty (30) percent of the audited total assets of the Company as at the most recent period;
- (v) share option incentive plan;
- (vi) other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles, and considered by the Shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by a special resolution.

Article 83 Shareholders shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote, except for class Shareholders. Where the securities regulatory rules at the place where the shares of the Company are listed provide otherwise, such provisions shall prevail. On a voting by ballot at a meeting, a Shareholder (including his/her proxies) entitled to two or more votes does not need to cast all his/her votes for, against, or abstain.

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

The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at the Shareholders' meeting.

According to the relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, if any Shareholders shall abstain from voting on the relevant proposal, or any Shareholders are restricted to vote only in favor of or against the designated proposal, any votes cast by or on behalf of such Shareholders in contravention of the aforesaid provisions or restrictions shall not be counted as part of the voting result.

Where a Shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the Shareholders' meeting for thirty-six (36) months after the purchase.

The Board of the Company, independent Directors, Shareholders holding more than one (1) percent of the voting shares, or investor protection institutions established in accordance with provisions of laws, administrative regulations or the CSRC, may publicly solicit Shareholders' voting rights. When soliciting Shareholders' voting rights, specific voting intentions and other relevant information shall be fully disclosed to the solicited parties. No Shareholders' voting rights shall be solicited in a paid or disguised paid manner. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.

Article 84 When the Shareholders' meeting reviews matters related to related-party transactions, related Shareholders shall not participate in the voting, and the number of shares they represent with voting rights shall not be included in the total number of valid votes; the announcement of the Shareholders' meeting resolution shall fully disclose the voting situation of unrelated Shareholders.

The scope of related Shareholders and the review of related transactions shall be implemented in accordance with the specific system on related transactions formulated by the Board of the Company.

Article 85 Except in special circumstances such as a crisis of the Company, the Company shall not enter into any contracts whereby the management of the whole or a substantial part of the Company's business is delegated to a person other than a Director or a member of the senior management, unless such contract is approved by a special resolution of the Shareholders' meeting.

Article 86 Nomination, election and removal of Directors

(I) Nomination

- (1) a list of candidates for Directors shall be submitted to the Shareholders' meeting for approval by way of a proposal. The Board of the Company and the Shareholders holding more than 1% of the total voting shares shall have the right to nominate candidates for Directors to be appointed from among the representatives of the Shareholders. Among them, independent Directors shall be nominated by the current Board or Shareholders holding individually or collectively more than 1% of the shares of the Company. The nominating party shall not nominate any persons with whom it has an interest relationship, or any other closely related persons where circumstances may affect their independent performance of duties, as an independent Director candidate. Investor protection institutions established in accordance with the law may publicly request Shareholders to authorize them to exercise the right to nominate independent Directors on their behalf.

- (2) a proposal for nominating a candidate for a Director to be appointed from among the representatives of the Shareholders shall specify the candidate's detailed information and resume, ensuring Shareholders have a sufficient understanding of the candidate when voting. Before the Shareholders' meeting is convened, the Director candidate shall provide a written undertaking, consenting to the nomination, affirming that the data disclosed by the nominating party about the candidate is true and complete, and guaranteeing the performance of statutory duties upon election. The nominating party shall agree to provide a corresponding undertaking, affirming that the data provided regarding the Director candidate is true and complete.
- (3) the Board shall announce the resumes and basic information of the candidates for Directors to the Shareholders of the Company.

(II) Election

When the Shareholders' meeting votes on the election of Directors who are non-employee representatives, the cumulative voting system shall be implemented. The cumulative voting system shall refer to when the Shareholders' meeting elects two or more non-employee representative Directors, each share held by a Shareholder carries a number of voting rights equal to the number of non-employee representative Directors to be elected. The voting rights held by a Shareholder may be used collectively.

The operational rules for the accumulative voting system shall be as follows:

- (1) the total number of voting rights a Shareholder of the Company possesses in the election of non-employee representative Directors shall be equal to the number of shares held by the Shareholder multiplied by the number of non-employee representative Directors to be elected.
- (2) a Shareholder may concentrate all its voting rights and cast them for one candidate for non-employee representative Director, or distribute them among several candidates for non-employee representative Director, provided that the total number of votes cast by a Shareholder shall not exceed the total number of voting rights it is entitled to.
- (3) cumulative voting for the election of independent Directors and non-independent Directors shall be conducted separately.
- (4) in the voting process, the following restrictions regarding the proportion of Directors in the total number of Directors shall be observed, i.e. Directors who are employee representatives, Directors who concurrently hold senior management positions, and independent Directors.
- (5) candidates for Directors shall be ranked in descending order based on the total number of votes they receive. Those candidates ranking within the number of Directors to be elected at the meeting shall be elected, provided that the number of votes received by each elected Director shall exceed half of the voting shares represented by valid voting rights at the Shareholders' meeting.

- (III) Directors to be appointed from among employee representatives shall enter the Board of the Company directly following their democratic election by the employees of the Company. The Board shall inform the Shareholders of the resumes and basic information of the Directors to be appointed from among employee representatives.

Article 87 In addition to the cumulative voting system, the Shareholders' meeting shall vote on all the proposals separately; in the event of several proposals for the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the Shareholders' meeting is adjourned or no resolution can be passed due to force majeure or other special reasons, no proposal shall be postponed or fail to be voted upon at the Shareholders' meeting.

Article 88 No proposal shall be amended when it is deliberated at a Shareholders' meeting. Otherwise, it shall be deemed as a new proposal and shall not be voted upon at the Shareholders' meeting.

Article 89 The same voting right can only be exercised in one of the following ways: on-site, online, or by other means. Where the same vote is cast for two or more times, the first cast shall hold.

Article 90 The Shareholders' meeting shall vote by open ballot.

Article 91 Before voting on proposals commences, two (2) Shareholder representatives shall be elected as a vote counter and a scrutineer, respectively. Any Shareholder who is interested in the matter under consideration and his/her proxies shall not take part in counting the votes or scrutinizing the voting.

At the time of deciding on a proposal by voting at a Shareholders' meeting, lawyers and Shareholder representatives shall count and scrutinize the votes jointly, and announce the voting results forthwith. The voting results in connection with the resolution shall be recorded in the minutes of meeting.

Shareholders of the Company or their proxies shall have the right to check the results of their votes through the voting system if they vote via the Internet or by other means.

Article 92 An on-site Shareholders' meeting shall not end before that held on-line or otherwise, and the presider shall announce the voting status and results of each proposal on the meeting site and announce whether the proposal is adopted or not based on the voting results.

Prior to the formal announcement of the voting results, the parties involved in relation to voting on the site of the Shareholders' meeting, via the Internet or by other means, including the Company, the vote counter, scrutineer, Shareholders, and Internet service providers, shall be obliged to keep the voting status confidential.

Article 93 The Shareholders attending the Shareholders' meeting shall express one of the following opinions on the proposals to be voted on: support, oppose or abstain. Save for the circumstance under which the securities registration and settlement institution or recognized clearing house or its agent acting as the nominal holder of Shares under the mutual stock market access between the Mainland and Hong Kong, makes reporting in accordance with the instruction of the actual holder of relevant Shares.

Voting ballots that are blank, incorrectly filled in, illegible or uncast shall be deemed as the voter having waived his/her voting rights, and the voting result of the number of shares held by such voter shall be counted as "abstained".

Article 94 Where the meeting presider has any doubt about the result of a vote on a resolution, he/she may organize a recount of the votes cast. Where the presider fails to conduct a recount, any Shareholder or proxy present at the meeting who objects to the result announced by the presider shall have the right to demand a recount immediately after the announcement of the voting result. The presider shall promptly organize such a recount.

Article 95 Resolutions of the Shareholders' meeting shall be announced in time, which shall set out the number of Shareholders and proxies present at the meeting, the total number of voting shares held by them and their proportion in the total number of voting shares of the Company, voting methods, voting results of each proposal, and details of resolutions adopted.

Article 96 Where the proposals fail to be adopted or where the Shareholders' meeting changes the resolutions of the previous one, a special note shall be made in the announcement of the Shareholders' meeting resolution.

Article 97 Where proposed resolutions in relation to the election of Directors are adopted at a Shareholders' meeting, the new Directors shall take office immediately after the conclusion of the meeting.

Article 98 Where a proposal concerning cash dividends, bonus shares, or share capital increase from capital reserves, is passed at the Shareholders' meeting, the Company shall implement the specific plan within two (2) months after the conclusion of the Shareholders' meeting. If it is not possible to implement the specific program within two (2) months due to the provisions of laws and regulations or the securities regulatory rules of the place where the Company's shares are listed, the date of implementation of the specific program may be adjusted in accordance with such provisions and the actual situation.

CHAPTER 5 DIRECTORS AND THE BOARD OF DIRECTORS

Section 1 General Provisions on Directors

Article 99 Directors may include executive Directors, non-executive Directors, and independent Directors. The non-executive Director shall cover the Director who does not hold a management position in the Company.

Article 100 Directors of the Company shall be individuals, and a person may not serve as a Director of the Company in case of any of the following circumstances:

- (i) the person without capacity for civil conduct or with limited capacity for civil conduct;
- (ii) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding two (2) years from the date of expiry of the probationary period;
- (iii) the person who is a former Director, factory Director or president of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;
- (iv) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than three (3) years have elapsed since the date of such revocation of the business license;
- (v) the person listed as a judgment defaulter by a people's court because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;
- (vi) the person has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;
- (vii) the person who has been publicly determined by a stock exchange to be unfit to serve as a Director or senior management of a listed company, and the period of such determination has not expired;
- (viii) other contents stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the shares of the Company are listed.

Where a Director is elected or appointed in violation of this Article, the election, appointment or engagement shall be invalid. Where a Director falls under the circumstance of this Article during his or her tenure, the Company shall dismiss him or her from office and cease his/her performance of duties.

Article 101 Directors are elected or replaced by the Shareholders' meeting and may be removed from office by the Shareholders' meeting before the expiration of their term, however no such removal shall prejudice the Directors' claim for compensation available under any contract. The term of office for Directors shall be three (3) years, and they may be re-elected for consecutive terms. Where relevant securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the re-election of Directors, such provisions shall prevail.

The term of office for Directors shall begin as of the date of their appointment and end when the current Board's term expires. If the term of office for Directors expires and a timely re-election has not been made, the outgoing Directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules in the place where the Company's shares are listed and the Articles until the newly elected directors take office.

Directors may concurrently hold other senior management positions, but the total number of Directors who concurrently hold other senior management positions and Directors who are employees' representatives shall not exceed half of the total number of Directors of the Company.

Article 102 Directors shall comply with the provisions of laws, administrative regulations or the securities regulatory rules of the place where the Company's shares are listed and the Articles, and have a duty of loyalty to the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company, and they shall not make use of their powers to gain undue benefits.

The Directors shall bear the following obligations of loyalty to the Company:

- (i) to protect the safety and integrity of the Company's assets; not to encroach upon the Company's property or misappropriate the Company's funds; not to damage the interests of the Company for the interests of the actual controller, Shareholders, employees, himself/herself or other third parties by taking advantage of his/her position;
- (ii) not to deposit the Company's funds into an account opened in their own name or in the name of any other individual;
- (iii) not to offer bribes or accept other illegal gains by exploiting their powers;
- (iv) not to enter into any contract or transaction with the Company, directly or indirectly, unless the matter has been reported to the Board or the Shareholders' meeting and a resolution has been passed at the Board meeting or the Shareholders' meeting in accordance with the Articles;
- (v) not to exploit their position to seize for themselves or for others any business opportunity that belongs to the Company, except where the matter has been reported to the Board or the Shareholders' meeting and a resolution of the Shareholders' meeting has been passed, or where the Company is unable to utilize the business opportunity pursuant to the law, administrative regulations, or the Articles;
- (vi) not to operate, either for themselves, for others or entrust others to operate, any business which competes with the Company's business, unless the matter has been reported to the Board or the Shareholders' meeting and a resolution of the Shareholders' meeting has been passed;
- (vii) not to accept commissions in connection with the Company's transactions with others for their own benefit;

- (viii) not to unauthorizedly disclose the Company's secrets;
- (ix) not to damage the interests of the Company by taking advantage of his/her affiliation;
- (x) other obligations of loyalty as set out in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles.

Any income derived by a Director from violating this Article shall be surrendered to the Company. Where a loss is caused to the Company, the Director shall be liable for compensation.

The provisions of Paragraph 2(iv) of this Article shall apply to the conclusion of contracts or transactions with the Company by close relatives of Directors and senior management, enterprises directly or indirectly controlled by Directors, senior management or their close relatives, as well as related persons with whom Directors and senior management have other related relationships.

Article 103 Directors shall comply with the provisions of laws, administrative regulations and the Articles, and shall have a duty of diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company.

The Directors shall bear the following obligations of diligence to the Company:

- (i) they shall exercise the rights granted to them by the Company with prudence, diligence, and care to ensure that the Company's business activities comply with national laws, administrative regulations, and all national economic policies, and that business operations do not exceed the scope of business specified in the business license;
- (ii) they shall treat all Shareholders fairly;
- (iii) they shall ensure that they have sufficient time and energy to participate in the affairs of the Company, to pay continuous attention to events that may have a significant impact on the production and operation of the Company; promptly understand the status of the Company's business operations and management, and report to the Board in a timely manner on problems in the Company's business activities, and not to shirk their responsibilities on the grounds that they are not directly engaged in business management or are not aware of them;
- (iv) they shall sign a written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;
- (v) they shall provide relevant information and materials to the Audit Committee truthfully and shall not obstruct the Audit Committee from exercising its powers;
- (vi) they shall in principle attend the Board in person and prudently assess the risks and benefits that may arise from matters concerned; if for any reason a Director cannot attend the Board in person, he or she shall choose and appoint a proxy cautiously;

- (vii) they shall actively promote the compliant operation of the Company, to supervise the Company's true, accurate, complete, fair and timely performance of its information disclosure obligations, and to promptly correct and report on the Company's violations of law and regulations;
- (viii) they shall promptly report to the Board and supervise the Company's performance of its information disclosure obligations when they learn that the Company's Shareholders, actual controllers and their related persons have misappropriated the Company's assets, abused their control and other circumstances that harm the interests of the Company or other Shareholders;
- (ix) they shall strictly fulfill the commitments made;
- (x) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles.

Article 104 Where a Director fails to attend the Board meeting in person or entrust any other Director to attend the meeting on his/her behalf for two (2) consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board shall advise the Shareholders' meeting to remove such Director.

Article 105 Directors may resign before the expiration of their term. A Director's resignation shall be submitted to the Company in writing and shall become effective immediately upon receipt by the Company. The Company shall make the requisite disclosures regarding such resignation within two (2) trading days. In the event that the resignation of any Director results in the number members of the Board being less than the statutory minimum requirement, the said Directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles until the re-elected Directors assume their office. Under the circumstances described above, the Company shall complete the by-election within two (2) months. Save for the circumstances referred to in the preceding paragraph, the resignation of a Director becomes effective upon submission of his/her resignation report to the Board.

Article 106 The Company has established a system for managing the departure of Directors, and specified safeguards for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a Director's resignation takes effect or his/her term of office expires, the Director shall complete all handover procedures with the Board, and his/her fiduciary duties to the Company and Shareholders shall not be discharged upon the termination of office, but shall remain valid within a reasonable period specified in the Articles. A Director's liability arising from the performance of his/her duties during his/her tenure of office shall not be waived or terminated by his/her departure from office.

Article 107 A Director may be removed by a resolution of the Shareholders' meeting, and such removal shall take effect as of the date the resolution is adopted.

Where a Director is dismissed before the expiration of his/her term of office without a valid reason, the Director may demand compensation from the Company.

Article 108 Without the provisions of the Articles or the lawful authorization of the Board, no Director shall act on behalf of the Company or the Board in their personal capacity. When a Director acts in his/her personal capacity, if a third party would reasonably believe that the Director is acting on behalf of the Company or the Board, the Director shall make a prior declaration of his/her position and identity.

Article 109 Where a Director causes damage to others in the performance of his duties, the Company shall be liable for compensation. Where the Director commits intentional or gross negligence, he shall also be liable for compensation.

Where a Director violates the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles when performing his duties, and causes losses to the Company, he/she shall be liable for compensation.

Section 2 Board of Directors

Article 110 The Company has established a Board of Directors, which shall be composed of ten (10) Directors and have one (1) Chairman. The Directors shall be elected by the Shareholders' meeting. The Chairman of the Board shall be elected by more than half of all the Directors.

Article 111 The Board shall exercise the following duties and powers:

- (i) to convene Shareholders' meetings and report its work to the Shareholders' meeting;
- (ii) to implement the resolutions of the Shareholders' meetings;
- (iii) to resolve business operation plans and investment plans of the Company;
- (iv) to formulate the profit distribution plans and plans for recovery of losses of the Company;
- (v) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;
- (vi) to draft plans for significant acquisitions of the Company, the acquisition of shares of the Company, merger, division, dissolution or change of the form of the Company;
- (vii) to determine on such matters as the external investments, acquisition or sale of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions and external donations of the Company;
- (viii) to determine the internal management structure of the Company;
- (ix) to determine the appointment or dismissal of the president of the Company, secretary to the Board and other senior management, and decide their remuneration, awards and penalties; and based on the nomination of the president, to determine the appointment or dismissal of the senior management including vice president and CFO of the Company and determine their remuneration, rewards and penalties;

- (x) to formulate the basic management system of the Company;
- (xi) to formulate proposals for any amendment to the Articles;
- (xii) to manage the information disclosure of the Company;
- (xiii) to propose to the Shareholders' meeting for appointment or replacement of the accounting firms which provide audit services to the Company;
- (xiv) to listen to work reports of the president of the Company and review his/her work;
- (xv) other duties conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, the Article or the Shareholders' meeting.

Matters beyond the scope of such authorization shall be submitted to the Shareholders' meeting for consideration.

Article 112 The Board shall establish special committees such as the Audit Committee, the Nomination, Remuneration and Appraisal Committee, and the Strategy and ESG Committees if necessary. The special committees shall be accountable to the Board, perform duties pursuant to the Articles and the authorization of the Board, and submit motions to the Board for deliberation and decision. The members of the special committees shall be composed of all Directors. For the Audit Committee and the Nomination, Remuneration and Appraisal Committee, independent Directors shall constitute the majority and serve as conveners. The convener of the Audit Committee shall be an accounting professional. All members of the Audit Committee shall be Directors who do not hold senior management positions in the listed company.

Article 113 The Board of the Company shall make explanations to the Shareholders' meeting on the qualified auditing opinions issued by the certified public accountants on the Company's financial reports.

Article 114 The Board shall formulate the rules of procedures for the Board, so as to ensure that the Board duly implements the resolutions of the Shareholders' meeting, and works more efficiently to make reasonable decisions.

Article 115 The Board shall determine the scope of authorization in respect of external investment, acquisition and disposal of assets, asset mortgages, external guarantees, entrusted wealth management, related transactions and external donations, and set up strict inspection and decision-making procedures; for important investment projects, the Board shall organize the relevant experts and professionals for review and report to the Shareholders' meeting for approval.

- (i) Unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, the major asset purchases or sales (excluding the purchase of raw materials, fuel, power, or the sale of products, goods, and other assets related to ordinary operations); external investments (including entrusted wealth management, investments in subsidiaries, etc., excluding the establishment or capital increase of wholly-owned subsidiaries); provision of financial assistance (including entrusted loans); provision of guarantees (including guarantees for subsidiaries); rental

or lease assets; management-related contracts (including entrusted operations, agent operations, etc.); donation or receipt of assets (excluding receipt of cash assets); debt or equity restructuring; transfer of R&D projects; licensing agreements; waiver of rights (including pre-emptive rights, pre-emptive right to subscribe capital contribution, etc.) shall be subject to the review and approval of the Board as follows:

1. the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; where the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
2. the operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the Company's audited operating income in the latest accounting year and the absolute amount exceeds RMB10 million;
3. the net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the Company's audited net profit in the latest accounting year and the absolute amount exceeds RMB1 million;
4. the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB10 million;
5. the audited profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million.

If the data involved in the calculation of the above indicators is negative, the absolute value of the data shall be used.

(ii) Unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, the authority over related transaction matters shall be as follows:

1. the amount of transactions with the related natural persons exceeds RMB300,000;
2. the amount of transactions with the related legal persons exceeds RMB3 million and accounts for more than 0.5% of the absolute value of the latest audited net assets of the Company (excluding the guarantee provision, financial aid).

The amount of a related transaction shall be calculated based on the value of a single transaction or the cumulative amount of transactions occurring over a consecutive 12-month period.

- (iii) Unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, the authority over external guarantee matters shall be as follows:

The external guarantee matters stipulated in Article 47 of the Articles and other external guarantee matters that shall be considered and approved by the Shareholders' meeting pursuant to the relevant laws, regulations and normative documents shall be submitted by the Board to the Shareholders' meeting for consideration and approval. In addition to the above provisions, other guarantees shall be decided by the Board and shall be subject to the consent of at least two-thirds of the Directors present at the Board meeting.

Notwithstanding the foregoing, if a transaction entered into by the Company may constitute a related transaction under the securities regulatory rules of the place where the Company's shares are listed and/or a transaction required to be announced, the Company shall comply with the relevant laws, regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed.

Article 116 The Chairman of the Board shall exercise the following powers:

- (i) to preside over the Shareholders' meetings and to convene and preside over the Board meeting;
- (ii) to supervise and inspect the execution of the Board resolutions;
- (iii) other functions and powers granted by the Board.

Article 117 Where the Chairman of the Board is unable or fails to perform his/her duty, a Director jointly elected by more than half of the Directors shall perform the duty of Chairman.

Article 118 The Board shall convene at least four (4) meetings per year, called by the Chairman, and all Directors shall be notified in writing fourteen (14) days prior to the meeting.

Article 119 Shareholders representing more than one-tenth of the voting rights, more than one third of the Directors, or the Audit Committee may propose to convene an extraordinary Board meeting. The Chairman shall convene and preside over the Board meeting within ten (10) days after receiving the proposal.

The Chairman of the Board may decide to convene an extraordinary Board meeting when he/she deems it necessary. An extraordinary Board meeting shall be convened by notifying all Directors and the non-Director president in writing (including personal service, mail, facsimile, email, etc.) or by telephone at least three (3) days prior to the meeting, provided that under urgent circumstances requiring the prompt convening of an extraordinary Board meeting, notification may be issued at any time by telephone or other oral means, but the convener shall provide an explanation at the meeting.

Article 120 The notice of the Board meeting shall contain the following contents:

- (i) the date and venue of the meeting;
- (ii) duration of the meeting;
- (iii) reason for convening the meeting and agenda thereof;
- (iv) the date of issuing the notice.

Article 121 A Board meeting shall be held only if more than half of the Directors are present. Resolutions made by the Board shall be passed by a majority of all Directors.

Voting on Board resolutions shall be conducted on a one person, one vote basis.

Article 122 Where a Director is related to an enterprise or individual involved in a matter resolved at a Board meeting, such Director shall promptly report in writing to the Board. Directors who are related shall not exercise their voting rights on the resolution, nor shall they exercise their voting rights on behalf of other Directors. If a Director or any of his/her close associates has a material interest in any contract, arrangement or any other proposal, such Director shall neither vote on the relevant Board resolution regarding such contract, arrangement or proposal, nor be counted in the quorum present at the meeting. A Board meeting may be held if more than half of the Directors without associated relationships are present, and resolutions made at the Board meeting shall be passed by a majority of the Directors without associated relationships. Where the number of Directors without associated relationships attending the Board meeting is less than three (3), the matter shall be submitted to the Shareholders' meeting for review. Where laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed impose additional requirements or restrictions on Directors' participation in Board meetings and voting, such provisions shall prevail.

Article 123 Board meetings shall be conducted and voting shall be conducted by open ballot.

Article 124 The Directors shall attend the Board meeting in person. If a Director is unable to attend the meeting for some reasons, he/she may entrust another Director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the name, matters entrusted to, scope of authorization and term of validity of the proxy, and shall be signed or sealed by the principal. The Director who attends the meeting on behalf of another Director shall exercise the rights of the Director within the scope of authorization. A Director failing to attend the Board meeting in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.

Article 125 The Board shall prepare minutes regarding the decisions on matters considered at the meeting, which shall be signed by the Directors attending the meeting.

The minutes of Board meetings shall be kept in corporate archives for a period of not less than ten (10) years.

Article 126 The minutes of the Board meeting shall include the following:

- (i) the date and venue of the meeting and the name of the convener;
- (ii) names of the Director present and the Director (proxy) appointed by others to attend the Board meeting;

- (iii) agenda of the meeting;
- (iv) key points of the Directors' speeches;
- (v) voting method and results of each resolution (the voting results shall indicate the number of votes in favor, against or abstention).

Article 127 Directors shall be liable for the resolutions of the Board. Where the Board resolution violates laws, administrative regulations or the Articles or the resolution of the Shareholders' meeting, resulting in substantial losses to the Company, the Directors involved in the resolution shall be liable to the Company. Provided that a Director is proven to have dissented at the vote adopting such resolution and such dissension was noted in the minutes, then the Director may be exempt from liability.

Section 3 Independent Directors

Article 128 The independent Directors (also known as independent non-executive Directors) shall conscientiously perform their duties in accordance with the laws, administrative regulations, the regulations of the CSRC, the securities regulatory rules of the place where the shares of the Company are listed and the Articles, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board, safeguard the interests of the Company as a whole, and protect the lawful rights and interests of small and medium-sized Shareholders.

Article 129 Independent Directors shall maintain their independence. The following persons shall not serve as the independent Directors:

- (i) Persons working for the Company or its subsidiaries, their spouses, parents and children, and major social relations;
- (ii) Natural person Shareholders who directly or indirectly hold more than one (1) percent of the Company's issued shares or who are among the Company's top ten (10) Shareholders, and their spouses, parents and children;
- (iii) Persons who work for Shareholders who directly or indirectly hold more than five (5) percent of the Company's issued shares or who work for one of the Company's top five (5) Shareholders, and their spouses, parents, and children;
- (iv) Persons serving in the subsidiary enterprises of the Company's controlling Shareholders and actual controllers and their spouses, parents and children;
- (v) Persons who have significant business dealings with the Company, its controlling Shareholders, actual controllers or their respective subsidiaries, or who serve in units with which they have significant business dealings and their controlling Shareholders or actual controllers;

- (vi) Persons providing financial, legal, consulting, underwriting, or other services to the Company and its controlling Shareholders, actual controllers, or their respective subsidiaries, including but not limited to all members of the project team, review personnel at all levels, signatories on the report, partners, Directors, senior management, and primary responsible persons from the intermediary institution providing such services;
- (vii) Persons who have been in the situations listed in (i) to (vi) within the last twelve (12) months;
- (viii) Other persons who do not possess independence as stipulated by laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and the Articles.

The subsidiaries of the controlling Shareholders and actual controllers of the Company mentioned in (iv) to (vi) of the preceding paragraph do not include the enterprises which are controlled by the same State-owned assets management institution together with the Company and are not related to the Company according to the relevant regulations.

Independent Directors shall conduct an annual self-examination of independence and submit the self-examination result to the Board. The Board shall evaluate and issue a special opinion on the independence of the incumbent independent Directors on an annual basis, which shall be disclosed at the same time as the annual report.

When assessing whether a Director is eligible to serve as an independent non-executive Director, the Company shall consider the factors set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules. If a Director is involved in any such circumstance, his/her independence may be called into question.

An independent non-executive Director shall confirm the following items to the Company, while the Company shall confirm in the announcement of the appointment of such independent non-executive Director that the Director has confirmed:

- (a) his/her independence in relation to the factors specified in Rules 3.13(1) to (8) of the Hong Kong Listing Rules;
- (b) any past or current financial or other interest in the business of the Company or its subsidiaries, or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company, if any; and
- (c) the absence of any other factor at the time of appointment that could affect his/her independence.

In the event of any subsequent change in circumstances that may affect his/her independence, each independent non-executive Director shall, as soon as practicable, notify the Company and the Hong Kong Stock Exchange. The Company shall confirm in its annual report whether it continues to consider the relevant independent non-executive Directors to be independent.

Article 130 The person to serve as an independent Director shall meet the following requirements:

- (i) to be qualified to be a Director of a listed company in accordance with laws, administrative regulations and other relevant regulations;
- (ii) to comply with the requirement for independence set out in the Articles;
- (iii) to have the basic knowledge of the operation of listed companies and be familiar with the relevant laws, regulations and rules;
- (iv) to have at least five (5) years of working experience in law, accounting or economics necessary for performing the duties of an independent Director;
- (v) to have good personal integrity and no major breach of trust or other adverse records;
- (vi) other conditions as stipulated by laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and the Articles.

Article 131 As members of the Board, independent Directors shall have fiduciary duties and duties of diligence to the Company and all Shareholders, and shall prudently perform the following duties:

- (i) to participate in the decision-making of the Board and express clear opinions on the matters under consideration;
- (ii) according to relevant supervision regulations, to supervise potential material conflicts of interest between the Company and controlling Shareholders, actual controllers, Directors and senior management so as to protect the lawful rights and interests of minority Shareholders;
- (iii) to provide professional and objective advice on the Company's operation and development, and promote the enhancement of the Board's decision-making level;
- (iv) to review connected transactions and other significant transactions in accordance with the provisions of the Hong Kong Listing Rules;
- (v) other duties provided for by laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles.

Article 132 The independent Directors shall exercise the following special duties and powers:

- (i) to independently engage intermediaries to audit, consult or verify specific matters of the Company;
- (ii) to propose to the Board to convene an extraordinary Shareholders' meeting;

- (iii) to propose to convene a Board meeting;
- (iv) to publicly solicit the rights of Shareholders from Shareholders in accordance with law;
- (v) to express independent opinions on matters that may jeopardize the interests of the Company or minority Shareholders;
- (vi) other duties and powers as stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and the Articles.

When an independent Director exercises the powers and functions listed in (i) to (iii) of the preceding paragraph, he/she shall obtain the approval of a majority of all independent Directors.

The Company shall disclose in a timely manner any exercise of the duties and powers listed in the first paragraph by independent Directors. Where the above duties and powers cannot be exercised normally, the Company shall disclose the details and reasons.

Article 133 The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent Directors of the Company:

- (i) related/connected transactions that shall be disclosed;
- (ii) plans of the Company and relevant parties to change or waive commitments;
- (iii) decisions made and measures taken by the Board of the acquired company in response to the acquisition;
- (iv) other matters stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's Shares are listed and the Articles.

Article 134 The Company has established a mechanism for special meetings attended by all independent Directors. Matters deliberated by the Board, such as connected transactions, shall be endorsed in advance by a special meeting of independent Directors.

The Company holds special meetings of independent Directors on a regular or irregular basis. Matters specified in (i) to (iii) of Paragraph 1 of Article 132 and Article 133 of the Articles shall be submitted for review by the special meeting of independent Directors.

Special meetings of independent Directors may study and discuss other matters of the Company as needed.

Special meeting of independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent Directors may convene and elect a representative to preside over the meeting on their own.

Minutes of special meetings of independent Directors shall be prepared in accordance with the regulations, and the opinions of independent Directors shall be set out in the minutes. The independent Directors shall sign and confirm the minutes of the meeting.

The Company shall facilitate and support the convening of special meetings of independent Directors.

The Chairman shall hold meetings with the independent non-executive Directors at least annually without the presence of other Directors.

Section 4 Special Committees of the Board of Directors

Article 135 The Board of the Company has set up an Audit Committee to exercise the duties and powers of the Supervisory Committee as stipulated in the Company Law.

Article 136 The Audit Committee consists of three (3) members who are Directors not serving as senior management of the Company. Among them, three (3) are independent Directors, and the convener shall be an accounting professional selected from among the independent Directors.

Article 137 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board for consideration upon the consent of more than half of all members of the Audit Committee:

- (i) disclosure of financial information in the financial accounting report and periodic report, and the internal control evaluation report;
- (ii) engagement or removal of the accounting firm that provides audit services for the Company;
- (iii) appointment or dismissal of the CFO of the listed company;
- (iv) making changes in accounting policies and estimates or correcting significant accounting errors for reasons other than changes in accounting standards;
- (v) other matters provided for by laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles.

Article 138 The Audit Committee shall meet at least once a quarter. An extraordinary meeting may be convened on the proposal of two or more members, or if the convener deems it necessary. A meeting of the Audit Committee may be held only when more than two-thirds of the members are present.

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

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

Resolutions of the Audit Committee shall be recorded in meeting minutes, and the members present at the meeting shall sign the minutes.

Working rules and procedures for the Audit Committee shall be formulated by the Board.

Article 139 The Board of the Company has set up the Strategy and ESG Committee, the Audit Committee, the Nomination, Remuneration and Appraisal Committee and other special committees, which shall perform their duties in accordance with the Articles and the authorization of the Board. Proposals from special committees shall be submitted to the Board for consideration and decision. Working rules and procedures for the special committees shall be formulated by the Board.

Article 140 The Nomination, Remuneration and Appraisal Committee shall be responsible for formulating selection standards and procedures for Directors and senior management, the screening and reviewing of candidates for Directors and senior management and their qualification, and working out appraisal standards for Directors and senior management and conducting appraisals, formulating and reviewing remuneration policies and programs such as the mechanism for determining the remuneration of Directors and senior management, the decision-making process, and the arrangements for payment and stoppage of recourse, as well as making recommendations to the Board in respect of the following matters:

- (i) nomination or appointment and removal of Directors;
- (ii) appointment or dismissal of senior management;
- (iii) remunerations of Directors and senior management;
- (iv) formulation or change of the equity incentive plans and employee stock ownership plans, and the conditions for incentive objects to be granted with options and exercise options;
- (v) the arrangement of shareholding plans of Directors and senior management in subsidiaries to be split;
- (vi) other matters provided for by laws, administrative regulations, rules of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles.

Where the Board fails to adopt or fully adopt the recommendations of the Nomination, Remuneration and Appraisal Committee, the Board shall record in its resolution the opinions of the Nomination, Remuneration and Appraisal Committee and the specific reasons for not adopting such opinions, and make corresponding disclosure.

Article 141 The Strategy and ESG Committee is responsible for formulating the Company's long-term development strategy, ESG performance standards, and major investment decisions, and shall propose to the Board on the following matters:

- (i) to study and make suggestions on the long-term development strategy and plan of the Company;

- (ii) to study the major investment and financing plans that should be approved by the Board as required by the Articles and put forward suggestions;
- (iii) to study and make recommendations on major capital operation and asset management projects that are required to be approved by the Board as stipulated in the Articles;
- (iv) to study other important matters that may affect the development of the Company and put forward suggestions;
- (v) to study the ESG governance of the Company and provide decision-making consultation and suggestions, check the progress of the implementation of the Company's ESG strategy and goals, debrief the work reports of the working group and offer opinions, review the Company's annual ESG report and other ESG-related information disclosures to ensure the completeness and accuracy of ESG reports and other ESG-related disclosures;
- (vi) to check the implementation of the above matters;
- (vii) other affairs authorized by the Board;
- (viii) other matters provided for by laws, administrative regulations, rules of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles.

CHAPTER 6 SENIOR MANAGEMENT

Article 142 The Company shall have one (1) President, appointed and dismissed by the Board. Upon the nomination of the President, the Company may have certain Executive/Senior Vice Presidents and one (1) CFO, all of whom shall be appointed and dismissed by the Board.

The President, Executive/Senior Vice Presidents, Board Secretary, and CFO of the Company are the senior management of the Company.

Article 143 The provisions of the Articles regarding the circumstances under which a person may not serve as a Director and the departure management system shall also apply to senior management.

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

Article 144 A person holding an administrative position other than as a Director or Supervisor in an entity held by a controlling Shareholder of the Company shall not serve as the senior management of the Company.

The senior management of the Company shall receive their salaries only from the Company and not from the controlling Shareholder.

Article 145 The President shall serve a term of three (3) years for each tenure and may serve consecutive terms if re-appointed.

Article 146 The President shall be responsible to the Board and exercise the following powers:

- (i) to preside over the production and operation management of the Company, organize the implementation of the resolutions of the Board, and report work to the Board;
- (ii) to organize the implementation of the annual business plan and investment plan of the Company;
- (iii) to propose the plan for the establishment of the internal management organization of the Company;
- (iv) to draft the basic management system of the Company;
- (v) to formulate the specific rules of the Company;
- (vi) to propose to the Board the appointment or dismissal of the Executive/Senior Vice Presidents and the CFO of the Company;
- (vii) to decide on the appointment or dismissal of management other than those whose appointment or dismissal shall be decided by the Board;
- (viii) to draft the salaries, welfare, and rewards and punishments of the employees of the Company, and decide on the employment and dismissal of the employees of the Company;
- (ix) to propose the convening of extraordinary meetings of the Board;
- (x) other powers granted by the Articles or the Board.

The President shall attend the meetings of the Board without voting rights.

Article 147 The President shall formulate the detailed rules for his/her work, which shall be implemented after being approved by the Board.

Article 148 The detailed rules for the work of the President shall include the following:

- (i) the conditions, procedures, and participants of the President's meetings;
- (ii) the specific responsibilities and division of labor of the President and other senior management;
- (iii) the authority for the use of the Company's funds and assets, the signing of major contracts, and the reporting system to the Board;
- (iv) other matters the Board deems necessary.

Article 149 The President may resign from office before the expiry of his/her term. The specific procedures and measures for the resignation of the President shall be stipulated in the labor contract between the President and the Company.

Article 150 The Executive/Senior Vice Presidents shall assist the President in performing relevant duties. The Company shall stipulate in the working system of the President the appointment and dismissal procedures of the Executive/Senior Vice Presidents, the relationship between the Executive/Senior Vice Presidents and the President, and may stipulate the powers of the Executive/Senior Vice Presidents.

Article 151 The Company shall have one (1) Board Secretary, who shall be nominated by the Chairman of the Board and shall be responsible for, among other matters, the preparation of the Shareholders' meetings and Board meetings of the Company, the custody of documents, the management of Shareholder data of the Company, and the handling of information disclosure matters.

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

Article 152 Where a member of senior management causes harm to others in performing the duties of the Company, the Company shall bear the compensation liability; where the senior management is intentional or grossly negligent, he/she shall also bear the compensation liability.

Where a member of senior management, in performing the duties of the Company, violates the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles, and causes losses to the Company, he/she shall bear the compensation liability.

Article 153 The senior management of the Company shall faithfully perform their duties and safeguard the maximum interests of the Company and all Shareholders.

Where the senior management of the Company fails to faithfully perform their duties or breaches their fiduciary duties, causing damage to the interests of the Company and the public Shareholders, they shall bear the compensation liability in accordance with the law.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEMS, AND DISTRIBUTION OF PROFITS AND AUDIT

Section 1 Financial Accounting System

Article 154 The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations and the requirements of relevant regulatory authorities of the PRC.

Article 155 The Company shall submit and disclose the annual report to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within four (4) months after the end of each fiscal year; submit and disclose the interim report to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within two (2) months after the end of the first half of each fiscal year.

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

Article 156 The Company shall not set up any other accounting books except for the statutory accounting books. The funds of the Company shall not be deposited into an account opened in the name of any individual.

Article 157 When distributing after-tax profits of the year, the Company shall allocate ten (10) percent of its after-tax profits for the Company's statutory reserve fund. Where the aggregate balance in the statutory reserve fund has reached fifty (50) percent or more of the Company's registered capital, the Company need not make any further allocations to that fund.

Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory reserve in accordance with the preceding provision.

After the Company has extracted the statutory surplus reserve from the post-tax profit, it may, upon resolution of the Shareholders' meeting, extract a discretionary surplus reserve from the post-tax profit.

The remaining post-tax profit after the Company has made up for losses and extracted surplus reserves shall be distributed in proportion to the shares held by the Shareholders, unless otherwise specified under the Articles.

Where the Shareholders' meeting violates the Company Law and distributes profits to the Shareholders, the Shareholders shall return the profits distributed in violation of the regulations to the Company; where loss is caused to the Company, Shareholders and the responsible Directors and senior management shall hold liability for compensation.

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

The Company shall appoint one or more collection agents in Hong Kong for the H-Shareholders. The collection agent shall collect and hold on behalf of the relevant H-Shareholders the dividends and other payments distributed by the Company in respect of the H-shares, pending payment to such H-Shareholders. The collection agent appointed by the Company shall comply with the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 158 Profit distribution policy of the Company:

I. Principles of profit distribution

The Company shall implement a consistent and stable profit distribution policy. Such distribution shall fully consider providing reasonable investment returns to Shareholders while maintaining the Company's sustainable development, adopting active cash or share dividend distribution policies. The Board shall formulate specific profit distribution proposals, plans, and schedules in accordance with the following principles:

- (i) due emphasis shall be placed on providing reasonable investment returns to investors without compromising their lawful rights and interests;
- (ii) the Company's profit distribution policy shall maintain continuity and stability, for the long-term interest of the Company, in the interest of all Shareholders as a whole, and for sustainable development of the Company;
- (iii) priority shall be given to dividend distribution in cash;
- (iv) to fully listen to and consider the opinions and requests of minority Shareholders;
- (v) to comprehensively consider the prevailing national monetary policy environment and macroeconomic conditions.

The Company may refrain from profit distribution under any of the following circumstances:

- (i) the most recent year's audit report was unqualified or unqualified with a paragraph on material uncertainties related to going concern;
- (ii) the Company's debt-to-asset ratio exceeds 70%;
- (iii) the Company's net operating cash flow is negative.

II. Form of profit distribution

The Company distributes profit in the form of cash, shares or a combination of cash and shares.

- (i) Share dividend distribution: distributing profits by way of share dividend shall consider true and reasonable factors such as growth of the Company and dilution of net assets per share. If the Company demonstrates rapid growth in both operating revenue and net profit and the Board believes that the Company's share capital structure is reasonable, a share dividend distribution plan may be proposed.

(ii) Cash dividend distribution: on the premise of the Company's cash flow adequately supporting its normal operations and long-term development, the Company shall prioritize cash dividend distribution. The cumulative cash dividends distributed over every three (3) years shall not be less than 30% of the average annual distributable profits realized over those three (3) years.

(iii) Specific conditions for profit distribution:

1. The Board shall propose a differentiated cash dividend policy in accordance with the procedures as required by this Articles, taking into full account of various factors such as features of the industries where the Company operates, the stage of development of the Company, its own business model, level of profitability, and whether there is significant capital expenditure arrangement, and based on the following situations:

- (1) where the Company is in a mature development stage and has no significant capital expenditure arrangements, when profit distribution is made, the cash dividend shall at least account for 80% of the profit distribution;
- (2) where the Company is in a mature development stage and has significant capital expenditure arrangements, when profit distribution is made, the cash dividend shall at least account for 40% of the profit distribution;
- (3) where the Company is in the growth stage and has significant capital expenditure arrangements, when making profit distribution, the cash dividend shall at least account for 20% of the profit distribution;

Where it is difficult to distinguish the development stage of the Company and there are significant capital expenditure arrangements, the profit distribution shall be dealt with pursuant to the preceding provisions.

2. Unless it does not meet the profit distribution conditions, the Company shall in principle distribute dividends in cash on an annual basis. The distributable profit of the Company for the year (i.e., the after-tax profit remaining after the Company has made up for losses and allocated to the reserve funds) shall be positive, and provided that no significant investment plans or significant cash expenditures occur, the cumulative profit distributed by the Company in cash over every three (3) years shall be not less than 30% of the average annual distributable profit realized over those three (3) years. Significant investment plans or significant cash expenditure shall cover:

- (1) transactions involving asset purchase, external investments, or fixed asset investments to be undertaken by the Company within the next year, where the total assets involved amount to 10% of the Company's most recently audited net assets and exceed RMB50 million;

- (2) transactions involving asset purchase, external investments, or fixed asset investments to be undertaken by the Company within the next year, where the total assets involved amount to 5% of the Company's most recently audited total assets;
 - (3) any other circumstance specified by the CSRC or the Shenzhen Stock Exchange.
- 3. Provided that the funding needs for raw material procurement and anticipated significant investment plans or significant capital expenditures are satisfied, the Board may declare an interim dividend based on the Company's current operating profits and cash flow position. Any specific interim dividend proposal shall be reviewed by the Board and submitted to the Shareholders' meeting for approval.
- 4. Share dividend distribution of the Company shall not exceed the scope of accumulated distributable profits.

III. Decision-making procedures for profit distribution

- (i) when the Company formulates specific cash dividend plans, the Board shall carefully study and discuss the timing, conditions, and minimum proportion, conditions for adjustment, and requirements for decision-making procedures of the cash dividend of the Company when formulating the specific proposal of cash dividend.
- (ii) the annual profit distribution proposal of the Company shall be put forward and formulated by the Board in accordance with the Articles and the Company's financial and operational conditions, and shall be submitted to the Shareholders' meeting for approval after being adopted by an affirmative vote of more than half of all Directors.
- (iii) before considering details of the cash dividend plan by the Shareholders' meeting, active communication with the Shareholders (especially the minority Shareholders) shall be made through various channels so as to listen to their opinions and demand and make a prompt response to their concerns.
- (iv) where the Board fails to propose a cash dividend distribution plan, it shall disclose the reasons thereof. Independent Directors shall have the right to express independent opinions where they are of the opinion that specific cash dividend proposals may impair the interests of the Company or minority Shareholders. Where the Board does not adopt or only partially adopts the opinions of independent Directors, the Board resolution shall record such independent opinions and the specific reasons for non-adoption, and corresponding disclosures shall be made.
- (v) where any Shareholder misappropriates the funds of the Company unlawfully, the Company shall deduct cash dividends to be distributed to such Shareholder for making up the amount misappropriated.
- (vi) when convening the annual Shareholders' meeting to review the annual profit distribution plan, the Company may consider and approve the conditions, maximum ratio, and maximum amount for interim cash dividends in the following year. The maximum interim dividend for the following year approved at the annual Shareholders' meeting shall not exceed the net profit attributable to the Company's Shareholders during the corresponding period. The Board shall formulate a specific interim dividend plan in compliance with the profit distribution conditions and in accordance with the resolutions of the Shareholders' meeting.

IV. Adjustment to profit distribution policy

- (i) the Company shall, through multiple channels, fully consider and listen to opinions from Shareholders (particularly minority Shareholders) and independent Directors to make appropriate adjustments to the current dividend distribution policy, thereby establishing the Shareholder return plan for the relevant period.
- (ii) where the Company reports annual profitability but fails to propose a cash dividend distribution plan, the Board of the Company shall disclose in the periodic reports the reasons for not implementing profit distribution or for excluding cash distribution form, as well as the specific use of retained funds.
- (iii) the profit distribution policy may be adjusted where new regulations are promulgated by the national laws, regulations and securities regulatory authorities regarding the dividend policy of listed companies, or where the current profit distribution policy is indeed inconsistent with the Company's production and operation, investment planning and long-term development goals. Any proposal to adjust the profit distribution policy shall provide a detailed justification for such adjustment. The revised policy shall not violate the relevant regulations of the CSRC and the Shenzhen Stock Exchange. Proposals regarding adjustments to the profit distribution policy shall be submitted by the Board of the Company to the Shareholders' meeting for review and approval.
- (iv) any resolution of the Board of the Company regarding adjustments to the profit distribution policy shall be adopted by an affirmative vote of more than half of all Directors.

Article 159 When a resolution is made by the Shareholders' meeting of the Company on the profit distribution plan, or the Board of the Company has formulated a specific plan based on the conditions and upper limit of the next year's interim dividend approved at the annual Shareholders' meeting, the Board shall complete the dividend (or share) distribution in two (2) months after the Shareholders' meeting.

Article 160 The reserves of the Company shall be used to cover the Company's losses, expand its production and operation or to be converted into an increase in the Company's registered capital.

To make up for the Company's losses, the Company shall first use the discretionary surplus reserve and statutory surplus reserve; where they are insufficient, the capital reserve can be used in accordance with the regulations.

When the statutory surplus reserve is converted to increase the registered capital, the remaining statutory surplus reserve shall be not less than twenty-five (25) percent of the registered capital of the Company before the capital increase.

Section 2 Internal Audit

Article 161 The Company shall implement an internal audit system, specifying, among other matters, the leadership structure, duties and powers, staffing, funding, utilization of audit results, and accountability thereof.

The Company's internal audit system shall be implemented and publicly disclosed following approval by the Board.

Article 162 The Company's internal audit institution shall conduct oversight and inspection of the Company's business activities, risk management, internal control, and financial information, and other matters.

Article 163 The internal audit institution shall be responsible for the Board.

In overseeing and inspecting business activities, risk management, internal control, financial information, the Company's internal audit institution shall be under the supervision and guidance of the Audit Committee. Where the internal audit institution identifies any material issues or related clues, it shall immediately report directly to the Audit Committee.

Article 164 The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. Based on the evaluation reports and relevant data issued by the internal audit institution and reviewed by the Audit Committee, the Company shall work out an annual internal control evaluation report.

Article 165 When the Audit Committee communicates with external auditing entities such as accounting firms and state auditing authorities, the internal audit institution shall actively cooperate and provide necessary support and assistance.

Article 166 The Audit Committee shall engage in the performance appraisal of the one in charge of the internal audit.

Section 3 Appointment of Accounting Firms

Article 167 The Company shall appoint an accounting firm that complies with the provisions of the Securities Law and the securities regulatory rules of the place where the Company's shares are listed to conduct, among other matters, the audit of financial statements, verification of net assets, and other related consultancy services. The term of appointment shall be one (1) year, subject to renewal.

Article 168 The appointment, dismissal, or non-renewal of the accounting firm by the Company shall be approved by a majority of all members of the Audit Committee, submitted to the Board for consideration, and thereafter decided by the Shareholders' meeting by an ordinary resolution. The Board shall not appoint an accounting firm prior to the decision of the Shareholders' meeting.

Article 169 The Company undertakes to provide the engaged accounting firm with true and complete accounting documents, accounting books, financial accounting reports, and other accounting materials, and shall not refuse, conceal, or make false reports.

Article 170 The remuneration of the accounting firm, or the method for determining such remuneration, shall be decided by the Shareholders' meeting.

Article 171 When the Company dismisses or does not renew the employment of an accounting firm, it shall give a fifteen (15) days' prior notice to the accounting firm. When the Shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be permitted to present its views.

Where the accounting firm proposes to resign, it shall provide an explanation to the Shareholders' meeting as to whether there are any improper circumstances involving the Company.

CHAPTER 8 NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 172 The notices of the Company may be served in the following manner:

- (i) by personal delivery;
- (ii) by post;
- (iii) in the form of an announcement;
- (iv) others stated herein.

With respect to the method of service for notices provided and/or disclosed by the Company to Shareholders of H Shares as required by the securities regulatory rules of the place where the Company's shares are listed, the Company may send or provide notices to such Shareholders by electronic means or by publishing the information on the Company's website or the website of the stock exchange where the Company's shares are listed, subject to compliance with the securities regulatory rules of such place.

Article 173 Any notice given by the Company by means of a public announcement shall be deemed to have been received by all relevant persons upon its publication. If the securities regulatory authority and the stock exchange where the Company's shares are listed otherwise provide, such provisions shall prevail.

Article 174 The notice for convening a Shareholders' meeting of the Company shall be given by way of an announcement.

Article 175 The notice for convening a Board meeting of the Company shall be given in writing (by mail, facsimile, email, or personal delivery).

Article 176 Notices of the Company served by personal delivery shall require a signature or seal from the recipient on an acknowledgment of receipt, with the date of such signing being the service date. Notices of the Company dispatched by mail shall be deemed served on the fifth (5) business day after the date of handing to the postal service. Notices of the Company given by a public announcement shall be deemed served on the date of the first publication.

Article 177 The accidental failure to deliver a meeting notice to any person entitled to such notice, or the non-receipt of a meeting notice by such person, shall not invalidate the meeting or any resolution passed thereat.

Section 2 Announcement

Article 178 The Company shall publish its announcements and other information required to be disclosed in the information disclosure newspapers or through websites, and other media designated by the securities regulatory authority and the stock exchange where the Company's shares are listed.

Unless the context otherwise requires, for the purposes of announcements issued to A-share Shareholders or those required by relevant regulations and the Articles to be published within China, such announcements shall be published on the website of the SZSE and in the media that meet the conditions prescribed by the CSRC. For the purposes of announcements issued to H-share Shareholders or those required by relevant regulations and the Articles to be published in Hong Kong, such announcements must be published on the Company's website, the website of the Hong Kong Stock Exchange, and other websites as may be prescribed from time to time by the Hong Kong Listing Rules, in accordance with the relevant requirements under the Hong Kong Listing Rules.

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

Section 1 Merger, Division, and Capital Increase and Reduction

Article 179 A combination of the Company can be structured as either a merger or a consolidation.

A merger occurs when one company absorbs another, leading to the dissolution of the absorbed company. A consolidation occurs when two or more companies combine to establish a new entity, resulting in the dissolution of the combining parties.

Article 180 Where the price paid by the Company for the combination does not exceed ten (10) percent of the net assets of the Company, no resolution of the Shareholders' meeting may be required, unless otherwise provided in the Articles.

Where the Company undertakes a merger pursuant to the preceding paragraph without a resolution of the Shareholders' meeting, such merger shall be approved by a resolution of the Board.

Article 181 When the Company combines, the merging parties shall execute a combination agreement and prepare a balance sheet along with a list of property. The Company shall notify creditors within ten (10) days of making the combining resolution and make an announcement in newspapers or through the National Enterprise Credit Information Publicity System within thirty (30) days. Where the securities regulatory rules of the place where the Company's shares are listed impose additional requirements, the relevant parties shall also comply with such requirements.

Creditors who receive the notice may request debt repayment or corresponding guarantees within thirty (30) days from the date of receiving the notice, while those who do not receive the notice may request debt repayment or corresponding guarantees within forty-five (45) days from the date of such announcement.

Article 182 When the Company combines, the claims and debts of the combining parties shall be succeeded by the surviving company or the newly established company.

Article 183 The property shall be divided accordingly in the event of a split of the Company.

In case of the Company split, a balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten (10) days from the date of making the resolution on the split, and make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty (30) days. Where the securities regulatory rules of the place where the Company's shares are listed impose additional requirements, the relevant parties shall also comply with such requirements.

Article 184 The debts incurred before the division of the Company shall be jointly borne by the Company after the division, unless otherwise as agreed in writing between the Company and its creditors with respect to the settlement of debts before the division.

Article 185 When the Company needs to reduce its registered capital, it shall prepare a balance sheet and a list of property.

The Company shall notify creditors within ten (10) days from the date of making the resolution to reduce its registered capital, and make an announcement in newspapers or through the National Enterprise Credit Information Publicity System within thirty (30) days. Creditors who have received the notice shall have the right to demand repayment of debts or provide corresponding guarantees within thirty (30) days from the date of receiving the notice, while those who have not received the notice shall have the right to demand repayment of debts or provide corresponding guarantees within forty-five (45) days from the date of the announcement. Where the securities regulatory rules of the place where the Company's shares are listed impose additional requirements, the relevant parties shall also comply with such requirements.

Where the Company reduces its registered capital, it shall reduce its capital contribution or shares in proportion to the shares held by Shareholders, unless otherwise provided by law or the Articles.

Article 186 Where the Company still has losses after making up for them in accordance with the provisions of Paragraph 2 of Article 160 of the Articles, it may reduce its registered capital to cover such losses. Where the registered capital is reduced to cover losses, the Company shall not make distributions to its Shareholders, nor shall it release Shareholders from their obligations to make capital contributions or pay for their shares.

Where the Company reduces its registered capital in accordance with the preceding paragraph, the provisions of Paragraph 2 of Article 185 of the Articles shall not apply, but it shall make an announcement in newspapers or through the National Enterprise Credit Information Publicity System within thirty (30) days from the date when the Shareholders' meeting makes the resolution to reduce its registered capital. Where the securities regulatory rules of the place where the Company's shares are listed impose additional requirements, the relevant parties shall also comply with such requirements.

After the Company reduces its registered capital in accordance with the provisions of the two preceding paragraphs, it shall not distribute profits before the accumulated amounts of statutory and discretionary reserve funds reach fifty (50) percent of the Company's registered capital.

Article 187 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, the Shareholder shall refund the funds received, and the original status shall be restored if the Shareholder's contribution is reduced; if losses are caused to the Company, the Shareholder and the responsible Directors and senior management shall be liable for compensation.

Article 188 When the Company issues new shares to increase its registered capital, Shareholders shall not have the right of first refusal, unless otherwise provided in the Articles or the resolution of the Shareholders' meeting decides that Shareholders shall have the right of first refusal.

Article 189 Where the Company is combined or divided, resulting in the changes in the registered items, it shall complete the registration of changes with the Company registration authority according to law; where the Company is dissolved, it shall complete the de-registration of the Company according to law; and where a new company is established, it shall complete the registration of establishment of the Company according to law.

Where the Company increases or reduces its registered capital, it shall, in accordance with law, complete the registration of changes with the Company registration authority.

Section 2 Dissolution and Liquidation

Article 190 The Company is dissolved for the following reasons:

- (i) expiration of the term of operation or occurrence of an event for dissolution provided in the Articles;
- (ii) a resolution at the Shareholders' meeting to dissolve;
- (iii) dissolution necessitated by the Company due to a combination or division;
- (iv) revocation of its business license, order to close or cancellation according to law;
- (v) where the Company's operation and management are in serious difficulties, the continuation of which would cause heavy losses to the interests of Shareholders, and no solution can be found through other means, a Shareholder holding more than ten (10) percent of the voting rights of the Company may request the people's court to dissolve the Company.

If the Company encounters any of the dissolution causes specified in the preceding paragraph, it shall publicize the dissolution causes through the National Enterprise Credit Information Publicity System within ten (10) days.

Article 191 Where the Company falls under the circumstances specified in (i) or (ii) of Article 190 of the Articles, and has not yet distributed its property to Shareholders, it may continue to exist by amending the Articles or by resolution of the Shareholders' meeting.

Any amendment to the Articles or a resolution of the Shareholders' meeting in accordance with the provisions of the preceding paragraph shall be passed by more than two-thirds of the voting rights held by the Shareholders present at the Shareholders' meeting.

Article 192 The Company, which is dissolved in accordance with (i), (ii), (iv) or (v) of Article 190 of the Articles, shall be liquidated. The Directors shall be the liquidation obligors of the Company, and shall form a liquidation team to liquidate the Company within fifteen (15) days of the occurrence of any event leading to dissolution.

The liquidation team shall be composed of the Directors, except as otherwise provided in the Articles or as otherwise elected by the resolution of the Shareholders' meeting.

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

Article 193 The liquidation team shall exercise the following functions and powers during liquidation:

- (i) to liquidate the Company's property and prepare separate balance sheets and lists of property respectively;
- (ii) to notify and announce the creditors;
- (iii) to handle the outstanding business of the Company related to liquidation;
- (iv) to pay the taxes owed and taxes incurred in the course of liquidation;
- (v) to clear claims and debts;
- (vi) to distribute the remaining property after the Company has paid off its debts;
- (vii) to participate in civil litigation activities on behalf of the Company.

Article 194 The liquidation team shall, within ten (10) days from its establishment, notify the creditors, and within sixty (60) days, make announcements in a newspaper or through the National Enterprise Credit Information Publicity System. The creditors shall declare their claims to the liquidation team within thirty (30) days from the date of receiving the notice, and those who have not received the notice shall declare their claims within forty-five (45) days from the date of the announcement. Where the securities regulatory rules of the place where the Company's shares are listed impose additional requirements, the relevant parties shall also comply with such requirements.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide supporting materials. The liquidation team shall register the claims.

During the period of claim declaration, the liquidation team shall not pay off debts to creditors.

Article 195 After liquidating the Company's property and preparing the balance sheet and a list of property, the liquidation team shall work out a liquidation plan and submit it to the Shareholders' meeting or the people's court for confirmation.

After liquidation expenses, employees' wages, social insurance expenses, and statutory compensation, all outstanding taxes and debts are paid off, the remaining assets shall be distributed to the Shareholders in proportion to their respective shareholdings.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to Shareholders until the debts specified in the preceding paragraph have been paid off.

Article 196 Where, after liquidation of the Company's property and preparation of a balance sheet and a list of property, the liquidation team finds that the Company's property is insufficient to pay off debts, it shall apply to the people's court for a declaration of bankruptcy according to law.

After the people's court accepts the bankruptcy application, the liquidation team shall transfer the liquidation affairs to the bankruptcy administrator designated by the people's court.

Article 197 After the completion of the Company liquidation, the liquidation team shall prepare a liquidation report, submit it to the Shareholders' meeting or the people's court for confirmation, and report to the Company registration authority for cancellation of the Company registration.

Article 198 The liquidation team member shall perform the duties of liquidation and shall have obligations of loyalty and diligence.

Where a member of the liquidation team neglects to perform the liquidation duties and causes losses to the Company, it shall be liable for compensation; where it acts with intent or through gross negligence and causes losses to creditors, it shall be liable for compensation.

Article 199 Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER 10 AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 200 Under any of the following circumstances, the Company shall amend its Articles:

- (i) where there is any conflict between the Articles and relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed following amendments to the Company Law, and such laws, regulations and rules;
- (ii) there is any change in the Company and the change is inconsistent with the matters recorded in the Articles;
- (iii) the Shareholders' meeting decides to amend the Articles.

Article 201 Any amendment to the Articles approved by the Shareholders' meeting shall be submitted to the competent authority for approval if it is required to be approved by the competent authority; if it involves the registration of the Company, the change of registration shall be completed according to law.

Article 202 The Board amends the Articles in accordance with the resolution on amendments to the Articles at the Shareholders' meeting and the approval opinions from the relevant competent authorities.

Article 203 If the amendments to the Articles shall be disclosed by laws and regulations, they shall be announced in accordance with the regulations.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 204 Definitions:

- (i) A Controlling Shareholder refers to a Shareholder who holds more than fifty (50) percent of the total share capital of a joint stock limited company; or a Shareholder who holds less than fifty (50) percent of the shares but whose voting rights are sufficient to exert a major influence on the resolutions of the Shareholders' meetings, or the one defined under the securities regulatory rules of the place where the Company's shares are listed.
- (ii) An actual controller refers to the natural person, legal person or other organization that is able to actually control the conduct of the Company through investment relationships, agreements or other arrangements.
- (iii) Affiliated relations mean the relations between the controlling Shareholders, actual controllers, Directors and senior management of the Company with the enterprises which are directly or indirectly under their control, and other relations which may lead to transfer of the Company's interests. However, affiliated relations do not exist among the holding companies of the State although their shares are held by the State in common.
- (iv) The term "Accounting Firm" in the Articles shall have the same meaning as "Auditor" in the Hong Kong Listing Rules, and the term "Independent Director" shall have the same meaning as "Independent Non-executive Director" therein.
- (v) Treasury shares refer to corporate shares acquired but not yet transferred or cancelled by the Company in accordance with the provisions of the Company Law, the securities regulatory rules of the place where the Company's shares are listed and the Articles, and for the purposes of the Hong Kong Listing Rules, include the shares repurchased by the Company and held or deposited in the CCASS for sale on the Hong Kong Stock Exchange. Save as otherwise provided by the Company Law, the securities regulatory rules of the place where the Company's shares are listed or relevant laws and regulation, the Company shall not vote directly or indirectly in respect of the treasury shares at any meeting of the Company, and such treasury shares shall not be included in determining the total number of shares in issue at any particular point of time.

Article 205 The Board may formulate bylaws pursuant to the provisions of the Articles. Such bylaws shall not be contrary to the provisions of the Articles.

Article 206 The Articles are prepared in Chinese. In case of discrepancies between the Articles and any other languages or different versions of such Articles, the Chinese version of the Articles with the latest approval of registration by the Tongren Administration for Market Regulation shall prevail.

Article 207 The terms “above”, and “within” herein include the figure itself, while the terms “over”, “beyond”, “less than” and “more than” herein shall exclude the figure itself.

Article 208 The Articles shall be interpreted by the Board of the Company.

Article 209 The Rules of Procedures for the Shareholders’ meeting and the Rules of Procedures for the Board meeting are attached as appendices to the Articles.

Article 210 Where the State has separate provisions governing preference shares, such provisions shall prevail.

Article 211 The Articles shall come into force upon consideration and approval at the Shareholders’ meeting.

CNGR Advanced Material Co., Ltd.