

Beijing Tong Ren Tang Healthcare Investment Co., Ltd.

ARTICLES OF ASSOCIATION

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CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of regulating the organisation and behaviors of Beijing Tong Ren Tang Healthcare Investment Co., Ltd. (the “Company”), adhering to and strengthening the overall leadership of the Party, improving the corporate governance structure of the Company, building a modern state-owned enterprise system with Chinese characteristics, as well as protecting the legal rights and interests of the shareholders, the Company and the creditors, the Articles of Association are hereby formulated pursuant to 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 Enterprise State-owned Asset Law of the People’s Republic of China (the “Enterprise State-owned Asset Law”), the Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises, the Guidelines for Articles of Association of Listed Companies, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) (including the interpretations, interpretations and amendments issued by The Stock Exchange of Hong Kong Limited in respect of the Hong Kong Listing Rules), as well as other laws, administrative regulations, rules and normative documents.

Article 2 Name of the Company:

Full name in English: Beijing Tong Ren Tang Healthcare Investment Co., Ltd.;

Abbreviation in English: Healthcare Company.

Article 3 Domicile of the Company: 1982, No. 323, Zhuxinzhuang, Shigezhuang Street, Changping District, Beijing.

Article 4 As of the issuance of the H shares, the registered capital of the Company is RMB357,208,549.

Article 5 The Company is a joint stock limited liability company, which has been registered with the market regulatory authority in accordance with the laws and has obtained its business license as a legal person.

Article 6 With the approval of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and the filing with the China Securities Regulatory Commission (the “CSRC”) on August 28, 2025, the Company initially issued 108,153,500 ordinary shares of overseas listed foreign shares (H shares) to the investors with a par value of RMB1 each, which were listed on the Main Board of the Hong Kong Stock Exchange on July 7, 2026.

Article 7 The Company operates independently in accordance with the laws, conducts independent accounting, is responsible for its own profits and losses, and independently assumes civil liabilities. The shareholders shall assume liabilities limited to their shares subscribed and the Company shall assume liabilities for its debts with its entire assets.

Article 8 The chairman of the board of directors of the Company shall be the legal representative of the Company.

Where the chairman of the board of directors serving as the legal representative resigns, such person shall be deemed to have resigned as the legal representative at the same time. Where the legal representative resigns, the Company will appoint a new legal representative within 30 days from the date of the resignation of the legal representative.

Article 9 In accordance with the requirements of the Constitution of the Communist Party of China, the Company shall establish an organisation of the Communist Party of China to carry out the activities of the Party, set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organisation. The Party organisation shall play a core leading and political role in the Company.

The Party Committee shall play a leading role to maintain strategic directions, manage the overall situation and ensure effective implementation in the Company. The board of directors shall perform the duties of formulating strategies, making decisions and preventing risks; the management shall perform the duties of seeking operation, focusing on implementation and strengthening management. The Party organisation, the board of directors and the management shall play their respective roles to effectively connect and integrate with each other to jointly promote the operation and development of the Company, and continue to promote the organic integration of Party leadership and corporate governance.

Article 10 The Company persists in corporate governance in accordance with the law, and strives to build a law-based enterprise with sound governance, compliant operations, standardized management, and integrity in compliance.

Article 11 The Articles of Association shall be binding on the shareholders, the Company, the members of the Party organisation, the directors and senior management.

CHAPTER 2 BUSINESS PURPOSES, SCOPE AND TERM

Article 12 The business purposes of the Company: to devote itself to the development of a large-scale health industry with traditional Chinese medicine characteristics integrating treatment, food, housing, care and entertainment.

Article 13 The business scope of the Company: project investment; investment consulting; investment management; enterprise management; sales of daily necessities, cosmetics, stationery, handicrafts, gifts, electronic products, medical devices (limited to Class I and II), edible agricultural products; technology development, technology transfer, technology consulting, technology services; marketing planning; business information consulting; computer graphics design, production; corporate image planning; design, production, agency and publication of advertisements; hospital management; health management, health consulting (excluding the diagnosis and treatment activities subject to approval); conference services (excluding accommodation); hosting exhibition and display activities; employment intermediary activities; food operation. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the laws; as to employment intermediary activities, food business and items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the State and the municipality.)

Article 14 Business term of the Company: 10 years from the date of issuance of the business license of the Company. The Company may apply for an extension of its business term before the expiration thereof.

CHAPTER 3 SHARES

Section 1 Issuance of Shares

Article 15 Shares of the Company shall take the form of registered share certificates.

Article 16 The Company shall issue shares in an open, fair and just manner, and each share of the same class shall have the same rights.

The issuance conditions and price per share of the same class shares in the same issue shall be the same; and any entity or individual subscribing for shares shall pay the same amount per share.

Article 17 All the par value shares issued by the Company have a par value denominated in RMB which shall be RMB1 per share. The ordinary shares issued by the Company comprise domestic shares and overseas listed shares (H shares). Domestic shares and overseas listed shares have the same rights in respect of any distribution in the form of dividends (including distributions in cash and in kind) or otherwise.

Article 18 The domestic shares issued by the Company shall be centrally deposited at a domestic securities registration and clearing organisation that complies with the relevant requirements; the overseas listed shares issued by the Company may be deposited with a nominee company in accordance with the laws, securities regulatory rules and requirements of securities registration and depository of the place where the Company's shares are listed, or may also be held by shareholders in their own name. With the filing with the CSRC and the approval of the Hong Kong Stock Exchange, all or part of the Company's domestic shares can be converted into overseas listed shares, and the converted overseas listed shares can be listed and traded on overseas stock exchanges. The converted shares listed and traded on overseas stock exchanges should also comply with the regulatory procedures, regulations, and requirements of the overseas securities market.

Where non-listed domestic shares are converted into overseas listed shares and listed for trading on overseas stock exchanges, it is not required to convene a general meeting for voting.

Article 19 All promoters of the Company subscribed for the shares of the Company by converting the net assets corresponding to their shareholdings in the former Beijing Tong Ren Tang Healthcare Investment Co., Ltd. into shares, and had fully paid up the registered capital upon the establishment of the Company. The total number of issued shares at the time of establishment of the Company was 357,208,549 shares, with the amount of par value shares of RMB1 per share. The Company was established by means of promotion, and each promoter and its number of shares subscribed for, method of capital contribution, percentage of shareholding and time of capital contribution are as follows:

Name of Promoter	Subscription			
	Number of shares subscribed (share)	Percentage of capital contribution	Method of capital contribution	Time of capital contribution
China Beijing Tong Ren Tang Group Co., Ltd. (the “TRT Group”)	300,000,025	83.9846%	Conversion of net assets into shares	June 12, 2024
Beijing Tong Ren Tang Senior Care Industry Investment Operation Center (Limited Partnership) (the “Senior Care Fund”)	17,605,573	4.9287%	Conversion of net assets into shares	June 12, 2024
Suzhou Tongkang Medical Care Industry Investment Partnership Limited Partnership (the “Tongkang Fund”)	7,824,557	2.1905%	Conversion of net assets into shares	June 12, 2024
Beijing Tongqing Equity Investment Partnership Limited Partnership (the “Tongqing Fund”)	8,446,607	2.3646%	Conversion of net assets into shares	June 12, 2024
Zhu Zhibiao	7,612,833	2.1312%	Conversion of net assets into shares	June 12, 2024
Pan Songqin	6,228,682	1.7437%	Conversion of net assets into shares	June 12, 2024

Name of Promoter	Subscription			
	Number of shares subscribed (share)	Percentage of capital contribution	Method of capital contribution	Time of capital contribution
Bozhou Yipinde Pharmaceutical Co., Ltd. (the “Bozhou Yipinde”)	3,810,077	1.0666%	Conversion of net assets into shares	June 12, 2024
Huzhou Bingrong Equity Investment Partnership (Limited Partnership) (the “Huzhou Bingrong”)	1,784,622	0.4996%	Conversion of net assets into shares	June 12, 2024
Jining Wentaihe Yinling Real Estate Co., Ltd. (the “Jining Wentaihe”)	2,592,494	0.7258%	Conversion of net assets into shares	June 12, 2024
Beijing Tong Ren Tang Medical Private Equity Fund Management Co., Ltd. (the “Medical Fund”)	1,303,079	0.3648%	Conversion of net assets into shares	June 12, 2024
Total	357,208,549	100.00%	————	————

Article 20 The total number of shares of the Company is 357,208,549 shares, all of which are ordinary shares.

Article 21 The Company may issue not more than 136,930,500 overseas listed foreign shares (including not more than 17,860,500 over-allotment shares) to investors upon filing with the CSRC and approval by the Hong Kong Stock Exchange. TRT Group converted 52,930,500 domestic shares of the Company held by it into overseas listed foreign shares. Senior Care Fund converted 17,605,573 domestic shares of the Company held by it into overseas listed foreign shares. Tongqing Fund converted 8,446,607 domestic shares of the Company held by it into overseas listed foreign shares. Tongkang Fund converted 7,824,557 domestic shares of the Company held by it into overseas listed foreign shares. Zhu Zhibiao converted 7,612,833 domestic shares of the Company held by it into overseas listed foreign shares. Pan Songqin converted 6,228,682 domestic shares of the Company held by it into overseas listed foreign shares. Bozhou Yipinde converted 3,810,077 domestic shares of the Company held by it into overseas listed foreign shares. Huzhou Bingrong converted 2,592,494 domestic shares of the Company held by it into overseas listed foreign shares. Jining Wentaihe converted 1,784,622 domestic shares of the Company held by it into overseas listed foreign shares. Medical Fund converted 1,303,079 domestic shares of the Company held by it into overseas listed foreign shares.

Article 22 After the abovementioned issuance of overseas listed foreign shares (assuming the over-allotment option is not exercised) and the conversion of domestic unlisted shares into overseas listed shares, the share capital structure of the Company is: 476,278,549 ordinary shares, including 247,069,525 domestic unlisted shares and 229,209,024 overseas listed shares; after the abovementioned issuance of overseas listed foreign shares (assuming the over-allotment option is fully exercised) and the conversion of domestic unlisted shares into overseas listed shares, the share capital structure of the Company is: 494,139,049 ordinary shares, including 247,069,525 domestic unlisted shares and 247,069,524 overseas listed shares.

The total number of shares of the Company when it completes the issuance and listing of H shares shall be not more than 494,139,049 shares, all of which are ordinary shares.

Section 2 Increase, Decrease and Buy-back of Shares

Article 23 The Company may, based on its business and development needs and in accordance with the provisions of laws and regulations, increase its capital in the following ways, subject to separate resolutions of the general meeting:

- (I) offering of shares to non-specific objects;
- (II) offering of shares to specific objects;
- (III) a bonus issue of new shares to existing shareholders;
- (IV) capitalisation of capital reserve; and
- (V) other means approved by laws, administrative regulations and relevant authorities such as the securities regulatory authorities under the State Council and the regulatory authorities of the place where the Company's shares are listed.

Any increase in capital of the Company by way of issuing new shares shall be subject to approval under the Articles of Association, and completion of the relevant procedures as prescribed by the relevant laws, administrative regulations of the State and the listing rules of the place where the Company's shares are listed.

Article 24 The Company may reduce its registered capital. Where the Company reduces its registered capital, procedures shall be made in accordance with the Company Law, the Hong Kong Listing Rules and other relevant requirements and the Articles of Association.

Article 25 The Company shall not purchase its own shares. However, exceptions are applicable if any of the following occurs:

- (I) the Company reduces its registered capital;
- (II) the Company merges with another company that holds shares in the Company;
- (III) the shares are used for employee shareholding plans or for share incentives;
- (IV) shareholders who object to resolutions passed at the general meeting concerning merger or division of the Company may request the Company to buy back their shares;

- (V) converting the shares into the convertible bonds issued by the Company;
- (VI) such purchase is necessary to protect value of the Company and interests of shareholders; or
- (VII) other circumstances permitted by laws, administrative regulations, and regulatory rules of the place where the company's shares are listed, etc.

The Company may purchase its shares through public centralised trading or other methods recognised by laws, administrative regulations, the Hong Kong Listing Rules, and the stock exchanges and the securities regulatory authorities where the Company's shares are listed, and the CSRC (if necessary).

Article 26 Where the Company purchases its shares under the circumstances set out in items (I) or (II) under the first paragraph of Article 25, a resolution shall be passed at the general meeting of the Company. Where the Company purchases its shares under the circumstances set out in items (III), (V) or (VI) under the first paragraph of Article 25, a resolution may be passed at a meeting of the board of directors with more than two-thirds of the directors present, in accordance with the provisions of the Articles of Association or the authorisation of the shareholders' meeting.

In respect of domestic unlisted shares, where the Company purchases its shares under the circumstances set out in item (I) under the first paragraph of Article 25, such shares shall be cancelled within ten days from the date of purchase; where the Company purchases its shares under the circumstances set out in items (II) or (IV), such shares shall be assigned or cancelled within six months; where the Company purchases its shares under the circumstances set out in items (III), (V) or (VI), the total number of shares held by the Company shall not exceed ten percent of the total issued shares of the Company, and such shares shall be assigned or cancelled within three years.

Where laws, regulations and the securities regulatory authorities of the place where the Company's shares are listed have other provisions on the relevant matters involved in the share buy-back by the Company, such provisions shall prevail.

Article 27 The Company shall not provide any gifts, borrowings, guarantee or other financial assistance to others for the acquisition of shares in the Company or its parent company, except where the Company implements an employee shareholding plan.

Subject to laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, and for the interests of the Company, the Company may, by resolution of the general meeting, or by resolution of the board of directors in accordance with the Articles of Association or the authorisation of the general meeting, provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of such financial assistance shall not exceed ten percent of the total issued share capital therein. The resolutions of the board of directors shall be approved by no less than two-thirds of the total number of directors.

If any violation of the preceding two paragraphs causes losses to the Company, the responsible directors and senior management shall be liable for compensation.

Section 3 Transfer of Shares

Article 28 Shares of the Company may be transferred in accordance with the law.

All transfers of overseas listed foreign shares shall be effected by means of an instrument of transfer in writing in the usual or common form or in any other form acceptable to the board of directors (including the standard format of transfer or transfer form prescribed by the Hong Kong Stock Exchange from time to time). If the transferor or transferee of the Company's shares is a recognised clearing house as defined by relevant ordinances of Hong Kong laws in force from time to time (the "Recognised Clearing House") or its agent, the written instrument of transfer may be signed by hand or in mechanically-printed form. All instruments of transfer must be kept at the legal address of the Company or other place as designated by the board of directors.

Article 29 The Company shall not accept its own shares as the subject matter of pledge.

Article 30 Shares issued by the Company prior to the public offering of shares shall not be transferred within one year from the date on which the shares of the Company are listed and traded on a stock exchange.

Directors and senior management of the Company shall report to the Company the shares they hold in the Company and changes thereof, and the number of shares they transfer each year during their term of office as determined upon appointment shall not exceed 25% of the total number of shares of the same class held by them in the Company; and the shares they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. None of the above persons shall transfer the shares of the Company held by them within half a year after they leave office.

Where the relevant regulations of the securities regulatory authorities of the place where the Company's shares are listed provide otherwise for restrictions on the transfer of shares listed overseas, such regulations shall apply.

CHAPTER 4 SHAREHOLDERS AND GENERAL MEETINGS

Section 1 Shareholders

Article 31 The Company shall establish a register of shareholders in accordance with the law. The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. Assignment or transfer of shares shall be registered in the register of shareholders.

The register of shareholders shall consist of the following parts:

- (I) a register of shareholders, other than those specified in items (II) and (III) of this paragraph, which is kept at the domicile of the Company;
- (II) a register of shareholders of the Company's H Shares (its original shall be kept in Hong Kong and shall be available for inspection by shareholders) kept at the place where the Company's shares are listed, provided that the Company may close the register of shareholders on terms equivalent to those of section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong); and
- (III) such register of shareholders as the board of directors may determine to be kept elsewhere for the purpose of listing of Company's shares.

Article 32 When the Company convenes a general meeting, distributes dividends, commences liquidation or engages in other activities which require the confirmation of the identity of shareholders, the convener of meetings of the board of directors or the general meetings shall decide the equity registration date. The shareholders whose names appear on the register of shareholders on the equity registration date shall enjoy the relevant rights.

Article 33 Any shareholder registered in the register of shareholders or any person requesting to have his/her name (names) registered in the register of shareholders may, if his/her/its share certificate has been lost, apply to the Company for a new certificate to be issued in respect of that share.

Shareholders holding domestic shares who apply for the replacement of share certificates when their share certificates has been lost shall comply with the relevant provisions of the Company Law.

Shareholders holding overseas listed foreign shares who apply for the replacement of share certificates when their share certificates has been lost shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original register of shareholders holding overseas listed foreign shares are kept.

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

- (I) to receive dividends and other forms of profit distribution in proportion to the shares they hold;
- (II) the right to request, convene, preside over, attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with the law (except in cases where the shareholder is required to abstain from voting on individual matters in accordance with the laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed);
- (III) the right to understand the Company's business and financial situation and obtain the Company's business and financial information (including minutes of general meetings, resolutions of the board of directors' meetings, and financial and accounting reports) in accordance with the law, and the Company has the obligation to provide necessary assistance to exercise of the shareholders' right to information mentioned above, while shareholders who meet the requirements may inspect the Company's accounting books and certificates;
- (IV) the right to supervise, advise on and raise enquires about the business activities of the Company;
- (V) to transfer the shares held by them in accordance with the laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (VI) to receive dividends and other forms of profit distribution in proportion to the actual capital contributions paid by them, and in the event of capital increase of the Company, the shareholders shall have the priority to subscribe for capital contribution proportionate to their actual paid-up capital contributions;

(VII) to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held by them in the event of the termination, dissolution or liquidation of the Company; and

(VIII) other rights conferred by relevant laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 35 Shareholders demanding inspection or copy of the relevant materials shall comply with the Company Law, the Securities Law, the Hong Kong Listing Rules, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and other laws and administrative regulations.

Article 36 If the contents of a resolution passed at the Company's general meeting or board meeting violate the laws or administrative regulations, the shareholders shall have the right to submit a petition to the people's court to render the same invalid.

If the procedures for convening, or the method of voting at, the general meeting or meeting of the board of directors violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the right to submit a petition for its revocation to the people's court within 60 days from the date on which such resolution is adopted. However, this shall not apply when there are only minor defects in the convening procedures or voting method of the general meeting or meeting of the board of directors, which do not materially affect the resolution.

Where the board of directors, shareholders and other stakeholders dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, requirements of the CSRC and the stock exchanges, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.

Article 37 Resolutions of the general meeting or board meeting of the Company shall not be valid under any of the following circumstances:

- (I) a resolution is passed without convening any general meeting or board meeting;
- (II) the resolution is not voted on at the general meeting or board meeting;
- (III) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights as provided for in the Company Law or the Articles of Association; or
- (IV) the number of persons agreeing to the resolution or the number of voting rights held by them does not reach the number of persons or the number of voting rights as provided for in the Company Law or the Articles of Association.

Article 38 Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors and senior management (other than members of the audit committee) in the course of performing their duties, shareholders individually or jointly holding 1% or more of the shares of the Company for 180 consecutive days or more shall have the rights to request in writing the audit committee to initiate legal proceedings in the people's court. Where the Company incurs loss as a result of violation of laws, administrative regulations or the Articles of Association by members of the audit committee in the course of performing their duties, the shareholders shall have the rights to request in writing to the board of directors to initiate legal proceedings in the people's court.

If the audit committee or the board of directors refuses to initiate legal proceedings upon receipt of the written request of shareholders stated in the preceding paragraph, or fails to initiate such legal proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders prescribed in the preceding paragraph shall have the rights to initiate legal proceedings in the people's court directly in their own names in the interest of the Company.

If any other person infringes the lawful rights and interests of the Company, thus causing any losses to the Company, the shareholders as mentioned in the first paragraph of this Article may initiate legal proceedings in the people's court in accordance with the provisions of the preceding two paragraphs.

Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors and senior management of a wholly-owned subsidiary of the Company in the course of performing their duties, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders individually or jointly holding 1% or more of the shares of the Company for 180 consecutive days or more shall have the rights to request in writing the board of directors of the wholly-owned subsidiary to initiate legal proceedings in the people's court or directly initiate legal proceedings in the people's court in their own names in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law.

Article 39 If any director or senior management is in violation of laws, administrative regulations or the Articles of Association, thus causing any losses to the shareholders, the shareholders may initiate legal proceedings against such director or senior management in the people's court.

Article 40 Shareholders of the Company shall assume the following obligations:

- (I) to abide by the Articles of Association and attend the general meeting;
- (II) to make payment for shares according to the number of shares subscribed for and the method of subscription;
- (III) except for the circumstances stipulated by laws and regulations, their share capital shall not be withdrawn;

- (IV) shall not abuse the rights of shareholders to the detriment of the interests of the Company or other shareholders; shall not abuse the Company's status as an independent legal person and the limited liability of shareholders to the detriment of the interests of the Company's creditors; and
- (V) other obligations imposed by relevant laws, administrative regulations, securities regulatory requirements of the place where the shares of the Company are listed and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Article 41 Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Section 2 Controlling Shareholders and De Facto Controllers

Article 42 Controlling shareholders or de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the requirements of the CSRC and stock exchanges, and safeguard the interests of the Company.

Article 43 Controlling shareholders or de facto controllers of the Company shall comply with the following provisions:

- (I) to exercise their rights as shareholders in accordance with the laws and not to abuse their control or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;
- (II) to strictly fulfill their public statements and undertakings made and not to change or waive such statements and undertakings;
- (III) to fulfill their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are proposed to occur;
- (IV) not to appropriate the Company's funds in any way;
- (V) not to order, instruct, or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;

- (VI) not to make use of the Company's undisclosed material information to gain benefits, nor disclose in any way undisclosed material information relating to the Company, nor engage in insider trading, short-term trading, market manipulation or other illegal and non-compliant activities;
- (VII) not to prejudice the legitimate interests of the Company and other shareholders through unfair related party transactions, profit distribution, asset restructuring, external investment or any other means;
- (VIII) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;
- (IX) laws, administrative regulations, provisions of the CSRC, business rules of stock exchanges and other requirements of the Articles of Association.

Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply. Where a controlling shareholder or de facto controller of the Company instructs a director or a senior management member to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall be jointly and severally liable with such director or senior management member.

Article 44 Where a controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or effectively controls, he/she shall maintain the stability of the Company's control and that of its production and operation.

Article 45 Where a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in laws, administrative regulations, and the requirements of the CSRC and stock exchanges, as well as his/her undertakings in respect of restrictions on the transfer of shares.

Section 3 General Provisions for the General Meeting

Article 46 The general meeting of the Company shall comprise all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers:

- (I) to elect and replace directors who are not employee representatives, and to decide on the remuneration of relevant directors;
- (II) to consider and approve the reports of the board of directors;
- (III) to examine and approve the profit distribution plans and loss recovery plans of the Company;
- (IV) to resolve on any increment or reduction of registered capital of the Company;

- (V) to resolve on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;
- (VI) to amend the Articles of Association;
- (VII) to resolve on the issuance of corporate bonds;
- (VIII) to approve the Company's major financial matters and major accounting policies, as well as changes in accounting estimates;
- (IX) to audit the annual financial final accounts of the Company, conduct random checks on major matters of the Company, and carry out economic responsibility audits in accordance with the management authority of the person in charge of the Company;
- (X) to consider and approve the Company's performance appraisal and major income distribution matters;
- (XI) to authorize the board of directors to issue shares in compliance with relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed;
- (XII) to consider and approve material matters (as defined in the Hong Kong Listing Rules) that need to be considered and approved by the general meeting according to the Hong Kong Listing Rules;
- (XIII) other functions and powers stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The general meeting may authorize the board of directors to make a resolution on the issuance of corporate bonds.

Article 47 General meetings are held as annual general meetings or extraordinary general meetings. The annual general meeting shall be convened once every accounting year within six months from the end of the preceding accounting year.

Article 48 The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances:

- (I) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;
- (II) the uncovered losses of the Company reach one-third of the total amount of its paid-up share capital;
- (III) shareholders individually or jointly holding more than 10% of the shares of the Company request to do so;
- (IV) the board of directors considers it necessary;
- (V) the Audit Committee proposes to convene such meeting;

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

Section 3 Convening of General Meeting

Article 49 The general meeting shall be convened by the board of directors and presided over by the chairman of the Board. If the chairman of the Board is unable to perform his/her duties or fails to perform his/her duties, a director shall be jointly elected by more than half of the directors to preside over the meeting.

Article 50 With the consent of more than half of all independent non-executive directors, the independent non-executive directors are entitled to propose to the board of directors to convene an extraordinary general meeting. Regarding the proposal requesting to convene an extraordinary general meeting made by the independent non-executive directors, the board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give written feedback on whether it agrees or disagrees to convene the extraordinary general meeting within ten days after receiving the proposal. If the board of directors agrees to convene the extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. If the board of directors disagrees to convene the extraordinary general meeting, an explanation and relevant announcement shall be made.

Article 51 The Audit Committee is entitled to propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give written feedback on whether it agrees or disagrees to convene the extraordinary general meeting within ten days after receiving the proposal.

If the board of directors agrees to convene the extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. Any changes to the original proposal in the notice shall be made only with the consent of the Audit Committee.

If the board of directors disagrees to convene the extraordinary general meeting, or fails to provide feedback within ten days after receiving the proposal, it will be deemed that the board of directors is unable to fulfill or fails to fulfill its responsibilities to convene the general meeting. In such case, the Audit Committee may convene and preside over the meeting on its own initiative.

Article 52 Shareholders individually or jointly holding more than 10% of the shares of the Company shall be entitled to request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and the provisions of the Articles of Association, give written feedback on whether it agrees or disagrees to convene the extraordinary general meeting within ten days upon receipt of the request.

If the board of directors agrees to convene the extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the board of directors. Any changes to the original request in the notice shall be made only with the consent of the relevant shareholders.

If the board of directors disagrees to convene the extraordinary general meeting, or fails to provide feedback within ten days upon receipt of the request, shareholders individually or jointly holding more than 10% of shares of the Company are entitled to request the Audit Committee in writing to convene an extraordinary general meeting.

If the Audit Committee agrees to convene the extraordinary general meeting, a notice for convening such meeting shall be issued within five days upon receipt of the request. Any changes to the original proposal in the notice shall be made only with the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the general meeting within the prescribed period, it shall be deemed as the refusal of the Audit Committee to convene and preside over the general meeting, and shareholders individually or jointly holding more than 10% of the shares of the Company for 90 consecutive days or more may convene and preside over the meeting on their own initiative.

Article 53 Where the Audit Committee or shareholders decides/decide to convene a general meeting on its/their own initiative, a written notice shall be given to the board of directors and filed with the stock exchange where the Company's shares are listed in accordance with applicable requirements. Before making an announcement on the resolution of the general meeting, the shareholding of the convening shareholders shall not be less than 10%. The Audit Committee or the convening shareholders shall submit the relevant supporting materials to the stock exchange where the Company's shares are listed when publishing the notice of the general meeting and the announcement of the resolution of the general meeting.

Article 54 The board of directors and the secretary to the board of directors shall cooperate on the work for the general meeting convened by the Audit Committee or shareholders on its/their own initiative. The board of directors shall provide the register of members as of the record date.

Article 55 Where the Company convenes a general meeting, it shall inform all shareholders of the time and venue of and matters to be considered at the meeting 21 days before the convening of the meeting by way of written notice; for the extraordinary general meeting, written notice shall be given to all shareholders 15 days before the convening of the meeting, and the documents, information and materials relating to the matters to be considered at the meeting shall be delivered to all shareholders together with the notice, unless otherwise agreed by all shareholders.

Article 56 A shareholder attending a general meeting shall have one vote for each share he/she holds. The Company's shares held by the Company do not carry any voting rights.

Section 4 Proposals and Notices of General Meetings

Article 57 The contents of the proposals shall fall within the scope of authority of the general meeting, with defined subjects and specific issues to be resolved, and shall also comply with laws, administrative regulations and relevant provisions of the Articles of Association.

Article 58 When a general meeting is convened by the Company, the board of directors, the Audit Committee and shareholders individually or jointly holding more than 1% of the Company's shares are entitled to submit proposals to the Company.

Shareholders individually or jointly holding more than 1% of the Company's shares may submit ad hoc proposals in writing to the convener ten days before a general meeting is convened. The convener shall issue a supplementary notice of the general meeting within two days upon receipt of such ad hoc proposal, the contents of which shall be contained in the notice, and submit such ad hoc proposal to the general meeting for consideration, unless the ad hoc proposal violates laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of authority of the general meeting. Where there are special provisions in respect of the issuance of the supplementary notice of the general meeting under the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail, provided that they do not contravene the applicable domestic laws and regulations such as the Company Law and the Securities Law. If the general meeting shall be postponed due to the issuance of a supplemental notice of the general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the general meeting shall be postponed pursuant to the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Except for the provisions in the above paragraph or circumstances provided in the securities regulatory rules of the place where the Company's shares are listed, the convener, after issuing the notice of the general meeting, shall neither revise the proposals stated in the notice of the general meeting nor add new proposals.

The proposals not set out in the notice of the general meeting or failing to comply with Article 57 of the Articles of Association shall not be voted on and resolved at the the general meeting.

Article 59 The convener shall notify all shareholders by written notice 21 days prior to the convening of the annual general meeting, while the convener shall notify all shareholders by written notice 15 days prior to the convening of the extraordinary general meeting. However, if it is otherwise agreed by all shareholders or stipulated by laws, regulations and the securities regulatory authority of the place where the Company's shares are listed, such agreements or provisions shall prevail.

Article 60 The notice of the general meeting shall include the following:

- (I) the time, venue and duration of the meeting;
- (II) the matters and proposals to be considered at the meeting;
- (III) an express statement that all shareholders are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting, and such proxies need not to be shareholders of the Company;
- (IV) the record date for shareholders who are entitled to attend the general meeting;
- (V) the name(s) and telephone number(s) of the regular contact person(s) for the meeting;
- (VI) the time and procedure for voting online or by other means;

(VII) other requirements stipulated in laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The venue for holding a general meeting of the Company shall be a daily office location of the Company or a place specified in the notice of the general meeting.

A venue shall be set for the general meeting which shall be convened on the spot. The Company may also provide convenience for shareholders to attend the general meeting through internet services or other methods. Shareholders attending a general meeting by any of the aforesaid means shall be deemed as present at the meeting.

The selected time and venue of the on-site meeting shall be convenient for shareholders to attend. After the issuance of the notice of a general meeting, the venue for convening such on-site general meeting shall not be changed without a proper reason. If it is necessary to change the venue, the convener shall make an announcement stating the reasons at least two working days prior to the date of such on-site meeting.

Article 61 If matters relating to election of directors are proposed to be discussed at a general meeting, detailed information concerning the candidates for such directors shall be fully disclosed in the notice of the general meeting, which shall at least include the following:

- (I) personal information relating to the candidates, including educational background, work experience and all other positions undertaken on a part-time basis;
- (II) whether the candidates are qualified for directors of a joint stock company;
- (III) disclosure of their shareholdings in the Company;
- (IV) whether the candidates have been subject to any punishment by the CSRC and any other relevant authorities or to any sanction by any stock exchange.
- (V) information on newly appointed, re-elected and re-designated directors as required to be disclosed by the securities regulatory rules of the place where the Company's shares are listed.

It should be noted that a separate proposal shall be submitted for the nomination of each director candidate.

Article 62 After issuance of the notice of a general meeting, the general meeting shall not be postponed or cancelled without any proper reason, and the proposals set out in the notice of the general meeting shall not be revoked. In the event of postponement or cancellation, the convener shall make an announcement in accordance with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, and notify all shareholders and explain the reasons at least two working days prior to the originally scheduled date for the meeting. For the general meeting postponed, the convening date of the postponed meeting shall also be included in the notice. Where there are special provisions in respect of the procedures for postponing or canceling the general meeting under the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail, provided that they do not contravene the applicable domestic laws and regulations such as the Company Law and the Securities Law.

Section 5 Convening of General Meetings

Article 63 The board of directors of the Company together with other conveners shall adopt necessary measures to maintain the normal order of the general meeting. Measures shall be taken to stop any act which interferes with or causes nuisance at the general meeting and any act which infringes the lawful interests of the shareholders. Timely report of these acts shall be made to the relevant authority for investigation.

Article 64 All shareholders whose names appear on the register of members as of the shareholding record date or their proxies shall be entitled to attend the general meeting and exercise the voting rights (including abstaining from voting on certain matters as required) in accordance with relevant laws, regulations, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

Any shareholder entitled to attend and vote at a general meeting of the Company shall have the rights to attend the meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his/her proxies to attend and vote on his/her behalf.

Where such shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances enacted in Hong Kong from time to time, such shareholder may authorize one or more persons as it thinks fit to act as its proxies at any general meeting, provided that, if more than one person is so authorized, the authorization shall specify the number and class of shares in respect of which each person is so authorized, and the authorization shall be signed by an authorized person of the recognized clearing house. A person so authorized may attend the meeting, speak at the meeting and exercise the rights on behalf of the recognized clearing house (or its nominees) (without being required to produce share certificates or notarized authorization and/or further evidence to prove that he/she has been duly authorized) as if such person were an individual shareholder of the Company. The authorized persons shall enjoy legal rights equivalent to those of other shareholders, including the right to speak and vote.

Article 65 Individual shareholders attending a general meeting in person shall produce their identity cards or other valid documents or proof of their identities and share certificates; in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the power of attorneys from shareholders.

A corporate shareholder shall be represented at the meeting by its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall produce his/her identification document, valid proof that he/she has the qualification as a legal representative; if a proxy is appointed to attend the meeting, the proxy shall produce his/her identification document and written power of attorney issued by the legal representative of the corporate shareholder in accordance with the law or the proxy form.

A partnership shareholder shall be represented at the meeting by the executive partner or a proxy appointed by the executive partner. If the executive partner attends the meeting, he/she shall produce his/her identification document and valid certificate proving his/her qualification to be an executive partner; if a proxy is appointed to attend the meeting, the proxy shall produce his/her identification document and written power of attorney issued by the executive partner of the partnership shareholder in accordance with the law or the proxy form.

Article 66 The power of attorney issued by a shareholder to appoint a proxy to attend any general meeting shall include the following:

- (I) name of the appointer, and class and number of shares of the Company held by him/her;
- (II) name of the proxy;
- (III) specific instructions from the shareholder, including instructions on voting for, against or abstaining from voting on each matter to be considered on the agenda of general meeting;
- (IV) date of issuance and term of validity of the power of attorney;
- (V) signature (or seal) of the appointer. If the appointer is a corporate shareholder, the seal of the legal entity shall be affixed.

Article 67 The power of attorney for proxy voting shall be deposited at the domicile of the Company or such places designated in the notice of the meeting 24 hours before the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. If the power of attorney for proxy voting is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other places specified in the meeting notice.

Article 68 The register of attendees of the general meeting shall be prepared by the Company. Such register shall specify information such as the name of the persons (or units) attending the general meeting, identity card number, number of voting shares held or represented, name of the persons (or units) the proxy represents.

Article 69 The convener shall verify the qualification of the shareholders according to the register of shareholders provided by the securities depository and clearing institution, and register the name of each shareholder and the number of voting shares they hold. The meeting registration shall be terminated before the meeting presider announces the number of shareholders and proxies present in person at the meeting as well as the total number of voting shares they hold.

Article 70 When the general meeting is convened, all the directors and the secretary to the board of directors shall attend the meeting, and the general manager and other senior management members shall be present at such meeting. If the general meeting requires a director or senior management member to present at the meeting, the director or senior management member shall do so and shall answer the shareholders' enquiries. Subject to the securities regulatory rules of the place where the Company's shares are listed, the above-mentioned persons may attend or be present at the meeting via internet, video, telephone or other means with equivalent effect.

Article 71 The general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the general meeting shall be presided over by a director jointly elected by more than half of the directors.

The general meeting convened by the Audit Committee on its own initiative shall be presided over by the chairman of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform his/her duties, the general meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee.

The general meeting convened by shareholders on their own initiative shall be presided over by the representative nominated by the convener.

When the general meeting is convened, if the meeting presider contravenes the procedural rules, which makes it unable to proceed with the general meeting, subject to consents of more than half of shareholders with voting rights attending the general meeting, the general meeting may nominate a person to act as the meeting presider and such meeting may continue.

Article 72 The Company shall formulate the Rules of Procedure for General Meetings, and specify in details the procedures for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, as well as principle for the authorization granted to the board of directors by the general meeting, and the authorization shall be clear and specific. The Rules of Procedure for General Meetings shall be appended to the Articles of Association. They shall be formulated by the board of directors and approved by the general meeting.

Article 73 At the annual general meeting, the board of directors shall report their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.

Article 74 Directors and senior management members shall provide explanations regarding the enquiries and suggestions from shareholders at the general meeting.

Article 75 The meeting presider shall, prior to voting, declare the number of shareholders and proxies attending the meeting as well as the total number of their voting shares, and the number of shareholders and proxies attending the meeting and the total number of their voting shares shall be subject to registration of the general meeting.

Article 76 Minutes shall be prepared for the general meeting by the secretary to the board of directors. The minutes shall state the following contents:

- (I) time, venue and agenda of the meeting and name of the convener;
- (II) the name of the meeting presider and the names of the directors and senior management members attending or present at the meeting;
- (III) the numbers of shareholders and proxies attending the meeting, total number of their voting shares and the proportion of these shares to the total number of shares of the Company;
- (IV) the process of review and discussion, summary of any speech and voting results of each proposal;
- (V) shareholders' enquiries, suggestions and corresponding answers or explanations;

(VI) names of vote counters and scrutinizer of the voting;

(VII) other contents to be included in the minutes as specified in the Articles of Association.

Article 77 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, the secretary to the board of directors, the convener or his/her representative and the meeting presider attending or present at the meeting shall sign on the minutes. Shareholders who refuse to sign will have their attendance recorded by a minute-taker. The minutes shall be kept together with the book of signatures of attending shareholders, the power of attorney for proxy attendance and valid information on internet voting and other means of voting, for a period of ten years.

Article 78 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, necessary measures shall be taken to resume the meeting or directly terminate that meeting as soon as practicable.

Section 6 Voting and Resolutions at General Meetings

Article 79 Resolutions of general meetings shall take the form of ordinary resolutions or special resolutions.

Ordinary resolutions at the general meeting shall be passed by more than half of the voting rights held by shareholders attending the general meeting.

Special resolutions at the general meeting shall be passed by more than two-thirds of the voting rights held by shareholders attending the general meeting.

Article 80 The following matters shall be passed by way of ordinary resolutions at the general meeting:

- (I) work reports of the board of directors;
- (II) profit distribution plan and loss recovery plan formulated by the board of directors;
- (III) appointment and removal of the directors, their remuneration and method of payment thereof;
- (IV) matters other than those requiring the approval by way of special resolutions in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 81 The following matters shall be passed by way of special resolutions at the general meeting:

- (I) the increase or reduction of the registered capital by the Company;
- (II) the division, merger, dissolution, liquidation or change of corporate form of the Company;
- (III) the amendment to the Articles of Association;

- (IV) purchase and disposal of material assets by the Company within one year, or a guaranteed amount exceeding 30% of the latest audited total assets of the Company;
- (V) share incentive plan;
- (VI) other matters required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association and those that the general meeting concludes by way of ordinary resolutions may have a material impact on the Company and require adoption by way of special resolutions.

Article 82 Shareholders exercise their voting rights according to the number of voting shares they represent. Each share shall have one vote. When a poll is taken, shareholders entitled to two or more votes need not cast all their votes in the same way (for or against or abstaining from voting).

As required by applicable laws, administrative regulations, departmental rules, normative documents or the securities regulatory rules of the place where the Company's shares are listed, when the general meeting considers material matters that could affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately. The results of such separate vote counting shall be disclosed promptly (if necessary) in accordance with the laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association.

Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at the general meeting, and will not be deposited into the Central Clearing and Settlement System.

Where any shareholder is, under the Hong Kong Listing Rules, required to abstain from voting for any resolution or restricted to voting only for or only against it, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

If a shareholder is prohibited from exercising his/her voting rights or is required to abstain from voting on any particular matter or restricted to voting only for or only against it under the law, administrative regulations, departmental rules and regulatory rules of the place where the Company's shares are listed, the votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. If the shares of the Company are divided into different classes of shares at any time, changes in the rights attached to a class of shares shall be subject to a special resolution passed by the shareholders holding shares of such class to which such rights are attached. For the purpose of this Article, Unlisted Shares and H Shares of the Company shall be deemed to be the same class of shares.

Subject to applicable laws, regulations or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent non-executive directors and shareholders who meet the relevant requirements may solicit voting rights from shareholders.

Article 83 Where matters relating to related party/connected transactions (including connected transactions as defined under the Hong Kong Listing Rules) are considered at the general meeting, the related/connected shareholders (including connected persons as defined under the Hong Kong Listing Rules) and their close associates (as defined under the Hong Kong Listing Rules) shall not be involved in voting, and the voting shares they represent shall not be counted in the total number of valid votes. The votes of the non-related shareholders shall be fully disclosed in the announcement on the resolutions of the general meeting.

Where matters relating to related party/connected transactions are considered at the general meeting, the Company shall determine the scope of related/connected shareholders in accordance with relevant laws, regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed. The procedures for the avoidance and voting of related parties/connected persons or their authorized representatives are: when the general meeting votes on the related party/connected transactions, the related parties/connected persons shall abstain from voting in accordance with relevant regulations, and their shareholdings shall not be counted in the total number of valid votes. The meeting presider shall require the related/connected shareholders to recuse themselves; if the meeting presider needs to recuse himself/herself, the meeting presider shall voluntarily recuse himself/herself. Shareholders present at the meeting and unrelated/unconnected directors have the right to request the meeting presider to recuse himself/herself. Any shareholder who does not need to recuse himself/herself has the right to request related parties/connected persons to recuse themselves.

If related/connected shareholders participating in voting are in violation of the provisions of this Article, the voting on matters relating to the related party/connected transactions shall be invalid.

Ordinary resolutions on a related party/connected transaction shall be passed by votes representing more than half of the voting shares held by the unrelated/unconnected shareholders attending the general meeting; and special resolutions shall be passed by votes representing over two-thirds of the voting shares held by the unrelated/unconnected shareholders attending the general meeting.

Connected persons and connected transactions shall have the meaning ascribed thereto under the Hong Kong Listing Rules.

Article 84 Unless the Company is in a crisis or under any other special circumstances, without the approval of the general meeting by a special resolution, the Company shall not enter into contracts with any person other than a director, the general manager or any other senior management member under which the person takes charge of all or any major business of the Company.

Article 85 The list of director candidates shall be submitted to the general meeting for voting in the form of a proposal.

The board of directors shall provide the biographical details and basic information of director candidates to the shareholders. The methods and procedures for nominating director candidates are as follows: the director candidates are nominated and recommended in writing to the board of directors by the shareholders individually or jointly holding more than 1% of shares, and after qualification review by the board of directors, the proposal will be submitted to the general meeting for election;

The board of directors shall inform the shareholders of the biographical details and basic information of director candidates.

Article 86 All proposals will be voted on a case-by-case basis at the general meeting. If there are different proposals on the same matter, the voting shall be carried out in the order of time at which the proposals were submitted. Except for the suspension of the general meeting or the inability to make resolutions due to special reasons such as force majeure, the general meeting shall not shelve or refrain from voting on proposals.

Article 87 When a proposal is considered at the general meeting, no amendments shall be made thereto, otherwise, the relevant amendments thereto shall be regarded as a new proposal and cannot be voted at that general meeting.

Article 88 Unless otherwise required by relevant laws and regulations and the listing rules of the stock exchange where the Company's shares are listed, voting at the general meeting shall be conducted by open ballot. Each voting right shall be exercised either at the meeting, online, through video or by any other available means. In the event of repeated voting with the same voting right, the result of the first voting shall prevail.

Article 89 Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder has interests or conflicts in the matters to be considered, such shareholder and proxy shall not participate in the counting or scrutinizing of votes.

When resolutions are to be voted at the general meeting, the counting of votes and scrutinizing of the vote counting shall be conducted by shareholder representatives and other relevant persons appointed under the securities regulatory rules of the place where the Company's shares are listed, in accordance with the above-mentioned rules. The voting results on resolutions shall be announced on the spot and recorded in the minutes of the meeting.

Article 90 The on-site general meeting shall not be concluded earlier than the online meeting or meeting held by other means. Shareholders attending the general meeting shall express one of the following opinions on the proposals put forward for voting: for, against or abstain.

Unfilled, incorrectly filled, illegible or uncast votes will be regarded as the voters having given up their voting rights and the voting results of the shares held by them shall be counted as "abstain".

Where any shareholder is, in accordance with the securities regulatory rules of the place where the Company's shares are listed, required to abstain from his/her voting on specific resolution or restricted to vote only for or only against it, any votes cast by or on behalf of such shareholder in violation of such requirement or restriction shall not be counted.

Article 91 If the meeting presider has any doubts about the voting result of a resolution, he/she may arrange the recounting of the votes. If the meeting presider does not arrange the recounting of the votes, a shareholder or proxy attending the meeting who dissents from the result announced by the meeting presider shall be entitled to request the recounting of votes immediately after the announcement of the voting result, in which case the meeting presider shall immediately arrange the recounting of the votes.

Article 92 Resolutions of the general meeting shall be announced promptly in accordance with relevant laws and regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed or the Articles of Association, stating the number of the shareholders and proxies attending the meeting, the total number of voting shares held by them and the percentage in the total number of voting shares of the Company, voting method, voting result of each proposal, details about all passed resolutions, and others as required by the securities regulatory rules of the place where the Company's shares are listed.

Article 93 Where a proposal on the election of directors is passed at the general meeting, the term of office of the newly appointed directors shall commence on the date on which the resolutions are passed at the general meeting or the date on which the appointments set out in such resolutions become effective.

Article 94 Where a proposal on the distribution of cash dividends or share allotment or on share capital increase with transfers from the capital reserves has been passed at the general meeting, subject to the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the Company shall implement a specific plan within two months upon the conclusion of the general meeting.

CHAPTER 5 PARTY COMMITTEE OF THE COMPANY

Article 95 According to the Constitution of the Communist Party of China, and with the approval of the higher-level Party organizations, the Company shall establish the Committee of Beijing Tong Ren Tang Healthcare Investment Co., Ltd. of the Communist Party of China. Meanwhile, in accordance with relevant requirements, the Company shall establish the disciplinary inspection commission of the Party.

Article 96 The Party Committee of the Company shall be elected through the Party member congress or the Party representative congress, with each term of office generally for five years. Upon the expiration of the term of office, a re-election shall be conducted as scheduled. Each term of office of the disciplinary inspection commission of the Party shall be the same as that of the Party Committee.

Article 97 The Party Committee of the Company generally consists of five to nine members, including one secretary and one to two deputy secretaries.

Article 98 The Party Committee of the Company shall exert its leadership to take the right direction, consider the overall situation and ensure effective implementation, and conduct discussion and decision-making on major corporate matters as required by regulations. Major operation and management matters shall be subject to prior deliberation by the Party Committee before the board of directors and the management make decisions. Its primary responsibilities are as follows:

- (I) to strengthen the political work of the Party of the Company, enhance political awareness, intensify political leadership, enhance political capabilities, and prevent political risks; and take the responsibility to educate and guide all members of the Party to resolutely uphold and maintain the core position of General Secretary Xi Jinping on the Central Committee of the Party and in the Party as a whole, and champion the authority and the centralized and unified leadership of the Central Committee of the Party;

- (II) to study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, thoroughly implement the Party's principles and policies, as well as guarantee the implementation of major strategy deployments of the Party Central Committee and the resolutions of the higher-level Party organizations in the Company, so as to promote the Company to shoulder its responsibilities and missions, focus on its main responsibilities and main business, serve major strategies of the country, and fully perform economic, political and social responsibilities;
- (III) to investigate and discuss the significant operation and management matters of the Company and support the general meeting, the board of directors and the management to exercise their functions and powers in accordance with the laws;
- (IV) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;
- (V) to undertake the main responsibility of strict Party self-governance in every respect, lead and support the discipline inspection organization to fulfill its supervisory responsibilities, and promote full and rigorous Party self-governance to the grassroots extension;
- (VI) to strengthen the construction of the Party conduct of the Company, strictly implement the spirit of the central Party leadership's eight-point decision on improving conduct, and firmly tackle "formalities, bureaucratism, hedonism, and extravagance", especially formalities and bureaucratism;
- (VII) to strengthen the building of grassroots Party organizations and of its team of Party members, and unite and lead employees to devote themselves into the reform and development of the Company;
- (VIII) to lead the Company's ideological and political work, the spirit and civilization construction, the United Front work, veteran cadre work as well as ethnic and religious operation, and lead the Labor Union, Communist Youth League and other mass organizations of the Company.

Article 99 Upholding and improving "two-way entry, cross-service" leadership mechanism, eligible members of the Party Committee may take seats in the board of directors and the management through statutory procedures. Eligible members of the board of directors and the management who are Party members may take seats in the Party Committee in accordance with the relevant regulations and procedures.

Generally, the chairman of the board of directors shall also act as the secretary of the Party Committee. Once a leader in higher-level enterprise concurrently serves as the chairman of the board of directors due to work arrangement, the secretary of the Party Committee may be assumed by the general manager who is also a Party member or may be appointed separately in accordance with the actual situation of the Company. The person-in-charge of the disciplinary inspection organization in the Party Committee generally does not concurrently hold other positions, and if it is necessary to do so, it shall be reported to the higher-level Party organization for approval.

CHAPTER 6 BOARD OF DIRECTORS

Section 1 Composition and Powers of the Board of Directors

Article 100 The Company shall establish a board of directors, which shall be accountable to the general meeting. The board of directors shall consist of nine directors. The board of directors shall fulfill its responsibilities of setting strategy, making decisions, and preventing risks.

Article 101 All nine directors of the board of directors shall be elected by the general meeting. The proportion of independent non-executive directors to the board of directors shall not be less than one-third, and at least one of the independent non-executive directors shall have appropriate professional qualifications as required by the listing rules of the stock exchange on which the Company's shares are listed, or have appropriate accounting or related financial management expertise.

Article 102 The board of directors shall have a chairman, who shall be elected by the board of directors by a majority of all directors.

Article 103 Directors shall be elected or replaced by the general meeting and may be removed by the general meeting before the expiration of their terms of office (without prejudice to any claim for damages made by such director under any contract). A director's term shall be 3 years, and may be renewed upon re-election when it expires. Independent non-executive directors shall not serve more than 6 consecutive years. After expiry of a director's term of office but before a new director is elected and takes office, or if the resignation of a director during his or her term of office results in the number of members less than a quorum of the board of directors, the retiring director shall continue to perform his or her duty as a director until the newly elected directors assume office pursuant to laws, administrative regulations and the Articles of Association. The general manager or other senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve in the senior management together with the directors who are served by employee representatives shall not exceed half of the total directors of the Company.

Article 104 The board of directors shall exercise the following powers:

- (I) to convene general meetings and report its work to the general meeting;
- (II) to implement the resolutions of general meetings;
- (III) to formulate the Company's strategic and development plans;
- (IV) to decide on the Company's business plans and investment plans, and the establishment or dissolution of subsidiaries;
- (V) to decide on the Company's annual financial budget program and final accounts program;
- (VI) to formulate the Company's profit distribution proposal and loss recovery proposal;
- (VII) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures;

- (VIII) to formulate the plan for the merger, demerger, dissolution or change of corporate form of the Company;
- (IX) to establish the basic management system of the Company;
- (X) to decide on the establishment of the internal management body of the Company and the establishment or dissolution of branches;
- (XI) to decide on appointment or dismissal of the Company's general manager and decide on their remuneration in accordance with the relevant regulations and procedures; to decide on the appointment or dismissal of the deputy general manager, chief financial officer, secretary to the board of directors, general counsel, chief quality officer, assistant to the general manager based on the nomination of the general manager, and decide on their remuneration; to implement tenure and contractual management for senior management members;
- (XII) to formulate major income distribution programs of the Company, including the budget and settlement program of the Company's total wages (except otherwise provided by the Beijing SASAC, in such case its provisions shall prevail); and approving the income distribution program of the Company's employees and the Company's annuity program;
- (XIII) to consider matters such as investment, transfer of state-owned property rights, disposal of assets and listing of the Company in accordance with the provisions of the Company on "Three major and One large" matters, investment management and asset management systems;
- (XIV) to decide on matters related to major reforms and reorganizations within the Company or make resolutions on related matters within the scope of authorization;
- (XV) to decide on the Company's risk management system, internal control system, accountability system for non-compliance of operation and investment, legal compliance management system, system for Board resolution follow-up, implementation and post-evaluation; formulate the Company's plan for changes in material accounting policies and accounting estimates; direct, inspect and evaluate the Company's internal audit work; consider the Company's internal audit report; decide on the head of the Company's internal audit organization and establish a mechanism where the audit department reports to the board of directors. The board of directors shall approve the annual audit plan and important audit reports in accordance with the law, decide on the hiring or dismissal of the accounting firm responsible for the audit of the Company's financial and accounting reports as well as its remuneration, decide on the upper limit of the Company's gearing ratio, and carry out the overall monitoring and evaluation of the Company's risk management, internal control and legal compliance management systems as well as their effective implementation;
- (XVI) to hear reporting from the Company's general manager and inspect the implementation of board resolutions by the general manager and other senior management members; to decide on matters such as the assessment of the business performance of senior management members in accordance with the relevant regulations, and establish and improve the accountability of senior management members;

- (XVII) to approve financing programs, asset disposal programs and external donations or sponsorships above respective thresholds, and decide on their specific thresholds;
- (XVIII) to decide on the matters involved in the exercise of the Company's right as a shareholder of its invested enterprises;
- (XIX) to exercise any other powers conferred by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, provisions of these Articles and the authorization of the general meeting.

Matters beyond the scope of authorization by the general meeting shall be submitted to the general meeting for deliberation.

Where the board of directors makes decisions on the aforementioned matters which are deemed within the scope of major issues requiring participation of the Company's Party Committee in the decision-making process, the Board shall seek the opinions and suggestions of the Company's Party Committee in advance.

Article 105 The board of directors shall establish a scientific, democratic, efficient, check-and-balance decision-making mechanism for major matters and formulate the rules of procedure of the board of directors. The rules of procedure of the board of directors shall stipulate the procedures for convening and voting at board meetings, which are drafted by the board of directors and take effect upon approval by the general meeting.

Article 106 The board of directors of the Company shall determine its authority regarding external investment, acquisition or disposal of assets, asset mortgage, external guarantees, entrusted wealth management, material transactions and related party or connected transactions, and establish strict review and decision-making procedures, as specifically provided in the "Rules of Procedure of the board of directors." Transactions or matters of the Company that, pursuant to laws, administrative regulations, department rules and the listing rules of the stock exchange on which the Company's shares are listed, are required to be submitted to the board of directors for deliberation shall be handled in accordance with the relevant provisions.

Article 107 The board of directors may delegate part of its authority to the chairman of the board or the general manager, except for the authority that must be exercised by the board of directors as stipulated by laws and administrative regulations.

Article 108 The board of directors shall formulate rules for the delegation of authority and clarify the decision-making responsibilities in respect of matters on which decisions shall be made with delegated powers.

Section 2 Rights and Obligations of Directors

Article 109 Directors of the Company must be natural persons. A person shall not serve as a director of the Company if any of the following circumstances exists:

- (I) the person lacks or has limited civil capacity;
- (II) the person has been sentenced to criminal punishment for crimes such as corruption, bribery, embezzlement, misappropriation of property, or disruption of the socialist market economic order, or has been deprived of political rights due to a criminal offense, and less than five years have elapsed since the completion of the sentence; or if the person was granted a suspended sentence, less than two years have elapsed since the expiration of the probation period;
- (III) the person served as a director, factory director or general manager of a company or enterprise undergoing bankruptcy liquidation and bore individual responsibility for such bankruptcy, and less than three years have elapsed since the conclusion of the bankruptcy liquidation;
- (IV) the person served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close due to violation of laws, and bore individual responsibility for such violation, and less than three years have elapsed since the revocation of the business license or the order to close;
- (V) the person has failed to repay a substantial personal debt upon maturity and has been listed by a people's court as a judgment defaulter;
- (VI) the person is subject to a market entry ban imposed by the China Securities Regulatory Commission (CSRC), and the ban period has not yet expired;
- (VII) other circumstances stipulated by laws, administrative regulations, normative documents, the regulatory rules of the place where the Company's shares are listed, or relevant regulatory authorities.

For the purposes of the above time periods, the calculation shall end on the date of the general meeting at which the proposed appointment is to be considered.

A director candidate shall, upon becoming aware or reasonably expected to become aware of his or her nomination as a director candidate, immediately report to the board of directors whether any of the above circumstances exists.

If a director candidate falls under any of the circumstances set forth in the first paragraph of this Article, the Company shall not propose such person as a director candidate for deliberation and vote by the general meeting or the board of directors.

Any election, appointment or designation of a director in violation of this Article shall be invalid. If a director falls under any of the circumstances set forth in this Article during his or her term of office, the Company shall remove such director from office.

Article 110 During their term of office, directors shall enjoy the following rights:

- (I) to obtain information about the Company necessary for the performance of their duties as directors;
- (II) to attend meetings of the board of directors, fully express their opinions and exercise their voting rights on voting matters;
- (III) to make requests for supplementing and improving the documents and materials submitted to the board of directors' meetings;
- (IV) to propose, in accordance with the provisions of the Articles of Association, the convening of an interim meeting of the board of directors, the postponement of a meeting of the board of directors or the postponement of the discussion of the topics to be discussed at a meeting of the board of directors;
- (V) to attend and express opinions at the meetings of the specialized committees which they serve;
- (VI) to inspect the implementation of the resolutions of the board of directors as delegated by the Chairman of the board of directors and to request the cooperation of the relevant departments and personnel of the Company;
- (VII) to conduct work research and gather information from relevant personnel of the Company as required for the fulfillment of their duties;
- (VIII) to enjoy welfare benefits of office and business trips in accordance with relevant regulations in the performance of their duties;
- (IX) to reflect and consult the general meeting on relevant situations and opinions in written or oral form when necessary;
- (X) other rights provided by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 111 Directors shall comply with laws, administrative regulations and the Articles of Association, and shall have the following obligations of fidelity and diligence to the Company:

- (I) to faithfully fulfill their duties, safeguard the legitimate rights and interests of shareholders and the Company, and keep state secrets and the Company's commercial and technical secrets known in the performance of their duties;

- (II) to comply with the provisions on honesty and integrity applicable to leaders of state-owned enterprises, and shall not violate the provisions and requirements of shareholders regarding the fidelity and diligence of directors; shall not use their authority to accept bribes or other illegal income; shall not misappropriate the Company's property; shall not lend the Company's funds to others or provide guarantees for others with the Company's property without authorization; shall not misappropriate the Company's funds; shall not enter into contracts or transactions with the Company in violation of the provisions of the Articles of Association or without the consent of the general meeting; and shall not open accounts in their own names or in the name of any other individual to hold the Company's assets or funds;
- (III) to abide by the principle of good faith, and shall not use the convenience of their position to seek business opportunities for themselves or others that should belong to the Company, engage in business of the same kind as the Company's on their own or for others, or illegally accept remuneration, work subsidies, commissions for transactions with the Company, welfare benefits and gifts;
- (IV) shall not take advantage of related-party relationships to the detriment of the Company's interests;
- (V) to familiarize themselves with and pay continuous attention to the Company's production, operation and reform and development, and to devote sufficient time and energy to conscientiously and diligently perform their duties as directors;
- (VI) to attend meetings of the board of directors, meetings of the specialized committees on which they serve, and participate in other activities of the board of directors; to understand and grasp sufficient information in a timely manner, and vote or express opinions and recommendations independently and prudently;
- (VII) to exercise the rights granted by the Company prudently, conscientiously and diligently, so as to ensure that the Company's business conduct complies with the requirements of national laws and administrative regulations as well as various national economic policies, and that its business activities are not beyond the scope of business stipulated in the business license;
- (VIII) to treat all shareholders fairly; truthfully provide relevant information and materials to the general meeting and ensure the objectivity and completeness of the information provided;
- (IX) to sign a written confirmation of the Company's periodic reports and ensure that the information disclosed by the Company is true, accurate and complete;
- (X) other duties of loyalty and diligence as stipulated in laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 112 A director who fails to attend two consecutive Board meetings in person and does not authorize another director to attend on his or her behalf shall be deemed unable to perform his or her duties, and the board of directors shall recommend that the general meeting remove such director. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, attendance by a director via the Internet, video, telephone or other means with equivalent effect shall be deemed as personal attendance.

Article 113 A director may resign prior to the expiration of his or her term. A director who resigns shall submit a written resignation report to the board of directors. 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 a director's resignation results in the number of the board of directors falling below the quorum, the resigning director shall continue to perform his or her duties as a director pursuant to laws, administrative regulations, departmental rules and the Articles of Association until a newly elected director assumes office. The board of directors shall promptly convene an extraordinary general meeting to elect a director to fill the vacancy caused by the resignation. The term of the newly elected director shall be limited to the remaining term of the predecessor. Subject to compliance with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, if the Board appoints a new director to fill a temporary vacancy or to increase the size of the Board, such appointee shall serve only until the Company's next annual general meeting and shall be eligible for re-election at that meeting. Unless otherwise required by the securities regulatory rules of the place where the Company's shares are listed, such provisions shall apply, provided they do not contravene the Company Law, the Securities Law and other applicable laws.

Article 114 The Company shall establish a director offboarding management system, specifying safeguard measures for enforcing accountability and claims regarding unfulfilled public commitments and other outstanding matters. Upon the effectiveness of a director's resignation or the expiration of his or her term, the director shall complete all handover procedures with the Board. The director's fiduciary obligations to the Company and its shareholders shall not automatically terminate upon the end of the term, but shall remain effective for a reasonable period as stipulated in the Articles of Association. A director's liability arising from the performance of duties during his or her term shall not be waived or terminated by reason of departure from office.

The post-tenure period during which a director remains bound by fiduciary obligations shall be two years from the effective date of resignation or the expiration of the term. However, with respect to confidential information of the Company (including but not limited to technical and commercial secrets), the director shall maintain confidentiality permanently.

Section 3 Chairman of the board of directors

Article 115 The Chairman of the board of directors shall bear primary responsibility for the proper functioning of the board of directors, and enjoys all rights, and assumes all obligations and responsibilities, of a director.

Article 116 The Chairman of the board of directors shall exercise and perform the following powers and duties:

- (I) to communicate to the board of directors in a timely manner the deployment of the Beijing SASAC and higher-level units on enterprise reform and development, as well as the requirements of relevant departments, and to inform the Board of problems identified in supervision and inspection;
- (II) to determine the plan for regular Board meetings throughout the year in accordance with the provisions of the Articles of Association, including the number of meetings and specific meeting dates; and to independently decide to convene an extraordinary Board meeting when necessary;
- (III) to determine the agenda of Board meetings, conduct preliminary review of relevant proposals to be submitted to the board of directors for discussion, and decide whether to submit to the Board for discussion;
- (IV) to convene and preside over Board meetings, implement the Board's rules of procedure, so as to enable each director can fully express his or her personal opinions and vote following thorough discussion;
- (V) to organize the formulation and revision of the Board's rules of procedure, detailed working rules of the Board's specialized committees and other operational regulations of the Board, as well as the Company's basic management systems, and submit to the Board for discussion and adoption;
- (VI) to promptly monitor the implementation of all Board resolutions, supervise and inspect their execution, promptly propose rectification measures for any identified issues, and report results of inspections and major problems at the next Board meeting;
- (VII) to organize the formulation of the Company's profit distribution and loss recovery proposals, proposals for increasing or decreasing registered capital, proposals for merger, demerger, dissolution or change of corporate form, and other proposals authorized by the Board, and submit to the Board for voting;
- (VIII) in accordance with Board resolutions, to sign documents regarding the appointment or dismissal of senior management; on behalf of the Board, to sign business performance contracts and other documents with senior management pursuant to Board resolutions; to sign other documents stipulated by laws, administrative regulations or authorized by the Board to be signed by the Chairman; and to sign legally binding important documents concluded with external parties on behalf of the Company;
- (IX) to propose plans or revisions for the establishment of specialized committees, along with candidate nominations, and submit to the Board for discussion and voting;
- (X) to organize the drafting of the Board report, convene and preside over Board discussions to adopt the report, and present the Board's work report to the general meeting on behalf of the Board;

- (XI) in accordance with general meeting requirements, to organize the timely provision of information to the general meeting and the Board of Supervisors, organize periodic evaluations of the effectiveness of the information control system, verify the truthfulness, accuracy and completeness of information, promptly require rectification of any issues identified, and ensure that content of information is true, accurate and complete;
- (XII) to communicate with independent non-executive directors, solicit their opinions, and provide comprehensive support and services to facilitate their performance of duties;
- (XIII) in the event of force majeure or a major crisis that prevents the timely convening of a Board meeting, to exercise special adjudicative and dispositive powers over Company affairs in accordance with laws, administrative regulations and the interests of the Company, and report to the Board thereafter;
- (XIV) to exercise other powers and duties conferred by laws, administrative regulations and the board of directors.

Powers that are statutorily required to be exercised by the board of directors shall not be delegated to the Chairman, the general manager or any other person.

Article 117 When the Chairman is temporarily unable to perform his or her duties, he or she may authorize another director, or a director may be jointly nominated by a majority of directors, to act on his or her behalf.

Section 4 Board Meetings

Article 118 Board meetings shall be convened and chaired by the Chairman of the Board. If the Chairman is unable or fails to perform these duties, a director shall be jointly nominated by a majority of directors to convene and chair the meeting.

Article 119 Board meetings include regular and extraordinary meetings. The number of Board meetings convened shall be sufficient to enable the Board to fulfill all its duties. The Board shall hold at least four meetings per year.

Article 120 The annual schedule of regular Board meetings shall be determined before the end of the preceding year. Notices of regular meetings, together with all required documents, information and other materials, shall be delivered to all directors and other attendees at least 14 days prior to the meeting.

Article 121 The Chairman shall convene and chair an extraordinary Board meeting within 10 days upon receiving a proposal under any of the following circumstances:

- (I) a proposal by more than one-third of the directors;
- (II) a proposal by the Audit Committee;
- (III) a proposal by a majority of all independent non-executive directors;
- (IV) a proposal by shareholders representing more than 10% of the voting rights, if they deem it necessary;

(V) a proposal by the Party Committee;

(VI) other circumstances stipulated by laws, administrative regulations, department rules, normative documents, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 122 Notices of extraordinary Board meetings, together with all required documents, information and other materials, shall be delivered to all directors and other attendees at least three days prior to the convening of the meeting. This notice period may be waived if all directors unanimously agree. In urgent situations requiring immediate convening of an extraordinary meeting, the notice of the meeting may be given at any time by telephone or other oral means, provided that the convener shall make an explanation at the meeting.

Article 123 A Board meeting may be held only if attended by a majority of directors. Voting on resolutions of the board of directors shall be conducted on a one-person and one-vote basis.

Directors may vote in favor, against, or abstain on motions submitted for Board deliberation. Directors voting against or abstaining must state specific reasons, which shall be recorded in the meeting minutes.

Article 124 A resolution of the Board shall be adopted only if approved by a majority of all directors.

Article 125 If more than one-third of the directors consider the materials insufficient or the rationale unclear, they may jointly submit a written proposal to postpone the Board meeting or defer discussion of a specific agenda item, which the Board shall adopt.

The same motion may be deferred no more than twice. If, after two deferrals, the requesting directors still believe the motion is problematic, they may vote against it or report the matter to the general meeting.

Article 126 Board meetings shall, in principle, be held on the site. Where necessary, meetings may be conducted via telephone conference, video conference, or through the circulation of written materials for separate review and resolution. However, regular Board meetings, matters involving significant conflicts of interest with major shareholders or directors, and decisions on the "three priorities and one major" shall not be decided by written circulation or voting.

Article 127 A director who has a material interest or related-party relationship with a matter under Board resolution (including a significant interest in a transaction) shall promptly submit a written disclosure to the Board. Such a director shall not vote on the resolution nor act as a proxy for another director's vote. The meeting may proceed only if attended by a majority of unrelated directors, and the resolution shall require approval by a majority of unrelated directors. If fewer than 3 unrelated directors are present, the matter shall be submitted to the general meeting for deliberation. Voting on "connected transactions" as defined under the Hong Kong Listing Rules shall comply with the relevant provisions of those rules.

Article 128 Directors shall attend Board meetings in person. If unable to attend, a director may authorize another director in writing to attend and vote on his or her behalf. The proxy shall specify the scope of authorization, voting instructions, and duration of authorization. Except in cases of force majeure or other exceptional circumstances, a director shall attend no fewer than three-quarters of all Board meetings held during the year.

Article 129 The Board may, as needed, engage external experts or advisory institutions to provide professional advice, with costs borne by the Company.

Article 130 If the Board deems a motion requires further study or substantial revision, it shall be revised and improved for reconsideration. The timing and method of reconsideration shall be determined by the Board meetings.

Article 131 Minutes shall be prepared for all Board meetings. The minutes shall include: date and venue of the meeting, name of the chairperson, names of attending directors, agenda, topics discussed, key points of directors' statements, voting method and results (including numbers of votes in favor, against, abstentions or recusals, and names of voters). Attending directors shall sign the minutes. Meeting minutes and proxy authorizations shall be filed and retained.

Article 132 The Company's Secretary of the Discipline Inspection Commission and the General Counsel shall attend Board meetings as non-voting delegates.

Article 133 The Board may, as needed, invite senior management, heads of relevant business departments, or external experts to attend meetings to explain proposals, provide consultation, offer opinions, or respond to inquiries.

Article 134 Non-voting delegates shall have no voting rights.

Section 5 Independent Non-Executive Directors

Article 135 Independent non-executive directors shall conscientiously perform their duties in accordance with the requirements of the relevant laws and administrative regulations, the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the Articles of Association, play the roles of participating in decision-making, supervising checks and balances, and professional consulting in the board of directors, safeguard the Company's overall interests, and protect the legitimate rights and interests of small and medium shareholders.

Article 136 Independent non-executive directors must maintain independence. The following persons may not serve as independent non-executive directors:

- (I) persons holding a position in the Company or a subsidiary thereof and their spouses, parents, children and persons having major social relations with them;
- (II) natural person shareholders who directly or indirectly hold at least 1 percent of the outstanding shares of the Company or who rank among the top ten shareholders of the Company, and their spouses, parents, children;
- (III) persons who hold positions in entities that directly or indirectly hold at least 5 percent of the outstanding shares of the Company or that rank among the top five shareholders of the Company, and their spouses, parents, children;
- (IV) persons holding a position in a subsidiary of the Company's controlling shareholders and actual controllers, and their spouses, parents and children;

- (V) persons who have major business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or persons who served at entities which conduct such major business dealings, or their controlling shareholders or actual controllers;
- (VI) persons who provide financial, legal, consultancy and sponsorship services to the Company, its controlling shareholders, actual controllers or their respective subsidiaries, including but not limited to, all project team members, review personnel at all levels, report signing persons, partners, directors, senior executives and principal persons-in-charge of the intermediary agency providing services;
- (VII) persons who have experienced any of the conditions listed in items (I) to (VI) within the last twelve months;
- (VIII) other persons who do not possess independence as stipulated by laws, administrative regulations, the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the provisions of the Articles of Association.

The subsidiaries of the Company's controlling shareholder and actual controller as referred to in items (IV) to (VI) of the preceding paragraph do not include those companies that are controlled by the same state-owned asset administration institution as the Company does and do not have a connected relationship with the Company in accordance with the relevant regulations.

Article 137 Independent non-executive directors shall conduct self-examinations on their independence every year and submit the self-examination results to the board of directors. The board of directors shall evaluate the independence of serving independent non-executive directors every year and give special opinions, which shall be disclosed simultaneously with the annual report.

Article 138 A person holding the position of independent non-executive director of the Company shall satisfy the following conditions:

- (I) having the qualifications to hold the position of director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (II) complying with the independence requirements set forth in the Hong Kong Listing Rules and the Articles of Association;
- (III) having a basic knowledge of the operation of listed companies and being familiar with relevant laws, regulations and rules;
- (IV) having at least five years of experience in law, accounting or economics necessary to perform the duties of an independent non-executive director;
- (V) having good personal integrity and no major breach of trust or other adverse records;
- (VI) other conditions stipulated by laws, administrative regulations, the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the Articles of Association.

Article 139 The independent non-executive directors, as members of the board of directors, shall owe duties of good faith and diligence to the Company and all shareholders, and shall prudently perform the following duties:

- (I) to participate in the decision-making of the board of directors and express categorical opinions on matters considered;
- (II) to carry out supervision on potential material conflict of interest between the Company and controlling shareholder, actual controller, directors or senior management and to protect the lawful rights and interests of small and medium shareholders;
- (III) to furnish professional and objective suggestions for the Company's operations and development to facilitate enhancement of the decision-making standard of the board of directors;
- (IV) other duties stipulated under the laws, administrative regulations, the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the provisions of the Articles of Association.

Article 140 Independent non-executive directors shall exercise the following special functions and powers:

- (I) independently engaging intermediaries to audit, consult or verify specific matters of the Company;
- (II) proposing to the board of directors the convening of an extraordinary general meeting;
- (III) proposing the convening of a Board meeting;
- (IV) openly soliciting shareholder rights from shareholders in accordance with the law;
- (V) expressing independent opinions on matters that may prejudice the interests of the Company or small and medium shareholders;
- (VI) other powers and functions prescribed by laws, administrative regulations, the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the Articles of Association.

In the event that an independent non-executive director exercises the powers and functions listed in items (I) to (III) of the preceding paragraph, the exercise of such powers and functions shall be subject to the approval of a majority of all independent non-executive directors.

If an independent non-executive director exercises the powers and functions listed in item (I), the Company shall disclose them in a timely manner. In the event that the aforementioned powers and functions cannot be exercised normally, the Company shall disclose the details and reasons.

Article 141 The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all independent non-executive directors of the Company:

- (I) connected transactions that shall be disclosed;
- (II) proposed changes or waivers of undertakings by the Company and the relevant parties;
- (III) decisions made and measures taken by the board of directors of the acquiree listed company in response to the acquisition;
- (IV) other matters as prescribed by laws, administrative regulations, the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed, and the Articles of Association.

Article 142 The Company shall establish a special meeting mechanism in which all independent non-executive directors participate. When the board of directors considers matters such as connected transactions, they shall be approved in advance by a special meeting of independent non-executive directors.

The Company shall hold special meetings of independent non-executive directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of the first paragraph of Article 140 and Article 141 herein shall be considered at a special meeting of independent non-executive directors.

The special meetings of independent non-executive directors may study and discuss other matters of the Company as needed.

The special meetings of independent non-executive directors shall be convened and presided over by an independent non-executive director jointly elected by a majority of the independent non-executive directors; in the event that the convener fails to or is unable to perform his/her duties, two or more independent non-executive directors may convene and elect a representative to preside over the meeting on their own.

The minutes of special meetings of independent non-executive directors shall be prepared in accordance with the regulations and the views of independent non-executive directors shall be set out in the minutes. The independent non-executive directors shall sign to confirm the minutes.

The Company shall facilitate and support the convening of special meetings of independent non-executive directors.

Section 6 Special Committees of the Board of Directors

Article 143 The board of directors of the Company shall establish relevant special committees including the audit committee, the nomination committee, and the remuneration and review committee. The special committees shall be accountable to the board of directors, perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and their proposals shall be submitted to the board of directors for consideration and approval. All members of the special committees shall be directors and shall comply with the requirements of relevant laws, administrative regulations, departmental rules and normative documents. The board of directors shall formulate the working rules of the special committees to regulate their operations. The powers and functions of the special committees of the board of directors shall comply with the requirements of relevant laws and regulations and the rules of the regulatory authorities and stock exchanges of the place where the Company's shares are listed.

Article 144 The board of directors of the Company shall establish an audit committee, which shall exercise the duties and powers of the supervisory committee as stipulated in the Company Law.

Article 145 The audit committee shall consist of 3 members, who shall be directors not holding senior management positions in the Company. Independent non-executive directors shall constitute a majority of the members of the committee, and the convener shall be an accounting professional among the independent non-executive directors.

Article 146 The audit committee shall be responsible for reviewing the Company's financial information and its disclosures, and supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the board of directors for consideration after approval by a majority of all members of the audit committee:

- (I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;
- (II) appointment or dismissal of the accounting firm that undertakes the auditing business of the listed company;
- (III) appointment or dismissal of the chief financial officer of the listed company;
- (IV) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;
- (V) other matters as provided by laws, administrative regulations, CSRC provisions and the Articles of Association.

Article 147 The audit committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convener deems it necessary. The quorum of the meeting of the audit committee shall be more than two-thirds of the members present.

Decisions made by the audit committee shall be approved by more than half of the members of the audit committee.

The audit committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit committee attending the meeting shall sign on the meeting minutes.

When voting on the resolution of the audit committee, each member shall have one vote.

The board of directors is responsible for formulating the working procedures of the audit committee.

Section 7 Administrative Office of the Board of Directors

Article 148 The board of directors shall establish an administrative office, which shall be specifically responsible for administrative tasks related to corporate governance, preparation of board of directors' meetings, guidance on the construction of the modern enterprise system and board of directors in subsidiaries, and shall provide professional support and services to the board of directors.

CHAPTER 7 MANAGEMENT

Article 149 The Company shall have 1 general manager, 1 chief financial officer, 1 secretary to the board of directors, 1 chief quality officer and 1 general counsel, who shall be appointed or dismissed by the board of directors and shall be accountable to the board of directors. The management shall consist of the general manager, deputy general managers, chief financial officer, secretary to the board of directors, chief quality officer, general counsel and assistant(s) to the general manager, and shall fulfill the responsibilities of planning operations, grasping implementation and enhancing management.

Article 150 The provisions of the Articles of Association regarding disqualification from serving as a director and the director offboarding management system shall also apply to the management.

Article 151 The general manager shall report to the board of directors and to the chairman of the board of directors when the Board is not in session.

Article 152 The general manager shall exercise the following functions and powers:

- (I) to be in charge of the Company's production, operation and management, and to organize the implementation of the resolutions of the board of directors;
- (II) to organize the implementation of the Company's annual business plan and investment proposals;
- (III) to draft plans for the establishment of the Company's internal management structure and plans for the establishment or dissolution of branches of the Company;
- (IV) to draft the Company's basic management system and formulate specific rules and regulations of the Company;
- (V) to decide on the appointment or dismissal of managerial personnel other than those whose appointment or dismissal shall be decided by the board of directors;

- (VI) to decide on investment projects within a certain amount pursuant to the authorization of the board of directors;
- (VII) to approve the expenditure of recurrent project expenses and phased expenses for long-term investment in accordance with the Company's investment plan and investment program;
- (VIII) to draft the program for the issuance of corporate bonds and other financing programs above a certain amount, and to approve other financing programs below a certain amount;
- (IX) to draft plans for external guarantees such as mortgages, pledges and guarantees of the Company's assets;
- (X) to draft the Company's asset disposal plan, external donation or sponsorship program above a certain amount, and to approve the Company's asset disposal plan, external donation or sponsorship below a certain amount;
- (XI) to prepare the Company's annual financial budget, final accounts, profit distribution program and loss recovery program;
- (XII) to draft a plan to increase or reduce the registered capital of the Company;
- (XIII) to draft the Company's reform and reorganization program;
- (XIV) to draft the Company's income distribution plan;
- (XV) to draft the plans for the establishment of the Company's risk management system, internal control system, accountability system for non-compliance of operation and investment, and legal compliance management system, and organize and implement the plans after approval by the board of directors;
- (XVI) to establish the general manager's office meeting system, convene and preside over the general manager's office meetings of the Company;
- (XVII) to coordinate, inspect and supervise the production, operation, reform and management of various departments, branches and subsidiaries;
- (XVIII) to put forward recommendations on matters related to the exercise of shareholders' rights in invested enterprises;
- (XIX) other powers conferred by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the authorization of the board of directors.

Where the general manager makes a decision on the above matters which are deemed within the scope of major issues requiring participation of the Company's Party Committee in the decision-making process, the opinions and suggestions of the Company's Party Committee shall be solicited in advance.

The general manager shall attend meetings of the board of directors.

Article 153 The management shall formulate the rules of procedure of the manager's office meetings, which shall be implemented after approval by the board of directors. The general manager shall exercise the authority conferred by the board of directors through the general manager's office meetings and other meetings.

Article 154 The management owes duties of loyalty and diligence to the Company and the board of directors, shall comply with the provisions of the Articles of Association regarding the duties of loyalty and diligence of directors, safeguard the interests of shareholders and the Company, conscientiously perform their duties, implement the resolutions and requirements of the board of directors, and achieve the annual and tenure business performance assessment targets and the Company's business plan.

Article 155 The Company shall maintain a secretary to the Board, who shall be responsible for the preparation and documentation of general meetings and Board meetings of the Company, as well as the information management of the Company's shareholders, information disclosure and other matters. The secretary to the Board shall abide by the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.

Article 156 Persons holding administrative positions other than directorship in the Company's controlling shareholder shall not serve as senior management of the Company.

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

Article 157 Where the senior management causes damage to others in the course of performing their duties, the Company shall be liable for compensation; where the senior management acts with willful intent or material negligence, they shall also be liable for compensation.

Senior management who violates laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties and causes losses to the Company shall be liable for compensation.

CHAPTER 8 DEMOCRATIC MANAGEMENT OF EMPLOYEES AND LABOR AND PERSONNEL SYSTEM

Article 158 The Company shall, in accordance with the provisions of the law, improve the democratic management system with the employee representatives' meeting as the basic form, promote the openness of corporate affairs and business operations, and protect employees' rights to know, to participate, to express, and to supervise, so as to protect the legitimate rights and interests of employees. The opinions of employees shall be listened to in major decisions, and major issues involving the vital interests of employees shall be reviewed by the employee representatives' meeting or the employees' meeting. The Company shall ensure that employee representatives participate in corporate governance in an orderly manner.

Article 159 Employees of the Company shall organize trade unions in accordance with the Trade Union Law of the People's Republic of China, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The Company shall provide trade unions with necessary conditions for their activities.

Article 160 The Company shall abide by the state laws and administrative regulations on labor protection and production safety, implement relevant state policies, and protect the legitimate rights and interests of workers. The Company shall formulate labor, personnel and wage systems in accordance with state laws, administrative regulations and policies concerning labor and personnel, and the needs of production and operation.

CHAPTER 9 FINANCIAL, ACCOUNTING, PROFIT DISTRIBUTION, AUDITING AND GENERAL COUNSEL SYSTEM

Section 1 Financial Accounting System

Article 161 The Company shall formulate its financial accounting system in accordance with the laws, administrative regulations and the provisions of relevant state departments. The Company shall prepare a financial report at the end of each accounting year, and verification and review of the financial report shall be conducted in accordance with the laws.

Article 162 The board of directors shall submit to the shareholders at each annual general meeting the financial reports prepared by the Company in accordance with the provisions of laws, administrative regulations, normative documents issued by local governments and competent authorities, and the securities regulatory rules of the place where the Company's shares are listed.

Such financial reports shall include the board of directors' report together with the balance sheet (including all documents required to be attached under PRC laws or other laws and administrative regulations), the profit and loss statement (income statement) or the income and expenditure statement (cash flow statement), or (provided that it does not contravene PRC laws) the financial summary report as required by the securities regulatory rules of the place where the Company's shares are listed.

The Company's financial reports shall be made available at the Company for inspection by shareholders at least 21 days prior to the convening of the annual general meeting. Each shareholder shall have the right to obtain the financial reports referred to in this Chapter.

Unless otherwise provided in the Articles of Association, the Company shall deliver or send by prepaid mail the aforementioned reports or the board of directors' report together with the balance sheet (including all documents required to be attached with the balance sheet under the laws) and the profit and loss statement or income and expenditure statement to each shareholder of overseas listed shares at least 21 days prior to the annual general meeting. The address of the recipient shall be the address registered in the register of shareholders. However, for shareholders of overseas listed shares, subject to compliance with laws, administrative regulations, and the requirements of the securities regulatory authority of the place where the Company's shares are listed, such reports may be delivered by publication on the Company's website, the website of the Hong Kong Stock Exchange, and other websites as prescribed by the securities regulatory rules of the place where the Company's shares are listed.

Article 163 The Company's financial statements shall be prepared in accordance with PRC accounting standards and regulations, and also in accordance with international accounting standards or those of the overseas place where the shares are listed. Where there is a material difference between the financial statements prepared under the two sets of standards, such difference shall be disclosed in the notes to the financial statements. When distributing after-tax profits for the relevant accounting year, the lower amount of after-tax profits under the two sets of financial statements shall prevail.

The interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations, as well as international accounting standards or those of the place where the shares are listed overseas.

Article 164 The Company shall not keep separate accounting books other than the statutory accounting books. The fund of the Company shall not be deposited in any personal accounts in the name of any individual.

Article 165 When distributing the after-tax profit of the current year, the Company shall allocate 10% of its profit to the statutory common reserve fund. Where the accumulated amount of the Company's statutory common reserve fund is more than 50% of the Company's registered capital, further allocation is not required.

If the Company's statutory common reserve fund is not sufficient to cover losses of previous years, it shall, before withdrawing the statutory common reserve fund in accordance with the preceding paragraph, make up the losses from the profits of the current year in the first place.

After the Company has withdrawn statutory common reserve fund from its after-tax profit, it may also make an discretionary common reserve from its after-tax profit by resolution of the general meeting.

After making up of losses and allocation to reserve funds, the balance of the after-tax profit shall be distributed to shareholders in proportion to their shareholdings, unless otherwise provided in the Articles of Association.

If the general meeting distributes profits to shareholders in violation of the provisions of the Company Law and the Articles of Association, the shareholders shall return the profits distributed in violation of the provisions to the Company; and if the Company incurs losses, the shareholders and the responsible directors and senior management personnel shall be held liable for compensation.

The Company's own shares held by the Company shall not participate in the distribution of profits.

Article 166 The Company's reserve funds shall be used to make up the Company's losses, to expand the Company's production and operations or to be transferred to increase the Company's capital. The discretionary common reserve fund and statutory common reserve fund should be used first to make up the Company's losses; if they cannot be covered, the capital common reserve fund shall be used in accordance with the provisions.

The capital common reserve fund shall include the following items:

- (I) premium on shares issued at a price exceeding the par value;
- (II) any other income designated for the capital common reserve fund according to the requirement of competent finance department of the State Council.

When the statutory common reserve fund is converted to increase registered capital, the amount of such reserve retained shall be not less than 25% of the registered capital of the Company before the conversion.

Article 167 After the resolution on the profit distribution plan has been made at the general meeting of the Company, or after the board of directors of the Company has formulated a specific plan based on the conditions and upper limit for interim dividends for the next year considered and approved at the annual general meeting, the Company shall complete the distribution of dividends (or shares) within two months, subject to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 168 The Company shall implement a proactive profit distribution policy based on the principle of "equal shares, equal profits". At the end of each accounting year, the board of directors of the Company shall propose a profit distribution plan and a plan for making up losses based on the operating results of the year and future plans for production and business, which shall be implemented after being considered and approved by the general meeting.

(I) Principles for Profit Distribution

The Company implements a proactive profit distribution policy that emphasizes a reasonable return on investment for investors and takes into account the sustainable development of the Company, and the profit distribution policy shall maintain continuity and stability. The Company may distribute profits in the form of cash, shares or a combination of cash and shares, and the profits distributed shall not exceed the amount of accumulated distributable profits and shall not impair the Company's ability to continue as a going concern.

(II) Decision-making Process and Mechanism for Profit Distribution

1. The annual profit distribution proposal of the Company shall be prepared by the board of directors, taking into account the Company's profitability and the supply and demand of funds. When the board of directors considers a specific proposal for cash dividends, it shall seriously study and discuss matters such as the timing, conditions and minimum percentage of cash dividends, the conditions for adjustments and the requirements of its decision-making procedures, etc. The independent non-executive directors shall review the profit distribution proposal and express their definitive opinions, and the proposal shall be submitted to the general meeting for consideration after being approved by the board of directors.
2. Where the Company's board of directors makes a proposal not to implement profit distribution or to implement a profit distribution plan that does not include cash distribution, the board of directors shall disclose in the periodic report the reasons for not implementing profit distribution or implementing a profit distribution plan that does not include cash distribution, and the independent non-executive directors shall express their independent opinions in this regard. The undistributed profits of the Company for the year will be utilised to meet the Company's normal production and operation requirements and long-term development needs.

(III) The Company's Policies for Profit Distribution

1. **Distribution Principles:** The Company implements a proactive profit distribution policy that emphasizes a reasonable return on investment for shareholders and takes into account the sustainable development of the Company, and the profit distribution policy would maintain continuity and stability.
2. **Distribution Method:** The Company may distribute profits in the form of cash, shares or a combination of cash and shares. Where the conditions for cash dividends are met, cash dividends will take precedence over share dividends.
3. **Distribution Cycle of Dividend:** In principle, the Company shall distribute profits at least once a year. The board of directors of the Company may propose the Company to make interim profit distribution and special profit distribution and submit them to the general meeting of the Company for approval in light of the Company's profitability and capital requirements.
4. **Conditions for Distribution of Cash Dividend:** Where the Company has made a profit in the previous accounting year and the cumulative distributable profit was positive, the Company shall carry out distribution of cash dividends, provided that the Company's capital requirements for normal production and operation are met.

The Company shall appoint one or more receiving agents in Hong Kong for the purpose of receiving dividends declared by the Company in respect of its securities listed on the Hong Kong Stock Exchange and other sums payable, and the receiving agent(s) shall hold such sums in trust for the holders of such securities pending payment to such holders.

In the case of profit distribution by means of share dividends, the board of directors of the Company shall explain the factors justifying the adoption of share dividends for profit distribution.

Where the audit report of the Company for the most recent year contains a non-unqualified opinion or an unqualified opinion with a paragraph relating to material uncertainty regarding going concern, or where the Company's asset-liability ratio exceeds a specified threshold, or where operating cash flow falls below a specified level, or under other circumstances, the Company may choose not to distribute profits.

- (IV) The Company's profit distribution policy will maintain continuity and stability, and if it is necessary to adjust the profit distribution policy as a result of significant changes in the external business environment or its own operating conditions, the adjustment shall be for the sake of protecting shareholders' rights and interests. The board of directors of the Company shall study and discuss the matter, and shall elaborate and explain the reasons in a proposal submitted to the general meeting, taking into account the competitive conditions of the industry, the Company's financial conditions, and the Company's capital requirement plan, etc. The resolution on adjusting the profit distribution policy shall be submitted to the general meeting of the Company for approval after consideration by the board of directors of the Company, and the independent non-executive directors shall express their independent opinions thereon. The adjusted profit distribution policy shall not contravene the relevant regulations of CSRC and the stock exchanges of the places where the Company is listed.
- (V) In the event of appropriation of the Company's funds by a shareholder in violation of requirements, the Company shall deduct the cash dividends to be distributed to such shareholder to reimburse the funds appropriated by the shareholder.

Section 2 Internal Audit

Article 169 The Company shall implement an internal audit system, specifying its governance structure, scope of authority, staffing requirements, funding provisions, utilization of audit findings, and accountability mechanisms of the internal audit.

The internal audit system and the duties of the auditors shall be implemented with the approval of the board of directors.

Article 170 The internal audit department of the Company shall, in accordance with the provisions of the SASAC, be accountable to the board of directors, be staffed with full-time audit personnel, and carry out internal audit work. It shall supervise and inspect the business activities, risk management, internal control, and financial information of the Company and its branches.

Article 171 In the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information, the internal audit department shall be subject to the supervision and guidance of the audit committee. If the internal audit department identifies relevant material issues or leads, it shall report directly to the audit committee without delay.

Article 172 When the audit committee communicates with external audit institutions such as accounting firms or national audit authorities, the internal audit department shall actively cooperate and provide necessary support and assistance.

Article 173 The internal audit system of the Company and the duties of the auditors shall be implemented with the approval of the board of directors.

Section 3 Engagement of Accounting Firm

Article 174 The Company shall engage an independent accounting firm that complies with the relevant national regulations and the regulatory requirements of the place where the Company's shares are listed to carry out audits of accounting statements, verification of net assets and other relevant consulting services, etc., for a term of one year commencing from the conclusion of the current annual general meeting of the Company to the conclusion of the next annual general meeting of the Company, with the possibility of renewal.

Article 175 The appointment or dismissal of the accounting firm providing regular audit services to the Company shall be decided by the general meeting, and the board of directors shall not appoint an accounting firm before the decision is made by a general meeting.

Article 176 The Company undertakes to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information to the accounting firm it engages, without refusal, concealment or misrepresentation.

Article 177 The audit fees of the accounting firm shall be determined by the general meeting.

Article 178 Notwithstanding the provisions of the contract entered into between the accounting firm and the Company, the general meeting may, by ordinary resolution, decide to dismiss the accounting firm before the expiry of its term. When the Company dismisses or does not renew the engagement of the accounting firm, the accounting firm shall be notified 30 days in advance and allowed to present its views when the general meeting of the Company carries out voting on the dismissal of such accounting firm.

Article 179 If the accounting firm resigns, it shall explain to the general meeting whether there are any improper circumstances in the Company.

Section 4 General Counsel System

Article 180 The Company shall comprehensively promote corporate rule of law and strengthen the primary responsibility of the principal person-in-charge.

Article 181 The Company shall implement a general counsel system to further enhance the role of the general counsel in legal review and control in business management, and to promote lawful operation and compliance management of the Company. The general counsel shall be appointed or dismissed by the board of directors.

Article 182 The general counsel is a senior management member appointed by the board of directors and serves as the specific lead for the Company's legal affairs. The general counsel shall be responsible for the Company's legal affairs, and shall coordinate and handle legal matters in the Company's decision-making, operations and management. The general counsel shall report directly to the general manager or chairman and be accountable to the board of directors.

Article 183 Where major matters requiring legal review and assessment are to be discussed and considered at the Company's decision-making meetings, they must be submitted in advance to the general counsel for legal review. If the general counsel considers that there are significant risks after review, the matter shall be deferred from submission to the decision-making meeting. The general counsel shall attend meetings of the Party Committee and the board of directors, and participate in the general manager's office meetings, and shall independently express legal opinions on legal issues involved in the matters under consideration.

CHAPTER 10 ACCOUNTABILITY OF NON-COMPLIANCE OPERATION AND INVESTMENT

Article 184 If any personnel of the Company violate the laws and regulations, the rules and regulations for the supervision of state-owned assets and the internal management system of the Company, fail to perform or fail to properly perform their duties, and cause losses of state-owned assets or other serious adverse consequences in the course of operation and investment, the Company shall hold those responsible accountable.

Article 185 Accountability for non-compliance of operation and investment includes but is not limited to the following areas: corporate control, risk management, project contracting, capital management, transfer of property rights (including the equity, land and real estate, and fixed asset), fixed assets investment, investment mergers and acquisitions, reorganisation and restructuring, overseas operation and investment, etc.

Article 186 Investigation and verification of non-compliance of operation and investment, confirmation of responsibility and consequential actions shall be carried out in accordance with the relevant laws and regulations and related rules and systems of the Company.

CHAPTER 11 USE OF BRANDS AND RELATED RESPONSIBILITIES

Article 187 "TONG REN TANG" is the brand name and trademark of Tong Ren Tang Group. The Company is permitted to use them solely within the scope of authorisation by Tong Ren Tang Group. Without the prior written consent of Tong Ren Tang Group, the Company shall not use the brand name and trademark of "TONG REN TANG" or operate under any name containing the wording "Tong Ren Tang", either independently or in cooperation with any other person, to establish any other enterprises or branches, nor shall it assign or license any other person to use the trademark or brand name of "TONG REN TANG".

The Company may only use the brand name and trademark of "TONG REN TANG" for production and business operations after completing the relevant procedures in accordance with the Tong Ren Tang Group's brand management system and obtaining written authorisation from Tong Ren Tang Group. The Company shall enter into a license contract with Tong Ren Tang Group to use the "TONG REN TANG" trademark and "TONG REN TANG" brand name, and shall pay the royalty fees as stipulated in the contract and relevant regulations.

The Company shall declare, in accordance with the approval procedures prescribed by Tong Ren Tang Group, and obtain authorisation before using the "TONG REN TANG" trademark for the establishment of any branch.

Article 188 Should Tong Ren Tang Group's direct or indirect shareholding in the Company fall below 33.4% or cease to constitute relative holding, for any reason whatsoever, the right to use the "TONG REN TANG" brand name and trademark shall be unconditionally reclaimed by Tong Ren Tang Group, and the Company shall cease all use thereof.

Article 189 In the event that the Company experienced any event that has a negative impact on the brand of "TONG REN TANG", Tong Ren Tang Group has the right to withdraw the authorisation of the brand name and trademark of "TONG REN TANG" and hold the responsible party responsible for compensation.

CHAPTER 12 NOTICE

Article 190 Notices of the Company shall be sent by:

- (I) hand;
- (II) courier or express delivery;
- (III) email;
- (IV) making announcement on the websites designated by the Company and/or the Hong Kong Stock Exchange in accordance with the laws, administrative regulations, rules and securities regulatory rules of the place where the shares of the Company are listed;
- (V) other forms as stipulated by laws, administrative regulations, rules and the securities regulatory rules of the place where the shares of the Company are listed or stated in the Articles of Association.

Subject to the provisions of the securities regulatory rules of the place where the shares of the Company are listed, if a notice is served by way of announcement, upon the publication of such announcement, all relevant personnel shall be deemed to have received the notice.

Article 191 Notice of convening a general meeting of the Company shall be given by way of announcement. Notice of the Company convening a Board meeting shall be sent by hand, fax, mail, email or other written means.

Article 192 Where a notice of the Company is delivered by hand, the addressee shall sign (or seal) on reply slip and the date of receipt shall be deemed as the date of service; where a notice of the Company is delivered by courier or express delivery, the third working day from the date of delivery to the post office or courier company shall be deemed as the date of service; where a notice of the Company is delivered by means of fax, email, or telephone, the date of service shall be the day when the notice is sent or made.

Article 193 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not solely invalidate the meeting and the resolutions passed at the meeting.

CHAPTER 13 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION OF THE COMPANY

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 194 Merger of the Company may take the form of absorption or establishment of a new company.

Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, the original companies will be dissolved.

Article 195 If the price paid for the merger of the Company does not exceed 10% of the net assets of the Company, it may not be subject to a resolution of the general meeting, unless otherwise provided in the Articles of Association.

Where the merger of the Company pursuant to the preceding paragraph is not subject to a resolution of the general meeting, it shall be subject to a resolution of the board of directors.

Article 196 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the merger resolution and shall publish an announcement through the Company's registration authority or in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution.

A creditor has the rights, within 30 days of receiving such notice or, for creditors who do not receive the notice, within 45 days from the date of the public notice, to demand the Company settle its debts or provide corresponding guarantees for such debt.

Article 197 Upon the merger of the Company, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company.

Article 198 When the Company is divided, its assets shall be split up accordingly.

In the event of a division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days and shall publish an announcement in newspapers within 30 days both from the date of making the resolution on division.

Article 199 Debts of the Company prior to division shall be jointly assumed by the companies which exist after the division, except provided otherwise in the written agreement entered into between the Company and the creditors in respect of the settlement of debt before the division.

Article 200 In the event of the reduction in the registered capital, the Company is required to prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days from the date of the resolution made for reduction of registered capital and shall publish an announcement in newspapers within 30 days from the date of such resolution. A creditor has the rights, within 30 days after receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to demand the Company repay its debts or to provide corresponding guarantees for such debt.

Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the capital contribution or shares held by its shareholders, unless otherwise provided by law or the Articles of Association.

Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association.

Article 201 Where the Company still incurs losses after making up its losses, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or pay all calls on share.

The second paragraph of the preceding Article shall not apply to the reduction in the registered capital in accordance with the provisions of the preceding paragraph. However, the Company shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital passed at the general meeting.

After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the cumulated amount of the statutory common reserve fund and discretionary common reserve fund reaches 50% of its registered capital.

Article 202 If the reduction of the registered capital is in violation of the Articles of Association, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.

Article 203 Where any matter relating to the aforementioned reduction of registered capital is otherwise governed by relevant laws, regulations, normative documents, or the relevant provisions of the securities regulatory authority in the place where the Company's shares are listed, such provisions shall prevail.

Section 2 Dissolution and Liquidation

Article 204 The Company shall be dissolved upon occurrence of the following reasons:

- (I) the term of its operations set out in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;
- (II) a resolution on dissolution is passed at a general meeting;
- (III) dissolution is necessary due to the merger or division of the Company;
- (IV) the Company's business license is revoked or the Company is ordered to close down or de-registered according to laws;

- (V) where the Company encounters serious difficulties in its operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of the Company may request the People's Court to dissolve the Company.

Upon the occurrence of events of dissolution specified in the preceding paragraph, the Company shall publicise the events of dissolution through the National Enterprise Credit Information Publicity System within 10 days.

Article 205 Upon the occurrence of the situation described in items (I) and (II) of Article 204 from the Articles of Association, and the Company has not distributed any property to its shareholders, the Company may continue to exist by amending the Articles of Association or by resolution of the general meeting.

Amendments to the Articles of Association pursuant to the preceding paragraph or by resolution of the general meeting shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 206 Where the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 204 hereof, it shall be liquidated. The directors shall act as the obligor of liquidation, and shall establish a liquidation team to carry out liquidation within 15 days from the date of occurrence of events giving rise to dissolution.

The liquidation team shall consist of directors, unless otherwise provided in the Articles of Association or unless the general meeting resolves to elect other persons.

If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, such obligor shall be liable for compensation.

Article 207 Where the Company is required to undergo liquidation pursuant to the first paragraph of the preceding Article but fails to establish a liquidation team within the specified time period, or, having established a liquidation team, fails to proceed with the liquidation, an interested party may apply to the People's Court for the appointment of relevant personnel to form a liquidation team to conduct the liquidation.

Where the Company is dissolved pursuant to the provisions of item (IV) of the first paragraph of Article 204, the department or company registration authority that makes the decision to revoke business license, order closure or revocation may make an application to the People's Court for the appointment of relevant persons to form a liquidation team for liquidation.

Article 208 The liquidation team shall exercise the following functions and powers during the liquidation period:

- (I) to sort out the assets of the Company and prepare balance sheets and inventories of assets respectively;
- (II) to notify creditors by sending notices or making public announcements;
- (III) to handle the outstanding business of the Company in connection with liquidation;

- (IV) to pay outstanding taxes as well as taxes arising in the course of liquidation;
- (V) to settle claims and debts;
- (VI) to handle the remaining assets of the Company after the repayment of debts;
- (VII) to participate in any civil proceedings on behalf of the Company.

Article 209 The liquidation team shall, within 10 days from its establishment, notify the creditors and, within 60 days, publish an announcement in designated newspapers or on the National Enterprise Credit Information Publicity System and in the manner required by the stock exchange where the Company's shares are listed. Creditors shall, within 30 days from the receipt of the notice or within 45 days from the release of the public announcement in the case of failure to receive the said notice, declare their claims to the liquidation team.

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

During the period of declaration of claims, the liquidation team shall not repay any debts to the creditors.

Article 210 After sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation team shall formulate a liquidation plan and present the same to the general meeting or to the People's Court for confirmation.

The remaining assets of the Company after repayment of liquidation expenses, wages of employees, social insurance premiums and statutory compensation, payment of outstanding taxes, and payment of the debts of the Company shall be distributed by the Company to the shareholders according to the classes of shares they hold and in proportion to their respective shareholdings.

During the liquidation period, the Company continues to exist but shall not carry out any business operation that is not related to liquidation.

The Company's assets will not be distributed to shareholders until they have been paid off in accordance with the provisions of the preceding paragraphs.

Article 211 If the liquidation team, after sorting out the assets of the Company and preparing balance sheets and inventories of assets, discovers that the assets of the Company are insufficient to repay the Company's debts in full, it shall make an application to the People's Court for bankruptcy liquidation in accordance with the laws.

Once the People's Court accepts the bankruptcy application, the liquidation team shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 212 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report and submit it to the general meeting or the people's court for confirmation. The liquidation team shall, within 30 days from the date of confirmation by the general meeting or the people's court, submit the foregoing report to the company registration authority to apply for deregistration of the Company.

Article 213 The members of the liquidation team perform the liquidation duties and have obligations of loyalty and diligence.

Where the members of the liquidation team neglect to perform the liquidation duties and cause any losses to the Company, they shall be liable to make compensation; where any members of the liquidation team cause any losses to the Company or any creditors with intention or due to gross negligence, they shall be liable to make compensation.

Article 214 The members of the liquidation team perform the liquidation duties and have obligations of loyalty and diligence.

Where the members of the liquidation team neglect to perform the liquidation duties and cause any losses to the Company, they shall be liable to make compensation; where any members of the liquidation team cause any losses to any creditors with intention or due to gross negligence, they shall be liable to make compensation.

Article 215 Should the liquidation team find that the assets of the Company are insufficient to repay the Company's debts after sorting out the assets of the Company and preparing the balance sheets and inventories of assets, it shall apply to the people's court for a declaration of bankruptcy in accordance with the laws.

Once the people's court accepts the bankruptcy application, the liquidation team shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court. After the Company is declared bankrupt by a ruling from the people's court, the liquidation team shall hand over the liquidation matters to the people's court.

Where the Company is declared bankruptcy in accordance with laws, bankruptcy liquidation shall be conducted pursuant to relevant laws on bankruptcy of enterprises.

CHAPTER 14 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 216 The Company shall amend the Articles of Association in any of the following circumstances:

- (I) the matters stipulated in the Articles of Association are in conflict with existing laws, administrative regulations, rules, regulatory documents and the listing rules of the stock exchange where the Company's shares are listed;
- (II) the actual circumstances of the Company have changed and are inconsistent with the terms specified in the Articles of Association;
- (III) the general meeting has resolved to amend the Articles of Association;
- (IV) other circumstances that require amendments to the Articles of Association.

Article 217 Where the amendments to the Articles of Association approved by the general meeting should be approved by the competent authorities, they shall be reported to the competent authorities for approval; where there is any change relating to the registered particulars of the Company, the registration of changes shall be processed in accordance with law.

Article 218 The board of directors shall modify the Articles of Association in accordance with the resolution of the general meeting on modifying the Articles of Association and the approval opinions of relevant competent authorities.

Article 219 Matters concerning the amendment to the Articles of Association which are information required to be disclosed by laws and regulations or the listing rules of the stock exchange where the Company's shares are listed shall be announced as required.

CHAPTER 15 SUPPLEMENTARY PROVISIONS

Article 220 Definitions

- (I) controlling shareholders refer to shareholders whose voting rights on the basis of their shareholdings are sufficient to exercise significant influence on the resolutions of the general meetings.
- (II) de facto controller refers to any natural person, legal person or other organisation who may actually control the actions of the Company through investment relationships, agreements or other arrangements.
- (III) related (connected) parties, related (connected) relationships and related (connected) transactions are defined in accordance with the Hong Kong Listing Rules.
- (IV) senior management or the management refers to the Company's general manager, deputy general manager, chief financial officer, board secretary, chief quality officer, general counsel, and assistant to the general manager.

Article 221 The board of directors may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws shall not be in violation of the provisions of the Articles of Association.

Article 222 The Articles of Association are written in Chinese. In case of any inconsistency between the Chinese version and versions in other languages or different versions of the Articles of Association, the Chinese version approved and registered with the administration for market regulation of the place where the Company is located shall prevail.

Article 223 The terms "more", "within" and "less than" as referred to in the Articles of Association are inclusive of the figure concerned, while the terms "not more than", "other than", "below" and "more than" are not inclusive of the figure concerned. The amount stated in the Articles of Association shall be denominated in RMB.

Article 224 The annexes to the Articles of Association include the rules of procedure for the general meeting and the rules of procedure for the board of directors.

Article 225 Any matters unspecified in the Articles of Association shall be implemented in accordance with the relevant national laws, regulations and the listing rules of the stock exchange where the Company's shares are listed. In case of any conflict between the Articles of Association and the laws and regulations promulgated by the state from time to time and the listing rules of the stock exchange where the Company's shares are listed, the provisions of such national laws, regulations and the listing rules of the stock exchange where the Company's shares are listed shall be followed.

Article 226 The Articles of Association has been considered and approved by the general meeting and shall come into effect on the date of the initial public offering and listing of H shares of the Company on the Hong Kong Stock Exchange. The former articles of association of the Company shall automatically become null and void as of the effective date of the Articles of Association.

Article 227 The Articles of Association are made in twelve copies, with each shareholder holding one copy, the Company retaining one copy, and the remaining copy submitted to the company registration authority for filing.

Article 228 The Articles of Association shall be interpreted by the board of directors of the Company.