ROKAE (SHANDONG) ROBOTICS GROUP INC.

Articles of Association

August 2026

Contents

Articles of Association of Rokae (Shandong) Robotics Group Inc.

CHAPTER I GENERAL PROVISIONS

Article 1 For the purpose of safeguarding the legitimate rights and interests of Rokae (Shandong) Robotics Group Inc. (the "**Company**"), its shareholders, employees and creditors, and regulating the organization and conduct of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), and other relevant provisions.

Article 2 The Company is a joint stock company established by way of overall conversion from Rokae (Shandong) Robotics Group Co., Ltd. by means of incorporation by promotion in accordance with the Company Law and other relevant laws and regulations.

The Company is registered with the Jining Administration for Market Regulation and has obtained a business license with the unified social credit code 9111010831831195XM.

Article 3 The Company has, on March 26, 2026, completed the record-filing with the China Securities Regulatory Commission (the "**CSRC**"), and has been approved by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") for the initial public offering of 23,031,900 overseas listed foreign shares, and the shares were listed on the Main Board of the Hong Kong Stock Exchange on July 9, 2026.

Article 4 Registered name of the Company: 珞石(山東)機器人集團股份有限公司. English name: Rokae (Shandong) Robotics Group Inc.

Article 5 Registered address of the Company: No. 888, Huarun Road, Central Electromechanical Industrial Park, Zhongxindian Town, Zoucheng City, Jining City, Shandong Province, with postal code: 273500.

Article 6 The registered capital of the Company is RMB26,518,089.

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

Article 8 The Chairman of the Board of Directors shall represent the Company in the conduct of its affairs and shall be the legal representative of the Company.

If the Chairman of the Board of Directors resigns, they shall be deemed to have simultaneously resigned as the legal representative.

If the legal representative resigns, the Company shall determine a new legal representative within thirty (30) days from the date of such resignation.

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

Restrictions on the legal representative's powers stipulated in these Articles of Association or by the shareholders' meeting shall not be asserted against bona fide third parties.

If the legal representative causes damage to others while performing duties, the Company shall bear civil liability. After bearing civil liability, the Company may, in accordance with the law or these Articles of Association, claim recourse against the legal representative who is at fault.

Article 10 The Company shall be liable for its debts with all its assets. Shareholders shall be liable to the Company to the extent of the shares they have subscribed for.

Article 11 From the effective date hereof, these Articles of Association shall become a legally binding document regulating the organization and conduct of the Company, the rights and obligations between the Company and its shareholders, and between shareholders themselves. These Articles of Association shall be legally binding on the Company, its shareholders, directors, and senior management. Under these Articles of Association, shareholders may sue shareholders, shareholders may sue directors and senior management of the Company, shareholders may sue the Company, and the Company may sue shareholders, directors and senior management.

Article 12 The term "senior management" as used in these Articles of Association refers to the manager, deputy manager(s), financial controller, board secretary, and other persons specified in these Articles of Association.

Article 13 In accordance with the provisions of the Constitution of the Chinese Communist Party, the Company shall establish a Party organization and carry out Party activities. The Company shall provide the necessary conditions for the activities of the Party organization.

Article 14 In its business operations, the Company must comply with the laws and regulations of China.

CHAPTER II PURPOSE AND BUSINESS SCOPE

Article 15 The business purpose of the Company is: To focus on robotics and intelligent manufacturing, continuously innovate, improve operational efficiency, consistently create value for shareholders, and fulfill corporate responsibility for the industrial development of China.

Article 16 As registered according to law, the business scope of the Company is: General items: Industrial robot manufacturing; Industrial robot sales; Industrial robot installation and maintenance; Intelligent robot R&D; Intelligent robot sales; Service consumer robot manufacturing; Service consumer robot sales; Industrial design services; Industrial automatic control systems device manufacturing; Industrial automatic control systems device sales; Intelligent basic manufacturing equipment manufacturing; Intelligent basic manufacturing equipment sales; Intelligent instrumentation manufacturing; Intelligent instrumentation sales; General equipment manufacturing (excluding special equipment manufacturing); General equipment repair; Mechanical parts and components sales; Technical services, technology development, technical consulting, technical exchange, technology transfer, technology promotion; Technology import and export; Goods import and export; Software development; Software sales; Leasing services (excluding licensed leasing services). (Except for projects that require approval according to law, the Company may carry out business activities independently with its business license in accordance with the law).

Article 17 The business scope of the Company shall be subject to the scope verified by the competent registration authority. Where the business scope of the Company requires approval or authorization from relevant authorities, the Company shall operate only after obtaining such permits.

CHAPTER III SHARES

Section I Issuance of Shares

Article 18 The shares of the Company shall take the form of registered share certificates.

Article 19 The issuance of the Company's shares shall follow the principles of fairness, impartiality, and openness. Shares of the same class shall carry equal rights.

For shares of the same class issued simultaneously, the issue conditions and price per share shall be identical; each subscriber or purchaser shall pay the same price per share for the shares subscribed or purchased.

Article 20 The par value shares issued by the Company are denominated in Renminbi, with a par value of RMB0.1 per share. The issue price of par value shares may be at par or above par, but shall not be below par. Shares of the Company listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".

Article 21 The H Shares issued by the Company may be primarily deposited and held under the custody of a nominee company subordinate to Hong Kong Securities Clearing Company Limited in accordance with the laws of the place where the shares are listed and the customary practices of securities deposit and custody, or may be held by shareholders in their own names.

Article 22 The Company was established by way of promotion. At the time of its establishment, each promoter subscribed for shares in the Company through the conversion of net assets corresponding to their equity interests in the former Rokae (Shandong) Robotics Group Co., Ltd. (珞石(山東)機器人集團有限公司) The registered capital was fully paid in at the time of the Company's establishment. The total number of shares issued at the time of the Company's establishment was 22,500,000 shares, and the par value per share at the time of establishment was RMB1. The names of the promoters, the number of shares subscribed for, the shareholding ratio, form of capital contribution, and date of capital contribution are as follows:

No.	Name of Promoter	Number of Shares Subscribed (in 10,000 shares)	Percentage of Shareholding	Form of Capital Contribution	Amount of Capital Contribution (RMB10,000)	Date of Capital Contribution
1	Tuo Hua (庹華)	297.0447	13.2020%	Net assets conversion	297.0447	2024.07.31
2	National Manufacturing Transform and Upgrade Fund Co., Ltd. (國家製造業轉型升級基金股份有限公司)	230.7692	10.2564%	Net assets conversion	230.7692	2024.07.31
3	Zoucheng Luoshi Brothers Management Consulting Partnership (Limited Partnership) (鄒城珞石兄弟管理諮詢合夥企業(有限合夥))	202.4956	8.9998%	Net assets conversion	202.4956	2024.07.31
4	Zoucheng Ruluo Brothers Enterprise Management Consulting Partnership (Limited Partnership) (鄒城如珞兄弟企業管理諮詢合夥企業(有限合夥))	182.4125	8.1072%	Net assets conversion	182.4125	2024.07.31
5	Golden Growth III (Hong Kong) Limited	170.0516	7.5578%	Net assets conversion	170.0516	2024.07.31
6	South Hope Industry Co., Ltd. (南方希望實業有限公司)	166.0333	7.3793%	Net assets conversion	166.0333	2024.07.31
7	Xiang He Fund II, L.P.	140.4159	6.2407%	Net assets conversion	140.4159	2024.07.31
8	Tibet Meiling Huakai Investment Partnership (Limited Partnership) (西藏梅嶺花開投資合夥企業(有限合夥))	100.8868	4.4839%	Net assets conversion	100.8868	2024.07.31
9	Tianjin Yuanyi Yongxuan Enterprise Management Center (Limited Partnership) (天津遠翼永宣企業管理中心(有限合夥))	82.6810	3.6747%	Net assets conversion	82.6810	2024.07.31

No.	Name of Promoter	Number of Shares Subscribed (in 10,000 shares)	Percentage of Shareholding	Form of Capital Contribution	Amount of Capital Contribution (RMB10,000)	Date of Capital Contribution
10	Tibet Fenglong Xinglian Investment Center (L.P.) (西藏豐隆興聯投資中心(有限合夥))	82.0939	3.6486%	Net assets conversion	82.0939	2024.07.31
11	TR Victory Limited	78.5758	3.4923%	Net assets conversion	78.5758	2024.07.31
12	Qingkong Yinxing Nantong Venture Investment Fund Partnership (清控銀杏南通創業投資基金合夥企業(有限合夥))	78.5756	3.4922%	Net assets conversion	78.5756	2024.07.31
13	Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司)	69.3612	3.0827%	Net assets conversion	69.3612	2024.07.31
14	Han Fengtao (韓峰濤)	60.5578	2.6915%	Net assets conversion	60.5578	2024.07.31
15	Zoucheng New Energy Industrial Investment Fund Partnership (Limited Partnership) (鄒城市新動能產業投資基金合夥企業)(有限合夥))	57.6923	2.5641%	Net assets conversion	57.6923	2024.07.31
16	Suzhou Jinsha River United III Equity Investment Partnership (Limited Partnership) (蘇州金沙江聯合三期股權投資合夥企業(有限合夥))	46.9339	2.0860%	Net assets conversion	46.9339	2024.07.31
17	Gongqingcheng Suxiang Venture Investment Partnership (Limited Partnership) (共青城蘇襄創業投資合夥企業(有限合夥))	44.3418	1.9707%	Net assets conversion	44.3418	2024.07.31
18	Hainan Heye Investment Co., Ltd. (海南和業投資有限公司)	42.4787	1.8879%	Net assets conversion	42.4787	2024.07.31
19	Shenzhen Delian Jingtai Investment Center (Limited Partnership) (深圳德聯景泰投資中心(有限合夥))	41.0470	1.8243%	Net assets conversion	41.0470	2024.07.31
20	Beijing Yitang Hongtu Integrated Circuits and Internet Investment Fund Center (Limited Partnership) (北京屹唐紅土集成電路與互聯網投資基金中心(有限合夥))	18.3708	0.8165%	Net assets conversion	18.3708	2024.07.31

No.	Name of Promoter	Number of Shares Subscribed (in 10,000 shares)	Percentage of Shareholding	Form of Capital Contribution	Amount of Capital Contribution (RMB10,000)	Date of Capital Contribution
21	Hubei Meihua Shengshi Equity Investment Partnership (Limited Partnership) (湖北梅花晟世股權投資合夥企業(有限合夥))	17.0053	0.7558%	Net assets conversion	17.0053	2024.07.31
22	Nanchang New Century Venture Investment Co., Ltd. (南昌新世紀創業投資有限責任公司)	14.6243	0.6500%	Net assets conversion	14.6243	2024.07.31
23	Tian Zheng (田爭)	8.2093	0.3649%	Net assets conversion	8.2093	2024.07.31
24	Jiao Shaoling (焦少玲)	8.2093	0.3649%	Net assets conversion	8.2093	2024.07.31
25	Tianjin Qihui Enterprise Management Center (Limited Partnership) (天津啟輝企業管理中心(有限合夥))	5.0507	0.2245%	Net assets conversion	5.0507	2024.07.31
26	Suzhou Zhongxin Botong Jinshi Venture Investment Partnership (蘇州中新博通金世創業投資合夥企業(有限合夥))	4.0817	0.1814%	Net assets conversion	4.0817	2024.07.31
	Total	**2,250.0000**	**100.00%**	**/**	**2,250.0000**	**/**

Article 23 The total number of issued shares of the Company is 265,180,890 shares, all of which are ordinary shares. Among them, 11,934,710 shares are unlisted shares, and 253,246,180 shares are overseas listed foreign shares.

Article 24 Neither the Company nor its subsidiaries (including subsidiary undertakings) may provide financial assistance, by way of gift, advance, guarantee, loan, etc., to any person for the acquisition of shares of the Company or its parent company, except where the Company implements an employee stock ownership plan.

For the benefit of the Company, subject to a resolution of the shareholders' meeting or a resolution of the board of directors made in accordance with an authorization granted by the shareholders' meeting or these Articles of Association, the Company may provide financial assistance to any person for the acquisition of shares of the Company or its parent company, provided that the total amount of such financial assistance shall not exceed ten percent (10%) of the total issued share capital. A resolution of the board of directors must be passed by the affirmative vote of more than two-thirds (2/3) of all directors.

Section II Increase, Decrease and Repurchase of Shares

Article 25 Subject to laws and regulations, the Company may, by separate resolutions of the shareholders' meeting, increase its registered capital by way of the following methods in light of its operational and development needs:

(1) issuing shares to unspecified parties;

(2) issuing shares to specified parties;

(3) distributing bonus shares to existing shareholders;

(4) capitalizing reserve funds into share capital;

(5) other methods as approved by laws, administrative regulations, the CSRC, and the Hong Kong Stock Exchange.

Article 26 The Company may reduce its registered capital. The reduction of registered capital by the Company shall follow the procedures stipulated by the Company Law, the Hong Kong Listing Rules, and other relevant provisions and these Articles of Association.

Article 27 The Company shall not repurchase its own shares. However, subject to applicable laws and regulations, the following circumstances are excepted:

(1) to reduce the registered capital of the Company;

(2) to merge with another company holding shares of the Company;

(3) to use the shares for employee stock plans or equity incentives;

(4) shareholders who dissent from a resolution of the shareholders' meeting on the merger or division of the Company request the Company to repurchase their shares;

(5) to use the shares for conversion of convertible corporate bonds issued by the Company;

(6) necessary for the Company to safeguard the Company's value and the rights and interests of shareholders;

(7) other circumstances as stipulated by laws, administrative regulations, the CSRC and Hong Kong securities regulatory authorities.

Article 28 The Company's repurchase of its own shares may be carried out through open centralized trading methods, or other methods permitted by laws, administrative regulations and the CSRC.

When the Company repurchases its own shares under circumstances (3), (5) or (6) of the first paragraph of Article 27, such repurchase shall be carried out through open centralized trading methods.

Article 29 A repurchase of the Company's shares under circumstances (1) or (2) of the first paragraph of Article 27 shall be approved by a shareholders' meeting resolution; a repurchase of the Company's shares under circumstances (3), (5) or (6) of the first paragraph of Article 27 may be approved by a board of directors resolution, at which two-thirds (2/3) or more of the directors are present, in accordance with these Articles of Association or an authorization granted by the shareholders' meeting.

After the Company repurchases its own shares in accordance with the first paragraph of Article 27, the following shall apply: Under circumstance (1), such shares shall be cancelled within ten (10) days from the date of repurchase; under circumstances (2) or (4), such shares shall be transferred or cancelled within six (6) months; under circumstances (3), (5) or (6), the total number of shares of the Company held by the Company shall not exceed ten percent (10%) of the Company's total issued shares and shall be transferred or cancelled within three (3) years; under circumstance (7), such shares shall be transferred or cancelled in accordance with relevant laws and administrative regulations.

When the Company repurchases its own shares, it shall perform information disclosure obligations in accordance with the Securities Law and securities regulatory rules of the place where the Company's shares are listed.

Section III Transfer of Shares

Article 30 The shares of the Company shall be transferred according to law.

All transfers of H Shares shall be effected by an instrument of transfer in writing in common or standard form or any other form acceptable to the board of directors (including the standard transfer form or transfer form prescribed from time to time by the Hong Kong Stock Exchange); such instrument of transfer may only be signed by hand or, if the transferor or transferee is a company, affixed with the company's valid seal. If the transferor or transferee is a recognized clearing house (the "**Recognized Clearing House**") as defined in the relevant ordinances in force from time to time in Hong Kong (or its nominee), the instrument of transfer may be signed by hand or by machine-printed form. All instruments of transfer shall be kept at the statutory address of the Company or at such other place as the board of directors may from time to time determine.

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

Article 32 Shares held by shareholders before the public issuance of shares by the Company shall not be transferred within one (1) year from the date the Company's shares are listed on a stock exchange.

Directors and senior management of the Company shall report to the Company the number of shares of the Company held by them and any changes thereto. The annual transfer of shares of the same class by them during their term of office, as determined upon assuming office, shall not exceed twenty-five percent (25%) of the total number of shares of the same class of the Company held by them respectively. Shares of the Company held by them shall not be transferred within one (1) year from the date the Company's shares are listed for trading. The above-mentioned personnel shall not transfer the shares of the Company held by them within six (6) months after leaving office.

Article 33 If a shareholder holding five percent (5%) or more of the shares of the Company (excluding Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited), a director, or a senior management person sells the shares of the Company or other equity securities held by them within six (6) months after purchase, or purchases them again within six (6) months after sale, any profits derived therefrom shall belong to the Company, and the board of directors of the Company shall be responsible for recovering such profits on behalf of the Company. However, this provision does not apply to a securities company that holds five percent (5%) or more of the shares due to the purchase of shares remaining after the underwriting, or other circumstances as stipulated by the CSRC.

For the purpose of the preceding paragraph, "shares or other equity securities held" by directors, senior management personnel, or natural person shareholders includes shares or other equity securities held by their spouses, parents, children, and held through accounts of others.

If the board of directors of the Company fails to enforce the provisions of the first paragraph of this article, shareholders have the right to require the board of directors to enforce them within thirty (30) days. If the board of directors of the Company fails to enforce them within the said period, shareholders have the right to directly file a lawsuit with the people's court in their own name for the benefit of the Company.

If the board of directors of the Company fails to enforce the provisions of the first paragraph of this article, the responsible directors shall be jointly and severally liable according to law.

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section I Shareholders

Article 34 The Company shall maintain a register of shareholders based on the certificates provided by the securities registration and settlement institution. The register of shareholders is sufficient evidence to prove that a person is a shareholder of the Company. Shareholders enjoy rights and assume obligations according to the class of shares they hold; shareholders holding the same class of shares enjoy equal rights and assume the same obligations.

The original H Share register of shareholders kept in Hong Kong shall be available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with applicable laws, regulations and securities regulatory rules of the place where the Company's shares are listed. Any H Share shareholder registered in the H Share register of shareholders, or any person requesting to have their name (title) registered in the H Share register of shareholders, if they lose their share certificates, may apply to the Company for replacement of new share certificates for such shares. If an overseas listed foreign share shareholder loses share certificate(s) and applies for replacement, it may be handled in accordance with the laws of the place where the original overseas listed foreign share register of shareholders is kept, the rules of the stock exchange, or other relevant provisions.

The Company shall enter into a securities registration and service agreement with the securities registration and settlement institution, regularly inquire about major shareholders' information and changes in shareholding of major shareholders (including pledges of equity), and keep abreast of the Company's shareholding structure in a timely manner.

Article 35 When the Company convenes a shareholders' meeting, distributes dividends, conducts liquidation, or carries out other acts requiring determination of shareholder status, the record date shall be determined by the board of directors or the convenor of the shareholders' meeting. Shareholders registered in the register as of the close of trading on the record date shall be the shareholders entitled to the relevant rights and interests.

Article 36 Shareholders of the Company enjoy the following rights:

(1) to receive dividends and other forms of distribution of benefits according to the number of shares held;

(2) to lawfully request, convene, preside over, attend or appoint a proxy to attend shareholders' meetings and exercise corresponding voting rights;

(3) to supervise the Company's operations, propose suggestions, or raise inquiries;

(4) to transfer, gift, or pledge the shares held by them in accordance with laws, administrative regulations and these Articles of Association;

(5) to access and copy the Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of board of directors' meetings, financial and accounting reports, and eligible shareholders may access the Company's accounting books and vouchers;

(6) upon termination or liquidation of the Company, to participate in the distribution of the Company's residual property according to the number of shares held;

(7) shareholders who dissent from a resolution of the shareholders' meeting on the merger or division of the Company have the right to request the Company to repurchase their shares;

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

Article 37 A shareholder requesting to access or copy the Company's relevant materials shall comply with the provisions of the Company Law, the Securities Law, and other laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, and shall submit a written request to the Company, stating the purpose, and provide written documents proving the class of shares held and the number of shares held. After verifying the shareholder's identity and the purpose of access or copying, the Company shall provide such information or materials in accordance with relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association. The shareholder shall keep the information or materials accessed confidential.

Article 38 If the content of a resolution of the shareholders' meeting or board of directors of the Company violates laws or administrative regulations, shareholders have the right to request the people's court to declare such resolution void.

If the convening procedures or voting methods of the shareholders' meeting or board of directors violate laws, administrative regulations or these Articles of Association, or if the content of a resolution violates these Articles of Association, shareholders have the right to request the people's court to revoke such resolution within sixty (60) days from the date the resolution is made. However, this does not apply where the convening procedures or voting methods of the shareholders' meeting or board of directors only have minor irregularities that do not materially affect the resolution.

If the board of directors, shareholders, or other related parties have a dispute over the validity of a shareholders' meeting resolution, they shall promptly file a lawsuit with the people's court. Before the people's court renders a judgment or ruling revoking the resolution, the relevant parties shall execute the shareholders' meeting resolution. The Company, directors, and senior management shall perform their duties diligently to ensure the normal operation of the Company.

If the people's court renders a judgment or ruling on the relevant matter, the Company shall perform its information disclosure obligations in accordance with laws, administrative regulations, the CSRC and the rules of the stock exchange, fully explain the impact, and actively cooperate with enforcement after the judgment or ruling becomes effective. If it involves correcting prior period matters, it shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.

Article 39 A resolution of the shareholders' meeting or board of directors of the Company shall not be established under any of the following circumstances:

(1) the resolution is made without a shareholders' meeting or board of directors meeting being held;

(2) the resolution matter is not voted on at the shareholders' meeting or board of directors meeting;

(3) the number of persons attending the meeting or the voting rights held does not reach the quorum required by the Company Law, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association;

(4) the number of persons or voting rights agreeing to the resolution matter does not reach the quorum required by the Company Law, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Article 40 If any director (other than members of the Audit Committee) or senior management person causes loss to the Company while performing their duties in violation of laws, administrative regulations or these Articles of Association, a shareholder(s) holding individually or in aggregate one percent (1%) or more of the Company's shares for a continuous period of more than one hundred and eighty (180) days has the right to request in writing the Audit Committee to file a lawsuit with the people's court. If a member of the Audit Committee causes loss to the Company while performing their duties in violation of laws, administrative regulations or these Articles of Association, a shareholder(s) holding individually or in aggregate one percent (1%) or more of the Company's shares for a continuous period of more than one hundred and eighty (180) days may request in writing the board of directors to file a lawsuit with the people's court.

If the Audit Committee or the board of directors refuses to file a lawsuit after receiving the written request from the shareholder(s) as stipulated in the preceding paragraph, or fails to file a lawsuit within thirty (30) days from the date of receipt of the request, or if the situation is urgent and failure to file a lawsuit immediately would cause irreparable damage to the Company's interests, the shareholder(s) specified in the preceding paragraph have the right to directly file a lawsuit with the people's court in their own name for the benefit of the Company.

If any other person infringes upon the legitimate rights and interests of the Company and causes loss to the Company, the shareholder(s) specified in the first paragraph of this article may file a lawsuit with the people's court in accordance with the preceding two paragraphs.

If a director, supervisor, or senior management person of a wholly-owned subsidiary of the Company causes loss to the Company while performing their duties in violation of laws, administrative regulations or these Articles of Association, or if any other person infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and causes loss to the Company, a shareholder(s) holding individually or in aggregate one percent (1%) or more of the shares of the Company for a continuous period of more than one hundred and eighty (180) days may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing the supervisory board or the board of directors of the wholly-owned subsidiary to file a lawsuit, or directly file a lawsuit with the people's court in its own name.

If a wholly-owned subsidiary of the Company does not have a supervisory board or supervisors but has an Audit Committee, the provisions of the first and second paragraphs of this article shall apply.

Article 41 If any director or senior management person causes loss to a shareholder's interests in violation of laws, administrative regulations or these Articles of Association, the shareholder may file a lawsuit with the people's court.

Article 42 Shareholders of the Company assume the following obligations:

(1) to comply with the laws, administrative regulations of China and these Articles of Association;

(2) to pay for their shares in accordance with the number of shares subscribed for and the method of subscription;

(3) not to withdraw their share capital except under circumstances stipulated by laws, administrative regulations, departmental rules, or securities regulatory rules of the place where the Company's shares are listed;

(4) not to abuse their shareholder rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company or limited liability of shareholders to damage the interests of the Company's creditors;

(5) other obligations as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 43 If a shareholder of the Company abuses their shareholder rights and causes loss to the Company or other shareholders, they shall be liable for compensation according to law. If a shareholder of the Company abuses the independent legal person status of the Company or limited liability of shareholders to evade debts, materially harming the interests of the Company's creditors, they shall be jointly and severally liable for the Company's debts.

Section II Controlling Shareholders and Actual Controllers

Article 44 The controlling shareholders and actual controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, CSRC provisions, and securities regulatory rules of the place where the Company's shares are listed, safeguarding the interests of the listed company.

Article 45 The controlling shareholders and actual controllers of the Company shall comply with the following provisions:

(1) exercise shareholder rights according to law, not abusing control or utilizing connected relationships to harm the legitimate rights and interests of the Company or other shareholders;

(2) strictly perform the public declarations and various commitments made, not unilaterally changing or waiving them without authorization;

(3) strictly fulfill information disclosure obligations in accordance with relevant regulations, proactively cooperate with the Company in doing a good job in information disclosure, and promptly inform the Company of major events that have occurred or are likely to occur;

(4) not use any means to occupy Company funds;

(5) not compel, instruct, or request the Company or relevant personnel to provide guarantees in violation of laws or regulations;

(6) not use material undisclosed information of the Company for the purpose of seeking profits, not disclose material undisclosed information related to the Company in any manner, not engage in illegal acts such as insider trading, short-swing trading, market manipulation, etc.;

(7) not harm the legitimate rights and interests of the Company and other shareholders through non-arm's length connected transactions, profit distribution, asset restructuring, external investments, or any other means;

(8) ensure the integrity of the Company's assets, independence of personnel, financial independence, independence of organization and business independence, and not affect the independence of the Company in any manner;

(9) other provisions of laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

If the controlling shareholder or actual controller of the Company does not serve as a director but actually performs the duties of the Company, the provisions of these Articles of Association regarding the duty of loyalty and duty of care of directors shall apply.

If the controlling shareholder or actual controller of the Company directs a director or senior management person to engage in acts that harm the interests of the Company or shareholders, they shall be jointly and severally liable with such director or senior management person.

Article 46 When controlling shareholders or actual controllers pledge the Company's shares held or actually controlled by them, they shall maintain the stability of the Company's control and operations.

When controlling shareholders or actual controllers transfer the Company's shares held by them, they shall comply with the restrictions on share transfer stipulated by laws, administrative regulations, CSRC provisions, and securities regulatory rules of the place where the Company's shares are listed, as well as the commitments made regarding restrictions on share transfer.

Section III General Provisions on Shareholders' Meeting

Article 47 The shareholders' meeting of the Company is composed of all shareholders and is the authority of the Company, exercising the following powers:

(1) electing and replacing directors who are not employee representatives, and deciding on matters concerning the remuneration of directors;

(2) examining and approving the reports of the board of directors;

(3) examining and approving the Company's profit distribution plans and loss recovery plans;

(4) passing resolutions on the increase or decrease of the Company's registered capital;

(5) passing resolutions on the issuance of corporate bonds;

(6) passing resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(7) amending these Articles of Association and its appendices (including the Rules of Procedure of the Shareholders' Meeting and the Rules of Procedure of the Board of Directors);

(8) passing resolutions on the appointment, dismissal or replacement of the accounting firm engaged for the Company's audit services;

(9) examining and approving the guarantee matters specified in Article 50 of these Articles of Association;

(10) examining and approving any purchase or sale of major assets by the Company within one year amounting to more than thirty percent (30%) of the Company's latest audited total assets;

(11) examining and approving changes in the use of proceeds from capital raising;

(12) examining and approving equity incentive plans and employee stock ownership plans;

(13) examining and approving connected transactions of the Company that require shareholder approval under the Hong Kong Listing Rules;

(14) examining and approving financing matters of the Company that require shareholder approval under the Hong Kong Listing Rules;

(15) other matters as required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association, that shall be decided by the shareholders' meeting.

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

Except as otherwise provided by laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed, the above powers of the shareholders' meeting shall not be delegated to the board of directors or other institutions or individuals by way of authorization.

Article 48 For transactions of the Company (other than financial assistance, provision of guarantees, or transactions such as donation of cash assets or debt relief that do not involve consideration or are not subject to any obligations), where the transaction definition and relevant calculation methods under the Hong Kong Listing Rules meet the following thresholds, in addition to being approved by the board of directors, such transactions shall also be submitted to the shareholders' meeting for consideration:

(1) major transactions;

(2) very substantial disposals;

(3) very substantial acquisitions;

(4) reverse takeovers.

The term "transaction" in this article includes: purchase or sale of assets; external investments (including entrusted wealth management, investments in subsidiaries, etc.); lease-in or lease-out of assets; entrusting or being entrusted with management of assets and businesses; gifting or receiving gifts of assets; external donations; restructuring of claims and debts; entering into licensing agreements; assignment of research and development projects; granting, accepting, assigning, exercising, terminating or waiving rights (including waiver of pre-emptive rights, pre-emptive capital contribution rights, etc.).

The above transactions do not include transactions of the following types that are related to the Company's daily operations: purchase of raw materials, fuel and power; receipt of services; sale of products and goods; provision of services; engineering contracting, etc.; however, if the aforementioned transactions are involved in an asset swap, they shall still be included.

The calculation method of the transaction amount referred to in this article shall be determined by reference to the relevant provisions of Chapter 14 of the Hong Kong Listing Rules, as applicable.

Article 49 Subject to compliance with Article 24 of these Articles of Association, where financial assistance matters of the Company (including interest-bearing or interest-free loans, entrusted loans, etc.) are matters that require shareholder approval under the Hong Kong Listing Rules, in addition to being approved by the board of directors, such matters shall also be submitted to the shareholders' meeting for consideration.

If the recipient of the financial assistance is a holding subsidiary within the Company's consolidated reporting scope, and none of the other shareholders of such holding subsidiary include the Company's controlling shareholders, actual controllers or their connected persons, the preceding paragraph shall not apply.

Article 50 When the Company provides guarantees, such guarantees shall be submitted to the board of directors or the shareholders' meeting for consideration, and shall be promptly disclosed.

The following external guarantee matters of the Company shall be submitted to the shareholders' meeting for consideration after being approved by the board of directors:

(1) any guarantee provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds fifty percent (50%) of the latest audited net assets;

(2) any guarantee provided after the total amount of external guarantees of the Company and its holding subsidiaries exceeds thirty percent (30%) of the latest audited total assets;

(3) guarantees provided within one year where the cumulative amount of guarantees provided to others exceeds thirty percent (30%) of the Company's latest audited total assets;

(4) guarantees provided to a guarantee recipient whose asset-liability ratio exceeds seventy percent (70%);

(5) a single guarantee amount exceeding ten percent (10%) of the latest audited net assets;

(6) guarantees provided to shareholders, actual controllers and their connected parties;

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

Guarantees under item (3) of the preceding paragraph shall be passed by the affirmative vote of two-thirds (2/3) or more of the voting rights held by the shareholders present at the meeting.

When the shareholders' meeting considers a proposal to provide a guarantee to a shareholder, actual controller or their connected parties, such shareholder or the shareholder controlled by such actual controller shall not participate in the vote on the matter, and the voting rights held by them shall not be counted in the total number of valid votes cast. The matter shall be passed by the affirmative vote of more than half of the other voting rights held by shareholders attending the shareholders' meeting.

When the Company provides a guarantee to a connected person, it shall have a reasonable commercial rationale, and shall be promptly disclosed after approval by the board of directors, and submitted to the shareholders' meeting for consideration. When the Company provides a guarantee to its controlling shareholder, actual controller or their connected parties, the Company shall require the provision of counter-guarantees.

When the Company provides a guarantee to a wholly-owned subsidiary, or provides a guarantee to a holding subsidiary and the other shareholders of such holding subsidiary provide proportionate guarantees in accordance with their respective equity interests, without harming the interests of the Company, the provisions of items (1), (4) and (5) of the first paragraph of this article may be exempted, unless otherwise provided in these Articles of Association. The Company shall disclose the aforementioned guarantees on an aggregate basis in its annual report and interim report.

Article 51 Shareholders' meetings are divided into annual general meetings and extraordinary general meetings. An annual general meeting shall be held once a year, within six (6) months after the end of the preceding fiscal year.

Article 52 An extraordinary general meeting shall be convened within two (2) months from the date the following circumstances occur:

(1) the number of directors falls below the number required by the Company Law or less than two-thirds (2/3) of the number stipulated in these Articles of Association;

(2) the unrecovered losses of the Company reach one-third (1/3) of the total paid-in share capital;

(3) a written request is made by a shareholder(s) holding individually or in aggregate ten percent (10%) or more of the shares;

(4) the board of directors deems it necessary;

(5) the Audit Committee proposes to convene a meeting;

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

The shareholding percentage under item (3) above shall be calculated as of the date the shareholder(s) submits and delivers the written request.

Article 53 The venue for the shareholders' meeting convened by the Company shall be the registered address of the Company or the place specified in the notice of the shareholders' meeting.

The shareholders' meeting shall be held in a physical meeting format and may also be convened by electronic communication means simultaneously. The Company will also provide internet voting methods to facilitate shareholders' attendance at the shareholders' meeting. Shareholders attending the shareholders' meeting via the aforementioned methods shall be deemed as attending the meeting.

Once the notice of the shareholders' meeting is dispatched, the venue of the physical shareholders' meeting shall not be changed without justifiable reasons. If a change is indeed necessary, the convener shall announce the change and explain the reasons at least two (2) business days before the date of the physical meeting.

Article 54 The method for confirming shareholder status shall be determined in accordance with Article 35 of these Articles of Association.

Article 55 When the Company convenes a shareholders' meeting, it shall engage a lawyer to issue a legal opinion on the following matters and make an announcement:

(1) whether the convening and holding procedures of the meeting comply with laws, administrative regulations, and these Articles of Association;

(2) whether the qualifications of the persons attending the meeting and the convener are legal and valid;

(3) whether the voting procedures and voting results of the meeting are legal and valid;

(4) other relevant issues as requested by the Company.

Section IV Convening of Shareholders' Meeting

Article 56 The board of directors shall convene the shareholders' meeting on time within the prescribed period.

With the consent of more than half of all independent directors, an independent director has the right to propose to the board of directors to convene an extraordinary general meeting. For a proposal from an independent director to convene an extraordinary general meeting, the board of directors shall, in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association, provide written feedback agreeing to or disagreeing with the convening of the extraordinary general meeting within ten (10) days from receipt of the proposal. If the board of directors agrees to convene the extraordinary general meeting, it shall dispatch a notice convening the shareholders' meeting within five (5) days after passing the board resolution; if the board of directors disagrees to convene the extraordinary general meeting, it shall state the reasons and make an announcement.

Article 57 The Audit Committee has the right to propose to the board of directors to convene an extraordinary general meeting and shall make the proposal in writing to the board of directors. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, provide written feedback on whether to convene the extraordinary general meeting within ten (10) days from receipt of the proposal.

If the board of directors agrees to convene the extraordinary general meeting, it shall dispatch a notice convening the shareholders' meeting within five (5) days after passing the board resolution. If the notice involves changes to the original proposal, the consent of the Audit Committee shall be obtained.

If the board of directors disagrees to convene the extraordinary general meeting or fails to provide feedback within ten (10) days after receipt of the proposal, the board of directors shall be deemed unable or unwilling to perform its duty to convene the shareholders' meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 58 A shareholder(s) holding individually or in aggregate ten percent (10%) or more of the shares has the right to request the board of directors to convene an extraordinary general meeting and shall make the request in writing to the board of directors. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, provide written feedback on whether to convene the extraordinary general meeting within ten (10) days from receipt of the request.

If the board of directors agrees to convene the extraordinary general meeting, it shall dispatch a notice convening the shareholders' meeting within five (5) days after passing the board resolution. If the notice involves changes to the shareholder's original request, the consent of the relevant shareholder(s) shall be obtained.

If the board of directors disagrees to convene the extraordinary general meeting or fails to provide feedback within ten (10) days from receipt of the request, the shareholder(s) holding individually or in aggregate ten percent (10%) or more of the shares has the right to propose to the Audit Committee to convene an extraordinary general meeting and shall make the request in writing to the Audit Committee.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall dispatch a notice convening the shareholders' meeting within five (5) days from receipt of the request. Any change to the original request in the notice shall be agreed upon by the relevant shareholder(s).

If the Audit Committee fails to dispatch a notice convening the shareholders' meeting within the prescribed period, the Audit Committee shall be deemed not to have convened and presided over the shareholders' meeting. A shareholder(s) who has held individually or in aggregate ten percent (10%) or more of the shares for a continuous period of more than ninety (90) days may then convene and preside over the meeting on its own.

Article 59 If the Audit Committee or shareholder(s) decides to convene a shareholders' meeting on its own, it must notify the board of directors in writing and file a report with the stock exchange.

The Audit Committee or the convening shareholder(s) shall submit relevant supporting documents to the stock exchange when dispatching the notice of the shareholders' meeting and announcing the shareholders' meeting resolution.

Before the shareholders' meeting resolution is published, the aggregate shareholding percentage of the convening shareholders in the Company shall not be less than ten percent (10%).

Article 60 For a shareholders' meeting convened on its own by the Audit Committee or shareholder(s), the board of directors and the board secretary shall cooperate. The board of directors shall provide the register of shareholders as of the record date.

The register of shareholders obtained by the convener shall not be used for purposes other than convening the shareholders' meeting.

Article 61 For a shareholders' meeting convened on its own by the Audit Committee or shareholder(s), the necessary expenses of the meeting shall be borne by the Company.

Section V Proposals and Notices of Shareholders' Meeting

Article 62 The content of a proposal shall fall within the scope of authority of the shareholders' meeting, have a clear subject matter and specific matters for resolution, and comply with the relevant provisions of laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 63 When the Company convenes a shareholders' meeting, the board of directors, the Audit Committee, and a shareholder(s) holding individually or in aggregate one percent (1%) or more of the shares have the right to submit proposals to the Company.

A shareholder(s) holding individually or in aggregate one percent (1%) or more of the shares may submit an interim proposal in writing to the convener ten (10) days before the shareholders' meeting. The interim proposal shall have a clear subject matter and specific matters for resolution. The convener shall, within two (2) days after receipt of the proposal, dispatch a supplementary notice of the shareholders' meeting, announce the content of the interim proposal, and submit such interim proposal to the shareholders' meeting for consideration. This does not apply, however, if the interim proposal violates laws, administrative regulations or these Articles of Association, or if the matter does not fall within the scope of authority of the shareholders' meeting.

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

Proposals not listed in the notice of the shareholders' meeting or not conforming to the provisions of Article 62 of these Articles of Association shall not be voted on and resolved at the shareholders' meeting.

Article 64 The convener shall notify all shareholders of the annual general meeting by way of public announcement twenty-one (21) days before the meeting; and notify all shareholders of an extraordinary general meeting by way of public announcement fifteen (15) days before the meeting. In calculating the period, the Company shall not include the date of the meeting, but shall include the date of dispatch of the notice.

Article 65 The notice of the shareholders' meeting shall include the following:

(1) the time, place, and duration of the meeting;

(2) the matters and proposals to be submitted to the meeting for consideration;

(3) a clear statement indicating that all shareholders have the right to attend the shareholders' meeting, and may appoint a proxy in writing to attend and vote on their behalf, and such proxy need not be a shareholder of the Company;

(4) the record date for determining shareholders entitled to attend the shareholders' meeting;

(5) the name and contact information of the designated contact person for meeting affairs;

(6) the voting time and voting procedures for internet or other voting methods.

The notice of the shareholders' meeting and any supplementary notice shall fully and completely set forth the entire specific content of all proposals, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed.

The start time for internet or other voting methods at the shareholders' meeting shall not be earlier than 3:00 p.m. on the day before the physical shareholders' meeting, and shall not be later than 9:30 a.m. on the day of the physical shareholders' meeting, and the end time shall not be earlier than 3:00 p.m. on the day the physical shareholders' meeting ends.

The interval between the record date and the meeting date shall not be more than seven (7) business days. Once the record date is confirmed, it shall not be changed.

Article 66 If the shareholders' meeting intends to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the director candidates, including at least the following:

(1) educational background, work experience, part-time positions, etc.;

(2) whether there is a connected relationship with the Company or the Company's controlling shareholders and actual controllers;

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

(4) whether the candidate has been penalized by the CSRC or other relevant authorities or disciplined by a stock exchange;

(5) other material information required to be disclosed by relevant laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.

Except when using cumulative voting for the election of directors, each director candidate shall be proposed as a separate resolution.

Article 67 Once a notice of the shareholders' meeting has been dispatched, the shareholders' meeting shall not be postponed or cancelled, nor shall the proposals listed in the notice of the shareholders' meeting be cancelled, without justifiable reasons. If postponement or cancellation occurs, the convener shall announce and explain the reasons at least two (2) business days before the originally scheduled date.

Section VI Holding of Shareholders' Meeting

Article 68 The board of directors and other conveners of the shareholders' meeting shall take necessary measures to ensure the normal order of the shareholders' meeting. Measures shall be taken to stop any disturbance of the shareholders' meeting, any disorderly conduct, or any infringement upon the legitimate rights and interests of shareholders, and report to relevant authorities for investigation and handling in a timely manner.

Article 69 All shareholders registered on the record date, or their proxies, have the right to attend the shareholders' meeting and exercise voting rights in accordance with relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

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

Article 70 An individual shareholder attending the meeting in person shall present their own ID card or other valid identification document or proof of identity; if represented by a proxy, the proxy shall present their own valid identification document and the power of attorney from the shareholder.

A legal person or other institutional shareholder shall be represented by its legal representative or by a proxy appointed by its legal representative. If the legal representative attends the meeting, they shall present their own ID card and valid proof establishing their capacity as legal representative; if represented by a proxy, the proxy shall present their own ID card and a written power of attorney lawfully executed by the legal representative of the legal person shareholder (except where the shareholder is a Recognized Clearing House as defined in the relevant ordinances in force from time to time in Hong Kong (or its nominee)).

If the shareholder is a Recognized Clearing House as defined in the relevant ordinances in force from time to time in Hong Kong or under securities regulatory rules of the place where the Company's shares are listed (or its nominee), such shareholder may authorize its corporate representative or such person or persons as it thinks fit to act as its representative or proxy at any shareholders' meeting or any creditors' meeting; provided, however, that if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise rights on behalf of such shareholder (without producing evidence of shareholding, notarized authorization, and/or further evidence of due authorization) and shall enjoy the same statutory rights as other shareholders, including the rights to speak and vote, as if such person were an individual shareholder of the Company.

Article 71 Any shareholder entitled to attend and vote at a shareholders' meeting has the right to appoint one or more persons (who need not be shareholders) as its proxy to attend and vote on its behalf. The power of attorney issued by a shareholder appointing a proxy to attend the shareholders' meeting shall state the following:

(1) the name(s) of the shareholder(s), and the class and number of shares held;

(2) the name(s) of the proxy(ies);

(3) whether the proxy has voting rights;

(4) specific instructions from the shareholder, including whether to vote for, against, or abstain from voting on each matter on the agenda of the shareholders' meeting, etc.;

(5) the date of issue and the validity period of the power of attorney;

(6) the signature (or seal) of the shareholder. If the shareholder is a legal person, the power of attorney shall bear the seal of the legal person.

The power of attorney shall state that if the shareholder does not give specific instructions, the proxy may vote at his/her own discretion.

Article 72 The proxy form for voting shall be deposited at the registered address of the Company or another place specified in the notice convening the meeting at least twenty-four (24) hours before the meeting for which such proxy is appointed to vote, or twenty-four (24) hours before the specified voting time.

If the proxy form is signed by a person authorized by the shareholder, the authorization document or other authorization document for such signing shall be notarized. The notarized authorization document or other authorization document, along with the proxy form, shall be deposited at the registered address of the Company or another place specified in the notice convening the meeting.

Article 73 A registration book for persons attending the meeting shall be prepared by the Company. The registration book shall include the names (or entity names) of the persons attending the meeting, ID card numbers, the number of shares held or represented, and the names (or entity names) of the principals.

Article 74 The convener and the lawyer engaged by the Company shall jointly verify the validity of shareholder qualifications based on the register of shareholders provided by the securities registration and settlement institution, and register the names (or titles) of shareholders and the number of voting shares held by them. The registration of attendance shall be terminated before the meeting chairperson announces the total number of shareholders and proxies present at the physical meeting and the total voting shares held by them.

Article 75 If the shareholders' meeting requires the attendance of directors and senior management personnel, the directors and senior management personnel shall attend the meeting and accept inquiries from shareholders.

Article 76 The shareholders' meeting shall be presided over by the Chairman of the Board of Directors. If the Chairman is unable or fails to perform their duties, the meeting shall be presided over by a director elected by more than half of the directors.

If the shareholders' meeting is convened by the Audit Committee on its own, it shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform their duties, the meeting shall be presided over by a member elected by more than half of the members of the Audit Committee.

If the shareholders' meeting is convened by shareholders on their own, it shall be presided over by the convener or its representative elected by it.

When convening a shareholders' meeting, if the meeting chairperson violates the rules of procedure of the shareholders' meeting, making it impossible to continue the meeting, and the shareholders present at the physical meeting representing more than half of the voting rights agree, the shareholders' meeting may elect one person to act as the meeting chairperson to continue the meeting.

Article 77 The Company shall formulate the rules of procedure for the shareholders' meeting, detailing the convening, holding and voting procedures of the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, recording and signing of meeting minutes, public announcements, etc., as well as the principles for the shareholders' meeting to authorize the board of directors. The authorization content shall be clear and specific. The Rules of Procedure of the Shareholders' Meeting shall be attached as an appendix to these Articles of Association, formulated by the board of directors, and approved by the shareholders' meeting.

Article 78 At the annual general meeting, the board of directors shall report on its work for the past year to the shareholders' meeting. Each independent director shall also present a duty performance report.

Article 79 Directors and senior management personnel shall explain or respond to shareholders' inquiries and suggestions at the shareholders' meeting.

Article 80 Before voting, the meeting chairperson shall announce the number of shareholders and proxies present at the physical meeting and the total number of voting shares held by them. The number of shareholders and proxies present at the physical meeting and the total number of voting shares held by them shall be based on the meeting registration.

Article 81 Minutes shall be kept of the shareholders' meeting and shall be the responsibility of the board secretary. The minutes shall record the following:

(1) the time, place, agenda, and name of the convener;

(2) the names of the meeting chairperson and the directors and senior management personnel present at the meeting;

(3) the number of shareholders and proxies present, the total number of voting shares held, and the percentage of such shares to the total number of shares of the Company;

(4) the review process, key points of speeches, and voting results for each proposal;

(5) shareholders' inquiries or suggestions and the corresponding responses or explanations;

(6) the names of the lawyer(s), vote counters, and scrutineers;

(7) other matters required to be recorded in the minutes by these Articles of Association.

Article 82 The convener shall ensure that the minutes are true, accurate, and complete. The directors, board secretary, convener or its representative, and meeting chairperson attending or present at the meeting shall sign the minutes. The minutes shall be kept together with the signed attendance register of shareholders, powers of attorney for proxy attendance, and valid materials related to internet and other voting methods. The retention period shall be no less than ten (10) years.

Article 83 The convener shall ensure that the shareholders' meeting continues in session until a final resolution is reached. If the shareholders' meeting is adjourned or unable to pass a resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate the shareholders' meeting directly, and a timely announcement shall be made. At the same time, the convener shall report to the CSRC local office where the Company is located and the stock exchange.

Section VII Voting and Resolutions of Shareholders' Meeting

Article 84 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution of the shareholders' meeting requires the affirmative vote of more than half of the voting rights held by the shareholders (including proxies) present at the meeting.

A special resolution of the shareholders' meeting requires the affirmative vote of two-thirds (2/3) or more of the voting rights held by the shareholders (including proxies) present at the meeting.

"Shareholders" as referred to in this article include shareholders who are represented by proxies at the shareholders' meeting.

Article 85 The following matters shall be passed by ordinary resolution at the shareholders' meeting:

(1) work report of the board of directors;

(2) profit distribution plans and loss recovery plans formulated by the board of directors;

(3) appointment and removal of board members and their remuneration and payment methods;

(4) other matters other than those that shall be passed by special resolution as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Article 86 The following matters shall be passed by special resolution at the shareholders' meeting:

(1) increase or decrease of the Company's registered capital;

(2) division, demerger, merger, dissolution, liquidation, or change of corporate form of the Company;

(3) amendment to these Articles of Association and its appendices (including the Rules of Procedure of the Shareholders' Meeting and the Rules of Procedure of the Board of Directors);

(4) purchase or sale of major assets or provision of guarantees to others by the Company within one year where the amount exceeds thirty percent (30%) of the Company's latest audited total assets;

(5) equity incentive plans;

(6) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association, and matters that the shareholders' meeting determines by ordinary resolution will have a significant impact on the Company and require a special resolution.

Article 87 Shareholders (including proxies attending the shareholders' meeting) exercise their voting rights based on the number of voting shares they represent, with one vote per share. When voting, a shareholder (including a proxy) holding two or more voting rights does not necessarily need to cast all their voting rights for, against, or abstain on all proposals.

When the shareholders' meeting considers major matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate count shall be promptly disclosed to the public.

Shares held by the Company itself have no voting rights, and such shares are not counted in the total number of voting shares represented at the shareholders' meeting.

According to applicable laws, regulations and securities regulatory rules of the place where the Company's shares are listed, if any shareholder needs to abstain from voting on a particular resolution matter, or if any shareholder is restricted to only voting in favor of (or against) a particular resolution matter, the votes cast by such shareholder or its proxy in violation of the relevant regulations or restrictions shall not be counted in the voting results.

If a shareholder purchases voting shares of the Company in violation of the provisions of the first and second paragraphs of Article 63 the Securities Law, the shares exceeding the prescribed proportion shall not have voting rights for thirty-six (36) months after the purchase, and such shares shall not be counted in the total number of voting shares represented at the shareholders' meeting.

The board of directors, independent directors, a shareholder(s) holding one percent (1%) or more of the voting shares, or an investor protection institution established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit shareholder voting rights. Soliciting shareholder voting rights shall fully disclose information such as specific voting intentions to the persons from whom voting rights are solicited. Soliciting shareholder voting rights for compensation or disguised compensation is prohibited. Except as provided by law, the Company shall not impose a minimum shareholding ratio requirement for the solicitation of voting rights.

Article 88 When the shareholders' meeting considers a connected transaction matter, the connected shareholder(s) shall abstain from voting, shall not participate in the vote, and shall not act as a proxy for other shareholders to exercise voting rights; the voting shares held by such shareholder(s) shall not be counted in the total number of valid votes. The announcement of the shareholders' meeting resolution shall fully disclose the voting results of non-connected shareholders.

At the time of convening the shareholders' meeting, connected shareholders shall proactively apply for recusal, and other shareholders also have the right to request the convener to require such shareholders to recuse themselves. The convener shall, in accordance with relevant provisions, examine whether the shareholder is a connected shareholder, and has the right to decide whether such shareholder shall recuse themselves. When the shareholders' meeting considers a connected transaction matter, the meeting chairperson shall announce the list of connected shareholders, explain whether they participate in the vote, and announce the total number of voting shares held by non-connected parties present at the meeting and the percentage of such shares to the total shares of the Company, and then proceed with the vote.

Connected shareholders who should recuse themselves may participate in the deliberation of the connected transaction involving themselves, and may explain and clarify to the shareholders' meeting whether such connected transaction is fair, lawful and the reasons therefor, but such shareholders shall not participate in the vote on such matter.

If a connected shareholder who should recuse themselves fails to do so, and as a result the shareholders' meeting passes a resolution on the relevant connected transaction, thereby causing losses to the Company, other shareholders of the Company or bona fide third parties, such connected shareholder shall bear the corresponding civil liability.

Article 89 Except under special circumstances such as the Company being in crisis, the Company shall not enter into a contract that places the management of all or a material part of the Company's business in the hands of a person other than a director or senior management personnel without the approval of a special resolution of the shareholders' meeting.

Article 90 The list of director candidates shall be submitted to the shareholders' meeting for voting via a proposal.

When the shareholders' meeting votes on the election of two or more directors, cumulative voting shall be used.

The term "cumulative voting" as used in the preceding paragraph refers to a voting method for the election of directors (non-employee directors) at the shareholders' meeting whereby each share has a number of votes equal to the number of directors to be elected, and a shareholder may cast all of their votes for one director candidate or distribute them among several director candidates.

When the shareholders' meeting elects directors (non-employee directors) using the cumulative voting method, the votes for independent directors and non-independent directors shall be conducted separately.

The board of directors, and a shareholder(s) holding individually or in aggregate one percent (1%) or more of the Company's issued shares, have the right to propose director candidates to the shareholders' meeting in accordance with laws, regulations and these Articles of Association.

Article 91 Director candidates shall possess the qualifications required by laws, regulations and the rules of the stock exchange of the place of listing, as well as the professional competence and knowledge level commensurate with the performance of duties. The methods and procedures for nomination of director candidates are as follows:

(1) The board of directors, and shareholders holding individually or in aggregate one percent (1%) or more of the Company's shares, may propose candidates for directors (other than those who are employee representatives) of the next session of the board of directors or candidates for additional directors, provided that the number of director candidates nominated by each individual or jointly nominating shareholder shall not exceed the number of directors to be elected;

(2) Directors who are employee representatives shall be nominated and elected through democratic procedures by the employees' representative meeting or other forms, and together with non-employee representative directors shall form the board of directors.

Before nominating a director (non-employee director) candidate, the nominator shall obtain a written undertaking from the candidate confirming their acceptance of the nomination, and promising that the information provided by the director candidate is true and complete, and that they will diligently perform their duties as a director after election.

When shareholders nominate directors (non-employee directors), they shall submit the proposal, detailed information of the nominated candidates, and the candidate's declaration and undertaking to the board of directors before the shareholders' meeting is convened. The board of directors and the Nomination Committee of the board of directors shall review the qualifications of the director candidates. After passing the qualification review, the candidates shall be submitted by the board of directors to the shareholders' meeting for voting. The shareholders' meeting shall not elect any candidate who has not passed the qualification review to serve as a director.

Article 92 Except for cumulative voting, the shareholders' meeting shall vote on each proposal separately. If different proposals are made on the same matter, they shall be voted on in the order in which they were proposed. The shareholders' meeting shall not table or refrain from voting on a proposal except due to force majeure or other special reasons that cause the meeting to be adjourned or unable to pass a resolution.

Article 93 When considering a proposal, the shareholders' meeting shall not amend the proposal. Any change to a proposal at the meeting shall be deemed a new proposal and shall not be voted on at the current shareholders' meeting.

Article 94 The same voting right can only be exercised through one method: on-site, internet, or other voting methods. If the same voting right is exercised repeatedly, the result of the first vote shall prevail.

Article 95 Voting at the shareholders' meeting shall be conducted by a registered vote.

Article 96 Before voting on a proposal, the shareholders' meeting shall elect two shareholder representatives to participate in counting and scrutinizing the votes. If the matter under consideration is connected to a shareholder, the relevant shareholder and its proxies shall not participate in counting or scrutinizing the votes.

When the shareholders' meeting votes on a proposal, the lawyer(s) and shareholder representatives shall jointly be responsible for counting and scrutinizing the votes, and announce the voting results on the spot. The voting results of the resolution shall be recorded in the meeting minutes.

Shareholders or their proxies who vote via the internet or other methods have the right to check their voting results through the corresponding voting system.

Article 97 The conclusion time of the physical shareholders' meeting shall not be earlier than the time for internet or other voting methods. The meeting chairperson shall announce the voting status and results for each proposal and declare whether the proposal is passed based on the voting results.

Before the voting results are officially announced, the Company, vote counters, scrutineers, shareholders, internet service providers, and other related parties involved in the on-site, internet, and other voting methods of the shareholders' meeting shall keep the voting status confidential.

Article 98 Shareholders attending the shareholders' meeting shall express one of the following opinions on the submitted proposal: Agree, Disagree, or Abstain. A securities registration and settlement institution acting as a nominee holder of shares under the Mainland-Hong Kong Stock Connect Program, or a Recognized Clearing House as defined in the relevant ordinances in force from time to time under Hong Kong law or under securities regulatory rules of the place where the Company's shares are listed (or its nominee) acting as nominee holder, shall act according to the wishes of the actual holders.

Unfilled, incorrectly filled, illegible ballots, and uncast ballots shall be deemed as the voter waiving the voting right, and the voting result for the number of shares held shall be counted as "Abstain".

Article 99 If the meeting chairperson has any doubt about the result of a vote taken on a resolution, they may organize a recount of the votes; if the meeting chairperson does not conduct a recount and a shareholder or proxy present at the meeting disagrees with the result announced by the chairperson, they have the right to demand a recount immediately after the result is announced, and the meeting chairperson shall organize a recount immediately. The recount result shall be recorded in the meeting minutes.

Article 100 The shareholders' meeting resolution shall be promptly announced, and the announcement shall list the number of shareholders and proxies present, the total number of voting shares held, the percentage of such shares to the total number of voting shares of the Company, the voting methods, the voting results for each proposal, and the detailed content of each resolution passed.

Article 101 If a proposal is not passed, or if the current shareholders' meeting changes a resolution of a previous shareholders' meeting, special mention shall be made in the announcement of the shareholders' meeting resolution.

Article 102 If the shareholders' meeting passes a proposal for the election of directors, the term of office of the newly elected directors shall commence from the date the shareholders' meeting resolution is passed.

Article 103 If the shareholders' meeting passes a proposal for cash distribution, scrip distribution, or capitalization of capital reserve fund, the Company shall implement the specific plan within two (2) months after the conclusion of the shareholders' meeting.

CHAPTER V DIRECTORS AND BOARD OF DIRECTORS

Section I General Provisions on Directors

Article 104 A director of the Company shall be a natural person. A person cannot serve as a director of the Company under any of the following circumstances:

(1) having no civil capacity or having restricted civil capacity;

(2) having been sentenced to a penalty for corruption, bribery, embezzlement of property, misappropriation of property, or disruption of the socialist market economic order, or having been deprived of political rights for a crime, with less than five (5) years having elapsed since completion of the sentence; where a suspended sentence has been imposed, less than two (2) years have elapsed since the expiration of the suspended sentence;

(3) having served as a director, factory manager, or manager of a company that went into bankruptcy liquidation, and being personally liable for the bankruptcy of such company, with less than three (3) years having elapsed since completion of the bankruptcy liquidation;

(4) having served as the legal representative of a company whose business license was revoked or which was ordered to close due to violation of the law, and being personally liable therefor, with less than three (3) years having elapsed since the revocation or closure order;

(5) being subject to a significant amount of personal debt due and unpaid and being listed as a person subject to enforcement for dishonesty by a people's court;

(6) being subject to a market entry prohibition order by the CSRC, the period of which has not expired;

(7) being publicly identified by a stock exchange as unsuitable to serve as a director or senior management of a listed company, the period of which has not expired;

(8) other circumstances stipulated by laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed.

Election or nomination of a director in violation of this article is invalid. If a director exhibits any of the circumstances in the first paragraph of this article during their term of office, the Company shall remove such director and cease their performance of duties. If a relevant director should cease performance of duties but fails to do so, or should be removed but has not yet been removed, and participates in and votes at meetings of the board of directors, its committees, or independent directors' special meetings, their vote shall be invalid and shall not be counted in the number of persons present.

Article 105 Directors shall be elected or replaced by the shareholders' meeting and may be removed by the shareholders' meeting before the expiry of their term of office. The term of office of a director shall be three (3) years. Directors may serve consecutive terms upon re-election.

The term of office of a director shall commence from the date of taking office and expire on the date of the expiry of the term of the current board of directors. If the term of office expires and re-election is not carried out in time, the original director shall continue to perform their duties as a director in accordance with laws, administrative regulations, departmental rules and these Articles of Association until the successor director(s) elected assume office.

A director may also serve as senior management personnel. However, the total number of directors who concurrently serve as senior management personnel and directors who are employee representatives shall not exceed one half of the total number of directors.

Article 106 The board of directors shall include one (1) employee representative. The employee representative on the board of directors shall be directly elected by the employees through the employees' representative meeting by way of democratic election, and shall not be submitted to the shareholders' meeting for consideration.

Article 107 Directors shall abide by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association, owe a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the Company's interests, and shall not use their positions to seek improper benefits.

Directors owe the following duties of loyalty to the Company:

(1) not to misappropriate the Company's property or divert the Company's funds;

(2) not to deposit the Company's assets or funds in accounts opened in their own name or in the name of any other individual;

(3) not to use their positions to accept bribes or other illegal income;

(4) not to enter into contracts or conduct transactions directly or indirectly with the Company without reporting to the board of directors or shareholders' meeting and obtaining approval from the board of directors or shareholders' meeting in accordance with these Articles of Association;

(5) not to take advantage of their position to procure for themselves or others business opportunities that should belong to the Company, except where they have reported to the board of directors or shareholders' meeting and obtained approval by a resolution of the shareholders' meeting, or the Company cannot take advantage of such business opportunity according to laws, administrative regulations or these Articles of Association;

(6) not to engage in any business for their own account or for the account of any other person that is the same as the business of the Company without reporting to the board of directors or shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting;

(7) not to accept commissions from transactions with the Company as their own;

(8) not to disclose the Company's secrets without authorization;

(9) not to use their connected relationships to damage the Company's interests;

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

Any income obtained by a director in violation of the provisions of this article shall belong to the Company; if any loss is caused to the Company, the director shall be liable for compensation.

The item (4) of paragraph 2 of this article applies to contracts or transactions entered into with the Company by close relatives of directors or senior management personnel, enterprises directly or indirectly controlled by directors, senior management personnel or their close relatives, or connected persons having other related-party relationships with directors or senior management personnel.

Article 108 Directors shall abide by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association, owe a duty of care to the Company, and shall exercise their powers to the best interests of the Company with the due care, skill and diligence expected of a manager.

Directors owe the following duties of care to the Company:

(1) to exercise the powers conferred by the Company carefully, diligently and conscientiously, to ensure that the Company's business activities comply with national laws, administrative regulations and various national economic policies, and that business activities do not exceed the business scope stated in the business license;

(2) to treat all shareholders fairly;

(3) to stay informed about the Company's business operations and management status in a timely manner;

(4) to sign written confirmation opinions on the Company's securities issuance documents and periodic reports, ensuring that the information disclosed by the Company is true, accurate, and complete;

(5) to truthfully provide relevant information and materials to the Audit Committee and not obstruct the Audit Committee in exercising its powers;

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

Article 109 If a director, without reasonable cause, fails to attend two consecutive board meetings in person and does not entrust another director to attend on their behalf, they shall be deemed incapable of performing their duties, and the board of directors shall recommend to the shareholders' meeting that such director be removed.

Article 110 A director may resign before the expiry of their term of office. A director's resignation shall be submitted in writing to the Company. The resignation shall take effect on the date the Company receives the resignation report, and the Company shall disclose the relevant information within two trading days. If the resignation of a director would cause the number of members of the board of directors to fall below the statutory minimum quorum, the original director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association until the successor director(s) elected assume office.

Article 111 The Company shall establish a management system for director departures, clarifying the safeguard measures for pursuing liability and compensation for unfulfilled public commitments and other unresolved matters. When a director's resignation takes effect or their term of office expires, they shall complete all handover procedures with the board of directors. Their duty of loyalty to the Company and shareholders does not automatically cease upon expiration of their term of office and shall remain effective for twelve (12) months after resignation or expiration of their term. A director's duty of confidentiality with respect to the Company's trade secrets shall remain effective after the expiration of their term of office until such secrets become public information. Liability incurred by a director during their term of office for performing their duties shall not be terminated or exempted by their departure.

Article 112 The shareholders' meeting may pass a resolution to remove a director, and such removal shall be effective on the date the resolution is made.

If a director is removed before the expiry of their term of office without justifiable reason, such director may request compensation from the Company.

Article 113 Without the authorization of these Articles of Association or the board of directors, no director may act in the name of the Company or the board of directors individually. When a director acts in his/her own name and a third party would reasonably believe that the director is acting on behalf of the Company or the board of directors, the director shall declare his/her position and identity in advance.

Article 114 If a director, while performing duties on behalf of the Company, causes damage to others, the Company shall bear the liability for compensation; if the director is intentional or grossly negligent, the director shall also bear the liability for compensation.

If a director violates laws, administrative regulations, departmental rules or these Articles of Association while performing their duties and causes loss to the Company, they shall be liable for compensation.

Section II Board of Directors

Article 115 The Company shall have a board of directors. The board of directors shall be composed of nine (9) directors, of which three (3) shall be independent directors. There shall be one (1) Chairman of the board of directors and no Vice Chairman. The Chairman shall be elected by the board of directors by a majority vote of all directors.

The directors of the Company may include executive directors, non-executive directors, and independent directors. Non-executive directors refer to directors who do not hold operational management positions in the Company.

Article 116 The board of directors shall exercise the following powers:

(1) to convene shareholders' meetings and report its work to the shareholders' meeting;

(2) to execute the resolutions of the shareholders' meeting;

(3) to determine the Company's business plans and investment plans;

(4) to formulate the Company's profit distribution plans and loss recovery plans;

(5) to formulate plans for increasing or decreasing the Company's registered capital, issuing bonds or other securities, and listing plans;

(6) to formulate plans for major acquisitions, repurchases of the Company's shares, or mergers, divisions, dissolutions, and changes of the Company's corporate form;

(7) within the scope of authority delegated by the shareholders' meeting, to decide on matters such as external investments, purchases/sales of assets, asset pledges, external guarantees, entrusted wealth management, connected transactions, and external donations;

(8) to determine the setup of the Company's internal management structure;

(9) to decide on the appointment or dismissal of the Company's general manager and board secretary and other senior management personnel, and to determine their remuneration and matters of reward and punishment; to decide on the appointment or dismissal of the Company's deputy general manager(s), financial controller, and other senior management personnel based on the nomination of the general manager, and to determine their remuneration and matters of reward and punishment;

(10) to formulate the basic management systems of the Company;

(11) to formulate plans for amending these Articles of Association;

(12) to manage the Company's information disclosure matters;

(13) to propose to the shareholders' meeting the appointment or replacement of the accounting firm for the Company;

(14) to hear the work report of the Company's general manager and review the general manager's work;

(15) to consider financing matters of the Company that require board approval under the Hong Kong Listing Rules;

(16) to consider guarantee matters other than those requiring shareholder approval;

(17) other powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, these Articles of Association, or delegated by the shareholders' meeting.

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

When the board of directors considers guarantee matters, such matters must be approved by the affirmative vote of two-thirds (2/3) or more of the directors attending the board meeting.

The statutory powers of the board of directors shall be exercised collectively by the board of directors and shall not be delegated to others, nor shall they be changed or deprived by the Articles of Association or shareholders' meeting resolutions.

Article 117 The board of directors of the Company shall explain to the shareholders' meeting any non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 118 The board of directors shall formulate the Rules of Procedure of the Board of Directors as an appendix to these Articles of Association, to ensure scientific decision-making, ensure the execution of shareholders' meeting resolutions, and improve work efficiency. The Rules of Procedure of the Board of Directors shall be formulated by the board of directors and approved by the shareholders' meeting.

Article 119 The board of directors shall determine its authority regarding external investments, purchase and sale of assets, asset pledges, external guarantees, entrusted wealth management, connected transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and submitted to the shareholders' meeting for approval.

Transactions of the Company that meet the review standards of the board of directors under laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association shall be submitted to the board of directors for consideration.

When any connected transaction (as defined in the Hong Kong Listing Rules) is involved, unless the Company has obtained an individual waiver from the Hong Kong Stock Exchange, the Company and its subsidiaries (as applicable) must comply with the compliance requirements of Chapter 14A of the Hong Kong Listing Rules, including obtaining prior shareholder approval at the Company's shareholders' meeting. If a connected transaction requires shareholder approval, the Company must establish an independent board committee and appoint an independent financial adviser. The Hong Kong Stock Exchange may grant a waiver from the shareholders' meeting requirement and accept a written shareholder approval instead, provided that the following conditions are met:

1. if the Company were to convene a shareholders' meeting to approve the transaction, no shareholder would be required to abstain from voting on the transaction (any shareholder who has a material interest in the transaction must abstain from voting on the relevant resolution); and

2. the transaction is approved by shareholders holding (in aggregate) more than 50% of the voting rights at the shareholders' meeting or by shareholders who are closely connected.

Other external guarantees other than those required by these Articles of Association to be approved by the shareholders' meeting shall be approved by the board of directors. When the board of directors makes resolutions on guarantee matters within the aforesaid scope of authority, in addition to the consent of more than half of all directors of the Company, such matters must also be approved by more than two-thirds of the directors attending the meeting. Guarantees exceeding the above standards, or guarantees provided to connected persons, must be considered and decided by the shareholders' meeting.

Article 120 The Chairman of the board of directors shall exercise the following powers:

(1) to preside over the shareholders' meeting and convene and preside over board meetings;

(2) to supervise and review the implementation of board resolutions;

(3) to sign relevant documents on behalf of the Company and sign important board documents;

(4) other powers conferred by these Articles of Association and the board of directors.

Article 121 If the Chairman of the board of directors is unable or fails to perform their duties, a director elected by more than half of the directors shall perform such duties.

Article 122 The board of directors shall hold at least four meetings each year, convened by the Chairman, and notice shall be given to all directors by personal delivery, facsimile, email, or other means fourteen (14) days prior to the meeting.

Article 123 A shareholder representing one-tenth (1/10) or more of the voting rights, one-third (1/3) or more of the directors, or the Audit Committee, may propose to convene an interim board meeting. The Chairman of the board of directors shall convene and preside over the board meeting within ten (10) days after receiving the proposal.

Upon the written proposal of one (1) director explaining the matters to be discussed, the Chairman shall convene an interim board meeting. If the Chairman refuses or is unable to convene a board meeting, a director elected by more than half of the directors shall convene and preside over the board meeting.

Article 124 An interim board meeting shall be convened by giving written notice to the persons who should attend the meeting three (3) days prior to the meeting by personal delivery, facsimile, email, or other means. With the unanimous consent of all directors of the Company, the notice period for convening an interim board meeting may be shortened or waived.

Article 125 The notice of a board meeting shall include the following:

(1) the date and place of the meeting;

(2) the duration of the meeting;

(3) the subject matter and agenda;

(4) the date of dispatch of the notice.

Article 126 A board meeting can be held only if more than half of the directors are present, i.e., the quorum for a board meeting is five (5) persons. Except as otherwise provided by laws, regulations and these Articles of Association, resolutions of the board of directors must be passed by the affirmative vote of more than half of all directors.

Resolutions of the board of directors shall be adopted by one vote per director.

Article 127 If a director is connected to the enterprise or individual concerned in the matter to be resolved by the board meeting, such director shall promptly report in writing to the board of directors. The connected director shall not exercise their voting rights on such resolution, nor act as a proxy for other directors to exercise voting rights. The board meeting may be held if more than half of the non-connected directors are present, and the resolution of the board meeting must be passed by the affirmative vote of more than half of the non-connected directors. If the number of non-connected directors present at the board meeting is less than three (3), the matter shall be submitted to the shareholders' meeting for consideration.

Article 128 The voting method for board resolutions shall be: registered vote or show of hands. Interim board meetings, provided that directors are guaranteed full opportunity to express their opinions, may be convened and resolutions passed by means of communication, and signed by the attending directors.

Article 129 Board meetings shall be attended by directors in person. If a director is unable to attend due to cause, they may appoint another director in writing to attend on their behalf. The power of attorney shall state the name of the proxy, the scope of the agency, the matters authorized, and the validity period, and shall be signed or sealed by the principal. The director attending on behalf of the principal shall exercise the director's rights within the scope of authority granted. A director who fails to attend a board meeting and does not appoint a representative to attend shall be deemed to have waived their voting rights at that meeting. An independent director shall not entrust a non-independent director to vote on their behalf. When considering connected matters, non-connected directors shall not entrust connected directors to attend the meeting on their behalf.

Article 130 The board of directors shall make minutes of the decisions made at its meetings. The directors attending the meeting shall sign the minutes.

After each board meeting, the minutes shall be written in Chinese and shall be promptly sent to all directors for review. The minutes signed by each attending director shall be filed by the Company, and a complete copy thereof shall be promptly distributed to all directors. All records relating to board meetings (including notices convening board meetings and all relevant attachments) and records of board resolutions shall be included in the Company's minute book and kept at the Company's business address.

The minutes of board meetings shall be kept as Company records and shall be retained for no less than 10 years.

Article 131 The minutes of board meetings shall include the following:

(1) the date, place, and name of the convener;

(2) the names of the directors present and the names of the directors (proxies) attending on behalf of others;

(3) the meeting agenda;

(4) key points of directors' remarks;

(5) the voting method and result for each resolution matter (the voting result shall state the number of votes for, against, or abstentions).

Section III Independent Directors

Article 132 Independent directors shall, in accordance with laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association, diligently perform their duties, play a role in participating in decision-making, supervision and checks and balances, and professional consultation in the board of directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of small and medium shareholders.

Article 133 Independent directors must maintain independence. The relevant independence standards shall be those set forth in Rule 3.13 of the Hong Kong Listing Rules. The following persons shall not serve as independent directors:

(1) persons who hold a position in the Company or its subsidiary undertakings, or their spouses, parents, children, or major social connections;

(2) natural person shareholders who directly or indirectly hold one percent (1%) or more of the issued shares of the Company or are among the top ten (10) shareholders of the Company, or their spouses, parents, children;

(3) persons who hold a position in a shareholder that directly or indirectly holds five percent (5%) or more of the issued shares of the Company or in the top five (5) shareholders of the Company, or their spouses, parents, children;

(4) persons who hold a position in a subsidiary undertaking of the controlling shareholder or actual controller of the Company, or their spouses, parents, children;

(5) persons who have significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiary undertakings, or who hold a position in a unit that has significant business dealings with the foregoing, or in the controlling shareholder or actual controller of such unit;

(6) persons who provide financial, legal, consulting, sponsorship or other services to the Company, its controlling shareholders, actual controllers or their respective subsidiary undertakings, including but not limited to all members of the project team of the intermediary providing services, persons at various levels of review, persons signing the report, partners, directors, senior management personnel, and key responsible persons;

(7) persons who have had any of the circumstances listed in items (1) to (6) within the last twelve (12) months;

(8) other persons lacking independence as stipulated by laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Subsidiary undertakings of the controlling shareholder or actual controller referred to in items (4) to (6) of the preceding paragraph do not include enterprises that are under the control of the same state-owned asset regulatory authority as the Company and are not deemed to have a connected relationship with the Company in accordance with relevant regulations.

Independent directors shall conduct an annual self-assessment of their independence and submit the self-assessment to the board of directors. The board of directors shall conduct an annual assessment of the independence of the incumbent independent directors and issue a special opinion, which shall be disclosed together with the annual report.

Article 134 Serving as an independent director of the Company shall meet the following conditions:

(1) having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations, and other relevant provisions;

(2) meeting the independence requirements stipulated in these Articles of Association;

(3) possessing basic knowledge of listed company operations and being familiar with relevant laws, regulations and rules;

(4) having more than five (5) years of work experience in law, accounting, economics, or other fields necessary for performing the duties of an independent director;

(5) having good personal character and no record of material breach of trust or other adverse records;

(6) other conditions stipulated by laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 135 As members of the board of directors, independent directors owe a duty of loyalty and a duty of care to the Company and its shareholders, and shall diligently perform the following duties:

(1) participate in board decision-making and express clear opinions on the matters considered;

(2) supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, and senior management personnel, and protect the legitimate rights and interests of small and medium shareholders;

(3) provide professional and objective advice on the Company's business development, promoting the enhancement of the board's decision-making level;

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

Article 136 Independent directors exercise the following special powers:

(1) to independently engage an intermediary to conduct an audit, consultation, or verification of a specific matter of the Company;

(2) to propose to the board of directors to convene an extraordinary general meeting;

(3) to propose to convene a board meeting;

(4) to publicly solicit shareholder rights from shareholders in accordance with law;

(5) to express independent opinions on matters that may harm the interests of the Company or small and medium shareholders;

(6) other powers stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

To exercise the powers set forth in items (1) to (3) of the preceding paragraph, independent directors must obtain the consent of more than half of all independent directors.

If an independent director exercises the powers set forth in the first paragraph, the Company shall promptly disclose such information. If the aforementioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Article 137 The following matters shall be submitted to the board of directors for consideration only after being approved by the affirmative vote of more than half of all independent directors:

(1) connected transactions that require disclosure;

(2) plans for the Company and related parties to change or waive commitments;

(3) decisions made by the board of directors of the Company in response to a takeover and the measures taken;

(4) other matters stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 138 The Company shall establish a special meeting mechanism exclusively attended by independent directors. When the board of directors considers connected transactions or other matters, prior approval of the special meeting of independent directors is required.

The Company shall hold periodic or occasional special meetings of independent directors. Matters referred to in items (1) to (3) of the first paragraph of Article 136, and Article 137 of these Articles of Association shall be considered by the special meeting of independent directors.

The special meeting of independent directors may also study and discuss other matters of the Company as needed.

The special meeting of independent directors shall be convened and presided over by an independent director elected by a majority of the independent directors. If the convener is unable or fails to perform their duties, two or more independent directors may convene the meeting on their own and elect a representative to preside over it.

Minutes shall be properly kept of the special meeting of independent directors, and the opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign the minutes to confirm their contents.

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

Section IV Special Committees of the Board of Directors

Article 139 The board of directors of the Company shall establish an Audit Committee, which shall exercise the powers of a supervisory board as stipulated in the Company Law.

Article 140 The Audit Committee shall consist of three (3) members, which shall not include any executive director, and independent directors shall constitute a majority, with the chairman being an accounting professional among the independent directors.

Article 141 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating external audits, internal audits and internal controls. The following matters shall be submitted to the board of directors for consideration after being approved by the affirmative vote of more than half of all members of the Audit Committee:

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

(2) appointment or dismissal of the accounting firm responsible for auditing the listed company;

(3) appointment or dismissal of the financial controller of the listed company;

(4) changes in accounting policies or accounting estimates, or corrections of major accounting errors, made for reasons other than changes in accounting standards;

(5) other matters stipulated by laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 142 The Audit Committee shall hold at least one meeting every quarter. An interim meeting may be held upon the proposal of two or more members or when the chairman deems it necessary. A meeting of the Audit Committee may be held only if more than two-thirds of its members are present.

Resolutions of the Audit Committee must be passed by the affirmative vote of more than half of its members.

Resolutions of the Audit Committee shall be adopted by one vote per member.

Minutes of Audit Committee resolutions shall be properly kept, and the members of the Audit Committee attending the meeting shall sign the minutes.

The working procedures of the Audit Committee shall be formulated by the board of directors.

Article 143 The board of directors of the Company shall establish other special committees, including a Nomination Committee and a Remuneration and Appraisal Committee, which shall perform their duties in accordance with securities regulatory rules of the place where the Company's shares are listed, these Articles of Association, and the authorization of the board of directors. Proposals of special committees shall be submitted to the board of directors for decision. The working procedures of the special committees shall be formulated by the board of directors.

The Nomination Committee shall have a majority of independent directors, and its chairman shall be the Chairman of the Board of Directors or an independent director. The Nomination Committee shall have at least one director of a different gender. The Remuneration and Appraisal Committee shall have a majority of independent directors, and its chairman shall be an independent director.

Article 144 The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management personnel, selecting and reviewing candidates for directors and senior management personnel, and making recommendations to the board of directors on the following matters:

(1) nomination or removal of directors;

(2) appointment or dismissal of senior management personnel;

(3) other matters stipulated by laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

If the board of directors does not adopt or fully adopt the recommendation of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for not adopting it in the board resolution and make a disclosure.

Article 145 The Remuneration and Appraisal Committee is responsible for formulating assessment standards for directors and senior management personnel and conducting assessments, formulating, reviewing, and overseeing the remuneration policies and plans for directors and senior management personnel, including the remuneration decision-making mechanism, decision-making process, payment, suspension of payment and clawback arrangements, and making recommendations to the board of directors on the following matters:

(1) remuneration of directors and senior management personnel;

(2) formulation or amendment of equity incentive plans and employee stock ownership plans, and conditions for grant of awards to incentive recipients and satisfaction of exercise conditions;

(3) shareholding plans for directors and senior management personnel in subsidiaries proposed to be spun off;

(4) other matters stipulated by laws, administrative regulations, CSRC provisions, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

If the board of directors does not adopt or fully adopt the recommendation of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for not adopting it in the board resolution and make a disclosure.

CHAPTER VI SENIOR MANAGEMENT

Article 146 The Company shall have one (1) general manager, who shall be appointed or dismissed by the board of directors.

The Company shall have deputy general managers, a financial controller, a board secretary, and other persons as determined by the board of directors as senior management personnel, who shall be appointed or dismissed by the board of directors.

The Company shall enter into labor contracts with senior management personnel, specifying the rights and obligations of both parties.

Article 147 The provisions of these Articles of Association regarding disqualification from serving as a director and the departure management system shall also apply to senior management personnel.

The provisions of these Articles of Association regarding the duty of loyalty and duty of care of directors shall also apply to senior management personnel.

Article 148 No person holding an administrative position other than director or supervisor in a controlling shareholder unit of the Company may serve as a senior management person of the Company.

Senior management personnel of the Company shall only receive salaries from the Company and shall not have their salaries paid by the controlling shareholder.

Article 149 The general manager shall have a term of office of three (3) years and may serve consecutive terms upon re-appointment by the board of directors.

The Chairman of the Board of Directors or a director, upon engagement by the board of directors, may concurrently serve as the general manager and other senior management positions of the Company.

Article 150 The general manager shall be responsible to the board of directors and exercise the following powers:

(1) to preside over the production and operation management of the Company, organize the implementation of board resolutions, and report its work to the board of directors;

(2) to organize the implementation of the Company's annual business plan and investment plan;

(3) to formulate the plan for the setup of the Company's internal management structure;

(4) to formulate the basic management systems of the Company;

(5) to formulate specific regulations of the Company;

(6) to propose to the board of directors the appointment or dismissal of the Company's deputy general managers and financial controller and other senior management personnel;

(7) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal should be decided by the board of directors;

(8) other powers delegated by these Articles of Association or the shareholders' meeting or the board of directors.

The general manager shall attend board meetings as a non-voting attendee.

Article 151 The general manager shall formulate the general manager's working rules, which shall be implemented after approval by the board of directors.

Article 152 The general manager's working rules shall include the following:

(1) the conditions, procedures, and attendees for convening meetings of the general manager;

(2) the specific duties and division of responsibilities of the general manager and other senior management personnel;

(3) the authority regarding the use of Company funds and assets, execution of major contracts, and the reporting system to the board of directors;

(4) other matters deemed necessary by the board of directors.

Article 153 The general manager may resign before the expiry of their term of office. The specific procedures and methods for the general manager's resignation shall be stipulated in the labor contract between the general manager and the Company.

Other senior management personnel shall submit a written resignation report when resigning, but shall not circumvent their duties through resignation or other means. The resignation of senior management personnel shall take effect when the resignation report is delivered to the board of directors.

Article 154 The deputy general managers of the Company shall be nominated by the general manager and appointed by the board of directors. The deputy general managers shall work under the leadership of the general manager, and their specific powers shall be stipulated in the General Manager's Working Rules.

The Company shall have a board secretary, who shall be responsible for the preparation of shareholders' meeting and board meetings, document retention, management of shareholder information, and information disclosure matters. The board secretary shall comply with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association. The board secretary shall be nominated by the Chairman of the Board of Directors and appointed by the board of directors, and their specific powers shall be stipulated in the Board Secretary Working System.

Article 155 If a senior management person, while performing duties on behalf of the Company, causes damage to others, the Company shall bear the liability for compensation; if the senior management person is intentional or grossly negligent, the senior management person shall also bear the liability for compensation.

If a senior management person violates laws, administrative regulations, departmental rules or these Articles of Association while performing duties and causes loss to the Company, they shall be liable for compensation.

Article 156 Senior management personnel of the Company shall perform their duties faithfully and safeguard the best interests of the Company and all shareholders.

If a senior management person causes damage to the interests of the Company and shareholders due to failure to faithfully perform their duties or breach of the duty of good faith, they shall be liable for compensation according to law.

CHAPTER VII FINANCIAL AND ACCOUNTING SYSTEMS, FOREIGN EXCHANGE, PROFIT DISTRIBUTION AND AUDIT

Section I Financial and Accounting Systems

Article 157 The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations, and the provisions of relevant state authorities.

Article 158 The Company shall submit and disclose its annual report to the CSRC local office and the stock exchange of the place where the Company's shares are listed within four (4) months after the end of each fiscal year, and submit and disclose its interim report within two (2) months after the end of the first half of each fiscal year.

The aforementioned annual report and interim report shall be prepared in accordance with relevant laws, administrative regulations, the CSRC and the rules of the stock exchange of the place where the Company's shares are listed.

Article 159 The Company shall not maintain any accounting books other than the statutory accounting books. The Company's funds shall not be deposited in any individual's name.

Article 160 In distributing the after-tax profit of the current year, the Company shall set aside ten percent (10%) of such profit into the statutory surplus reserve fund of the Company. No further allocation to the statutory surplus reserve fund is required when the accumulated amount of such fund reaches fifty percent (50%) or more of the registered capital of the Company.

If the statutory surplus reserve fund of the Company is insufficient to cover losses from prior years, the current year's profit shall first be used to cover such losses before setting aside to the statutory surplus reserve fund in accordance with the preceding paragraph.

After setting aside the statutory surplus reserve fund, the Company may, upon a resolution of the shareholders' meeting, set aside a discretionary surplus reserve fund from the after-tax profit.

The remaining after-tax profit after covering losses and setting aside reserve funds shall be distributed to shareholders in proportion to the number of shares held, except where these Articles of Association provide for non-proportional distribution.

If the shareholders' meeting distributes profits in violation of the Company Law, shareholders shall return the profits distributed in violation to the Company; if loss is caused to the Company, the shareholders and the responsible directors and senior management personnel shall be liable for compensation.

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

The Company must appoint one or more receiving agents in Hong Kong for the H Share shareholders. The receiving agent shall collect and keep on behalf of the relevant H Share shareholders the dividends and other amounts payable on the H Shares pending payment to such H Share shareholders. The receiving agent appointed by the Company shall comply with the requirements of laws, regulations and securities regulatory rules of the place where the Company's shares are listed.

Article 161 The premium received by the Company from issuing shares at an issue price exceeding the par value, and other items that the finance department of the State Council stipulates shall be included in the capital reserve fund, shall be classified as the Company's capital reserve fund.

The Company's reserve funds shall be used to cover the Company's losses, expand the Company's production and operations, or increase the Company's registered capital.

When using reserve funds to cover the Company's losses, any discretionary surplus reserve fund and statutory surplus reserve fund shall be used first; if losses still cannot be covered, the capital reserve fund may be used in accordance with relevant regulations.

When the statutory surplus reserve fund is converted into increased registered capital, the amount of such fund remaining shall not be less than twenty-five percent (25%) of the registered capital of the Company before the conversion.

Article 162 The Company may distribute dividends in cash, by shares, or a combination of cash and shares.

The Company shall, based on its operating conditions and market environment each year, fully consider the interests of shareholders and implement a sustained and stable dividend distribution policy.

When the Company's latest annual audit report contains a non-unqualified opinion or an unqualified opinion with a paragraph regarding material uncertainty related to going concern, the Company may not distribute profits.

The order of profit distribution of the Company is as follows: when conditions for cash dividends are met, cash dividends shall be given priority in profit distribution.

The Company shall meet the following conditions when intending to implement cash dividends:

(1) the Company's distributable net profit for the year or half-year (i.e., the net profit remaining after the Company has covered losses and set aside reserve funds) is positive, and cash flow is sufficient, such that the implementation of cash dividends will not affect the Company's subsequent continued operations;

(2) the Company's cumulative distributable profits are positive;

(3) the auditor has issued a standard unqualified audit opinion on the Company's annual financial report;

(4) the Company has no major investment plans or major cash expenditures (excluding fund-raising projects).

If the conditions for cash dividends are not met, the Company may distribute profits by way of shares. When using the method of shares for profit distribution, the board of directors shall formulate a distribution plan after comprehensive consideration of the Company's growth and the dilution effect on net assets per share.

Article 163 The Company's annual profit distribution proposal shall be proposed and formulated by the Chairman of the Company in conjunction with the provisions of these Articles of Association, profitability, capital requirements and shareholder return planning, and shall be submitted to the shareholders' meeting for approval after being reviewed and approved by the board of directors and the Audit Committee.

The Audit Committee shall supervise the board of directors' implementation of the Company's profit distribution policies and shareholder return planning, as well as the decision-making procedures.

After the shareholders' meeting passes a resolution on a profit distribution plan, or after the board of directors formulates a specific plan based on the conditions and upper limit for interim dividends for the next year approved by the annual shareholders' meeting, the distribution of dividends (or shares) must be completed within two (2) months after the convening of the shareholders' meeting.

Section II Internal Audit

Article 164 The Company shall implement an internal audit system, specifying the leadership structure, duties and authority, personnel allocation, funding guarantee, audit result application, and accountability for the internal audit work.

The internal audit system of the Company shall be implemented after approval by the board of directors and shall be disclosed to the public.

Article 165 The internal audit department of the Company shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, etc.

The internal audit department shall maintain independence, be staffed with full-time internal audit personnel, and shall not be placed under the leadership of the finance department or be housed in the same office as the finance department.

Article 166 The internal audit department shall be responsible to the board of directors.

During its supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit department shall accept the supervision and guidance of the Audit Committee. If the internal audit department discovers any major issues or leads, it shall immediately report directly to the Audit Committee.

Article 167 The specific organization and implementation of the internal control evaluation of the Company shall be the responsibility of the internal audit department. Based on the evaluation report issued by the internal audit department and reviewed by the Audit Committee, and other relevant information, the Company shall issue an annual internal control evaluation report.

Article 168 When the Audit Committee communicates with external audit units such as accounting firms and state audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.

Article 169 The Audit Committee shall participate in the appraisal of the person in charge of internal audit.

Section III Appointment of Accounting Firm

Article 170 The Company shall appoint an accounting firm that complies with the Securities Law and securities regulatory rules of the place where the Company's shares are listed to conduct auditing of the Company's financial statements, verification of net assets, and other related consulting services. The term of appointment shall be one (1) year, with the possibility of reappointment.

Article 171 The appointment or dismissal of the accounting firm by the Company shall be decided by the shareholders' meeting. The board of directors shall not appoint an accounting firm before the shareholders' meeting decides.

Article 172 The Company shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting data, and shall not refuse to provide, conceal, or misrepresent such data.

Article 173 The audit fees of the accounting firm shall be decided by the shareholders' meeting.

Article 174 When the Company dismisses or does not reappoint an accounting firm, the accounting firm shall be notified thirty (30) days in advance. When the shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to state its opinion.

If the accounting firm resigns, it shall state to the shareholders' meeting whether there are any improper circumstances related to the Company.

CHAPTER VIII NOTICES

Section I Notices

Article 175 Notices of the Company shall be given in the following forms:

(1) by personal delivery;

(2) by mail;

(3) by public announcement;

(4) by electronic communication;

(5) other forms stipulated by securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 176 A notice given by the Company by way of a public announcement shall be deemed to have been received by all relevant persons upon the making of the announcement.

Article 177 Notices for convening shareholders' meetings of the Company shall be given by public announcement.

Article 178 Notices for convening board meetings of the Company shall be given in the manner stipulated in Article 108 of these Articles of Association.

Article 179 For a notice given by personal delivery, the date of signing the receipt by the recipient (or affixing its seal) shall be the date of delivery; for a notice given by mail, the third business day after delivery to the post office shall be the date of delivery; for a notice given by electronic communication, the date when the email arrives at the other party's server shall be the date of delivery; for a notice given by public announcement, the date of first publication of the announcement shall be the date of delivery.

Article 180 The accidental omission to give notice of a meeting to a person entitled to receive such notice, or the failure by such person to receive the notice, shall not by itself invalidate the meeting or the resolutions passed thereat.

Section II Announcements

Article 181 The newspapers, websites and other media designated by the securities regulatory authorities and stock exchange of the place where the Company's shares are listed shall be the media for publishing Company announcements and other information requiring disclosure.

For announcements to H Share shareholders or announcements required to be made in Hong Kong under relevant provisions or these Articles of Association, such announcements must be published on the Company's website, the website of the Hong Kong Stock Exchange, and other websites as prescribed from time to time under the Hong Kong Listing Rules, in accordance with the relevant Hong Kong Listing Rules.

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

Section I Merger, Division, Capital Increase and Capital Reduction

Article 182 The merger of the Company may take the form of absorption merger or new consolidation.

Absorption merger means the absorption of another company or companies by the Company and the dissolution of the absorbed company(s). New consolidation means the consolidation of two or more companies to form a new company and the dissolution of all consolidating parties.

Article 183 If the consideration paid by the Company for a merger does not exceed ten percent (10%) of the Company's net assets, a shareholders' meeting resolution may not be required, unless otherwise provided in these Articles of Association.

If a merger is carried out in accordance with the preceding paragraph without a shareholders' meeting resolution, it shall be subject to a board of directors resolution.

Article 184 In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify the creditors within ten (10) days from the date of passing the merger resolution and make an announcement within thirty (30) days in designated media, on the Hong Kong Stock Exchange's HKEXnews website (www.hkexnews.hk), and on the National Enterprise Credit Information Publicity System.

Article 185 Within thirty (30) days from the date of receipt of the notice, or within forty-five (45) days from the date of the announcement for creditors who did not receive the notice, creditors may request the Company to settle the debts or provide corresponding guarantees.

Article 186 Following a merger, the claims and debts of the merging parties shall be succeeded by the surviving company or the newly established company resulting from the merger.

Article 187 In the case of a division, the property of the Company shall be divided accordingly.

In the case of a division, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify the creditors within ten (10) days from the date of passing the division resolution and make an announcement within thirty (30) days in designated media or on the National Enterprise Credit Information Publicity System.

Article 188 The debts of the Company prior to its division shall be assumed jointly and severally by the companies resulting from the division. However, this does not apply if the Company and the creditors had a written agreement on debt repayment prior to the division that provides otherwise.

Article 189 When reducing its registered capital, the Company shall prepare a balance sheet and an inventory of assets.

The Company shall notify the creditors within ten (10) days from the date of passing the resolution to reduce the registered capital and make an announcement within thirty (30) days in designated media or on the National Enterprise Credit Information Publicity System. Within thirty (30) days from the date of receipt of the notice, or within forty-five (45) days from the date of the announcement for creditors who did not receive the notice, creditors have the right to request the Company to settle the debts or provide corresponding guarantees.

When reducing registered capital, the Company may reduce the amount of capital contributions or shares in proportion to the shares held by shareholders, unless otherwise provided by law or these Articles of Association.

Article 190 After covering losses in accordance with Article 94, paragraph 2, of these Articles of Association, if losses still remain, the Company may reduce its registered capital to cover the losses. When reducing registered capital to cover losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from their obligation to make capital contributions or pay for shares.

A reduction in registered capital in accordance with the preceding paragraph is not subject to the provisions of Article 122, paragraph 2, of these Articles of Association; however, an announcement shall be made within thirty (30) days from the date of the shareholders' meeting resolution to reduce the registered capital in designated media or on the National Enterprise Credit Information Publicity System.

After reducing registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of the statutory surplus reserve fund and the discretionary surplus reserve fund reaches fifty percent (50%) of the registered capital of the Company.

Article 191 If the registered capital is reduced in violation of the Company Law and these Articles of Association, shareholders shall return the funds received, and any reduction in shareholder capital contributions shall be restored; if loss is caused to the Company, the shareholders and the responsible directors and senior management personnel shall be liable for compensation.

Article 192 When issuing new shares to increase registered capital, shareholders do not have pre-emptive rights, unless otherwise provided in these Articles of Association or the shareholders' meeting resolves to grant shareholders pre-emptive rights.

Article 193 If there is any change in registration matters following a merger or division, the Company shall undergo change registration with the company registration authority; if the Company dissolves, it shall undergo deregistration; if a new company is established, it shall undergo incorporation registration.

If the Company increases or decreases its registered capital, it shall undergo change registration with the company registration authority.

Section II Dissolution and Liquidation

Article 194 The Company shall be dissolved under any of the following circumstances:

(1) the term of operation stipulated in these Articles of Association expires or other grounds for dissolution stipulated in these Articles of Association occur;

(2) a resolution for dissolution is passed by the shareholders' meeting;

(3) dissolution is required due to merger or division of the Company;

(4) the business license is revoked, the Company is ordered to close, or the Company is dissolved by government decree;

(5) if there are serious difficulties in the operation and management of the Company, its continued existence will cause material loss to the shareholders' interests, and such difficulties cannot be resolved by other means, a shareholder(s) holding ten percent (10%) or more of the voting rights of all shareholders may request the people's court to dissolve the Company.

If the grounds for dissolution as stipulated in the preceding paragraph occur, the Company shall, within ten (10) days, disclose such grounds through the National Enterprise Credit Information Publicity System.

Article 195 If the Company is under the circumstances of Article 127, items (1) or (2) hereof and has not yet distributed property to shareholders, the Company may continue to exist by amending these Articles of Association or by a resolution of the shareholders' meeting.

An amendment to these Articles of Association in accordance with the preceding paragraph or a resolution of the shareholders' meeting requires the affirmative vote of two-thirds (2/3) or more of the voting rights held by the shareholders attending the shareholders' meeting.

Article 196 If the Company is dissolved under items (1), (2), (4) or (5) of Article 127 hereof, it shall be liquidated. Directors are the liquidation obligors of the Company and shall, within fifteen (15) days from the date the grounds for dissolution occur, form a liquidation group to carry out liquidation.

The liquidation group shall be composed of the directors, unless otherwise provided in these Articles of Association or the shareholders' meeting resolves to appoint other persons.

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

Article 197 The liquidation group shall exercise the following powers during the liquidation period:

(1) to liquidate the Company's assets, prepare a balance sheet and an inventory of assets;

(2) to notify creditors and make public announcements;

(3) to deal with the Company's pending business related to the liquidation;

(4) to pay the outstanding taxes and taxes incurred during the liquidation process;

(5) to settle claims and debts;

(6) to distribute the remaining property after settling the Company's debts;

(7) to participate in civil litigation on behalf of the Company.

Article 198 The liquidation group shall notify the creditors within ten (10) days from the date of its formation and make an announcement within sixty (60) days in designated media or on the National Enterprise Credit Information Publicity System. Creditors shall report their claims to the liquidation group within thirty (30) days from the date of receipt of the notice, or within forty-five (45) days from the date of the announcement if they did not receive the notice.

When reporting claims, creditors shall explain the matters related to the claims and provide supporting evidence. The liquidation group shall register the claims.

During the period of claim reporting, the liquidation group shall not make any repayment to creditors.

Article 199 After liquidating the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall prepare a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

After paying the liquidation expenses, employees' salaries, social insurance premiums, and statutory compensation, paying the taxes due, and settling the Company's debts, the remaining property of the Company shall be distributed to shareholders in proportion to the number of shares held.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities unrelated to the liquidation.

The Company's property shall not be distributed to shareholders before it is used to make the payments specified in the preceding paragraph.

Article 200 If, after liquidating the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group finds that the Company's property is insufficient to cover its debts, it shall apply to the people's court for bankruptcy liquidation according to law.

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

Article 201 Members of the liquidation group, when performing their liquidation duties, owe a duty of loyalty and a duty of care.

If a member of the liquidation group is negligent in performing their liquidation duties, causing loss to the Company, they shall be liable for compensation; if they cause loss to creditors due to intent or gross negligence, they shall be liable for compensation.

Article 202 Upon completion of the liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and submit it to the company registration authority for the purpose of deregistering the Company.

Article 203 If the Company has not incurred any debts during its existence, or has settled all debts, and all shareholders make a commitment to that effect, the Company may undergo simplified deregistration procedures in accordance with relevant regulations.

For simplified deregistration procedures, the Company shall make a public announcement through the National Enterprise Credit Information Publicity System, and the announcement period shall not be less than twenty (20) days. After the announcement period expires and no objections are raised, the Company may apply to the company registration authority for deregistration within twenty (20) days.

If the shareholders' commitment regarding the content of the first paragraph of this article is untrue, the shareholders shall be jointly and severally liable for the debts of the Company before deregistration.

Article 204 If the Company's business license is revoked, or the Company is ordered to close or dissolved by government decree, and the Company has not applied to the company registration authority for deregistration for three (3) years, the company registration authority may make a public announcement through the National Enterprise Credit Information Publicity System, and the announcement period shall not be less than sixty (60) days. After the announcement period expires and no objections are raised, the company registration authority may deregister the Company.

If the Company is deregistered in accordance with the preceding paragraph, the liability of the former shareholders and liquidation obligors shall not be affected.

Article 205 If the Company is declared bankrupt according to law, it shall undergo bankruptcy liquidation in accordance with the relevant enterprise bankruptcy laws.

CHAPTER X AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 206 The Company shall amend these Articles of Association under any of the following circumstances:

(1) the Company Law or relevant laws, administrative regulations, departmental rules, or securities regulatory rules of the place where the Company's shares are listed are amended, and the provisions of these Articles of Association contradict the amended laws or administrative regulations;

(2) the situation of the Company changes and is inconsistent with the matters recorded in these Articles of Association;

(3) the shareholders' meeting decides to amend these Articles of Association.

Article 207 If any amendment to these Articles of Association approved by a shareholders' meeting resolution requires approval from the competent authorities, such approval must be obtained; if the amendment involves matters registered with the company registration authority, the Company shall undergo change registration according to law.

Article 208 The board of directors shall amend these Articles of Association in accordance with the resolution of the shareholders' meeting to amend the Articles of Association and the approval opinions of the relevant competent authorities.

Article 209 If the matters amended in these Articles of Association are matters required to be disclosed by laws or regulations, they shall be disclosed according to the relevant provisions.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 210 The following terms used in these Articles of Association shall have the following meanings:

(1) "Controlling shareholder" means a shareholder whose shareholding accounts for more than fifty percent (50%) of the total share capital of the Company; or a shareholder whose shareholding is less than fifty percent (50%) but whose voting rights based on the shares held are sufficient to have a material impact on the resolutions of the shareholders' meeting, or a controlling shareholder as defined under the securities regulatory rules of the place where the Company's shares are listed;

(2) "Actual controller" means any natural person, legal entity, or other organization that is capable of actually controlling the conduct of the Company through investment relationships, agreements, or other arrangements;

(3) "Connected relationship" means the relationship between the Company's controlling shareholders, actual controllers, directors, senior management and enterprises directly or indirectly controlled by them, as well as other relationships that may result in the transfer of the Company's interests. However, enterprises controlled by the state are not deemed to have a connected relationship merely because they are both under state control. The term "connected relationship" in these Articles of Association includes not only the above definition but also the definition of "connected relationship" under the Hong Kong Listing Rules; "connected party" and "connected person" include "connected person(s)" as defined in the Hong Kong Listing Rules; "connected transaction" includes "connected transaction" as defined in the Hong Kong Listing Rules;

(4) In these Articles of Association, "accounting firm" shall have the same meaning as "auditor" in the Hong Kong Listing Rules, and "independent director" shall have the same meaning as "independent non-executive director" in the Hong Kong Listing Rules.

Article 211 The board of directors may formulate detailed rules and procedures in accordance with the provisions of these Articles of Association. Such detailed rules and procedures shall not contradict the provisions of these Articles of Association.

Article 212 These Articles of Association are written in the Chinese language. If there is any discrepancy between any other language version or version of these Articles of Association and these Articles of Association, the Chinese version most recently approved and registered with the Jining Administration for Market Regulation shall prevail.

Article 213 The terms “above,” “below,” and “within” used in these Articles of Association include the base figure; the terms “more than,” “other than,” “less than,” and “over” do not include the base figure.

Article 214 These Articles of Association shall be interpreted by the board of directors of the Company.

Article 215 Matters not covered in these Articles of Association, or any provisions herein that are inconsistent with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed, shall be governed by such laws, administrative regulations, departmental rules, and securities regulatory rules.

Article 216 The Rules of Procedure of the Shareholders’ Meeting and the Rules of Procedure of the Board of Directors shall be adopted by the shareholders’ meeting and attached as appendices to these Articles of Association.

Article 217 These Articles of Association shall become effective and operative upon their valid adoption by the shareholders’ meeting or upon their approval by the board of directors or authorized person(s) duly authorized by the shareholders’ meeting. Upon the effective date of these Articles of Association, the original articles of association of the Company shall automatically become invalid.