

Tianju Dihe (Suzhou) Technology Co., Ltd.
(A joint stock company incorporated in the People's
Republic of China with limited liability)

Articles of Association

June, 2024

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CHAPTER I GENERAL PROVISIONS

Article 1 In order to protect the legitimate rights and interests of Tianju Dihe (Suzhou) Technology Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors and to regulate the organization and activities of the Company, the Articles of Association are formulated in accordance with the provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), other laws, administrative regulations, departmental rules and regulatory documents, as well as those of relevant regulatory authorities.

Article 2 The Company is a joint stock limited company established by way of overall conversion from Suzhou ThinkLand Technology Co., Ltd.* (蘇州新科蘭德科技有限公司) (hereinafter referred to as the “ThinkLand Technology”) in accordance with the Company Law, the Securities Law and other relevant provisions.

The Company was registered with Jiangsu Market Supervision and Administration Bureau and obtained its business license (unified social credit code: 9132059455117770X5) according to law.

Article 3 As approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on June 27, 2024 the Company initially issued 481.82 shares for listing on the Hong Kong Stock Exchange (hereinafter referred to as the “H Shares”) to the public, which were listed thereon on June 28, 2024.

Article 4 The registered name of the Company:

Chinese name: 天聚地合(蘇州)科技股份有限公司

English name: Tianju Dihe (Suzhou) Technology Co., Ltd.

Article 5 Domicile of the Company: 16/F, No. 9 Rongfu Street, Suzhou Industrial Park, Suzhou, Jiangsu Province, PRC

Article 6 The registered capital of the Company is RMB50.1182 million.

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

Article 8 The legal representative of the Company is the chairman of the Board of Directors.

Article 9 All assets of the Company shall be divided into shares of equal value. Shareholders bear responsibilities to the Company to the extent of the number of the shares they subscribe. The Company bears responsibilities for its debts with all its assets.

Article 10 Since its effective date, the Articles of Association shall constitute legally binding documents that regulate the organization and activities of the Company, the rights and obligations between the Company and its shareholders and among its shareholders, and shall become legally binding to the Company, its shareholders, directors, supervisors and senior management. Pursuant to the Articles of Association, shareholders may sue other shareholders; shareholders may sue directors, supervisors, general manager and other senior management of the Company as well as the Company; and the Company may sue its shareholders, directors, supervisors, general manager and other senior management.

Article 11 In the Articles of Association, senior management refers to the general manager and other senior management of the Company, while other senior management refers to the Company's vice general manager, chief financial officer, secretary to the Board of Directors and other senior management as determined by the Board of Directors of the Company.

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

CHAPTER II BUSINESS PURPOSE AND SCOPE

Article 13 The business purpose of the Company is to strive to promote the growth of employees, for which the Company provides an exceptional platform for employees to work, study and progress; achieve shareholders' return, in which the growth of employees enables them to attain the strategic development goals of leaders of the Company, thereby bringing lucrative return to shareholders; and contribute to the mission of building a strong technology-empowered nation, where the Company prospers in a booming market economy.

Article 14 The business scope of the Company is: general subjects: network technology services; wholesale of computer hardware and software and auxiliary equipment; software sales; technology services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; information technology consulting services; conference and exhibition services; advertising design and agency; marketing and planning, where business activities can be carried out independently and lawfully with a operating license, except for projects that are subject to approval according to law.

The Company may adjust its business scope and complete the procedures required for a change in business registration in response to changes in the domestic and overseas markets and in line with its own business development and capabilities.

CHAPTER III SHARES

Section 1 Issuance of Shares

Article 15 The shares of the Company shall take the form of registered share certificates. The Company shall set up ordinary shares. Ordinary shares issued by the Company include both its domestic shares and H Shares. The Company may set up shares of other classes upon approval by the authority department authorized by the State Council based on its actual needs.

Shares issued by the Company to domestic investors to be subscribed for in Renminbi are referred to as "domestic shares".

Shares issued by the Company to be listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares". H Shares are those which have been admitted for listing on the Hong Kong Stock Exchange with a nominal value denominated in RMB and are subscribed for and traded in Hong Kong dollars.

The term “foreign currency” referred to in the preceding paragraph means the legal currency of other countries or regions (other than the Renminbi) which is recognized by the competent foreign exchange administration authority of the State and can be used to pay the subscription monies to the Company.

Upon filing with the State Council or securities regulatory authorities, shareholders of the Company may have their unlisted shares listed and traded on an overseas stock exchange. The listing of and trading in the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedures, rules and requirements of the overseas securities market.

Article 16 The Company shall issue shares in an open, fair and just manner, and each share of the same class shall rank pari passu with each other.

Shares of the same class in the same issue shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share subscribed.

Article 17 All the shares issued by the Company shall have a nominal value which shall be RMB1 for each share.

Article 18 The domestic shares issued by the Company are collectively deposited with the depositary institution that meet relevant requirements. The Company’s H shares are mainly deposited with the securities registration and clearing company in Hong Kong, and may also be held by shareholders in their own names.

Article 19 The Company is a joint stock limited company established by way of overall conversion from ThinkLand Technology. The particulars of the promoters of the Company, the number of shares subscribed for by them and their shareholding percentage and the manner and date of their capital contributions are as follows:

No.	Name of promoters	Number of shares subscribed for (0'000)	Shareholding percentage (%)	Capital contribution manner	Capital contribution date
1.	ZUO Lei	1,932.2123	42.9381	Overall conversion of net assets into shares	September 20, 2017
2.	JD Technology Holding Co., Ltd.* (京東科技控股股份有限公司)	746.3958	16.5866	Overall conversion of net assets into shares	September 20, 2017
3.	China Culture Industrial Investment Fund (Limited Partnership)* (中國文化產業投資基金(有限合夥))	447.8374	9.9519	Overall conversion of net assets into shares	September 20, 2017
4.	QIU Jianqiang	403.7978	8.9733	Overall conversion of net assets into shares	September 20, 2017
5.	Suzhou Yiju Liuhe Investment Consulting Enterprise (Limited Partnership)* (蘇州一聚六合投資諮詢企業(有限合夥))	351.2401	7.8053	Overall conversion of net assets into shares	September 20, 2017
6.	Hua Yong	106.0815	2.3574	Overall conversion of net assets into shares	September 20, 2017
7.	Zhou Lijun	94.3258	2.0961	Overall conversion of net assets into shares	September 20, 2017
8.	Suzhou Liuju Liuhe Investment Consulting Enterprise (Limited Partnership)* (蘇州六聚六合投資諮詢企業(有限合夥))	83.3310	1.8518	Overall conversion of net assets into shares	September 20, 2017
9.	REN Yuan	62.8838	1.3974	Overall conversion of net assets into shares	September 20, 2017

No.	Name of promoters	Number of shares subscribed for (0'000)	Shareholding percentage (%)	Capital contribution manner	Capital contribution date
10.	Suzhou Tahoe Growth Venture Capital Partnership (Limited Partnership)* (蘇州太浩成長創業投資合夥企業(有限合夥))	56.9780	1.2662	Overall conversion of net assets into shares	September 20, 2017
11.	Suzhou Tahoe Lande Venture Capital Investment Partnership (Limited Partnership)* (蘇州太浩蘭德創業投資合夥企業(有限合夥))	52.0819	1.1574	Overall conversion of net assets into shares	September 20, 2017
12.	Ning Xinran	37.3198	0.8293	Overall conversion of net assets into shares	September 20, 2017
13.	Shanghai Keluopu Asset Management Center (Limited Partnership)* (上海科珞普資產管理中心(有限合夥))	37.3198	0.8293	Overall conversion of net assets into shares	September 20, 2017
14.	Suzhou Donghe Huaming Investment Partnership (Limited Partnership) (蘇州東合華明投資合夥企業(有限合夥))	37.3198	0.8293	Overall conversion of net assets into shares	September 20, 2017
15.	Suzhou Industrial Park Tahoe Growth Phase II Venture Capital Investment Partnership (Limited Partnership)* (蘇州工業園區太浩成長二期創業投資合夥企業(有限合夥))	20.8327	0.4629	Overall conversion of net assets into shares	September 20, 2017
16.	Wang Bin	18.6599	0.4147	Overall conversion of net assets into shares	September 20, 2017
17.	HUA Huan	6.9042	0.1534	Overall conversion of net assets into shares	September 20, 2017
18.	Dong Mingyan	4.4784	0.0995	Overall conversion of net assets into shares	September 20, 2017
Total		4,500.0000	100.0000	/	/

Article 20 Prior to the date on which H shares are issued, the Company has a total of 45.30 million shares in issue, all of which are ordinary shares with a nominal value of RMB1 each. Upon the issue of the H shares mentioned above, the Company has a total of 50,118,200 shares in issue, all of which are ordinary shares and among them, a total of 0 shares are held by the domestic shareholders and a total of 50,118,200 shares are held by the H shareholders.

Article 21 The Company or its subsidiaries (including the Company's affiliated enterprises) shall not provide any assistance in the form of gifts, advances, guarantees, compensation or loans and others to purchasers or prospective purchasers of shares of the Company.

Section 2 Increase/Decrease and Repurchase of Shares

Article 22 The Company may, based on its operation and development needs and in accordance with the provisions of laws, administrative regulations, regulatory documents, departmental rules, and the laws, regulations and listing rules of the place where the Company's shares are listed, upon a resolution passed at the shareholders' general meeting, increase its registered capital in the following ways:

- (I) public offering of shares;
- (II) non-public offering of shares;
- (III) placing of shares to its existing shareholders;
- (IV) distributing bonus shares to its existing shareholders;
- (V) conversion of capital reserve into share capital;
- (VI) other means approved by laws, administrative regulations and competent governmental authorities.

After the Company's increase in share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association and the listing rules of the stock exchange in the place where the Company's shares are listed, it shall be made in accordance with the procedures set out in the relevant laws, administrative regulations, departmental rules, regulatory documents of the PRC, and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 23 the Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law, the laws, regulations and listing rules of the place where the Company's shares are listed, other applicable laws and regulations, other relevant provisions and the procedures stipulated in the Articles of Association.

Article 24 The Company shall not acquire its own shares. However, under any of the following circumstances, the Company may, in accordance with the relevant laws, administrative regulations and departmental rules of the PRC, the laws, regulations and listing rules of the place where the Company's shares are listed, the Articles of Association and other provisions, repurchase its own shares after being approved by relevant competent authorities of the State:

- (I) the Company cancels shares to decrease its registered capital;
- (II) merging with another company that holds shares in the Company;
- (III) using the shares for employee stock ownership plan;
- (IV) acquiring the shares held by shareholders (upon their request) who vote against any resolution on the merger or division of the Company;

- (V) using the shares for conversion of the corporate bonds issued by the Company that are convertible into shares;
- (VI) it is necessary for the Company to safeguard its corporate value and shareholders' interests;
- (VII) other circumstances as permitted by the laws, administrative regulations, and the laws, regulations and listing rules of the place where the Company's shares are listed and as approved by regulatory authorities.

Except for the aforesaid circumstances, the Company shall not carry out activities to trade in its own shares.

Article 25 The Company may purchase its own shares by centralized public trading, or other methods as approved by the laws and administrative regulations and as recognized by the relevant securities regulatory authority.

Where the Company acquire its own shares under the circumstance set forth in item (III), (V) or (VI), paragraph 1 of Article 24 of the Articles of Association, it shall conduct the acquisition by centralized public trading.

Article 26 Where the Company acquires its own shares under the circumstances set out in item (I) or (II) of the first paragraph of Article 24 of the Articles of Association, it shall be subject to the resolution of the shareholders' general meeting; where the Company acquires its own shares under the circumstances set out in item (III), (V) or (VI) of the first paragraph of Article 24 of the Articles of Association, it shall be subject to the resolution of the board meeting attended by more than two-thirds (2/3) of the Directors in accordance with the provisions of the Articles of Association or the mandate granted by the shareholders' general meeting.

After the Company acquires its own shares in accordance with the provisions of the first paragraph of Article 24 of the Articles of Association, such shares shall be canceled within ten (10) days from the date of repurchase in the case of item (I); such shares shall be transferred or canceled within six (6) months in the case of item (II) or (IV); the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company in the case of item (III), (IV) or (VI), and shall be transferred or canceled within three (3) years.

Where the Company acquires its own H shares, it shall do so in compliance with the Hong Kong Listing Rules and other relevant laws, regulations and regulatory requirements of the place where the Company's H shares are listed.

Article 27 When repurchasing its shares through agreement outside the stock exchange, the Company shall obtain prior approval at the shareholder's general meeting in accordance with the Articles of Association. Upon obtaining prior approval of the shareholders at the shareholders' general meeting in the same manner, the Company may terminate or amend the agreement concluded in the manner set forth above or waive any of its rights under such agreement. The agreement for the repurchase of shares referred to in the preceding paragraph shall include but not limited to the agreement whereby the repurchase obligation is undertaken and the repurchase right is acquired.

The Company shall not transfer the agreement for repurchase of its own shares or any of its rights thereunder.

Section 3 Transfer and Pledge of Shares

Article 28 Unless otherwise provided by the laws and regulations, as well as the securities regulatory authority of the place where the Company's shares are listed, the Company's shares are transferable in accordance with the laws and without any lien attached.

Article 29 All fully paid-up H Shares that are listed on the Hong Kong Stock Exchange may be freely transferred in accordance with the Articles of Association. However, unless such transfer is satisfied with the following conditions, the Board of Directors may refuse to recognize any instrument of transfer without providing any reason:

- (I) transfer documents and other documents relating to or affecting the ownership of any share have been registered, and the fees for such registration as stipulated in the Hong Kong Listing Rules, which shall not exceed the maximum rate specified in the Hong Kong Listing Rules, have been paid to the Company;
- (II) the instrument of transfer only involves H shares that are listed on the Hong Kong Stock Exchange;
- (III) the stamp duty as required by the Hong Kong laws payable on the transfer instrument has been paid;
- (IV) the relevant share certificates, and the evidence reasonably required by the Board of Directors showing that the transferor has the right to transfer such shares shall be provided;
- (V) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;
- (VI) the Company does not have any lien over the relevant shares.

If the Board of Directors refuses to register any transfer of shares, the Company shall provide the transferor and the transferee with a notice of refusal in relation to registration of such share transfer within two (2) months from the date of the formal application for such transfer.

Article 30 All the H Shares that are listed in Hong Kong shall be transferred by way of written transfer instrument in the format generally accepted in the place where such H shares are listed, or any other format acceptable to the Board of Directors. The standard form of transfer as prescribed by the Hong Kong Stock Exchange may be adopted for transfer of H shares. A written transfer document may be signed only by hand or, in the event that the transferor or transferee is a recognized clearing house as defined under the Hong Kong Securities and Futures Ordinance or its agent, the written transfer document may be signed by hand or in a machine-printed form.

All the transfer documents shall be kept at the legal address or share registrar of the Company or an address designated by the Board of Directors from time to time.

Transfer instrument and other documents and filings in relation to transfer of share ownership shall be registered with the share registrar entrusted by the Company.

Article 31 The Company shall not accept its own shares as the subject matter of a pledge.

Article 32 Shares of the Company held by the promoters shall not be transferred within one (1) year from the date of establishment of the Company. The shares issued by the Company prior to its public offering shall not be transferred within one (1) year from the date of listing and trading of the Company's shares on the stock exchange. The controlling shareholders of the Company shall comply with the restrictive provisions on sales of shares by controlling shareholders upon new listing under the Hong Kong Listing Rules.

Directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total number of shares of the Company held by them each year during their term of office. Shares of the Company held by them shall not be transferred within one (1) year from the date of listing and trading of the Company's shares. The aforementioned personnel shall not transfer the shares of the Company held by them within half a year after their resignation from the Company.

Article 33 In the case that any shareholder, director, supervisor or senior management holding more than five percent (5%) of the shares of the Company sells the shares or other securities with an equity nature of the Company held by them within six (6) months after buying the same or buys such shares or securities within six (6) months after selling the same, the earnings arising therefrom shall belong to the Company and the Board of Directors of the Company shall recover such earnings. However, this restriction shall not be applicable to the securities company holding more than five percent (5%) of the Company's shares as a result of its purchase and underwriting of the subscribed shares after offering and under other circumstances stipulated by the CSRC.

The shares or other securities with an equity nature held by the directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph shall include the shares or other securities with an equity nature held by their spouse, parents and children, as well as those held through the accounts of other persons or entities controlled by them.

If the Board of Directors of the Company fails to comply with the above provisions, the shareholders shall have the right to request the Board of Directors to implement the provisions within thirty (30) days. If the Board of Directors of the Company fails to carry out the enforcement within the aforesaid time limit, the shareholders shall have the right to directly file a lawsuit in the People's Court for the benefit of the Company in their own name.

If the Board of Directors of the Company fails to comply with the above provisions of this Article, relevant responsible directors shall bear joint liability in accordance with the laws.

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section 1 Shareholders

Article 34 Our Company establishes a register of Shareholders based on the vouchers provided by the securities registration and settlement institution, which is sufficient evidence to prove that shareholders hold our Company's Shares, unless there is evidence to the contrary.

The Company may keep overseas the branch register of Shareholders and entrust it to the care of an overseas agency under circumstances as permitted by laws in accordance with the understanding and agreement reached between the relevant securities regulatory authority and the overseas securities regulatory authority. The entrusted overseas agency shall always ensure that the original and copies of the register Shareholders are consistent. Where the original and copies of the register of Shareholders are inconsistent, the original shall prevail. The branch register of Shareholders must be available for inspection by shareholders.

Shareholders shall enjoy rights and assume obligations according to the types and percentage of Shares they hold; Shareholders holding the same type of Shares shall have equal rights and assume the same obligations.

Any shareholder registered in the register of shareholders, or any person requesting for the registration of his/her/its name in the register of shareholders, may apply to the Company to reissue new share certificate for his/her/its respective shares (i.e. “relevant shares”) if his/her/its share certificate (i.e. “original share certificate”) is lost. Application by a holder of H shares who has lost his/her/its share certificate and applies for reissuance shall be dealt with in accordance with the laws of the place where the original copy of the register of shareholders who are holders of H shares is maintained and the laws, administrative regulations, departmental rules, regulatory documents, laws and regulation, listing rules, regulations of the security regulatory institutions or other relevant provisions of the place where the Company’s shares are listed; application by a holder of domestic shares who has lost his/her/its share certificate and applies for reissuance shall be dealt with in accordance with relevant requirements of the Company Law (if applicable).

Where two (2) or more persons are registered as joint Shareholders of any shares, they shall be deemed as the common owners of the said shares subject to the following restrictions:

- (I) The Company shall not register more than four (4) persons as joint Shareholders of any shares;
- (II) The joint Shareholders of any shares shall assume joint and several liabilities for all amounts payable for relevant shares;
- (III) If any of the joint Shareholders deceases or is deregistered, only the surviving joint Shareholders shall be deemed by the Company as having title to the relevant shares, but the Board of Directors may, for the purpose of modifying the register of Shareholders, require the surviving joint Shareholders to provide a death or deregistration certificate as it deems appropriate;
- (IV) For joint Shareholders of any shares, only the joint Shareholder whose name stands first in the register of Shareholders shall be entitled to receive the share certificate of the relevant shares or receive the notice from the Company, attend the general meetings of the Company or exercise all the voting rights attached to the relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint Shareholders of relevant shares.

Where one of the joint Shareholders delivers receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint Shareholders, such receipt shall be deemed as valid receipt from such joint Shareholders to the Company.

Article 35 When our Company convenes a Shareholders’ Meeting, distributes dividends, liquidates, or engages in other activities that require confirmation of Shareholder identity, the Board of Directors or the convener of the Shareholders’ Meeting shall determine the equity registration date. After the equity registration date is closed, the registered Shareholders shall be the Shareholders who enjoy the relevant rights and interests.

Article 36 Shareholders of ordinary shares of the Company shall enjoy the following rights:

- (I) The rights to receive dividends and other forms of profit distribution in proportion to the number of shares held by them;
- (II) The rights to request, convene, host, attend or appoint a proxy to attend a general meeting and exercise the speaking rights and pro-rata voting rights in accordance with relevant requirements of the laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the places where the shares of the Company are listed and the provisions of the securities regulatory authorities and these Articles;
- (III) The rights to supervise and manage the operating activities of the business of the Company, to put forward proposals and raise inquiries;
- (IV) The rights to transfer, donate or pledge shares held by them in accordance with relevant requirements of the laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the places where the shares of the Company are listed and the provisions of the securities regulatory authorities and these Articles;
- (V) The rights to obtain relevant information in accordance with the requirements of the laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the shares of the Company are listed, the provisions of the securities regulatory authorities and these Articles, including:
 1. The right to obtain a copy of these Articles, subject to the payment of reasonable fees;
 2. The right to access to and reproduce, subject to the payment of reasonable fees:
 - (1) All parts of the register of shareholders;
 - (2) Personal particulars of each of the directors, supervisors and senior management, including:
 - (A) Present and former name and alias;
 - (B) Principal residential address (domicile);
 - (C) Nationality;
 - (D) Full-time and all other part-time occupations and duties;
 - (E) Identification documents and their numbers.

- (3) Report on the status of the Company's issued share capital;
 - (4) The latest audited financial statements, and the report of the Board of Directors, auditor's report and report of the Board of Supervisors;
 - (5) Reports of the aggregate par value, number of Shares, and the highest and lowest prices paid by the Company in respect of each class of Shares bought back since the last accounting year, as well as all the expenses paid by the Company thereon;
 - (6) Copy of the latest annual return that has been filed with the share registrar of the Company or other competent authorities for record;
 - (7) Minutes of general meetings (for Shareholders' inspection only), and minutes of the general meetings of the Company, the Board of Directors and the Board of Supervisors;
 - (8) Special resolutions;
 - (9) Corporate bond counterfoils.
- (VI) The Company shall keep at its address in Hong Kong the aforesaid documents in items (1) to (9) other than those in item (2) above and other applicable documents in accordance with the requirements of the Hong Kong Listing Rules for free inspection by the public and the shareholders of overseas listed shares (except for minutes of general meetings in item (7) which shall be made available for inspection by shareholders only), and send a copy within seven (7) days after receipt of reasonable charges. The Company may refuse any inspection or reproduction request which involves commercial secrets and inside information of the Company.
- (VII) In the event of the termination or liquidation of the Company, to participate in the distribution of the residual property of the Company in proportion to the number of Shares held;
- (VIII) To demand the Company to acquire their Shares (for Shareholders who disagree with the resolutions adopted at a general meeting in relation to the merger or division of the Company);
- (IX) The right for shareholders who severally or jointly hold three per cent (3%) or more of the Company's shares to make a provisional proposal in writing to the board of directors no later than ten (10) working days before the date of general meeting;
- (X) Other rights stipulated in the provisions of the laws, administrative regulations, departmental rules, normative documents, the listing rules of the place where the shares of the Company are listed or these Articles.

The Company shall not exercise any power to freeze or otherwise impair any of the rights attaching to any shares held by the person who is interested directly or indirectly therein on the ground only that such person has failed to disclose his/her interests to the Company.

Article 37 If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Company with written documents bearing evidence of the type and number of shares held by the said shareholder, and the Company shall provide the said information as required by the said shareholder upon authentication of the said shareholder, and may charge a reasonable fee for the provision of the copies of the said documents.

Article 38 If any resolution of the general meeting or the Board of the Company runs against the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution.

If the meeting convening procedure and voting method of the general meeting, the Board meeting run against the laws and administrative regulations or the Articles of Association or if the content of any resolution runs against the Articles of Association, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within sixty (60) days after adoption of the resolution.

Article 39 If any director or senior executive violates laws and administrative regulations or the Articles of Association in fulfilling his duties, thereby causing any loss to the Company, the shareholder(s) severally or jointly holding one percent (1%) or more shares of the Company for more than one hundred and eighty (180) days continuously shall have the right to submit a written request to the Supervisory Committee to file a lawsuit with the people's court; if the Supervisory Committee violates laws and administrative regulations or the Articles of Association in fulfilling its duties, thereby causing any loss to the Company, the shareholders shall have the right to submit a written request to the people's court for legal proceedings.

If the Supervisory Committee or the Board refuses to institute legal proceedings after receipt of the aforesaid written request or does not institute legal proceedings within thirty (30) days after receipt of the said request, or if the circumstances are urgent or if any delay of legal proceedings may cause irrecoverable damage to the interests of the Company, the shareholders specified in the preceding paragraph shall have the right to directly file a suit in the people's court in their own names for the interest of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders specified in the first paragraph of this Article may file a suit in the people's court pursuant to the preceding two paragraphs.

Article 40 If directors and senior management personnel violate laws, administrative regulations or the Articles of Association and damage the profits of shareholders, the shareholders may file a suit in the people's court.

Article 41 Holders of ordinary shares of the Company shall assume the following obligations:

- (I) To abide by laws, administrative regulations and the Articles of Association;
- (II) To pay the shares on the basis of the shares subscribed by them and the method of capital injection;
- (III) To be liable to the Company to the extent of the shares they hold;
- (IV) Not allowed to withdraw shares, except for the cases regulated by laws and regulations;

- (V) Not allowed to abuse the rights of shareholders to damage the profits of the Company or other shareholders, or to abuse the legal person's independent status in the Company and the limited liability of shareholders to damage the benefits of creditors;
- (VI) Other obligations stipulated by laws, administrative regulations, the stock exchanges where the shares of the Company are listed, the Listing Rules and the Articles of Association.

In the event of any loss caused to the Company or other shareholders arising from any abuse of the shareholder's right, such shareholder shall be liable for compensation in accordance with law. In the event of any material damage caused to the interest of the creditors of the Company arising from any abuse of the Company's independent legal person status and the limited liability of the shareholders by any shareholder to evade from debts, such shareholder shall be jointly and severally liable for the Company's debts.

Article 42 Provided the shareholders who hold over five percents (5%) of the voting shares of the Company pledge their shares, they shall report to the Company in writing on the very day. If the controlling shareholder of the Company pledges all or part of its equity interest in the shares of the Company he held to guarantee the Company's debts or to guarantee the Company's undertakings or other liabilities, the Company shall fulfill his disclosure obligations in accordance with the Hong Kong Listing Rules.

Article 43 The controlling shareholders and actual controllers of the Company shall not use connected relations to damage the interests of the Company; otherwise they shall make compensation for the loss incurred to the Company.

The controlling shareholders and actual controllers of the Company shall be honest to the Company and general public shareholders. The controlling shareholders shall duly exercise contributors' rights according to law, shall not damage the legitimate rights and interests of the Company and general public shareholders by such means as profit distribution, asset reorganization, external investment, fund appropriations and loan guarantees and shall not abuse its controlling status to damage the interests of the Company and general public shareholders.

Article 44 Except for their obligations under the laws, administrative regulations or rules of the stock exchange where the Company's shares are listed, the controlling shareholders, in exercising their rights as shareholders, shall not make any decision detrimental to all or some shareholders in connection with the following issues:

- (I) Relieving the directors or supervisors of their responsibility to behave honestly in the interest of the maximal benefit of the Company;
- (II) Approving acts by the directors or supervisors to deprive the Company of its property in any form (for their own interest or for the interest of others), including (but not limited to) any favorable opportunity of the Company;
- (III) Approving acts by the directors or supervisors to deprive other shareholders of their personal rights and benefits (for their own interest or the interest of others), including (but not limited to) any right to distribution and right to vote, but excluding Company reorganization as submitted to the general meeting for adoption in accordance with the Articles of Association.

Section 2 General Provisions of General meeting

Article 45 The general meeting is the organ of power of the Company and performs its functions according to the law:

- (I) Deciding on the business guidelines and investment plans of the Company;
- (II) Electing and changing directors and supervisors other than employees' representatives, and deciding on the remuneration of directors and supervisors;
- (III) Considering and approving the reports of the Board;
- (IV) Considering and approving the reports of Supervisory Committee;
- (V) Considering and approving the Company's annual financial budget plans and final calculation plans;
- (VI) Considering and approving the Company's profit distribution plans, adjustment plans for profit distribution policy and loss compensation plans;
- (VII) Making resolutions on increases or decreases of the registered capital of the Company;
- (VIII) Making resolutions on issue and listing application of the Company's bonds or other securities;
- (IX) Considering and approving the Company's purchase, disposal of major assets, investment or guarantee within one year with a transaction amount exceeding thirty percents (30%) of the latest audited total assets of the Company;
- (X) Considering and approving the disclosable transactions that require the approval of a general meeting of the Company in accordance with laws, administrative regulations, laws and regulations of the place where the Company's shares are listed and the Listing Rules (including but not limited to Chapter 14 of the Hong Kong Listing Rules) and the Articles of Association;
- (XI) Making resolutions on merger, division, dissolution, liquidation or transformation of the Company;
- (XII) Amending the Articles of Association;
- (XIII) Making resolutions on the appointment, dismissal and remuneration of the accountants firm;
- (XIV) Considering the proposals raised by the shareholders representing three percents (3%) or more of the Company's voting shares;

- (XV) Considering and approving the share plan at the company level;
- (XVI) Considering and approving proposals for changing the purpose of the raised funds;
- (XVII) Considering and approving the connected transactions or continued connected transactions that require the approval of a general meeting of the Company in accordance with laws, administrative regulations, laws and regulations of the place where the Company's shares are listed and the Listing Rules and the Articles of Association (including but not limited to Chapter 14 of the Hong Kong Listing Rules);
- (XVIII) Considering other matters which, in accordance with the laws, administrative regulations, laws and regulations of the place where the Company's shares are listed and the Listing Rules or the Articles of Association, should be approved at a general meeting;
- (XIX) Other matters required by the laws and regulations of the place where the Company's shares are listed and the Listing Rules.

Subject to the relevant PRC laws, regulations, normative documents and the mandatory provisions of the laws and regulations of the place where the Company's shares are listed and the Listing Rules, the general meeting may authorize or entrust the Board to handle matters authorized or entrusted by it, including but not limited to the matters in the general meeting subject to the applicable laws, regulations and Listing Rules, and may delegate general authorization to the Board to issue, allocate and dispose additional H shares, the quantity of which shall be no more than twenty percents (20%) of the issued H shares (or any other proportion regulated by applicable laws, administrative regulations and Listing Rules) on the date of passing of the resolution. The content of authorization shall be clear and specific. If the Articles of Association require that matters to be delegated to the Board are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles of Association require that matters to be delegated to the Board are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds (2/3) of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.

Article 46 Except for special situations such as crisis, the Company shall not sign contracts to consign other person to be in charge of the management of all or part of important business with people other than directors, supervisors, general manager and other senior management personnel of the Company.

Article 47 Subject to the relevant PRC laws, regulations, normative documents and the mandatory provisions of the laws and regulations of the place where the Company's shares are listed and the Listing Rules, if the guarantees to be provided by the Company fulfil one of the following conditions, it shall be submitted to the general meeting for approval after the consideration and passing of the Board:

- (I) any single guarantee with an amount exceeding ten percents (10%) of the latest audited net assets of the Company;
- (II) any guarantee provided after the total amount of external guarantees by the Company and its holding subsidiaries exceeding fifty percents (50%) of the latest audited net assets of the Company;
- (III) any guarantee provided to those with a gearing ratio of over seventy percents (70%);

- (IV) any guarantee provided after the total amount of guarantees by the Company within one year exceeding thirty percents (30%) of the latest audited total assets of the Company;
- (V) any guarantee provided after the total amount of external guarantees by the Company exceeding thirty percents (30%) of the latest audited total assets of the Company;
- (VI) any guarantee provided to shareholders, actual controllers of the Company, and their respective connected parties;
- (VII) other guarantees in accordance with the provisions of the rules of the stock exchange where the Company's shares are listed or the Articles of Association.

Subject to the relevant PRC laws, regulations, normative documents and laws and regulations of the place where the Company's shares are listed and the Listing Rules, when the Company provides guarantee to a wholly-owned subsidiary, or a controlled subsidiary and other shareholders of the controlled subsidiary provide guarantee on pro-rata basis according to their interest entitlement, if the interest of the Company is not prejudiced, the aforesaid requirements applicable under items (I) to (III) may be exempted.

Article 48 The general meeting shall include annual general meeting and extraordinary general meetings. The annual General meeting shall be convened once (1) a year and shall be held within six (6) months following the preceding fiscal year.

Article 49 The Board shall convene an extraordinary general meeting within two (2) months in case of occurrence of any of the following circumstances:

- (I) The number of directors falls short of the statutory minimum quorum prescribed by the Company Law or is less than two-thirds (2/3) of the number required by the Articles of Association;
- (II) The un-recovered losses of the Company amount to one third (1/3) of the total amount of its paid-up share capital;
- (III) It is required in writing by shareholder(s) individually or jointly holding more than ten percents (10%) equity of the Company;
- (IV) The Board deems to be necessary to convene an extraordinary general meeting;
- (V) The Supervisory Committee proposes the convening of an extraordinary general meeting;
- (VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, laws and regulations of the place where the Company's shares are listed and the Listing Rules or the Articles of Association.

The number of shares held as mentioned in item (III) above is calculated based on the number of shares held as at the date of the written request made by the shareholders or at the close of trading on the previous trading day (if such request is made at a non-trading day).

Article 50 The place of the Company to hold the general meeting is the location of the Company or other places specified in the general meeting notice.

A general meeting shall usually be in the form of physical meeting held on-site. However, so far as permitted by the securities regulatory authorities or the stock exchange, such meeting may also be held in such other manners as recognized or required by the securities regulatory authorities or the stock exchange. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting. The identity of shareholders shall be confirmed in accordance with Article 34 of the Articles of Association. Where the general meeting of the Company is convened online or by other means, the voting schedule and voting procedures online or by other means shall be clearly stated in the notice of the general meeting.

Article 51 In convening a general meeting, the Company shall engage a lawyer to provide legal opinions on the following issues:

- (I) Whether the convening and procedures of the meeting comply with laws, administrative regulations and the Articles of Association;
- (II) Whether the attendees and convener of the meeting are eligible;
- (III) Whether the voting procedures and results of the meeting are valid;
- (IV) Legal opinions on other matters upon request by the Company.

Section 3 Convening of General Meetings

Article 52 The general meetings shall be convened by the Board. The Supervisory Committee or shareholders may convene the general meetings on their own initiative, subject to the relevant requirements specified in this section.

Independent non-executive directors may propose to the Board the convening of an extraordinary general meeting. Regarding the proposal of the independent non-executive director to convene an extraordinary general meeting, the Board shall, pursuant to relevant laws, administrative regulations, laws and regulations of the place where the Company's shares are listed, the Listing Rules and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution has been made by the Board. Unanimous approval of the independent directors, who propose to convene an extraordinary general meeting, shall be sought if the original proposal contained in the notice is changed. If the Board does not agree to hold the extraordinary general meeting, it shall give its reasons and make an announcement in respect thereof.

Article 53 The Supervisory Committee shall have the right to propose to the Board the convening of an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to the relevant laws, administrative regulations, laws and regulations of the place where the Company's shares are listed, the Listing Rules and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within ten (10) days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution has been made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Supervisory Committee shall be required.

If the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within ten (10) days after receipt of the proposal, it shall be deemed as being unable to perform or having failed to perform the duty of convening the extraordinary general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

Article 54 Shareholders individually or jointly holding ten percents (10%) or more of shares of the Company are entitled to request the Board in writing to convene an extraordinary general meeting. The Board shall, in accordance with the relevant laws, administrative regulations, laws and regulations of the place where the Company's shares are listed, the Listing Rules and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the request. The aforesaid number of shares held shall be calculated as at the date of the written request by the shareholders. The number of shares held is calculated based on the number of shares held as at the date of the written request made by the shareholders or at the close of trading on the previous trading day (if such request is made at a non-trading day).

When the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after the resolution has been made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the shareholder(s).

If the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within ten (10) days after receipt of the request, the shareholders individually or jointly holding ten percents (10%) or more of shares with voting rights at the general meeting to be convened shall have the right to request the Supervisory Committee to convene an extraordinary general meeting, and shall put forward such request to the Supervisory Committee in writing.

If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five (5) days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of the shareholder(s) shall be obtained.

If the Supervisory Committee fails to serve the notice of extraordinary general meeting within the prescribed period, it shall be deemed as having failed to convene and preside over the general meeting, and the shareholder(s) individually or jointly holding ten percents (10%) or more equity of the Company for ninety (90) consecutive days may convene and preside over the meeting by themselves.

Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than ten percents (10%).

Article 55 Where the Supervisory Committee or shareholders convene and hold a meeting in accordance with the provisions of this section, a written notice shall be sent to the Board and filed with the relevant securities regulatory authority and the corresponding stock exchange in the place where the Company is located in accordance with applicable provisions. The Supervisory Committee or convening shareholders shall, upon issuing a notice of the general meeting and announcing the resolutions thereof, submit the relevant documentation to the stock exchange where the Company's shares are listed. The Board and its secretary shall offer cooperation for the meeting. The Board shall provide a shareholders' register as of the equity registration date. Reasonable expenses incurred for such meetings shall be borne by the Company and shall be deducted from the amounts owed by the Company to the negligent directors.

Section 4 Proposals and Notice of General Meetings

Article 56 The contents of the agenda shall be determined by the general meeting, shall feature definite topics and specific issues for resolution, and shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, normative documents, laws and regulations of the place where the Company's shares are listed, the Listing Rules and the Articles of Association. Proposals shall be submitted in writing.

Article 57 When the Company convenes a general meeting, the Board, the Supervisory Committee and shareholder(s) individually or jointly holding more than three percents (3%) of the equity of the Company shall have the right to propose motions to the general meetings.

Shareholder(s) individually or jointly holding more than three percents (3%) of the equity of the Company may submit written provisional proposals to the convener ten (10) days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two (2) days after receipt of the proposal and announce the contents thereof.

Except as specified in the preceding paragraph, the convener shall not change the proposal(s) set out in the notice of the general meeting or add any new proposal after the said notice has been served.

Proposals not set out in the notice of general meeting or not complying with Article 56 of the Articles of Association shall not be voted on or resolved at the general meeting.

Article 58 When the Company convenes a general meeting, a written notice shall be given to each shareholder at least twenty-one (21) days prior to the date of convening the annual general meeting, and where the Company convenes an extraordinary general meeting, a written notice shall be given to each shareholder at least fourteen (14) days prior to the date of said meeting. The date of the meeting is not included in the calculation of the prescribed time for giving notice.

The extraordinary general meeting shall not resolve any matters not stated in the notice.

Article 59 The notice of a general meeting shall meet the following requirements:

- (I) The time, venue and duration of the meeting;
- (II) Matters and proposals submitted for consideration at the meeting; Notices and supplementary notices of general meetings shall adequately and completely disclose the particulars of all proposals.
- (III) Providing the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle shall include (but not be limited to) proposals made to merge the Company, to repurchase shares of the Company, to reorganize its share capital or to effect any other reorganization of the Company, and detailed conditions of the proposed transaction shall be provided together with contracts (if any), and the causes and effects of any such proposals shall also be properly explained;

- (IV) It shall disclose the nature and extent of conflict of interests, if any, of any director, supervisor, general manager and other senior management personnel in any matter to be discussed; besides, is shall also provide an explanation of the difference, if any, between the way in which the matter to be discussed would affect that director, supervisor, general manager and other senior management personnel in his capacity as shareholder and the way in which that matter would affect other shareholders of the same category;
- (V) It shall contain the full text of any special resolution proposed to be adopted at the meeting;
- (VI) It shall contain a conspicuous statement that shareholders entitled to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;
- (VII) It shall state the time and place for the delivery of the meeting's proxy's forms;
- (VIII) It shall state the date for registration of equity rights of the shareholders who are eligible to attend the general meeting;
- (IX) It shall also include name and phone number of the contact person regarding the meeting;
- (X) Voting time and voting procedure by other ways.

The period between the record date and the date of the meeting shall be in compliance with the provisions of relevant regulatory authorities at the place where the securities of the Company are listed. The record date shall not be changed once it is confirmed.

The notice and supplementary notice of general meeting must disclose the content of all proposals in details fully and completely. If it is necessary to have independent non-executive directors and independent financial advisers' opinions on a matter proposed for discussion, the notice and supplementary notice of general meeting must also disclose the opinions and explanations given by independent non-executive directors and independent financial advisers.

Article 60 Unless otherwise provided in the Articles of Association, the notice of general meeting shall be notified and announced to the shareholders in accordance with the relevant provisions under Chapter 10 of the Articles of Association.

The notice of general meeting may also be given by way of announcement. The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory authorities under the State Council within a period of twenty (20) days to twenty-five (25) days prior to the date of holding the annual general meeting or fifteen (15) days to twenty (20) days prior to the date of holding the extraordinary general meeting. Once the announcement has been published, all shareholders of domestic shares are deemed to have received the relevant notice of general meeting.

Notices, information, or written statements of general meeting shall be delivered to holders of H shares at least twenty-one (21) days before the date of the annual general meeting or fourteen (14) days before the date of the extraordinary general meeting by any of the following methods:

- (I) by personal delivery or by post to each holder of H shares at his/her registered address;

- (II) to be published on the designated website of the securities regulatory authorities in the place where the Company's shares are listed or the stock exchanges, subject to compliance with applicable laws, administrative regulations, laws and regulations of the place where the Company's shares are listed and the Listing Rules, instead of serving by special appointed person or prepaid mail.
- (III) to be issued in accordance with other requirements of the stock exchange, laws and regulations of the place where the Company's shares are listed and the Listing Rules.

Article 61 Where the election of directors and supervisors will be discussed at a general meeting, the notice of the general meeting shall, in compliance with laws, regulations and laws and regulations of the place where the Company's shares are listed and the requirements of the Listing Rules (including but not limited to Chapter 13 of the Hong Kong Listing Rules) and the Article and Association, fully disclose the details of the proposed directors and supervisors, including at least the following particulars:

- (I) personal information, educational background, work experience and other information;
- (II) positions they held in the Company and other members of the Group;
- (III) relevant experience including directorships they held in public companies whose securities are listed on any securities market in the past three (3) years; and other major appointments and professional qualifications;
- (IV) relationship with any director, senior management, major shareholder or controlling shareholder;
- (V) equity interests they hold in the Company;
- (VI) whether they have been subject to any penalties by securities regulatory authorities and other relevant government authorities and any punishments by stock exchange(s).
- (VII) information relating to a newly appointed, re-elected or re-designated director or supervisor required to be disclosed under the Hong Kong Listing Rules.

The cumulative voting system may be adopted when voting at the election of directors and non-employee representative supervisors at the general meeting.

The cumulative voting system referred to in the preceding paragraph means that when the directors or supervisors are elected at the general meeting, each share has the same number of voting rights as the number of directors and supervisors to be elected and the shareholders can vote by concentrating the number of shares held.

The specific measures are as follows:

When voting at the election of directors and non-employee representative supervisors, the number of votes available equals to the number of shares held by the individual shareholder multiplied by the number of directors and non-employee representative supervisors to be elected, and the shareholders may cast the total votes concentratedly to one or several candidates to determine the elected directors and non-employee representative supervisors by the number of votes received by the candidate(s) successively. The number of concurring votes received by each elected candidate shall be more than half of the total number of voting shares held by the shareholders (including their proxies) who attend the general meeting.

In addition to the accumulative voting system, election of every director and supervisor candidate shall be conducted by a separate resolution.

Article 62 After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled, and the proposals set out in the notice or supplemental notice of general meeting shall not be cancelled without valid reasons. In case of adjournment under special circumstances, the convener shall publish a notice at least two (2) working days before the original date of the general meeting and state the relevant reasons to every shareholder.

If the general meeting is postponed, the Company shall announce the postponed date in the notice.

When shareholders submit an interim proposal before the convening of the general meeting, the Company shall issue a supplemental notice of the general meeting within the prescribed period to disclose the name and the shareholding proportion of shareholders submitting the interim proposal and the contents of the new proposal.

Section 5 Holding of General Meetings

Article 63 The Board of Directors of the Company and any other convener shall take necessary measures to ensure the proper order of the general meeting. The Board of Directors and any other convener shall take measures to stop any act disturbing the general meeting, seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall report such act to the relevant authority for investigation and treatment.

Article 64 All shareholders in the register of members on the equity registration date shall be entitled to attend and speak at the general meeting and the general meeting of the Company and exercise their voting rights according to relevant laws, administrative regulations, departmental rules, normative documents, the laws and regulations and the listing rules of the place where the stocks of the Company are listed and the requirements of the Articles of Association.

Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf.

Where the shareholder is a recognized clearing house or its agent as defined in Hong Kong Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the shareholder may authorize its corporate representative or more than one person as it deems appropriate to act as its representatives at any general meeting or any class meeting or creditors' meeting, and these representatives or corporate representative shall be entitled to the legal rights equivalent to the rights of other shareholders, including the right to speak and vote; however, where one or more persons are thus authorized, the power of attorney shall clearly state the number and the class of shares represented by each such authorized proxies. The power of attorney shall be signed by the persons authorized by the recognized clearing house. The person thus authorized may represent the recognized clearing house (or agent thereof) in exercising its rights at any meeting (without presenting the shareholding certificate, notarized authorization and/or further evidence to prove that it is officially authorized) as if that person was an individual shareholder of the Company.

Article 65 An individual shareholder attending the general meeting in person shall present his or her identity certificate or other valid certificate or proof showing his or her identity. The proxy appointed by the individual shareholder shall present his or her valid identity certificate and power of attorney issued by the shareholder.

A shareholder being a legal person shall be represented by the legal representative or its proxy appointed by its legal representative in presence and voting at any meeting. If its legal representative attends the meeting in person, he should present his identity certificate or valid proof capable of proving his qualification of being the legal representative; if the company has appointed a proxy to attend the meeting, the proxy should present his own identity certificate or the written power of attorney lawfully issued by the legal representative of the corporate shareholder. A legal person shareholder shall be deemed to be present in person at any meeting if he/she has appointed a proxy to attend such meeting. A legal person shareholder may execute a form of proxy by his/her duly authorized person (except for the recognized clearing house or its agent).

Any shareholder entitled to attend and having voting rights at a general meeting shall be entitled to attend the meeting in person or appoint one or more persons (whether or not that person is a shareholder) as proxy(ies) to attend and vote on their behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:

- (I) enjoy all the rights of speech of such shareholder;
- (II) vote by poll on his own or under mutual request of others; and
- (III) to exercise the voting right on a show of hands or by poll, but if more than one shareholder proxy is appointed, the shareholder proxies may exercise voting right only by poll.

Article 66 A shareholder shall authorize a proxy in a written form, with the signature of the principal or the proxy authorized by it in a written form. If the principal is a legal person, the legal person seal or the signature of its director or officially authorized proxy shall be affixed.

The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:

- (I) the name of the proxy and number of shares represented by the proxy;
- (II) whether or not the proxy has any voting right;
- (III) directive to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the general meeting;
- (IV) whether the proxy has the voting power on a temporary motion possible to be included in the agenda of the general meeting of shareholders, and if so, give specific instruction on what voting right to be exercised;

- (V) the date of issue and validity period of the power of attorney;
- (VI) signature (or seal) of the principal. If the principal is a corporate shareholder, it shall be executed by an authorized person and affixed with the corporate seal.

Any format of power of attorney sent by the Board of Directors of the Company to shareholders for appointing shareholder proxies shall enable the shareholders to freely select instructing the shareholder proxies to cast affirmative or negative votes, and give instructions on the matters to be voted at every topic of the meeting. A power of attorney shall state clearly that the proxy shall be entitled to vote or not at his discretion in the absence of specific instructions from the shareholder.

Article 67 The power of attorney for voting shall be prepared at the Company's domicile or at such other place as specified in the notice of the meeting a prior to the designated time prior to the convention of the meeting at which the power of attorney authorizes to vote according to the notice of the meeting. If the power of attorney for voting by proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of the meeting.

Article 68 Where the principal is deceased, or loses capacity for act, or withdraws appointment, or withdraws the authorization to endorse appointment, or relevant shares have been transferred before voting, as long as the Company does not receive written notice on such matter before commencement of the meeting, the vote made by the shareholder proxy according to the power of attorney shall be still valid.

Article 69 Attendees' register shall be prepared by the Company. The attendees' register shall state the names (or names of the corporations), identification card number and the address of the attendees, the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.

Article 70 The convener shall verify the validity of the shareholders' qualifications based on the register of members, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall be completed before the chairman announces the number of shareholders and proxies that attend the meeting and the total number of their voting shares.

Article 71 All directors, supervisors and secretary to the Board of Directors shall attend general meetings of the Company, and the general manager and other senior management officers shall be present at the meetings unless there are legitimate reasons.

Article 72 The chairman of the Board shall preside over and act as chairman of the general meeting convened by the Board of Directors. Where the chairman of the Board is unable to attend the meeting for any reason, one (1) director selected by half or more of all directors shall preside over and act as chairman of the meeting.

A general meeting convened by the supervisory committee itself shall be presided over by the chairman of the supervisory committee. Where the chairman of the supervisory committee cannot or does not fulfil the duty thereof, more than half of the supervisors may jointly elect one (1) supervisor to preside over the meeting.

A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

Where a general meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the general meeting to continue, one (1) person may be elected at the general meeting to act as the chairman and continue the meeting, subject to the approval of the attending shareholders with more than half of the voting rights.

Article 73 The Company shall formulate rules of procedure for general meetings which shall specify the convening and voting procedure of general meetings. The rules of procedures for general meetings shall be attached as an appendix to the Articles of Association, formulated by the Board of Directors and approved by the general meeting.

Article 74 The Board of Directors and the Supervisory Committee shall report their work for the past year to the general meeting at the annual general meeting. Each Independent non-executive director shall also submit his/her work report.

Article 75 The directors, supervisors and senior management shall answer and explain inquiries and proposals made by shareholders at the general meeting.

Article 76 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies present at the meeting as well as the total number of voting shares, which shall be the number of shareholders and proxies present at the meeting and the total number of their voting shares as indicated in the meeting's registration record.

Article 77 Minutes of a general meeting shall be prepared by the secretary of the Board. The minutes shall state the following:

- (I) the time, venue and agenda of the meeting and the name of the convener;
- (II) the name of the chairman of the meeting and the names of the directors, supervisors, general manager and other senior management who attend the meeting or are present in the meeting;
- (III) the numbers of shareholders and proxies attending the meeting, number of voting shares they represent and the percentages of their voting shares to the total shares of the Company;
- (IV) the process of review and discussion, summary of any speech and voting results with respect to each proposal;
- (V) shareholders' inquiries, opinions or suggestions and corresponding answers or explanations;
- (VI) the names of vote counters, scrutinizers of the voting and counting supervisor;
- (VII) other contents to be included as specified in the laws and regulations and the listing rules of the place where the stocks of the Company are listed and these Articles of Association.

Article 78 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary of the Board, the convener or representative thereof, and the chairman of the meeting who attend the meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept at the Company's domicile together with the attendance record of the attending shareholders, the power of attorney of the proxies and the valid information of online voting and other means of voting for a term of not less than ten (10) years.

Article 79 According to laws, administrative regulations, departmental rules, regulatory documents or the laws and regulations of the place where the Company's shares are listed and the listing rules, the minutes of the meeting together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company or the place required by applicable laws and regulations. Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy of the minutes to him or her following receipt of reasonable fees.

Article 80 The convener shall ensure that the general meeting is held continuously until final resolutions have been reached. In the event that the general meeting is suspended or the shareholders fail to reach any resolution due to force majeure, necessary measures shall be taken to resume the meeting as soon as possible or directly terminate the meeting and publish an announcement and report in accordance with the relevant laws, administrative regulations, departmental rules, normative documents and laws and regulations and the listing rules of the places where the shares of the Company are listed.

Section 6 Voting and Resolutions at General Meetings

Article 81 Resolutions of the general meeting include ordinary resolutions and special resolutions.

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

Special resolutions at a general meeting shall be adopted by two thirds (2/3) or more of the voting rights held by shareholders (including their proxies) attending the general meeting.

Article 82 The following matters shall be resolved by way of ordinary resolutions at a general meeting:

- (I) work reports of the Board and the Supervisory Committee;
- (II) profit distribution plan and loss recovery plan formulated by the Board of Directors;
- (III) appointment or dismissal of the members of the Board of Directors and Supervisory Committee, remuneration and payment methods thereof;
- (IV) annual budgets and final accounting proposals of the Company;
- (V) the annual report, balance sheet, income statement and other financial statements of the Company;
- (VI) the Company's engagement, removal or discontinuance of engagement of accounting firms and remuneration of accounting firms;

(VII) Other significant matters beyond the investment and decision-making authority of the Board of Directors as stipulated in the Articles of Association.

(VIII) Other matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents, laws and regulations and the listing rules of the places where the shares of the Company are listed or the Articles of Association.

Article 83 The following matters shall be resolved by way of special resolutions at a general meeting:

- (I) (increase or reduction of the registered capital of the Company and issue of shares of any class, stock warrants or other similar securities;
- (II) Resolution on the issuance of corporate bonds;
- (III) division, merger, dissolution and liquidation (including voluntary liquidation) or change in the form of the Company;
- (IV) purchase or disposal of major assets of the Company within one year with the transaction amount exceeding thirty percent (30%) of the latest audited total assets of the Company;
- (V) review any guarantee provided after the amount of the guarantees provided by the Company for the twelve (12) consecutive months exceeding thirty percent (30%) of the Company's latest audited total assets;
- (VI) any changes and amendments to the Articles of Association;
- (VII) share scheme;
- (VIII) any other matters as required by laws, administrative regulations, departmental rules, normative documents, the laws and regulations and listing rules of the place where the shares of the Company are listed or the Articles of Association which, as resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need be approved by way of special resolutions.

Article 84 Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

Pursuant to applicable laws, administrative regulations, departmental rules, normative documents and the laws and regulations and listing rules of the place where the shares of the Company are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.

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

Subject to the applicable laws, administrative regulations, departmental rules, normative documents or the laws and regulations and the listing rules of the places where the shares of the Company are listed, the Board of Directors, independent directors and shareholders who meet the relevant requirements may solicit voting rights from shareholders. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.

Article 85 When a connected transaction is considered at a general meeting according to the laws and regulations and the listing rules of the place where the stocks of the Company are listed, connected shareholders and their close associates shall not vote in accordance with the laws and regulations and the listing rules of the place where the stocks of the Company are listed, and the voting shares held by them shall not be counted in the total number of shares with valid voting rights. The announcement of the resolutions of the general meeting shall fully disclose the voting of non-connected persons.

Before any connected party transaction is considered at a general meeting, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and normative documents, the laws and regulations and the listing rules of the place where the stocks of the Company. Connected persons or their authorized representatives may attend the general meeting, and may clarify their points of view to the attending shareholders in accordance with procedures of the meeting, but they shall take the initiative to abstain from voting.

When relevant connected party transactions are considered at a shareholders' general meeting, connected shareholders shall take the initiative to abstain from voting; if the connected shareholders don't take the initiative to abstain from voting, other shareholders present at the meeting shall have the right to require them to abstain from voting. After connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the laws and regulations and the listing rules of the place where the stocks of the Company and the provisions of the Articles of Association. The chairman of the meeting shall announce the number of shareholders and proxies other than connected persons present at the general meeting and the total number of their voting shares. If required to attend the meeting for explanation, the connected shareholder shall have the responsibility and obligation to attend the meeting and make truthful statement.

In order to be valid, the resolutions made at the shareholders' general meeting on matters relating to connected transactions shall be passed by more than half of the votes cast by the non-connected shareholders attending the general meeting. However, when the connected transaction involves matters that need to be passed by special resolution as stipulated in the laws and regulations and the listing rules of the place where the stocks of the Company, the Articles of Association, the resolution of the general meeting, in order to become valid, has to be passed by more than two-thirds (2/3) of the voting rights held by the non-connected persons attending the general meeting.

If a connected person or its close associates violates the provisions of this article and participates in voting, the voting on the relevant connected transaction shall be invalid.

Article 86 Except for the resolutions of cumulative voting, the general meeting shall vote on all the proposed resolutions separately; in the event of several proposed resolutions for the same issue, such proposed resolutions shall be voted on in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposed resolutions shall neither be shelved nor refused at the general meeting.

Article 87 When considering a proposed resolution at a general meeting, no amendments shall be made thereto. Otherwise, any change made thereto shall be considered as a new proposed resolution, for which the voting shall not proceed in that meeting. The same vote may only be cast once at the location of a general meeting, or by online voting or other means. In the event of multiple casting of the same vote, only the outcome of the first casting of such vote shall be counted.

Article 88 Excepts where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at a general meeting must be taken by poll.

Article 89 On a poll taken at a meeting, a shareholder (including his/her proxy) entitled to two (2) or more votes need not cast all his/her votes for or against in the same way.

Article 90 Voting at a general meeting must be taken by way of poll of registered voters.

Article 91 Before the proposed resolution is voted on at the general meeting, two (2) representatives of the shareholders shall be elected to take part in counting the votes and scrutinizing the conduct of the poll and the voting results shall be announced at the general meeting. If any shareholder is interested in the matter under consideration, such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll. Meanwhile, the Company shall appoint its auditors, share registrar or external accountants who are qualified to serve as auditors as scrutineer for the vote-taking. When votes are cast on proposed resolutions at the general meeting, representatives of the shareholders, the representative of supervisors and scrutineer shall be jointly responsible for scrutinizing and counting votes, the voting results will be announced on the spot, and the voting results of the resolutions will be recorded in the meeting minutes.

Shareholders or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.

Article 92 The ending time of a shareholders' general meeting shall not be earlier than that of online or other access to the meeting. The Chairman of the meeting shall announce the status and results of voting in respect of each proposed resolution, and whether or not such proposed resolution has been passed according to such voting results.

Prior to the formal announcement of voting results, the relevant parties from the Company, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the major shareholders, the person in charge of the relevant internet service provider involved in relation to voting at the general meeting, online or by other means, shall be obliged to keep the status of voting confidential.

Article 93 A shareholder attending a general meeting shall express one of the following opinions on any proposed resolutions to be voted on: for, against or abstain. Except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders.

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

Article 94 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the announcement of the voting result, the chairman of the meeting shall have the votes counted immediately.

In the event that the votes are counted at the general meeting, the counting results shall be recorded in the minutes of the meeting.

Article 95 Public announcement of the voting results of a general meeting, containing the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Company, the form of voting, result of each resolution and the detailed content of each resolution and the content required in accordance with the laws and regulations and the listing rules of the place where the stocks of other companies are listed, shall be issued in time in accordance with applicable laws, administrative regulations, departmental rules, normative documents, the laws and regulations and the listing rules of the place where the stocks of the Company are listed. Attendance and voting of holders of domestic shares and holders of foreign invested share shall be counted and published respectively.

Article 96 If a proposal is not passed or a resolution passed at the previous general meeting is amended at such general meeting, it shall be set out as a special reminder in the announcement on resolutions of the general meeting.

Article 97 Where a proposed resolution on the election of directors or supervisors is passed at the general meeting, the term of office of the newly-elected director or supervisor shall be determined at the same time. The term of office of the newly-elected director or supervisor shall commence on the date specified in the notice of general meeting or at the passing of the relevant resolution at the general meeting and upon the approval of qualification (if applicable).

Article 98 Where a proposed resolution in relation to the payment of cash dividends, the issue of bonus shares or the capitalisation of capital reserves is passed at a general meeting, the Company shall implement the specific plans within two (2) months after the conclusion of the general meeting.

CHAPTER V BOARD OF DIRECTORS

Section I Directors

Article 99 A director of the Company who is a natural person may not serve as a director of the Company under any of the following circumstances:

- (I) a person who is unable or has limited ability to undertake any civil liabilities;
- (II) a person who has been convicted of an offense of bribery, corruption, embezzlement or misappropriation of property, or the destruction of socialist market economy order; or who has been deprived of his political rights due to his crimes, in each case where less than five (5) years have elapsed since the date of completion of the sentence;
- (III) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was 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 the bankruptcy and liquidation of the company or enterprise;

- (IV) a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law and has been ordered to close down by law and the person was personally responsible, where less than three (3) years have elapsed since the date of such revocation;
- (V) a person who is liable for a relatively large amount of debts that are overdue;
- (VI) a person who is banned by the CSRC from entering into the securities market for a period which has not yet expired;
- (VII) a person who does not comply with the provisions of the laws, administrative regulations, departmental rules or the laws and regulations of the place where the shares of the Company are listed and the Listing Rules.

Any election, designation or appointment of directors in violation of this provision shall be invalid. The Company shall dismiss the director if he is involved in the said circumstances during his respective term of office.

Article 100 Directors shall be elected and replaced at the general meeting, with a term of three (3) years for each session. A director may serve consecutive terms if re-elected upon the expiry of his term, unless otherwise required by the relevant regulations, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and these Articles of Association. In accordance with the Hong Kong Listing Rules, every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three (3) years.

The term of office of the directors shall be counted from the date of appointment until the expiration of the term of the current session of the Board of Directors.

Article 101 Any person appointed by the Board of Directors to fill a casual vacancy or as an addition to the Board of Directors shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election.

A general meeting may remove a director before expiry of his term of office by an ordinary resolution subject to compliance with relevant regulations, the laws and regulations of the place where the shares of the Company are listed and the Listing Rules. Removal of directors shall not prejudice such director's right to claim for compensation under any contract.

A director need not hold any shares in the Company.

Article 102 A director shall continue to perform his duties in accordance with the relevant regulations and these Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of directors results in the number of directors being less than the quorum required by these Articles of Association.

A director may tender a resignation before the expiration of his term of office. A director who resigns shall tender in writing a letter of resignation to the Board of Directors. The Board of Directors will disclose within two (2) days the appointment, resignation, transfer or removal of directors, including the Chief Executive Officer. Except in cases where the resignation of a director causes the Board of Directors to fall short of a quorum as set out in this Article, the resignation of a director shall take effect when the resignation report is served on the Board of Directors, unless a later effective date is specified in the resignation report.

Article 103 When a director resigns or his term of office expires, the director shall complete all handover procedures with the Board of Directors. The fiduciary duty of such director towards the Company and the shareholders shall remain for a reasonable period after the termination of his term of office. The length of such period shall be decided upon in accordance with the principle of fairness, taking into account the time elapsed between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminates. His confidentiality obligation in relation to the Company's business secrets shall remain after the expiry of his terms of office until such secrets become public information. The length of such period of other obligations shall be decided upon in accordance with the principle of fairness, taking into account the time elapsed between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminates.

Article 104 A director shall comply with the laws, administrative regulations, departmental rules, normative documents, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and these Articles of Association, and shall owe fiduciary duties towards the Company in the following aspects:

- (I) not to use his powers and positions to receive bribes or other illegal income or embezzle the properties of the Company or its clients;
- (II) not to misappropriate the assets of the Company or its clients;
- (III) not to deposit the assets or funds of the Company in the accounts in his own name or other person's name;
- (IV) not to lend the funds of the Company to any persons or provide guarantee to other persons with the assets of the Company, without the approval of a general meeting or the Board of Directors, in violation of the provisions of these Articles of Association;
- (V) not to enter into any contracts or transactions with the Company in violation of the provisions of these Articles of Association or without the approval of a general meeting;
- (VI) not to use his powers and position to obtain for himself or others any business opportunities which should have been the business opportunities of the Company or to be engaged for himself or others in the same type of business which the Company is engaged in, without the approval of a general meeting;
- (VII) not to encroach the commission generated as a result of any transaction with the Company;
- (VIII) not to disclose any secrets of the Company without any authorization;
- (IX) not to prejudice the interests of the Company by using his connected relationship;
- (X) to exercise the rights conferred on him by the Company in a prudent, careful and diligent manner to safeguard the interests of the Company and the shareholders;
- (XI) other fiduciary duties as provided for by the laws, administrative regulations, departmental rules, normative documents, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and the provisions of these Articles of Association.

Any income obtained by a director in violation of the above provisions shall be attributable to the Company; if the Company suffers any losses, such director shall be liable to compensate.

Article 105 A director shall comply with the laws, administrative regulations, departmental rules, normative documents, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and these Articles of Association, and shall owe duties of diligence towards the Company in the following aspects:

- (I) to exercise the rights conferred on him by the Company in a prudent, careful and diligent manner to ensure that the business conduct of the Company is in compliance with the requirements of the state laws, administrative regulations and various economic policies and the business activities of the Company are not beyond the business scope as stipulated in the business license;
- (II) to give equal treatment to all shareholders;
- (III) to understand the operation and management of the business of the Company in a timely manner;
- (IV) to confirm any regular reports of the Company by signing on such reports; to ensure that the information disclosed by the Company is true, accurate and complete;
- (V) to provide relevant true information and materials to the Supervisory Committee and not to interfere with the duties and powers exercised by the Supervisory Committee or any supervisors;
- (VI) other duties of diligence as provided for by the laws, administrative regulations, departmental rules, normative documents, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and these Articles of Association.

Article 106 The directors (including independent non-executive directors) shall, both collectively and individually, fulfill fiduciary duties and duties of skill, care and diligence to a standard at least commensurate with the standard established by the laws and regulations of Hong Kong and the Hong Kong Listing Rules. This means that every director shall, in the performance of his duties as a director:

- (I) act honestly and in good faith in the interests of the Company as a whole;
- (II) act for proper purpose;
- (III) be accountable to the Company for the application or misapplication of its assets;
- (IV) avoid actual and potential conflicts of interest and duty;
- (V) disclose fully and fairly his interests in contracts with the Company; and
- (VI) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding his office as a director of the Company.

Article 107 If a director fails to attend any two (2) consecutive meetings of the Board of Directors in person or by appointing other directors to attend such meetings on his behalf, such director shall be deemed incapable of performing his duties, and the Board of Directors shall make recommendation to a general meeting for replacement.

Article 108 Without any legal authorization by these Articles of Association or the Board of Directors, no director shall use his personal capacity to act on behalf of the Company or the Board of Directors. If any third parties reasonably believe that a director acts on behalf of the Company or the Board of Directors while such director acts in his own name, such director shall make a prior statement as to his position and capacity.

Article 109 If the Company suffers any losses due to the exercise of the duties by a director in violation of the laws, administrative regulations, departmental rules and the laws and regulations of the place where the shares of the Company are listed, the Listing Rules or the provisions of these Articles of Association, such director shall be liable to compensate. The Company shall disclose within three (3) days all matters relating to civil judgments relating to fraud, breach of duty, or other misconduct involving dishonesty (if any) by directors.

Article 110 Subject to the laws and regulations of the place where the shares of the Company are listed and the Listing Rules and unless otherwise required by these Articles of Association, the methods and procedures to nominate directors are as follows:

- (I) the list of candidates for directors may be proposed by the nomination committee of the Board of Directors based on the number of directors to be elected subject to the number specified by these Articles of Association;
- (II) shareholders individually or jointly holding three percent (3%) or more of the shares of the Company may nominate the candidates for directors, but the number of persons nominated shall comply with the provisions of these Articles of Association and shall not exceed the number of persons to be elected;
- (III) the nomination committee of the Board of Directors may propose candidates for non-independent executive directors to the Board of Directors;
- (IV) The nomination committee of the Board of Directors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors, and the names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of resolution from the Board of Directors, written proposals regarding the candidates for directors shall be submitted to the general meeting. The Board of Directors shall provide the candidates' resumes and basic information to the shareholders;
- (V) before the convening of the general meeting of the Company, candidates for directors shall make written commitments stating their acceptance of the nomination, confirming that the information of candidates for directors is true and complete, and undertaking to faithfully perform the duties of directors if elected;
- (VI) the written notices of the intention to nominate a candidate for election as a director and the acceptance of nomination by such candidate, shall be given to the Company no less than seven (7) days prior to the date of convening the general meeting;
- (VII) the period given by the Company to relevant nominators and nominees to submit the aforesaid notices and documents (which period shall commence from the day following the date of dispatch of the notice of the general meeting) shall be no less than seven (7) days;

- (VIII) the Board of Directors shall disclose in accordance with the laws, regulations and these Articles of Association, detailed information of the nominees to shareholders before the general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting;
- (IX) except for the cumulative voting system, each director candidate shall be voted one by one at the general meeting;
- (X) the Company shall have formal letters of appointment for directors setting out the key terms and conditions of their appointment;
- (XI) if there are any specific provisions regarding the methods and procedures to nominate directors as stipulated by the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and these Articles of Association, those provisions shall prevail.

Section 2 Independent Non-executive Directors

Article 111 Independent non-executive directors refer to the directors who do not hold any other positions in the Company (other than as a director of the Company), and are not related to the Company and its shareholders in a way that may hinder their independent and objective judgment, and comply with the independence requirements under the laws and regulations of the place where the shares of the Company are listed and the Listing Rules.

The Company's Board of Directors shall include independent non-executive directors. There shall be no less than three (3) independent directors and they shall constitute no less than one third (1/3) of the Board of Directors. At least one independent non-executive director shall possess the appropriate professional qualifications or accounting or related financial management expertise and one (1) independent director shall ordinarily reside in Hong Kong.

Apart from the qualifications and obligations of independent non-executive directors provided in the relevant provisions in Section 1 of this Chapter, an independent non-executive director shall also meet the following requirements:

- (I) shall have five (5) years or more of experience in the work of securities, finance, law or accounting;
- (II) shall have a university diploma at the undergraduate level or above, and a bachelor's degree or above;
- (III) shall have the time and capacity necessary for the performance of his duties as an independent non-executive director;
- (IV) shall have the basic knowledge of the operation of a financial institution and be familiar with the relevant laws, regulations and rules, and with a good reputation;
- (V) shall meet the independence and other conditions provided in the relevant provisions required by the securities regulatory authorities of the State Council, the laws and regulations of the place where the shares of the Company are listed and the Listing Rules.

Article 112 The term of office of the independent non-executive directors is the same as those of other directors of the Company. An independent non-executive director may be re-elected after the expiration of his term of office.

Article 113 Where the independent non-executive director resigns or be removed during his term of office, the Company shall public the announcement and disclose the relevant information in accordance with the laws and regulations of the place where the shares of the Company are listed and the Listing Rules.

If at any time the number of the independent non-executive directors of the Company does not satisfy the number, qualifications or independence requirements under the Hong Kong Listing Rules, the Company shall notify the Hong Kong Stock Exchange promptly, and shall state in the form of announcement the particulars and reasons. The Company shall also appoint a sufficient number of independent non-executive directors to meet the requirements of the Hong Kong Listing Rules within three (3) months after its failure to comply with the relevant requirements.

Article 114 An independent director shall have the following powers in addition to those powers conferred upon him by the Company Law and other relevant laws, administrative regulations, departmental rules, normative documents, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and these Articles of Association:

- (I) to propose to the Board of Directors to convene extraordinary general meetings. If the Board of Directors refuses to do so, he may propose to the Supervisory Committee to convene extraordinary general meetings;
- (II) to propose to convene meetings of the Board of Directors;
- (III) to engage auditing firms or consultancy firms necessary for performing duties;
- (IV) to offer independent opinions on matters related to the remuneration packages, incentive scheme and so forth for the Company's directors and senior management members;
- (V) to offer his independent opinions on the matters (including but not limited to the connected transactions) in accordance with the laws and regulations of the place where the shares of the Company are listed and the Listing Rules;
- (VI) to publicly solicit voting rights from shareholders before general meetings.

An independent non-executive director shall perform his duties as a director independently in accordance with the laws, administrative regulations and the laws and regulations of the place where the shares of the Company are listed and the Listing Rules, and shall submit his work report at the annual general meeting.

The independent non-executive director who fails to perform his duties diligently shall undertake the corresponding responsibilities.

The Company shall ensure that independent non-executive directors will enjoy the same right to be informed as other directors.

Section 3 Board of Directors

Article 115 The Company shall have a Board of Directors which shall be accountable to the general meeting.

Article 116 The Board of Directors shall consist of no less than five (5) members, of which the number of independent non-executive directors shall be no less than three (3), accounting for at least one-third (1/3) of the Board of Directors.

Article 117 The Board of Directors shall exercise the following powers and duties:

- (I) to convene a general meeting and submit a work report to such meeting;
- (II) to implement the resolutions of a general meeting;
- (III) to decide on the operation plan and investment scheme of the Company;
- (IV) to prepare the draft annual budget and final accounts of the Company;
- (V) to prepare the profit distribution plan and loss recovery plan of the Company;
- (VI) to prepare the plan for the Company to increase or reduce its registered capital, to issue corporate bonds or other securities;
- (VII) to prepare plans of the merger, divisions, dissolution or changes of the form of the Company;
- (VIII) to prepare plans of the Company with respect to material acquisitions, repurchase its own shares;
- (IX) to appoint or remove the general manager and the Secretary of the Board of Directors of the Company; to appoint or remove the deputy general manager, the chief financial officer and other senior management, and to decide on matters concerning remuneration, rewards and punishments thereof;
- (X) to decide on the establishment of the Company's internal management structure;
- (XI) to decide on the composition of the special committees of the Board of Directors in accordance with the listing rules of the place where the shares of the Company are listed;
- (XII) to establish a basic management system of the Company;
- (XIII) to prepare plans to amend these Articles of Association;
- (XIV) to file an application for bankruptcy on behalf of the Company;

- (XV) to review and approve the listing of the unlisted shares held by the shareholders of the Company on foreign stock exchanges;
- (XVI) to review and approve transactions (including but not limited to disclosable transactions and connected transactions) that are subject to review and approval by the Board of Directors as required by the laws, regulations, the laws and regulations of the place where the shares of the Company are listed, the Listing Rules and the provisions of these Articles of Association;
- (XVII) to formulate and approve the Company's foreign investment, acquisition and sale of assets, asset mortgage, foreign guarantee matters, entrusted financial management, connected transactions and other matters within the scope authorized by the general meeting;
- (XVIII) to manage the information disclosure matters of the Company;
- (XIX) to propose to the general meeting the appointment or replacement of an accounting firm for auditing the Company;
- (XX) to hear the work report of the general manager of the Company and inspect his work;
- (XXI) to be responsible for setting the purpose, values and strategy of the Company and ensuring their consistency with the Company's culture;
- (XXII) to formulate and review the corporate governance policies and practices of the Company and make recommendations to the Board of Directors;
- (XXIII) to review and monitor the training and continuous professional development of directors and senior management;
- (XXIV) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (XXV) to develop, review and monitor codes of conduct and compliance manuals for employees and directors;
- (XXVI) to review the Company's compliance with the corporate governance code under the Hong Kong Listing Rules and its disclosure in the corporate governance report;
- (XXVII) to exercise other powers and duties conferred by the laws, administrative regulations, departmental rules, normative documents, the laws and regulations of the place where the Shares of the Company are listed, the Listing Rules or these Articles of Association.

The above matters of duties and powers exercised by the Board of Directors, regardless of whether they are beyond the scope of authorization of the general meeting, which shall be considered and approved by the general meeting according to the laws and regulations of the place where the shares of the Company are listed and the Listing Rules, shall be submitted to the general meeting for consideration and approval. The Board of Directors shall regularly review the performance of its responsibilities to ensure that its performance has promoted the development of the Company in line with its objectives.

A non-executive director shall fulfill the same fiduciary duties and duties of skill, care and diligence as an executive director.

Article 118 The Board of Directors shall give explanations at the general meeting on the qualified auditing opinions issued by the certified public accountants to the Company's financial reports.

Article 119 The Board of Directors shall formulate the rules of procedures for meetings of the Board of Directors to ensure the implementation of the resolutions of the general meeting, improve the efficiency of work and ensure scientific decision-making. The rules of procedures for the Board of Directors shall be appended to these Articles of Association. It shall be formulated by the Board of Directors and approved by the general meeting.

Article 120 The Company shall establish corresponding review and decision-making procedures for major matters such as external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management and connected transactions, and specify the authority of the Board of Directors. Major matters shall be subject to decision-making procedures in strict accordance with relevant systems and shall be submitted to the shareholders' general meeting for approval if they exceed the authority of the Board of Directors.

A transaction within the ordinary course of business of the Company that meets one of the following criteria shall be submitted to the Board of Directors for consideration:

- (I) The total assets involved in the transaction account for more than ten percent (10%) of the Company's latest audited total assets (if the total assets involved in the transaction have both a book value and an appraised value, the higher value shall be used for calculation). If the total assets involved in the transaction account for more than fifty percent (50%) of the Company's latest audited total assets, the transaction, if considered and approved by the Board of Directors, shall be submitted to the shareholders' general meeting for consideration;
- (II) The transaction amount of the transaction accounts for more than ten percent (10%) of the stock market value of the Company. If the transaction amount of the transaction accounts for more than fifty percent (50%) of the stock market value of the Company, the transaction, if considered and approved by the Board of Directors, shall be submitted to the shareholders' general meeting for consideration;
- (III) The net assets of the subject matter (such as equity) of the transaction in the latest accounting year account for more than ten percent (10%) of the Company's market value. If the net assets of the subject matter (such as equity) of the transaction in the latest accounting year account for more than fifty percent (50%) of the Company's market value, the transaction, if considered and approved by the Board of Directors, shall be submitted to the shareholders' general meeting for consideration;
- (IV) The revenue related to the subject matter (such as equity) of the transaction in the latest accounting year accounts for more than ten percent (10%) of the audited revenue of the Company in the latest accounting year and exceeds RMB10 million. If the revenue related to the subject matter (such as equity) of the transaction in the latest accounting year accounts for more than fifty percent (50%) of the audited revenue of the Company in the latest accounting year and exceeds RMB50 million, the transaction, if considered and approved by the Board of Directors, shall be submitted to the shareholders' general meeting for consideration;
- (V) The profit derived from the transaction accounts for more than ten percent (10%) of the audited net profit of the Company in the latest accounting year and exceeds RMB1 million. If the profit derived from the transaction accounts for more than fifty percent (50%) of the audited net profit of the Company in the latest accounting year and exceeds RMB5 million, the transaction, if considered and approved by the Board of Directors, shall be submitted to the shareholders' general meeting for consideration;

- (VI) The net profit related to the subject matter (such as equity) of the transaction in the latest accounting year accounts for more than ten percent (10%) of the audited net profit of the Company in the latest accounting year and exceeds RMB1 million. If the net profit related to the subject matter (such as equity) of the transaction in the latest accounting year accounts for more than fifty percent (50%) of the audited net profit of the Company in the latest accounting year and exceeds RMB5 million, the transaction, if considered and approved by the Board of Directors, shall be submitted to the shareholders' general meeting for consideration; and
- (VII) The transaction is a transaction and connected transaction required to be disclosed pursuant to the Hong Kong Listing Rules.

If the figures for calculation of the above criteria are negative amounts, their absolute amounts shall be used for calculation. Transaction amount refers to the transaction amount paid and the debts and expenses assumed. If the transaction arrangements involve possible payment or collection of consideration in the future, and no specific amount is mentioned or the amount is determined according to set conditions, the estimated maximum amount shall be the transaction amount. Notwithstanding the foregoing, transactions in which the Company gains benefits unilaterally, including receiving donations of cash assets, getting debt relief, and receiving guarantees and financial support, may be exempted from the consideration procedures at the shareholders' general meeting under this Article. The laws, regulations and listing rules of the place where the Company's shares are listed shall prevail if they provide otherwise.

Where the Company acquires or disposes of assets, the Company shall take the higher of the total assets and the transaction amount as the calculation criteria and shall calculate the cumulative amount within 12 consecutive months based on the type of transaction. For a subject matter the cumulative amount of which reaching thirty percent (30%) of the latest audited total assets of the Company, a resolution shall be proposed to the general meeting for consideration and passed by shareholders representing more than two-thirds (2/3) of the voting rights present at the general meeting. A subject matter shall no longer be included in the relevant cumulative calculation scope if the relevant obligations have been fulfilled in accordance with this Article. The laws, regulations and listing rules of the place where the Company's shares are listed shall prevail if they provide otherwise.

The Board of Directors has the power to examine and approve external guarantees other than those which shall be approved by the general meeting of the Company as stipulated in the Articles of Association. External guarantees which shall be approved by the general meeting of the Company as stipulated in the Articles of Association shall be submitted to the general meeting for consideration upon approval by the Board of Directors. The laws, regulations and listing rules of the place where the Company's shares are listed shall prevail if they provide otherwise.

Article 121 The Board of Directors shall have one (1) chairman and no vice-chairman. The chairman of the Board of Directors shall be elected and removed with the consent of more than half of all directors. The chairman of the Board of Directors shall serve a term of three (3) years and may be re-elected.

Article 122 The chairman of the Board of Directors shall exercise the following functions and powers:

- (I) To preside over shareholders' general meetings and convene and preside over the meetings of the Board of Directors;
- (II) To supervise and examine the implementation of the resolutions of the Board of Directors;
- (III) To sign the share certificates, corporate bonds and other equity securities of the Company;
- (IV) To sign important documents of the Board of Directors;

- (V) To exercise the powers of authorized representative;
- (VI) To exercise other functions and powers conferred by the Board of Directors; and
- (VII) To exercise other functions and powers specified by laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association.

Article 123 If the chairman is unable to perform his duties or fails to perform his duties, one (1) director shall be jointly elected by more than half of the directors to perform his duties.

Article 124 Board meetings include regular board meetings and extraordinary board meetings.

Regular board meetings shall be held at least four (4) times a year, approximately once a quarter. Such regular meetings shall not include obtaining approval from the Board of Directors by circulation of written resolutions and shall be convened by the chairman of the Board of Directors by giving a written notice to all directors and supervisors fourteen (14) days prior to the convening of the meetings. With consent from all directors in writing, the required period of notice of regular board meetings may be waived.

The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within ten (10) days upon receipt of a proposal in any of the following circumstances:

- (I) When proposed by shareholders representing ten percent (10%) or more of the shares;
- (II) When deemed necessary by the chairman of the Board of Directors;
- (III) When jointly proposed by more than one-third (1/3) of the directors;
- (IV) When proposed by more than half of the independent non-executive directors;
- (V) When proposed by the Supervisory Committee;
- (VI) When proposed by the general manager; and
- (VII) Other circumstances stipulated by PRC laws, administrative regulations, departmental rules, the laws, regulations and listing rules of the place where the Company's shares are listed or the Articles of Association.

An extraordinary board meeting shall be convened by giving a notice in writing to all directors five (5) days before the meeting is held. With unanimous consent from all directors, the required period of notice of extraordinary board meetings may be waived.

When a director has attended a meeting, he/she shall be deemed to have been served with a notice of the meeting if he/she fails to state he/she did not receive the notice of the meeting before or during the meeting.

If a substantial shareholder or a director has a conflict of interest in a matter which is to be considered by the Board of Directors and deemed by the Board of Directors to be material, the matter shall be dealt with by way of holding a board meeting rather than a written resolution. Independent directors who, and whose close associates, have no material interest in the transaction should be present at the board meeting. Subject to the constitutional documents of the Company, the laws and regulations of the place where the Company is incorporated and the laws, regulations and listing rules of the place where the Company's shares are listed, the directors can be deemed as attending a board meeting in person if they attended a meeting through electronic means such as telephone or video conference.

The appointment and dismissal of company secretary shall be discussed through a board meeting and shall be dealt with by holding a board meeting rather than a written resolution.

Article 125 A notice of board meeting shall include the following:

- (I) The date, venue and duration of the meeting;
- (II) The method of holding the meeting;
- (III) The subject matters and topics of the meeting; and
- (IV) The date of dispatch of the notice.

Article 126 A board meeting shall not be held unless more than one half of the directors are present.

Article 127 Subject to relevant laws, regulations and normative documents of the PRC and the laws, regulations and listing rules of the place where the Company's shares are listed, all resolutions of the Board of Directors, except those on the matters set out in items (VI), (VII) and (XIII) of Article 117 of the Articles of Association which are required to be approved by voting by two-thirds (2/3) or more of the directors, shall be approved by voting by more than half of the directors.

As for the voting on a board resolution, each director shall have one vote only.

Article 128 Where a director or any of his/her close associates (as defined in the Hong Kong Listing Rules) is connected with the enterprises involved in a resolution to be resolved at a board meeting or has material benefits and/or interests in the contracts, arrangements or any other proposed matters to be resolved, or there are other circumstances that require him/her to abstain from voting as stipulated by laws, he/she shall not vote on that resolution or vote on behalf of other directors. Such matters shall be dealt with by way of a board meeting rather than a written resolution. In determining whether a quorum is present at the meeting, the director himself/herself shall not be counted, unless otherwise provided by laws, regulations, regulatory requirements and relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed (including but not limited to the Articles of Association as approved by the Hong Kong Stock Exchange). A board meeting may be held if more than half of the directors who are not connected and have no material interests are present and the resolutions of the board meeting shall be approved by more than half of the directors who are not connected and have no material

interests (where a resolution involves the matters set out in items (VI), (VII) and (XIII) of Article 117 of the Articles of Association and is required by the laws, regulations and listing rules of the place where the Company's shares are listed to be approved by way of a special resolution, it shall be approved by two-thirds (2/3) or more of the directors who are not connected and have no material interests). Independent non-executive directors shall express their independent opinions on connected transactions in accordance with the laws, regulations and listing rules of the place where the Company's shares are listed. If the number of unconnected directors present at the board meeting is less than three (3), the matters shall be submitted to the general meeting for consideration.

Article 129 The resolutions of a board meeting shall be voted by a registered ballot. Subject to the laws, regulations and listing rules of the place where the Company's shares are listed, the Board of Directors may adopt the method of voting in writing.

Subject to relevant laws, regulations and normative documents of the PRC and the laws, regulations and listing rules of the place where the Company's shares are listed, an extraordinary board meeting may be held, and resolutions may be made thereat, in writing or by video, telephone, facsimile or other means on the premise that the directors can fully express their opinions, and the resolutions of the meeting shall be signed by the directors present at the meeting.

The resolutions of a board meeting shall be voted by a show of hands, a registered ballot or other voting methods approved by regulatory authorities. Where the resolutions of a board meeting are made by video, telephone, facsimile or other appropriate means supported by communication devices, written documents in respect thereof shall be signed by the directors participating in the voting.

Article 130 The board meetings shall be attended by the directors in person. A director who is unable to attend for any reason may authorize another director in writing to attend on his/her behalf. The authorized director shall present an authorization letter to the Board of Directors and exercise their voting rights within the scope of authorization. The authorization letter shall state the name of the representative, the matters represented, the scope of authorization and the validity period, and shall be signed or sealed by the principal. If a director does not attend a board meeting in person and does not appoint a representative to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.

Article 131 The Board of Directors shall keep minutes of its resolutions on the matters discussed at a board meeting. The directors who attended the meeting and the recorder shall sign on the minutes of that meeting.

The minutes of board meetings shall be kept as archives of the Company for at least 10 years.

The directors shall bear liability for the resolutions of the Board of Directors. If a resolution of the Board of Directors is in violation of laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed or the Articles of Association, thereby causing serious losses to the Company, the directors who take part in the resolution shall be liable to the Company for damages. However, if a director can prove that he/she has expressed his/her opposition to such resolution when it is put to the vote, and such opposition has been recorded in minutes of the meeting, the director may be relieved from such liability.

Article 132 The minutes of a board meeting shall include:

- (I) the date, venue and convener of the meeting;

- (II) the names of the directors attending the meeting and the names of the directors (proxies) appointed by other directors to attend the meeting;
- (III) the agenda of the meeting;
- (IV) the main points of the speeches of the directors; and
- (V) the methods and results of the voting for each resolution (the voting results shall state the number of votes voting for, against or in abstention).

Section 4 Special Committees under the Board of Directors

Article 133 The Board of Directors shall establish special committees, including nomination committee, audit committee and remuneration and assessment committee.

The responsibilities, composition and rules of procedure of the special committees shall be separately determined by the Board of Directors in accordance with the listing rules of the place where the Company's shares are listed. Upon consideration and approval by the Board of Directors, the special committees shall perform their respective duties in accordance with their respective rules of procedure. The Board of Directors may establish other special committees as needed. The special committees under the Board of Directors are special working bodies under the Board of Directors, providing suggestions or advices for major decisions of the Board of Directors. The special committees shall not make any resolutions in the name of the Board of Directors but may exercise decision-making power on authorized matters based on special authorization from the Board of Directors.

The members of each special committee shall be directors and the number of members shall not be less than three (3).

Article 134 Each special committee may engage external professionals to provide services and the Company shall bear the reasonable expenses incurred therefrom.

CHAPTER VI GENERAL MANAGER AND OTHER SENIOR MANAGEMENT

Article 135 The Company shall have one (1) general manager and several vice general managers, all of whom shall be appointed or dismissed by the Board of Directors. The term of office of the general manager shall be three (3) years and may be renewed through re-appointment.

The general manager, vice general managers, chief financial officer and secretary to the Board of Directors are senior management personnel of the Company.

Article 136 The provisions of the Articles of Association regarding the circumstances under which a person may not serve as a director and the duties of loyalty and diligence of a director shall also apply to the senior management.

Article 137 Persons holding positions other than directors and supervisors in the controlling shareholders or de facto controllers of the Company shall not serve as the senior management of the Company. The senior management of the Company shall receive salaries from the Company only and their salaries shall not be paid by the controlling shareholders or de facto controllers on behalf of the Company.

Article 138 The general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:

- (I) To be in charge of the operation and management of the Company, organize the implementation of the resolutions of the Board of Directors, and report his work to the Board;
- (II) To organize the implementation of the Company's annual business plan and investment plan; and implement the Company's financial budget plan;
- (III) To formulate the setting plan and basic management system of the Company's internal management organization;
- (IV) To formulate the specific rules and regulations of the Company;
- (V) To propose the Board of Directors to appoint or dismiss other senior management personnel of the Company, such as vice general manager and chief financial officer;
- (VI) To decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be decided by the Board of Directors;
- (VII) To propose to convene an extraordinary board meeting;
- (VIII) To exercise the functions and powers stipulated in the work rules of the general manager; and
- (IX) To exercise other functions and powers conferred by the Articles of Association or the Board of Directors.

The general manager of the Company shall attend board meetings. If the general manager is not a director, he/she shall not have voting rights at board meetings.

Article 139 The general manager shall perform his/her duties in accordance with laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed, the provisions of the Articles of Association and the authorization of the Board of Directors, carry out external activities on behalf of the Company within the scope of authorization, and assume leadership responsibility for the regulatory compliance of the Company's business activities and the security of customers' assets.

Article 140 The general manager may resign before the expiration of his/her term of office. The specific procedures and measures for the resignation of the general manager shall be stipulated in the labor contract between the general manager and the Company.

Article 141 The vice general managers and the chief financial officer of the Company shall be nominated by the general manager and appointed by the Board of Directors and shall be accountable and report to the general manager and perform relevant duties according to assigned business scope.

Article 142 The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors shall be a senior management of the Company and shall be accountable to the Board of Directors.

Article 143 The secretary to the Board of Directors shall be a natural person with requisite professional knowledge and experience and shall meet the requirements under the listing rules of the place where the Company's shares are listed. The secretary to the Board of Directors shall be nominated by the chairman of the Board of Directors and appointed or dismissed by the Board of Directors. The term of office of the secretary to the Board of Directors shall be three (3) years and may be renewed through re-appointment. The provisions of the Articles of Association on the circumstance that a person shall not serve as a director of the Company shall apply to the secretary to the Board of Directors. The secretary to the Board of Directors shall be appointed or dismissed in compliance with the listing rules of the place where the Company's shares are listed.

Article 144 The main duties of the secretary to the Board of Directors include:

- (I) to ensure that the Company has complete organization documents and records;
- (II) to ensure that the Company prepares and submits reports and documents required by competent authorities according to laws;
- (III) to ensure that the register of shareholders of the Company is properly maintained and that the persons who have the right of access to relevant documents and records of the Company can obtain the same in a timely manner;
- (IV) to provide secretarial services to the directors of the Company to ensure compliance with the procedures of the Board of Directors and all applicable laws, rules and regulations; and
- (V) other duties specified by laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association.

Article 145 The directors or other senior management of the Company may concurrently serve as the secretary to the Board of Directors of the Company, while the supervisors of the Company shall not. The certified public accountants of the accounting firm engaged by the Company and the lawyers of the law firm engaged by the Company shall not concurrently serve as the secretary to the Board of Directors of the Company.

Where the secretary to the Board of Directors concurrently serves as a director, for an act which is required to be made by a director and the secretary to the Board of Directors separately, the person who concurrently serves as a director and the secretary to the Board of Directors may not perform the act in dual capacity.

Article 146 The Company shall have a chief financial officer. The chief financial officer shall be a senior management personnel of the Company and shall be appointed by the Board of Directors.

The chief financial officer shall be in charge of the Company's financial and accounting works, including financial management (including budget management, investment management, fund-raising management, cost management, capital management, dividend distribution management, etc.) and accounting affairs.

Article 147 Where a senior management personnel violates laws, administrative regulations, departmental rules, regulatory documents, the laws, regulations and listing rules of the place where the Company's shares are listed or the Articles of Association when performing his/her duties and thus causes losses to the Company, he/she shall be liable for compensation.

Article 148 Senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior management personnel of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing his/her duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.

CHAPTER VII BOARD OF SUPERVISORS

Section 1 Supervisors

Article 149 The provisions of the Articles of Association concerning conditions under which the undertaking of directorship is prohibited shall also apply to the supervisors. Directors, general manager and other senior management shall not concurrently serve as supervisors.

Article 150 The supervisors shall comply with the laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association, and perform their duty of loyalty and duty of diligence to the Company. They shall not abuse their positions to accept bribes or other illegal income and not to misappropriate any properties of the Company. The provisions of the Articles of Association concerning the duty of loyalty and duty of diligence of the directors and conditions under which the undertaking of directorship is prohibited shall also apply to the supervisors.

Article 151 Each term of office of a supervisor is three (3) years and he or she may serve consecutive terms if re-elected upon the expiration of his/her term of office.

A supervisor may resign prior to the expiry of his/her term of office. The provisions of the Articles of Association concerning the resignation of the directors shall also apply to the supervisors.

Article 152 A supervisor shall continue to perform his duties in accordance with the laws, administrative regulations and the Articles of Association until a re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of supervisors results in the number of supervisors being less than the quorum.

Article 153 The supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.

Article 154 The supervisors may attend board meetings as non-voting participants, and put forward queries or suggestions regarding resolutions at board meetings, but are not entitled to vote.

Article 155 The supervisors shall not exploit their related relationship with the Company to prejudice the interests of the Company, any losses by whom caused to the Company, they shall be liable for compensation for the loss.

Article 156 The supervisors shall faithfully perform their supervisory duties in accordance with the laws, administrative regulations, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association.

If the supervisors violate laws, administrative regulations, departmental rules, the laws, regulations and listing rules of the place where the Company's shares are listed or the Articles of Association in fulfilling their duties, thereby causing any loss to the Company, they shall be liable for compensation for the loss.

Section 2 Board of Supervisors

Article 157 The Company shall have a Board of Supervisors composed of not less than three (3) supervisors. The Board of Supervisors shall have one (1) chairman. The chairman of the Board of Supervisors is elected with approval of more than half of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is incapable of performing or not performing his duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the Board of Supervisors.

Pursuant to the Hong Kong Listing Rules, supervisors of the Company must have the character, experience and integrity and be able to demonstrate a standard of competence commensurate with their position as supervisors.

The Board of Supervisors is made up of representatives of the shareholders and an appropriate proportion of representatives of the employees of the Company. The proportion of representatives of the employees shall not be less than one-third. Representatives of the employees in the Board of Supervisors shall be democratically elected by the employees of the Company at the employees' representative assembly, employees' shareholders' general meeting or otherwise.

Article 158 The Board of Supervisors exercises the following powers:

- (I) examine the financial reports, operational reports and profit distribution plan among other financial information to be submitted from the Board of Directors to the shareholders' general meeting and produce written opinions thereon;
- (II) check the finance of the Company;
- (III) supervise any act of directors and senior management during performance of duties, and propose the dismissal of any director or senior management who contravene the law, administration regulations, the laws, regulations and listing rules of the place where the Company's shares are listed, the Articles of Association, or the resolutions of the shareholders' general meeting;
- (IV) require a director or senior management to correct its act that has damaged the interests of the Company;
- (V) propose an extraordinary shareholders' general meeting, and when the Board of Directors fails to perform its duties to convene or hold the shareholders' general meeting as required by the Company Law, the laws, regulations and listing rules of the place where the Company's shares are listed, convene or hold the shareholders' general meeting;
- (VI) submit proposals to the shareholders' general meeting;
- (VII) propose an interim board meeting;
- (VIII) attend meetings of the Board of Directors in a non-voting capacity and raise questions and make suggestions in respect of matters that are the subject of resolutions of the Board of Directors;
- (IX) litigate against a director or senior management in accordance with the Company Law and the Articles of Association;

- (X) to conduct an investigation and, if necessary, to engage professional organizations, such as accounting firms and law firms, to assist it in its work in the event that it discovers any irregularities in the Company's operations. The expenses incurred shall be borne by the Company;
- (XI) other duties under the laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association.

Article 159 The Board of Supervisors shall hold at least one meeting every six (6) months. The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is incapable of performing or not performing his duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the Board of Supervisors.

Any supervisor may propose an extraordinary meeting of the Board of Supervisors to be held.

Article 160 Notices of regular meetings of the Board of Supervisors shall be served to all supervisors ten (10) days before the meetings are convened. Notices of the extraordinary meetings of the Board of Supervisors shall be served to all supervisors five (5) days before the meetings are convened. The aforesaid notice period for the meetings of the Board of Supervisors may be exempted if written consent is given by all supervisors.

The notice for the meetings of the Board of Supervisors shall include the following:

- (I) the date, venue and duration of the meeting;
- (II) the method of holding the meeting;
- (III) reasons and proposals of the meeting;
- (IV) the date of dispatch of the notice.

Article 161 A meeting of the Board of Supervisors shall be attended by more than one half of the supervisors. Each supervisor has one vote. Supervisors shall attend meetings of the Board of Supervisors in person. In the event a supervisor is unable to attend the meeting for any reason, he/she may authorize another supervisor in writing to attend the meeting on his/her behalf. Such power of attorney shall specify the scope of authorization.

Subject to compliance with the laws, administrative regulations, departmental rules, normative documents, the laws, regulations and listing rules of the place where the Company's shares are listed and the Articles of Association, resolutions of the Board of Supervisors shall be passed by more than half of the members of the Board of Supervisors by voting.

Article 162 The meeting of the Board of Supervisors shall vote by way of a show of hands, disclosed ballot or other means of voting approved by the regulatory authority. Any resolution made by video-conference, teleconference, facsimile or other communication equipment in the meeting of the Board of Supervisors shall be signed by the voting supervisors.

Article 163 The Board of Supervisors shall record all decisions on matters discussed in the minutes, which shall be signed by the supervisors present at the meeting. The supervisors shall be entitled to make particular illustrative statements regarding their opinions expressed at the meeting recorded in the minutes. The minutes of the Board of Supervisors shall be kept as archives of the Company for at least ten (10) years.

Article 164 Reasonable expenses incurred by the Board of Supervisors in hiring professionals such as lawyers, certified public accountants and practicing auditors in the exercise of its powers shall be borne by the Company.

Article 165 The Board of Supervisors shall formulate rules of procedures for the meetings of the Board of Supervisors, specifying the method for discussion and voting procedures of meetings, in order to ensure the efficient work and scientific decision making of the Board of Supervisors. The rules of procedures for the meetings of the Board of Supervisors shall be attached as an annex to the Articles of Association, formulated by the Board of Supervisors and approved at the shareholders' general meeting of the Company.

CHAPTER VIII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT OF THE COMPANY

Section 1 Financial and Accounting System

Article 166 The Company shall formulate its financial and accounting systems, profit distribution and audit systems in accordance with the laws, administrative regulations and requirements of relevant PRC authorities and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 167 The financial year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.

At the end of each financial year, the Company shall prepare a financial report which shall be audited by an accounting firm in compliance with the laws. The financial reports shall be prepared in accordance with the laws, regulations and requirements of relevant PRC authorities and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 168 The Board of Directors of the Company shall present before the shareholders at every annual shareholders' general meeting such financial reports to be prepared by the Company as required by the laws, administrative regulations or regulatory documents promulgated by local governments or competent authorities and the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 169 The financial reports of the Company shall be made available for shareholders' inspection at the Company twenty-one (21) days before the date of every annual shareholders' general meeting. Each shareholder of the Company shall be entitled to a copy of the financial reports referred to in this chapter.

Except as otherwise provided in the Articles of Association, the Company shall notify and announce such report or directors' report, together with the balance sheet and income statement or the statement of income and expenditure or a summary of such financial report at least twenty-one (21) days before the date of the annual shareholders' general meeting in accordance with the relevant provisions of Chapter X of the Articles of Association.

Article 170 The financial statements of the Company shall be prepared in accordance with not only the PRC accounting standards and regulations, but also the international accounting standards or the accounting standards of the overseas place where the Company's shares are listed. If the financial statements prepared under the two accounting standards are discrepant significantly, such discrepancy shall be indicated in the notes to the financial statements. For purposes of the Company's distribution of after-tax profits of a given financial year, the lesser of the amounts of after-tax profits shown in the aforementioned two kinds of financial statements shall prevail.

Article 171 The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas place where the shares of the Company are listed. If the financial statements prepared under the two accounting standards are discrepant significantly, such discrepancy shall be indicated in the notes to the financial statements.

Article 172 The Company shall publish two (2) financial reports each financial year, i.e. the interim financial report published within sixty (60) days after the end of the first six (6) months of the financial year and the annual financial report published within one hundred and twenty (120) days after the end of the financial year.

The laws, regulations and listing rules of the place where the Company's shares are listed shall prevail.

The Company shall send the report mentioned above to each of the H Shareholders by prepaid mail at least twenty-one days before the convening of the annual shareholders' general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders. Under the circumstance that relevant procedures are observed, reports abovementioned can also be sent in the form of publishing on the website of Hong Kong Stock Exchange in accordance with the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 173 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 174 The profit distribution proposal of the Company for each year shall be reviewed and approved at the shareholders' general meeting. The Company shall distribute its after-tax profit for the current year in the order of:

- (I) recovering losses;
- (II) setting aside ten per cent (10%) after-tax profit of the current year as a statutory common reserve fund;
- (III) setting aside a discretionary common reserve fund according to resolutions of the shareholders' general meeting;
- (IV) distributing dividends to shareholders.

In the event that the accumulated statutory common reserve fund of the Company has reached at least fifty percent (50%) of the registered capital of the Company, no further allocations are required. The shareholders' general meeting shall determine whether to allocate the discretionary reserve and the relevant proportion after allocating the statutory reserve.

If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before allocations are set aside for the statutory reserve fund.

If the shareholders' general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company. After losses have been covered and the statutory reserve have been allocated in accordance with the Articles of Association, any remaining after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in the Articles of Association.

No profits shall be distributed in respect of the shares held by the Company.

Article 175 Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the capital of the Company. However, capital reserve shall not be used to offset losses of the Company. If the statutory reserve is converted into capital, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital before the increase of the capital.

Capital reserve fund includes the following items:

- (I) premium received when shares are issued at a premium to their par value;
- (II) other income required to be included in the capital reserve fund by the competent finance department of the State Council.

Article 176 The profit distribution policy of the Company shall be: attaching much importance to providing reasonable returns to investors and conducive to the long-term development of the Company.

Article 177 Subject to the provisions of laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company may distribute dividends in either cash or shares or other forms that comply with the laws, administrative regulations and the PRC laws and regulations, laws, regulations and listing rules of the place where the Company's shares are listed. When dividends are distributed in the form of shares, the shareholders' general meeting shall make a resolution and carry out the relevant procedures in accordance with the laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed.

Cash dividends and other distributions declared by the Company to the holders of domestic shares shall be paid in Renminbi. Cash dividends and other distributions declared by the Company to the holders of foreign capital shares shall be denominated and declared in Renminbi, and paid in foreign currencies. Foreign currencies for the payment of cash dividends and other distributions payable by the Company to the holders of foreign capital shares shall be obtained pursuant to the relevant regulations on the administration of foreign exchange of the State.

Unless otherwise provided by the relevant laws and regulations, where cash dividends and other distributions are paid in foreign currencies, the exchange rate shall be based on the average middle exchange rate of foreign currencies against Renminbi announced by the People's Bank of China one calendar week preceding the date where such dividends or other distributions are declared.

Article 178 Any amount paid up in advance of calls on any shares may bear interest but shall not entitle the holder of the shares to participate in respect thereof in a dividend subsequently declared.

Subject to relevant laws and regulations of the PRC and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company may exercise power to confiscate the dividends which nobody has claimed only after a specified period for the declaration of such dividends.

Subject to the provisions of laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company has the right to terminate the dispatch of dividend warrants to the H Shareholders by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is, for the first time, undelivered to the addressee and returned, the Company may also exercise such right.

Subject to the provisions of laws, administrative regulations and the laws, regulations and listing rules of the place where the Company's shares are listed, the Company has the right to sell, in such manner as the Board of Directors thinks fit, any shares of the H Shareholders who are untraceable, subject to the following conditions:

- (I) the Company has distributed dividends for at least three (3) times to such shares within twelve (12) years, but none of such dividends was claimed;
- (II) the Company, after the expiration of the twelve (12)-year period, made public announcement on one or more of the newspapers at the jurisdiction where the shares of the Company are listed, stating its intention to sell such shares, and notified the securities regulatory authorities of the place where the shares of the Company are listed.

Article 179 The Company shall appoint a receiving agent for holders of the H Shares. Such receiving agent shall receive and retain dividends and other amounts payable by the Company in respect of the H Shares on behalf of such shareholders.

The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company's shares are listed or the relevant regulations of the stock exchange.

The receiving agents appointed by the Company for holders of H shares which are listed in Hong Kong shall be trust companies registered pursuant to the Trustee Ordinance of Hong Kong.

Article 180 After the profit distribution plan has been resolved at the shareholders' general meeting, the Board of Directors of the Company shall complete the dividend (or share) distribution within 2 months after the date of the shareholders' general meeting.

Section 2 Internal Audit

Article 181 The Company shall implement an internal audit system and appoint full time auditors to carry out internal audit and supervision of the Company's incomes and expenses and economic activities.

Article 182 The Company's internal auditing system and the responsibilities of the auditing personnel shall be carried out after obtaining approval by the Board of Directors. The auditor-in-chief shall be accountable and report to the Board of Directors.

Section 3 Appointment of an Accounting Firm

Article 183 The Company shall appoint an independent firm of accountants, which is qualified under relevant national regulations to audit the Company's annual financial report, review other financial reports of the Company, and provide financial statements auditing, net assets verification and other relevant consulting services.

The term of office of an accounting firm appointed by the Company shall be one (1) year commencing from the conclusion of each annual shareholders' general meeting until the conclusion of the next annual shareholders' general meeting, and the appointment may be renewed. The appointment, removal and re-appointment of an accounting firm shall comply with the laws, regulations and listing rules of the place where the Company's shares are listed. The Company shall not engage an accounting firm with which it is connected to audit the Company.

Article 184 Employing an accounting firm for the Company must be decided by the shareholders' general meeting. The Board of Directors shall not appoint an accounting firm before a shareholders' general meeting is held, the Audit Committee may make recommendations to the Board of Directors on the remuneration of the accounting firm or determine the remuneration. The Board of Supervisors may, if necessary, engage a professional accounting firm to assist its work if it discovers that the Company's operating conditions are abnormal.

Article 185 The Company shall ensure that the accounting documents, books of accounts, financial reports and other accounting information provided to the accounting firm appointed is true and complete without any refusal, concealment or false statement.

Article 186 The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined at the shareholders' general meeting. The remuneration of the accounting firm appointed by the Board of Supervisors shall be determined by the Board of Supervisors, unless otherwise provided by the laws, regulations and listing rules of the place where the Company's shares are listed.

Article 187 Regardless of the terms in the contract concluded between the accounting firm and the Company, the shareholders' general meeting may, through an ordinary resolution, resolve to dismiss the said accounting firm before the expiration of the term thereof or no longer renew after the end of the term. In the event of any rights claimed by the accounting firm against the Company, the said rights shall not be affected.

Article 188 In the event that the Company dismisses or no longer re-appoints the accounting firm, it shall notify such accounting firm ten (10) days in advance, and such accounting firm shall be entitled to express its opinions to the general meeting. Where the accounting firm resigns, it shall state at the general meeting whether or not there are any irregularities in the Company.

In the event that the general meeting intends to pass and approve a resolution for engaging an accounting firm which is not being engaged to fill in any vacancy of an accounting firm, or for re-appointing an accounting firm appointed by the Board of Directors to fill in any vacancy of an accounting firm, or for dismissing an accounting firm prior to the expiry of the term of office, the following provisions shall be met:

- (I) prior to the delivery of the notice of the general meeting, such proposal regarding the appointment or dismissal shall be delivered to such accounting firm which is to be appointed or to leave, or which has left the office during the relevant accounting year.

Leaving the office shall include the dismissal or resignation of appointment and leaving of its position.

- (II) in the event that the accounting firm leaving the position has made a written statement and requests the Company to inform the shareholders of such statement, the Company should adopt the following measures unless it has received the written statement too late:
1. in the notice issued for making a resolution, it is expressly stated about the accounting firm leaving the position having made a statement;
 2. a photocopy of such statement shall be made as an attachment to the notice delivered to the shareholders in the manner as provided in these Articles of Association.
- (III) in the event that the Company fails to deliver the statement of the relevant accounting firm pursuant to the provisions of clause (II) above, the relevant accounting firm may request to read out such statement at the general meeting and shall further make an appeal.
- (IV) the accounting firm leaving its position shall be entitled to attend the following meetings:
1. the general meeting during its term of office which is to expire;
 2. the general meeting for filling a vacancy caused by the dismissal of such accounting firm;
 3. the general meeting convened due to the active resignation of such accounting firm.

Such accounting firm leaving the position shall have the right to receive all notices regarding the foregoing meetings or other information related to the meetings and shall have the right to speak at the foregoing meetings about the matters involving such firm being the previous accounting firm of the Company.

CHAPTER IX NOTIFICATION AND ANNOUNCEMENT

Article 188 The Company may give a notice:

- (I) by hand;
- (II) by post;
- (III) by fax or email;
- (IV) by making an announcement on the website or newspapers designated by the Company and stock exchanges in accordance with the laws, regulations and the requirements of the laws and regulations and listing rules of the places where the Company's shares are listed;
- (V) in any other way previously agreed by the Company or the intended receiver, or subsequently approved by the intended receiver upon receiving the notice;

(VI) in any other way recognized by the laws, regulations and the relevant regulatory authority at the places where the Company's shares are listed, or specified in this Articles of Association;

(VII) In relation to the Company's communications to shareholders of H shares in accordance with the Hong Kong Listing Rules, the communications may be given to H share shareholders through a website designated by the Company and/or the website of the Hong Kong Stock Exchange, or by email, pursuant to the laws and regulations at the places where the Company's shares are listed and these Articles of Association.

Where the Company gives a notice by publication, it shall be deemed that all the persons concerned have received the notice as soon as the notice is published. If the regulatory authorities of the places where the Company's shares are listed have other requirements, the relevant regulations shall be implemented.

The notice in respect of convening a shareholders' general meeting shall be delivered by way of announcement or disclosure on the website of the Company. Where the listing rules of the places where the Company's shares are listed and the securities regulatory authorities have other provisions, such provisions shall prevail.

The notice in respect of convening a meeting of the Board of Directors shall be delivered by hand, post, phone, fax, email or other methods agreed by the Board of Directors.

The notice in respect of convening a meeting of the Board of Supervisors shall be delivered by hand, post, phone, fax, email or other methods agreed by the Board of Supervisors.

Article 190 If the notice is served by hand, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service. If the notice is sent by speedpost, the date of service is the second (2) working day from the date of delivery at the post office. If the notice is given by e-mail, the date of such e-mail entering the recipients' designated electronic data exchange system shall be the date of service. If the notice is given by fax, the sent date on the sender's fax record shall be the date of service. If the notice is given by announcement, the notice shall be deemed as given on the date of the first publication.

Article 191 If the listing rules in the places of the places where the Company's shares are listed require the Company to send, mail, issue, dispatch, publish or otherwise provide the relevant documents of the Company in both English and Chinese versions, the Company may, to the extent permitted by the applicable laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him or her the English versions or Chinese versions of documents if the Company has made applicable arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.

Article 192 Where the notice of the general meeting is not given to a shareholder that is entitled to receive such notice, or where such shareholder fails to receive the notice, due to any accidental omission, this shall not invalidate the meeting or any adopted resolution in the meeting.

Article 193 The Company shall send announcements and disclose information to the shareholders of domestic shares in newspapers and websites for information disclosure specified by the laws, regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of overseas listed foreign shares in accordance with the relevant requirements, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules, and sufficient notice must be given to enable holders of overseas listed foreign shares with registered addresses in Hong Kong to have sufficient time to exercise their rights or to act on the terms of the notice. When disclosing information on other public media, the company cannot disclose it before designated newspaper or website and cannot replace company announcements with other forms such as press releases or media seminars. If notices may be given in the form of advertisements in accordance with the relevant requirements, such advertisements may be published in newspapers.

Article 194 The Board of Directors are entitled to change the newspapers designated for information disclosure of the Company, but they must ensure that the newspapers designated for information disclosure fulfil the qualification and conditions required by relevant laws, regulations, regulatory requirements and stock exchanges.

CHAPTER X MERGER, DIVISION, CAPITAL INCREASE/DECREASE, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Division, and Capital Increase/Decrease

Article 195 The merger of the Company may be a merger by absorption or a merger by formation of a new establishment. The absorption of one (1) Company by another Company constitutes a merger by absorption, in which case the absorbed Company shall be dissolved. The merger of two (2) or more companies into a new Company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.

Article 196 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. The Company shall notify its creditors in accordance with the provisions of the Company Law, make a public announcement in a newspaper recognized by the stock exchange where the Company's shares are listed, and shall pay off its debts or provide corresponding guarantees in accordance with the requirements of the creditors in accordance with the law.

Article 197 After the merger of the Company, the credits and debts of the merging parties shall be assumed by the surviving or the new company.

Article 198 Upon the division of the Company, its property shall be divided accordingly.

When the Company is divided, it shall prepare a balance sheet and a property list. The Company shall notify its creditors in accordance with the provisions of the Company Law and make an announcement in a newspaper approved by the stock exchange where the Company's shares are listed.

Article 199 The post-division companies shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.

Article 200 Where the Company needs to reduce its registered capital, it must prepare a balance sheet and a property inventory.

The Company shall notify its creditors, if any, within 10 days following its decision to reduce the registered capital, and publish the notice in a newspaper approved by the stock exchange where the Company's shares are listed within 30 days following the decision. The creditor shall have the right to request the Company to pay its debt to the creditor or provide a guarantee for such debt, within 30 days of receiving the notice, or if he or she fails to receive the notice, within 45 days of the publication of the notice.

The Company's registered capital after capital reduction shall not be lower than the statutory minimal amount.

Article 201 The merger or division of the Company shall be carried out in accordance with the relevant laws, administrative regulations and the relevant provisions of the security regulatory authorities, the laws and regulations of the places where the Company's shares are listed and the listing rules, and shall be subject to the approval of the competent examination and approval authorities such as the securities regulatory authorities. If there is any change in the registration matters, the change shall be registered with the Company registration authority in accordance with the law; If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the law. If a new Company is established, registration of the establishment of such Company shall be carried out in accordance with the law.

Where the registered capital of the Company is increased, or decreased, the change shall be registered with the Company's registrar in accordance with the law.

Section 2 Dissolution and Liquidation

Article 202 The Company shall be dissolved upon the occurrence of any of the following events:

- (I) the occurrence of other events of dissolution as stated in the Articles of Association;
- (II) a resolution for dissolution is passed by general meeting;
- (III) dissolution is necessary due to a merger or division of the Company;
- (IV) the Company is revoked of business license, ordered to close or canceled according to law;
- (V) the Company was declared bankrupt due to its inability to pay off its due debts;
- (VI) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least ten percent (10%) of all shareholders' voting rights may petition a People's Court to dissolve the Company.

Article 203 In the circumstance of item (I) of the Article 202, the Articles of Association may be amended so that the Company can continue to exist.

Any amendment to the Articles of Association pursuant to the preceding paragraph shall be passed at least by two-thirds of the voting shares of the shareholders attending the general meeting.

Article 204 Where the Company is dissolved pursuant to items (I), (II), (IV) and (VI) of Article 202, a liquidation team shall be set up within 15 days upon the approval of the dissolution, and the composition of the liquidation team shall be determined by an ordinary resolution of the general meeting. If a liquidation team is not set up within the time limit specified herein, the creditor may apply to the people's court to designate relevant persons to form a liquidation team and carry out the liquidation procedure.

Article 205 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

- (I) to dispose of the property of the Company, and to prepare a balance sheet and a list of properties;
- (II) to inform creditors by notice and public announcement;
- (III) to dispose of unfinished business of the Company relating to the liquidation;
- (IV) to pay up all outstanding taxes and tax arising during the liquidation process;
- (V) to clear up claims and debts;
- (VI) to dispose of the residual properties of the Company after the full settlement of debts;
- (VII) to represent the Company in civil litigations.

Article 206 The liquidation committee shall notify the creditors within 10 days after its establishment, and publish announcements in the newspaper(s) within 60 days. Creditors shall, within 30 days from the date of receiving the notice; or for creditors who do not receive the notice, within 45 days from the date of the public announcement, declare their claims to the liquidation committee.

The creditor shall provide a description and supporting evidence of the matters relating to their claims. The liquidation committee shall register the creditors' claims.

The liquidation committee shall not make any debt settlement during the period of declaration of claims.

Article 207 A liquidation plan shall be formulated by the liquidation committee after the stocktaking of the Company's assets has been carried out and the balance sheet and a detailed inventory of assets have been formulated, and shall be submitted to the general meeting or the People's Court for confirmation.

The assets of the Company shall be applied for liquidation in the following order:

- (I) payment of liquidation expenses;
- (II) staff wages, social insurance expenses and statutory compensation;

- (III) payment of outstanding taxes;
- (IV) payment of the Company's debts;
- (V) distribution to the shareholders of the Company according to the proportion of their shareholdings.

The residual assets of the Company distribute to the shareholders of the Company after settlement of all liabilities in accordance with the provisions of the preceding items (I) to (IV).

During the liquidation period, the Company continues to exist but the Company shall not commence any new business activities. Before the Company's debts have been fully repaid in accordance with the provisions of the preceding paragraph, no assets of the Company shall be distributed to its shareholders.

Article 208 After having examined the Company's assets and having prepared a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of insolvency.

Once the People's Court has declared the Company insolvent, the liquidation committee shall turn over any matters regarding the liquidation to the People's Court.

Article 209 Following the completion of liquidation, the liquidation committee shall formulate a report on liquidation, a statement of income and expenditure and financial accounts during the period of liquidation, which shall be examined and verified by an accountant registered in China and submitted to the shareholders' general meeting or the People's Court for confirmation. The liquidation committee shall also within thirty (30) days after such confirmation, submit the aforesaid documents to the Company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.

Article 210 The members of the liquidation team shall be faithful in discharge of their duties, and perform their liquidation obligations according to law. The members of the liquidated damages may not use their authority to accept bribes or other illegal income or misappropriate Company property.

If the Company or a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.

CHAPTER XI PROCEDURES FOR AMENDING THE COMPANY'S ARTICLES OF ASSOCIATION

Article 211 The Company may amend the Articles of Association according to laws, administrative regulations and the provisions of the Articles of Association.

Article 212 In any of the following circumstances, the Company shall amend its Articles of Association:

- (I) after amendments are made to the laws, administrative regulations, departmental rules, regulatory documents, regulations or listing rules of the places where the shares of the Company are listed, the Articles of Association run counter to the said amendments;
- (II) the conditions of the Company have changed, and such change is not covered in the Articles of Association;
- (III) the general meeting has resolved to amend the Articles of Association according to Article 83 (VI).

Article 213 If the amendment of the Articles of Association approved by the general meeting resolution requires approval by the competent authority, it must be submitted to the competent authority for approval. If it involves Company registration matters, change registration shall be handled in accordance with the law.

Article 214 The Board of Directors shall modify the Company's Articles of Association in accordance with the resolution of the general meeting to modify the Articles of Association and the approval opinions of relevant competent authorities.

Article 215 The amendment of the Articles of Association belongs to the information required to be disclosed by laws and regulations and shall be announced in accordance with regulations.

CHAPTER XII APPENDIX

Article 216 Definitions

(I) Controlling shareholder means a shareholder who satisfies any one of the following conditions:

1. he alone or acting in concert with others has the power to elect more than half of the directors;
2. he alone or acting in concert with others has the power to exercise or to control the exercise of 30% or more (or other percentages as required by the relevant PRC laws, administrative regulations, departmental rules and regulatory documents from time to time for triggering of the mandatory public offer) of the voting rights in the Company;
3. he alone or acting in concert with others holds 30% or more of the issued shares of the Company;
4. he alone or acting in concert with others has de facto control of the Company in any other manner.

The phrase "acting in concert" referred to in this Article means two or more than two persons by way of agreement (whether orally or in writing) reaching a consensus with an aim to obtain or consolidate control of the Company, through one person acquiring voting rights of the Company.

(II) The actual controller means any person who is not a shareholder, but actually controls the Company by means of his or her investor relationship, agreement or any other arrangement with the Company.

(III) The connected relationship refers to the provisions of the listing rules of the places where the Company's shares are listed.

(IV) The Substantial Shareholder means a person entitled to exercise or control the exercise of ten percent (10%) or more of the voting rights at a general meeting of a Company (including holders of depositary receipts; but at no time will the depositary be solely considered a substantial shareholder because it holds the shares of the issuer for the benefit of the holders of the depositary receipts).

Article 217 These Articles of Association are written in Chinese. In the event of any inconsistency between any other articles of association and the Articles of Association, the latest Chinese version of these Articles of Association approved by and registered with the administrative authority for Industry and Commerce shall prevail.

Article 218 The term “or above”, “within”, “following”, as stated in these Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “lower”, “more” shall all exclude the given figure.

Article 219 The Board of Directors may, in accordance with these Articles of Association, formulate detailed rules for implementation of these Articles of Association which shall not go against the provisions thereof.

Article 220 Any matters unspecified in these Articles of Association shall follow the requirements of relevant laws, administrative regulations and the relevant provisions of the security regulatory authorities of the places where the Company's shares are listed in combination with the actual situation of the Company. If the requirements of these Articles of Association are contradicted to those specified by the relevant laws, administrative regulations promulgated and implemented after the Articles of Association or the relevant provisions of the securities regulatory authorities of the places where the Company's shares are listed, the requirements of the relevant laws, administrative regulations promulgated and implemented after the Articles of Association or the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed shall prevail.

Article 221 The Board of Directors shall be responsible for the interpretation of these Articles of Association.

Article 222 Any appendix to these Articles of Association shall include the procedural rules of the shareholders’ general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors respectively.

Article 223 After approval by the resolution of the shareholders’ general meeting, these Articles of Association shall become effective from the date of listing of the H Shares publicly offered by the Company on the Hong Kong Stock Exchange. The original Articles of Association of the Company shall automatically become invalid from the date of entry into force of these Articles of Association.

Tianju Dihe (Suzhou) Technology Co., Ltd.

June 28, 2024