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## **APPENDIX VI                      SUMMARY OF THE ARTICLES OF ASSOCIATION**

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*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 listing, 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 listed 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 issued 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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- (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 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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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.

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.

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### **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.

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 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;













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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.

**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.



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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.

**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.









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**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.

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.









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- (II) implementing resolutions of the general meetings;
- (III) determining the operating plans and investment schemes of the Company;
- (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;





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**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.



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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.