
APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

This Appendix sets out summaries of the main clauses of our Articles of Association adopted on August 4, 2023 and amended on January 9, 2024 which shall become effective as at the date on which the H shares are [REDACTED] on the Stock Exchange. As the main purpose of this Appendix is to provide potential investors with an overview of the Articles of Association, it may not necessarily contain all information that is important for prospective investors. As discussed in the appendix headed “Appendix VIII – Documents Delivered to the Registrar of Companies and Available on Display” to this document, the full document of the Articles of Association in Chinese is available for examination.

DIRECTORS AND BOARD OF DIRECTORS

Power to allocate and issue Shares

Without violating laws and regulations as well as the statutory requirements of local laws and regulations in the place of [REDACTED], the general meeting may authorise or appoint the Board of Directors to act on its behalf, including but not limited to subject to applicable laws, regulations and Listing Rules, upon approval by a special resolution at general meeting, granting a general mandate for the Board of Directors to issue, allot and treat additional overseas [REDACTED] foreign shares, in the quantity not more than 20% (or even lower percentage required by applicable laws, regulations or Listing Rules) of overseas listed foreign shares [REDACTED] as of the date of the general meeting.

Power to dispose of our Company’s or any of our subsidiaries’ assets

The Board of Directors shall determine the authority of significant matters, such as external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, and establish strict review and decision-making procedures; significant matters shall be strictly in accordance with the relevant system to fulfill the decision-making procedures and reported to the General Meeting for approval.

Compensation or payments for loss of office

Not applicable.

Loans to Directors

The Articles of Association do not contain any specific provision in respect of loaning to Directors.

However, if the loans to Directors is a significant matter such as a connected transaction under Article 120 of the Articles of Association, it shall be strictly in accordance with the relevant system to fulfill the decision-making procedures to be reviewed by the Board of Directors or be reported to the General Meeting for approval.

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Giving of financial assistance to purchase our Company or any of our subsidiaries' Shares

The Company or its subsidiaries (including its subsidiaries) shall not provide any financial assistance to those who purchase or intend to purchase Company's Shares in the form of gifts, advances, guarantees, compensations, or loans.

Disclosure of interests in contracts with our Company or any of our subsidiaries

Directors shall not conclude any contract or engage in any transaction with the Company either in violation of the Articles of Association or without the approval of the General Meeting.

Remuneration

The appointment and removal of the members of the Board of Directors, as well as their remuneration and payment methods, shall be adopted by the General Meeting by ordinary resolution.

Retirement, appointment, removal

The Company sets up the Board of Directors, composed of no less than 5 Directors. There shall be no less than three independent non-executive directors and they shall constitute no less than 1/3 of the Board of Directors.

The Board of Directors has one chairman. The chairman of the Board of Directors shall be elected by more than half of all Directors. The Directors shall be elected or replaced by the General Meeting, and may be removed by the General Meeting through an ordinary resolution before the expiration of their term of office.

The chairman of the Board and other Directors serve three-year terms, and the Director can be re-elected and reappointed at the end of the term. The term of office of a Director shall be calculated from the date of appointment until the expiration of the term of office of the current Board of Directors. If the term of office of a Director expires without timely re-election, the original Director shall still perform the duties of a Director in accordance with laws, administrative regulations, departmental rules, and the provisions of these Articles of Association before the newly elected Director takes office.

The general manager or other senior managers may concurrently serve as Directors. However, the total number of Directors holding senior management positions and Directors held by employee representatives shall not exceed half of the total number of Directors of the Company. None of the following persons shall serve as our Director, Supervisor or senior management:

- (I) having no or limited capacity for civil conduct;

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- (II) having been sentenced to criminal punishment for corruption, bribery, encroachment on property, misappropriation of property or sabotage of the order of the socialist market economy, and less than five years have elapsed since the completion of the sentence, or having been deprived of his/her political rights as a result of a criminal conviction and five years have not elapsed since the date on which execution of the sentence was completed;
- (III) if a Director, factory Director, or general manager of a company or enterprise that has gone bankrupt and is personally responsible for the bankruptcy of the company or enterprise, less than three years have passed since the completion of the bankruptcy liquidation of the company or enterprise;
- (IV) serving as the legal representative of a company or enterprise whose business license has been revoked or ordered to close due to illegal activities, and bearing personal responsibility, where less than three years have passed since the date of revocation of the company or enterprise's business license;
- (V) individuals who have a significant amount of debt due but unpaid;
- (VI) those who have been banned from entering the securities market by the China Securities Regulatory Commission and the deadline has not expired; or
- (VII) other contents stipulated by laws, administrative regulations, departmental rules, or the Hong Kong Listing Rules.

The election, appointment or employment of the Directors, Supervisors or other senior management shall be invalid if such election, appointment or employment is against the Articles of Association. If the Directors, Supervisors or senior management falls into the situations provided in the above-mentioned situations during their term of office, they would be dismissed by our Company.

Borrowing Powers

The Board of Directors shall be entitled to develop proposals for our Company to issue bonds or other securities, and that such bond issues must be approved by the Shareholders by a special resolution at the General Meeting.

ALTERNATIONS TO CONSTITUTIONAL DOCUMENTS

In any of the following circumstances, the Company shall amend its articles of association:

- (I) after amendments are made to the law, administrative regulations or 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;

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- (II) the conditions of the Company have changed, and such change is not covered in the Articles of Association;

- (III) the shareholders' general meeting has resolved to amend the Articles of Association which has been approved by the special resolution.

If the amendment of the articles of association approved by the Shareholders' 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.

The Board of Directors shall modify the Company's articles of association in accordance with the resolution of the Shareholders' Meeting to modify the articles of association and the approval opinions of relevant competent authorities.

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.

VARIATION OF RIGHTS OF EXISTING SHARES OR CLASSES OF SHARES

Not applicable.

SPECIAL RESOLUTIONS – MAJORED REQUIRED

The resolutions of the General Meeting are categorized as ordinary resolutions and special resolutions. An ordinary resolution shall be adopted by over one-half of the voting rights held by the Shareholders (including proxies) attending the General Meeting. A special resolution shall be adopted by over two-thirds of the voting rights held by the Shareholders (including proxies) attending the General Meeting.

VOTING RIGHTS (GENERALLY AND ON A POLL)

Shareholders (including proxy) shall exercise their voting rights according to the number of voting Shares they represent, and each Share shall have one vote.

Any Shareholder who, in accordance with the laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed, regulations, is required to waive their voting rights or is limited to only casting affirmative or negative votes on a certain matter shall waive their voting rights or voting rights in accordance with the provisions; Any Shareholder vote or representative vote that violates relevant regulations or restrictions will not be counted in the voting results.

When the Shareholders' Meeting considers major matters that affect the interests of small and medium-sized investors, separate votes should be counted for the votes of small and medium-sized investors. The results of individual vote counting should be promptly and publicly disclosed.

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The Shares held by the Company do not have voting rights, and these Shares are not included in the total number of Shares with voting rights present at the Shareholders' Meeting.

The Board of Directors, independent Directors, Shareholders who meet the relevant prescribed conditions may publicly solicit Shareholder voting rights. The solicitation of Shareholder voting rights shall fully disclose specific voting intentions and other information to the solicited party. It is prohibited to solicit Shareholder voting rights in a paid or disguised way. Except for statutory conditions, the Company shall not impose minimum Shareholding ratio restrictions on soliciting voting rights.

When the Shareholders' Meeting deliberates on related transactions, affiliated Shareholders shall not participate in voting, and the number of voting Shares represented by them shall not be included in the total number of valid votes in accordance with the laws, regulations or listing rules of the places where the shares of the Company are listed. The announcement of the resolution of the Shareholders' Meeting should fully disclose the voting status of non-related Shareholders.

The Shareholders' Meeting adopts a registered voting method. The same voting right can only choose one of on-site, online, or other voting methods. If duplicate voting occurs with the same voting right, the first voting result shall prevail.

Shareholders attending the Shareholders' Meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose, or abstain. Securities registration and settlement institutions, as nominal holders of interconnected mechanism stocks in the mainland and Hong Kong stock markets, shall not declare according to the actual holder's intention.

Votes that are not filled in, mistakenly filled in, or illegible, as well as votes that have not been cast, shall be deemed as a waiver of voting rights by the voter. The voting result of the number of shares held by the voter shall be counted as "waiver".

REQUIREMENTS FOR ANNUAL GENERAL MEETINGS

The General Meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

ACCOUNTING AND AUDITS

Financial and accounting policies

The Company formulates its financial and accounting system in accordance with the laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed.

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The Company shall announce two financial reports each fiscal year, i.e. interim financial report announced within 60 days after the end of the first six months of the fiscal year and the annual financial report announced within 120 days after the end of the fiscal year.

If the securities regulatory authority of the location where the Company's shares are listed has other provisions, such provisions shall prevail.

The Company shall not establish separate accounting books except for statutory accounting book. The assets of the Company shall not be stored in any individual's account.

Appointment and Dismissal of Accountants

Our company employs accounting firms that comply with the provisions of the PRC Securities Law and the Hong Kong Listing Rules to conduct accounting statement auditing, net asset verification, and other related consulting services. The term of employment is one year and can be renewed. The appointment of an accounting firm by the Company must be decided by a majority of Shareholders at the Shareholders' Meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made at the Shareholders' Meeting. The Company guarantees to provide the hired accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting materials, and shall not refuse, conceal, or falsely report.

The remuneration of an accounting firm or the method of determining remuneration shall be determined by the Shareholders' Meeting. When the Company dismisses or no longer renews the appointment of an accounting firm, the Shareholders' Meeting shall make a decision and notify the accounting firm 10 days in advance. When the Company's Shareholders' Meeting votes on the dismissal of an accounting firm, the accounting firm is allowed to state its opinions. If the accounting firm resigns, it shall explain to the Shareholders' Meeting whether the Company has any improper circumstances.

NOTICE AND AGENDA OF GENERAL SHAREHOLDERS' MEETINGS

The shareholders' general meeting is the organ of authority of the Company, and shall duly exercise following functions and powers:

- (I) to determine the operating principles and investment plans of the Company;
- (II) to elect and replace any Director or Supervisor not being employee representative, and to determine the remuneration of the relevant directors and supervisors;
- (III) to review and approve the reports of the Board of Directors;
- (IV) to review and approve the reports of the Board of Supervisors;
- (V) to review and approve the Company's annual financial budgets and final accounts;

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- (VI) to review and approve the Company's profit distribution plans, profit distribution policy adjustment plan and loss recovery plans;
- (VII) to resolve on the Company's increase/decrease of registered capital;
- (VIII) to resolve on issuance of corporate bonds and other securities and [REDACTED];
- (IX) to consider the Company's purchase or sale of major assets investment or guarantees within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (X) to consider a notifiable transaction requiring the approval of the general meeting as defined under the laws, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association (including but not limited to Chapter 14 of the Hong Kong Listing Rules);
- (XI) to resolve on the Company's merger, division, dissolution, liquidation or change of its corporate form among other matters;
- (XII) to modify the Articles of Association;
- (XIII) to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm and its remuneration;
- (XIV) to review and approve the motions proposed by shareholder(s) individually or jointly holding at least 3% voting shares of the Company;
- (XV) to review and approve the equity incentive plans at corporate level;
- (XVI) to consider and approve matters relating to the changes in the [REDACTED] from share offerings;
- (XVII) to consider any connected transaction or continuing connected transaction requiring the approval of the general meeting as defined under the laws, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association (including but not limited to Chapter 14 of the Hong Kong Listing Rules);
- (XVIII) other matters to be decided by general meeting under the laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association;
- (XIX) other matters required by the regulations or listing rules of the places where the shares of the Company are listed.

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The following acts of external guarantee (including mortgage, pledge or guarantee) of the Company shall be submitted to the general meeting for deliberation and approval after being reviewed and approved by the Board of Directors:

- (I) any single guarantee for an amount more than 10% of the Company's net assets audited in the latest period;
- (II) any guarantee to be provided after the total amount of external guarantees provided by the Company or the subsidiaries it controls has exceeded 50% of the Company's net assets as audited in the latest period;
- (III) any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;
- (IV) the amount guaranteed by the Company within one year exceeds 30% of its latest audited total assets;
- (V) any guarantee to be provided after the total amount of external guarantees provided by the Company has exceeded 30% of the Company's net assets as audited in the latest period;
- (VI) any guarantee to be provided to a shareholder, or to an ultimate controller or related party thereof;
- (VII) other external guarantees that meet the requirements of the listing rules of the places where the shares of the Company are listed or the Articles of Association.

Under the precondition of not violating relevant laws, without prejudice to the interests of the Company, the provisions of items (I) to (III) of the first paragraph of this Article can be waived for the guarantees provided by the Company for its wholly-owned subsidiary or the guarantees provided by the Company for its majority-owned subsidiary whose other shareholders also providing equal proportions of guarantees according to their interests.

There are two types of general meetings: annual general meeting and extraordinary general meeting. The annual general meeting shall be convened once a year, and be held within 6 months from the end of last accounting year.

The extraordinary general meeting shall be convened when necessary. The Board of Directors shall hold extraordinary general meeting within 2 months from the date of occurrence of any of the following events:

- (I) the number of Directors is less than the quorum required by the Company Law, or less than two-thirds of the quorum required by the Articles of Association;

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- (II) the outstanding losses of the Company accounts for one-third of the Company's total paid-in share capital;
- (III) shareholder(s) individually or jointly holding at least 10% shares of the Company send(s) a written request for meeting;
- (IV) the Board of Directors deems necessary;
- (V) the Board of Supervisors proposes to convene the meeting;
- (VI) other circumstances under the laws, administrative regulations, departmental regulations, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association.

The number of shares held in item (III) above is calculated based on the number of shares held at the close of trading on the day when the shareholder makes a written request or the previous (1) trading day (if the day when the written request is made is a non-trading day).

Shareholders requesting the convening of an extraordinary general meeting shall proceed in following procedures:

Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary general meeting, and shall put forward such request to the Board in writing. The Board shall, pursuant to laws, administrative regulations, departmental regulations, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within ten days after receipt of the request. The number of shares held by such shareholders shall be calculated according to the number of shares held at the close of the day when the shareholders make the written request, and if the day when the written request is made is not a trading day, the number of shares shall be calculated on the basis of the number of shares held at the close of the previous trading day.

Where the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary general meeting, and shall put forward such request to the Supervisory Committee in writing.

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

If the Supervisory Committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.

Prior to the disclosure of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10% of the total share capital of the Company.

If the Supervisory Committee or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company and set off against sums owed by the Company to the defaulting directors.

To hold annual general meeting, the Company shall send a written notice 21 calendar days before meeting. To hold extraordinary general meeting, the Company shall send a written notice to all registered shareholders 14 calendar days before meeting. The aforesaid "21 calendar days" or "14 calendar days" period counted by the Company shall not include the day on which the meeting is convened and the day on which the notice is issued.

No matters not stated in the notice shall be resolved at a general meeting.

The notice of general meeting shall:

- (I) specify the time, date and venue of meeting;
- (II) state the matters and proposals to be discussed at the meeting the notice of the general meeting shareholders and the supplementary notice shall fully and completely disclose all the specific contents of all proposals;
- (III) provide information and explanations necessary for shareholders to make informed decisions on the matters to be discussed; this means (including but not limited to), providing the specific conditions and contract (if any) of contemplated transactions and detailed explanations on the cause and outcome, when the Company proposes merger, share repurchase, capital restructuring or other reorganisation;
- (IV) if any Director, Supervisor, Manager or other management officer has important interest relation with a matter to be discussed, the nature and degree of the interest relation shall be disclosed; if the impact of the matter to be discussed on the said Director, Supervisor, Manager or other senior management officer as a shareholder is different from the impact on other shareholders of a same class, their difference shall be explained;

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- (V) contain the full text of any proposed special resolution to be voted on at the meeting;
- (VI) contain a written state that clearly indicates that any shareholder who has the right to attend and vote at the meeting is entitled to appoint one proxy or more to attend and vote at the meeting on its behalf, and such proxy does not need to be a shareholder of the Company;
- (VII) state the time and address of delivery of the power of attorney for the voting proxy;
- (VIII) the notice shall designate the equity registration date of shareholders entitled to attend the general meeting;
- (IX) the notice shall indicate name and telephone number of the permanent contact person of the meeting;
- (X) the voting time and voting procedure of other means.

The interval between the equity registration date and the meeting date shall comply with the regulations of the relevant supervisory authority in the place where the Company's securities are listed. Once the equity registration date is confirmed, it cannot be changed.

TRANSFER OF SHARES

Unless otherwise required by laws, regulations, local securities regulatory authorities of the place where the Company are listed, the fully paid shares of the Company may be transferred freely, without any lien attached.

All the H-shares with paid-up share capital may be freely transferred in accordance with the Articles of Association; but unless the following conditions are met, the Board may refuse to admit any transfer document without stating any reason:

- (I) any transfer document and other documents that are relevant with the ownership of H-shares or will influence the ownership of H-shares must be registered. A fee for the registration must be paid to the Company according to a charge standard specified in Hong Kong Listing Rules. The fee shall not exceed the maximum fees set out in Hong Kong Listing Rules;
- (II) the instrument of transfer involves H-shares only;
- (III) the stamp duty payable by the laws of Hong Kong on the instrument of transfer has been paid;
- (IV) the relevant share certificates and evidence reasonably required by the Board proving that the transferer has the right to transfer shares shall be provided;

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(V) if the shares are to be transferred to joint shareholders, the number of jointly registered shareholders shall not exceed four;

(VI) the Company does not have any lien over the shares.

If the Board refuses to register share transfer, the Company shall issue a notice of refusal of share transfer to the transferer and transferees within two months from the official filing date of transfer application.

Transfer documents and other documents relating to the ownership of shares shall be registered with the share registration institutions entrusted by the Company.

The Company shall not accept the shares of the Company as the subject of a right of pledge.

The shares of the Company held by a promoter shall not be transferred within 1 year from the date of the establishment of the Company. The shares issued by the Company before public offering shall not be transferred within 1 year from the date on which the Company's shares are listed on stock exchange. The Controlling shareholders should be subject to the restrictions of the Hong Kong Listing Rules which restricts the disposal of Shares by Controlling shareholders following a new listing.

The Directors, Supervisors and Senior Management of the Company shall report their shareholding in the Company and changes thereof to the Company, and during their tenure, the shares transferred each year shall not exceed 25% of the total Company shares held by them; the Company shares held by them shall not be transferred within 1 year from the date when the shares of the Company are listed and traded; within half a year from departure from the Company, the aforesaid persons shall not transfer the Company shares held by them.

If the Directors, Supervisors, Senior Management of the Company and shareholders holding more than 5% of the Company's shares sell the shares of the Company or other securities with an equity nature they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, if a securities company holds more than 5% of the shares after purchasing the remaining shares upon underwriting and other circumstances stipulated by the CSRC shall be excluded.

The shares or other securities with an equity nature held by the Directors, Supervisors, Senior Management and natural shareholders mentioned in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents and children and held under accounts of other parties.

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POWER OF OUR COMPANY TO PURCHASE OUR OWN SHARES

In any of the following circumstances, the Company may repurchase its issued shares upon approval by relevant competent authorities, at the requirements of laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed, and the Articles of Association:

- (I) cancelling its shares for the purpose of reducing the registered capital of the Company;
- (II) merging with another company holding shares of the Company;
- (III) using shares for employees stock ownership plan or equity incentives;
- (IV) acquiring the shares of shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company and request the Company to acquire their shares;
- (V) using shares for converting corporate bonds issued by the Company;
- (VI) as required for the Company to maintain corporate value and shareholders' interests;
- (VII) other circumstances approved by laws, administrative regulations the laws, regulations or listing rules of the places where the shares of the Company are listed and regulatory authorities.

A resolution of a shareholders' general meeting is required for repurchasing shares under circumstances (I) or (II) above. A resolution of a meeting of the board of directors with a quorum of more than two-thirds of directors is required for repurchasing shares under circumstances (III), (V) or (VI) above within the authority permitted under the Articles of Association or the authority granted by the general meeting.

Regarding the shares not reversed into overseas listed shares, the shares acquired under the above circumstance (I), shall be de-registered within 10 days from the date of repurchase; the shares acquired under the above circumstances (II) or (IV), shall be transferred or de-registered within 6 months; and the shares acquired under the above circumstances (III), (IV) or (VI), shall be transferred or de-registered within 3 years, and the shares held in total by the Company shall not exceed 10% of total shares issued by the Company.

A prior approval of a shareholders' general meeting is required for repurchasing by contract outside a stock exchange in accordance with the Articles of Association. With prior approval by a general meeting in the same manner, the Company may rescind or alter contracts entered into in the said manner or waive any rights under such contracts. The aforesaid repurchase contracts include but not limited to the agreement for bearing the obligation to repurchase shares and obtaining the right to repurchase shares.

The Company shall not transfer the repurchase contracts or any rights stated therein.

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POWER OF ANY SUBSIDIARY OF THE ISSUER TO OWN SHARES IN ITS PARENT

Not applicable.

DIVIDENDS AND OTHER METHODS OF DISTRIBUTION

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

- (I) recovering losses of the preceding year;
- (II) withdrawing ten percent (10%) after-tax profit of the current year as a statutory common reserve fund;
- (III) withdrawing its profit as a risk reserve in accordance with relevant national requirements;
- (IV) withdrawing its profit as a discretionary common reserve fund according to resolutions of the general meeting;
- (V) distributing dividends to shareholders.

The Company may not withdraw its profit for the statutory common reserve fund if the cumulative amount has reached fifty percent (50%) or more of the Company's registered capital. The general meeting shall determine whether or not allocate to the discretionary reserve and the rate after allocating the statutory reserve and the risk reserve.

If the statutory reserve could not cover the losses of the preceding year, profit of the year shall be used to cover the losses before withdrawing the statutory reserves. Where the general meeting distributes profits to shareholders in violation of the foregoing provision, the shareholders concerned shall refund to the Company the profits distributed in violation of the foregoing provision.

After losses have been covered and the statutory reserve and risk reserve have been allocated in accordance with these Articles of Association, any remaining after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in these Articles of Association.

The shares of the Company held by the Company shall not be subject to profit distribution.

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PROXIES

Any Shareholder who has the right to attend and vote at the Shareholders' Meeting may attend the meeting in person or entrust one or more (who may not be a shareholder) as their proxy to attend and vote on their behalf.

The power of attorney issued by Shareholders authorizing others to attend the Shareholders' Meeting shall include the following contents:

- (i) the name of the proxy and number of shares represented by the proxy;
- (ii) whether it has voting rights;
- (iii) instructions to vote for, against or abstention from voting on each item to be discussed on the agenda of the Shareholders' Meeting;
- (iv) whether or not the attorney has the voting right for provisional motions on the agenda of the general meeting, and if so, specific instructions on how to exercise such voting right;
- (v) date of issuance and validity period of the power of attorney;
- (vi) signature (or seal) of the principal; If the principal is a corporate Shareholder, the seal of the legal entity shall be affixed.

Any form issued to a shareholder by the directors for the appointment of a proxy to attend and vote at meetings of the Company shall enable the shareholder to freely instruct the proxy to vote in favor of or against the motions, such instructions being given in respect of each individual matter to be voted on at the meeting. Such a form shall contain a statement that, in the absence of specific instructions from the shareholder, the proxy may vote as he thinks fit.

CALLS ON SHARES AND FORFEITURE OF SHARES

Not applicable.

INSPECTION OF REGISTER OF MEMBERS

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.

The Company may keep overseas the register of holders of overseas listed foreign shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The entrusted overseas agency shall always ensure that

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the original and copies of the register of holders of overseas listed foreign shares are consistent. Where the original and copies of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail. The branch register of holders must be available for inspection by shareholders.

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

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.

QUORUM FOR MEETINGS AND SEPARATE CLASS MEETINGS

Not applicable.

RIGHTS OF THE MINORITIES IN RELATION TO FRAUD OR OPPRESSION THEREOF

If Directors, general managers, and other senior management personnel violate laws, administrative regulations, or the provisions of these articles of association while performing their duties, causing losses to our Company, Shareholders who individually or jointly hold more than 1% of our Company's Shares for more than 180 consecutive days have the right to request in writing that the Supervisory Committee file a lawsuit with the people's court; If the Supervisory Committee violates laws, administrative regulations, or the provisions of these articles of association while performing its duties, causing losses to our Company, the aforementioned Shareholders may request in writing that the Board of Directors file a lawsuit with the people's court. If the Supervisory Committee or the Board of Directors refuses to file a lawsuit after receiving a written request from the Shareholders as specified above, or fails to file a lawsuit within 30 days from the date of receiving the request, or if the situation is urgent and the failure to file a lawsuit immediately will cause irreparable damage to our Company's interests, the Shareholders as specified above have the right to directly file a lawsuit in their own name to the people's court for the benefit of our Company. If another person infringes on the legitimate rights and interests of our Company and causes losses to our Company, Shareholders who individually or jointly hold more than 1% of our Company's Shares for more than 180 consecutive days may file a lawsuit with the people's court in accordance with the provisions as specified above.

If Directors, general managers, and other senior management personnel violate laws, administrative regulations, or the provisions of these Articles of Association and harm the interests of Shareholders, Shareholders may file a lawsuit with the people's court.

APPENDIX VI

SUMMARY OF THE ARTICLES OF ASSOCIATION

If Shareholders of our Company abuse their Shareholder rights and cause losses to our Company or other Shareholders, they shall bear compensation liability in accordance with the law. If Shareholders of our Company abuse the independent status of the Company as a legal person and the limited liability of Shareholders, evade debts, and seriously harm the interests of our Company's creditors, they shall bear joint and several liability for our Company's debts.

The Controlling Shareholders and actual controllers of our Company shall not use their affiliated relationships to harm the interests of our Company. Those who violate regulations and cause losses to our Company shall be liable for compensation. The Controlling Shareholders and actual controllers of our Company have a fiduciary obligation towards our Company and all Shareholders of our Company. The Controlling Shareholder shall strictly exercise its right as a capital contributor in accordance with the law. The Controlling Shareholder, actual controller, and their affiliated parties shall not use profit distribution, asset restructuring, external investment, fund occupation, loan guarantee, etc. to harm the legitimate rights and interests of our Company and all Shareholders, and shall not use their controlling position to harm the interests of our Company and all Shareholders.

PROCEDURES ON LIQUIDATION

The Company shall be dissolved and liquidated in accordance with the laws 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 a shareholders' 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 10% of all shareholders' voting rights may petition a People's Court to dissolve the Company.

In the case of item (I) above, the company can survive by amending the Articles of Association, and the amendment of the Articles of Association must be approved by more than two-thirds of the voting rights held by shareholders present at the general meeting of shareholders.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Where the Company is dissolved in accordance with the provisions of items (I), (II), (IV) and (VI) above, a liquidation committee shall be formed within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The members of the liquidation committee shall be Directors or other persons appointed by a shareholders' general meeting. If a liquidation committee is not established in time, the creditors may apply to the People's Court to establish a liquidation committee by their appointment to proceed with the liquidation. Where the Company is dissolved in accordance with the provisions of item (IV) above, the People's Court shall, according to relevant legal provisions, organize the shareholders, relevant departments, and professionals to form a liquidation committee to carry out the liquidation. Where the Company is dissolved in accordance with the provisions of item above, the competent authorities shall organize the shareholders, relevant departments, and professionals to form a liquidation committee to carry out the liquidation.

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 property items;
- (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 remaining property of the Company after the full settlement of debts;
- (VII) to represent the Company in civil litigations.

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.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

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 payment in the following order: payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts. The residual assets of the Company after settlement of all liabilities in accordance with the provisions of the preceding article shall be distributed to the shareholders of the Company according to the proportion of their shareholdings.

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.

Where the Company is liquidated due to its dissolution and the liquidation committee, having examined the Company's assets and having prepared a balance sheet and an inventory of assets, 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.

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 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.

OTHER PROVISIONS MATERIAL TO THE ISSUER OR THE SHAREHOLDERS THEREOF

General Provisions

Our Company is a permanently existing joint stock limited company.

All the assets of our Company are divided into Shares of equal value. The Shareholders are responsible for our Company to the extent of their subscribed Shares, and our Company is responsible for our Company's debts with all its assets.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

From the effective date, this Articles of Association shall become a legally binding document regulating the organization and behavior of our Company, the rights and obligations between our Company and its Shareholders, and between Shareholders, and shall have legal binding force on our Company, Shareholders, Directors, supervisors, general manager, and other senior management personnel. According to these articles of association, Shareholders can sue Shareholders, Shareholders can sue Company Directors, supervisors, general managers, and other senior management personnel, Shareholders can sue our Company, and our Company can sue Shareholders, Directors, supervisors, general managers, and other senior management personnel.

Increase/Decrease of Shares

Subject to the provisions of laws, regulations and the Articles of Association, upon special resolution by a shareholders' general meeting, the Company may increase its registered capital on the basis of its business and development needs by any of the following means:

- (I) public offering of new shares;
- (II) non-public offering of new shares;
- (III) allotting new shares to existing shareholders;
- (IV) distributing new shares to existing shareholders;
- (V) converting the reserved funds into share capital;
- (VI) other means approved by laws, administrative regulations and the relevant regulatory authorities.

Upon the approval in accordance with the provisions of the Articles of Association, the increase of the Company's capital by issuing new shares shall be proceeded in compliance with relevant national laws and administrative regulations.

To reduce its registered capital, the Company shall prepare the balance sheet and the inventory of properties. Within 10 days from the resolution of capital reduction, the Company shall notify the creditors, and shall make a public announcement on newspapers within 30 days. Creditors, within 30 days from receiving such notice, or within 45 days from the public announcement if no notice has been received, may require the Company to repay up the debts or provide corresponding guarantees for the debts.

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Shareholders

Shareholders of the Company are persons who lawfully hold shares of the Company and whose names are entered in the register of shareholders. Shareholders enjoy rights and assume obligations in proportion to the class and numbers of shares they hold; shareholders who hold the same class of shares shall enjoy equal rights and assume the same obligations.

The shareholders of ordinary shares shall be entitled to the following rights:

- (I) receiving dividends and other form of interest distribution in proportion to its shareholding;
- (II) requiring, convening, chairing, attending by person or by proxy into a general meeting pursuant to the laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed, regulations of regulatory authorities and the Articles of Association, and exercising the voting right at the meeting in proportion to its shareholding;
- (III) supervising and managing, presenting suggestions on or making inquiries about the business operation of the Company;
- (IV) transferring, donating or pledging the shares held by them, in accordance with the laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed, regulations of regulatory authorities and the Articles of Association;
- (V) obtaining relevant information according to the Articles of Association, in accordance with the laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed, regulations of regulatory authorities and the Articles of Association, including:
 - 1. a copy of the Articles of Association upon payment of costs thereof;
 - 2. the right to inspect and duplicate after paying a reasonable charge;
 - (1) the whole and all parts of the register of shareholders;
 - (2) personal information of Directors, Supervisors, General Manager and other senior management members, including:
 - (a) present and former names and aliases;
 - (b) principal address (domicile);

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (c) nationality;
 - (d) full-time and all other part-time occupations and positions;
 - (e) identification certificate document and its number;
 - (3) status of issued share capital of the Company;
 - (4) latest audited financial statements of the Company, and reports and special resolutions of the Board, Auditors and the Supervisory Committee;
 - (5) report on the par value and number of shares repurchased by the Company since the last fiscal year, as well as the maximum and minimum prices paid for the repurchased securities (with a breakdown between domestic unlisted shares and overseas listed shares);
 - (6) photocopy of the latest annual renewal report filed with market regulation authority or other competent authorities;
 - (7) minutes of general meetings (only for review by shareholders), and resolutions of Board meetings and resolutions of Supervisory Committee meetings;
 - (8) special resolutions of the Company; and
 - (9) bond stubs of the Company.
- (VI) The Company shall prepare the above documents (1), (3), (4), (5), (6), (7), (8) & (9) and other applicable documents at the Hong Kong address of the Company according to the requirements of Hong Kong Listing Rules, for free reference of the public and shareholders of overseas listed shares (except minutes of general meetings available for shareholders only), and for photocopy at reasonable expense within 7 days. The Company may refuse to provide any information for access or photocopy that involves the trade secret or insider information of the Company;
- (VII) participating in the distribution of residual assets of the Company in proportion to its shareholdings, upon termination or liquidation of the Company;
- (VIII) for shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or demerger of the Company, requesting the Company to acquire its shares;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (IX) for shareholder(s) who individually or jointly hold(s) 3% or above shares of the Company, having the right to propose extraordinary resolutions and submit in writing to the Board of Directors within 10 days before the convention of general meeting;
- (X) any other rights stipulated by laws, administrative regulations, departmental regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association.

In event any resolution by general meetings or the Board meeting violates the laws or administrative regulations, shareholders may request local People's Court to invalidate such resolution.

In event the convening or voting of general meetings or Board meeting violates the laws, administrative regulations or the Articles of Association, or any resolution violates the Articles of Association, shareholders may request local People's Court to withdraw such resolution within 60 days from the date of resolution.

If a Director or a member of Senior Management violates the provisions of laws, administrative regulations or these Articles to the detriment of the interests of shareholders, the shareholders can file a lawsuit in the People's Court.

The shareholders of the Company's ordinary shares shall undertake the following obligations:

- (I) abiding by laws, administrative regulations and the Articles of Association;
- (II) making payment for shares subscribed according to the quantity of shares subscribed for and the manners of subscription;
- (III) assuming liability to the Company to the extent of its shareholding;
- (IV) not withdrawing capital contribution, unless otherwise required by laws and regulations;
- (V) not abusing shareholder's rights to harm the interests of the Company or other shareholders; not abusing the independent legal person status of the Company and the limited liability of shareholders to harm the interests of the Company's creditors;
- (VI) any other obligations stipulated by laws, administrative regulations and the Articles of Association. Unless otherwise required, a shareholder shall not be obliged to make additional contribution to share capital subsequently other than the conditions agreed at the time of subscription.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Any shareholder who abuses shareholder's rights causing loss to the Company or other shareholders shall be liable for compensation pursuant to the laws. Any shareholder who abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely infringe upon the interests of the Company's creditors shall be held jointly and severally liable for the Company's debts.

Any shareholder who holds 5% or more of the Company's voting shares pledges his/her shares. Such shareholder shall report to the Company in writing within the day when the fact occurs. Any controlling shareholder of the Company pledges certain or all his/her shareholding in the Company as security for the Company's indebtedness, guarantees or other liabilities, the Company should fulfil the disclosure obligations under the Hong Kong Listing Rules.

The controlling shareholder or actual controller of the Company shall not utilise its associated-party relationship against the interests of the Company, or else, shall compensate the Company for any loss incurred.

Unless otherwise obliged by the laws, regulations or the listing rules of local stock exchange in the place where the Company shares are listed, the controlling shareholder in exercising its power shall not make a decision against the interests of all or part of shareholders by exercising its voting rights upon following issues:

- (I) exempting the liability of Directors or Supervisors to act in good faith for the best interests of the Company;
- (II) approving Directors or Supervisors (for the benefit of themselves or others) to deprive the Company's property in any form, including but not limited to any chance favorable to the Company;
- (III) approving Directors or Supervisors (for the benefit of themselves or others) to deprive other shareholders of their personal interests and benefits, including but not limited to any rights to distribution or voting, excluding corporate restructuring submitted to the shareholders' general meeting for approval in accordance the Articles of Association.

Board of Directors

The Board of Directors shall be responsible to the general meetings and exercise the following functions and powers:

- (I) convening the general meeting and reporting work to the general meeting;
- (II) implementing resolutions of the general meetings;
- (III) determining the operating plans and investment schemes of the Company;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (IV) formulating the annual budget plan and final accounts plan of the Company;
- (V) formulating the profit distribution plan and loss makeup plan of the Company;
- (VI) formulating the Company’s plans for the increase/decrease of the registered capital, issuance of corporate bonds or other securities;
- (VII) contemplating the plans for merger, division, dissolution or change of form of the Company;
- (VIII) contemplating the plans for purchase and disposal of material assets, share repurchase of the Company;
- (IX) appointing or dismissing the General Manager, Secretary; appointing or dismissing the deputy General Manager, Chief Financial Officer (the “CFO”) or other Senior Management of the Company as nominated and deciding on and decide on their remunerations, rewards and punishments;
- (X) deciding on the setup of internal management bodies of the Company;
- (XI) determining the composition of special committees under the Board by the listing rules of the places where the shares of the Company are listed;
- (XII) formulating the fundamental management systems of the Company;
- (XIII) formulating the modification plan of the Articles of Association;
- (XIV) filing an application for bankruptcy on behalf of the Company;
- (XV) considering and approving shareholders to list and trade the unlisted shares on an overseas stock exchange;
- (XVI) considering and approving the Company’s transaction (including but not limited to the disclosable transaction and the connected transaction) that should be considered and approved by the Board of Directors pursuant to the laws, administrative regulations, departmental regulations, regulations or listing rules of the places where the shares of the Company are listed and the Articles of Association;
- (XVII) deciding on the Company’s external investments, acquisition and disposal of assets, pledge of assets, external guarantees, trust management and other matters within the scope of authorization by a general meeting;
- (XVIII) managing the disclosure of information by the Company;

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- (XIX) proposing to the general meeting with respect to the engagement or replacement of the audit firm of the Company;
- (XX) receiving the work report of the General Manager of the Company and examine such work;
- (XXI) establishing the Company's purpose, values and strategy and ensuring that they are aligned with the Company's culture;
- (XXII) developing and reviewing the policies and practices of the Company on corporate governance and make recommendations to the Board of Directors;
- (XXIII) reviewing and monitoring the training and continuous professional development of Directors and Senior Management;
- (XXIV) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- (XXV) developing, reviewing and monitoring the code of conduct applicable to the Directors and employees;
- (XXVI) review the Company's compliance with the code provisions set out in the CG Code contained in Hong Kong Listing Rules and disclosures in the corporate governance report;
- (XXVII) any other functions and powers granted by the laws, regulations, the laws, regulations or listing rules of the places where the shares of the Company are listed, the Articles of Association or the General Meeting.

Resolutions concerning any of the above matters (VI), (VII) or (XIII) may be passed by the affirmative vote of more than two-thirds of Directors, while a resolution concerning any of the remaining matters may be passed by the affirmative vote of a more than half of the directors.

The Board of Directors shall explain to general meeting about the Auditor's Report with standard opinions issued by the accounting firm against the financial statements of the Company.

The Board of Directors may hold two kinds of meetings, namely: regular meetings and interim meetings. The Board shall hold at least 4 meetings per year, convened by the Chairman. Entire Directors and Supervisors shall be notified in writing of a regular meeting at least 14 days before meeting.

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In any of the following events, the Chairman shall convene an interim meeting within 10 days from the receipt of the proposal:

- (I) when shareholders representing at least 1/10 voting rights propose;
- (II) when the Chairman considers it necessary;
- (III) when at least 1/3 Directors jointly propose;
- (IV) when at least 1/2 independent non-executive Directors propose;
- (V) when the Supervisory Committee proposes;
- (VI) when the General Manager proposes;
- (VII) other circumstances as stipulated in the laws, administrative regulations, departmental rules, regulatory documents, regulations or listing rules of the places where the shares of the Company are listed or the Articles of Association.

The notice of regular meeting or interim meeting shall be sent in writing to entire Directors, Supervisors at least 14 days prior to the date of regular meetings, or 5 days prior to the date of interim meetings.

A meeting of the Board of Directors may not be held without more than half of Directors being present.

Every Director may cast one vote. A motion at the meeting of the Board of Directors may be passed as resolution by a simple majority of entire directors unless otherwise required by the laws, regulations and the Articles of Association, and any Director materially interested in any relating contract, transaction or arrangement shall abstain from voting.

Directors shall attend Board meetings in person. A Director who is unable to attend a meeting for any reason shall appoint another Director to attend a Board meeting on his/her behalf in writing, provided that the power of attorney shall contain the scope of authorization. The appointed Director shall exercise the rights as Director within the scope of authorization. The failure of a Director to attend a Board meeting in person or by proxy shall be deemed as forfeiting his/her voting rights at such meeting.

Independent Non-executive Director

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

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Secretary to the Board of Directors

The Company shall appoint the Secretary to the Board of Directors, who shall be a member of Senior Management of the Company. The term of the Secretary to the Board of Directors is 3 years, and may be reappointed for re-election.

The Secretary to the Board of Directors shall be a natural person with requisite professional knowledge and experience and also comply with the listing rules of the places where the shares of the Company are listed, and shall be appointed or dismissed by the Board of Directors, with the duties to:

- (I) ensure that the Company has complete constituent archives and records;
- (II) ensure that the Company lawfully prepares and files the reports and documents required by the competent authorities;
- (III) ensure the proper establishment of share register, and ensure the persons entitled to access relevant corporate records and files are able to acquire such records and documents promptly;
- (IV) provide service to ensure the Board procedures and all applicable laws, rules and regulations are complied with;
- (V) other duties required by the laws, administrative regulations, departmental rules, regulatory documents, regulations or listing rules of the places where the shares of the Company are listed or the Articles of Association.

A Director or other member of Senior Management may concurrently serve as Secretary to the Board of Directors. A Supervisor, an accountant of the accounting firm and the law firm engaged by the Company and a manager of the controlling shareholder shall not concurrently serve as Secretary to the Board of Directors. Where the office of the Secretary to the Board of Directors is concurrently held by a director of the Company, for an act which is required to be made by a Director and the Secretary to the Board of Directors separately, then such person shall not perform the act in dual capacity.

Supervisory Committee

The Supervisory Committee is composed of no less than 3 Supervisors, one of whom acts as the Chairman. A Supervisor shall serve a term of three years and may seek reelection upon the expiry of the said term. The appointment or dismissal of the Chairman is subject to the approval by at least two-thirds (inclusive) of the members of the Supervisory Committee through voting.

APPENDIX VI

SUMMARY OF THE ARTICLES OF ASSOCIATION

The Supervisory Committee reports to the General Meeting, and has the duties to:

- (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 General Meeting and produce written opinions thereon;
- (II) check the finance of the Company;
- (III) supervise any act of Directors, General Manager, and other Senior Management in breach of laws, administration regulations, and the Articles of Association during performance of duties, and propose the dismissal of any Director or Senior Management who contravene the law, administration regulations, the Articles of Association, or the resolutions of 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 general meeting, and when the Board of Directors fails to perform its duties to convene or hold the general meeting as required by the Company Law, convene or hold the general meeting;
- (VI) submit proposals to the 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 or 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 reasonable expenses incurred in respect of engaging a professional shall be borne by the Company;
- (XI) other duties under the laws, administrative regulations, departmental rules, regulatory documents, regulations or listing rules of the places where the shares of the Company are listed or the Articles of Association.

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General Manager and Other Senior Management

The Company shall have one General Manager and several Deputy General Managers who shall be appointed or dismissed by the Board of Directors. General Manager, Deputy General Manager, the CFO and Secretary are all the Company's Senior Management.

The General Manager reports to the Board of Directors, and has the duties to:

- (I) chair the production, operation and management of the Company, organize the implementation of resolutions of the Board of Directors and report to the Board of Directors;
- (II) organise the implementation of resolutions made at Board meetings, the annual operating plan, the investing plan, the annual budget plan and final accounts plan of the Company;
- (III) contemplate the fundamental management system and the internal management setup plan of the Company;
- (IV) formulate the specific rules and regulations of the Company;
- (V) propose to the Board of Directors the appointment or dismissal of the Deputy General Manager, the CFO, or the other Senior Management;
- (VI) appoint or dismiss a manager other than those who should be appointed or dismissed by the Board of Directors;
- (VII) propose to hold interim meetings of the Board of Directors;
- (VIII) other duties authorized by the General Manager's Working Rules;
- (IX) other duties authorized by the Articles of Association or the Board of Directors.

The General Manager shall preside at Board meetings, while he/she has no voting rights at the Board meetings if he/she is not a director.