



Fengshen Tire Co.

(Stock code: 600469)

Articles of Incorporation

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Chapter 1 General Provisions

Article 1 In order to safeguard the legitimate rights and interests of the Company, its shareholders and creditors and to regulate the organization and conduct of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other relevant regulations.

According to the Constitution of the Communist Party of China (hereinafter referred to as the "Party Constitution"), the organization of the Communist Party of China is established, and the Party Committee plays the role of the leading core and political core to set the direction, manage the overall situation and ensure implementation. The Company establishes party working institutions, equips party staff according to relevant regulations, and ensures the working expenses of party organizations.

The Company strengthens corporate rule of law construction and compliance management, operates globally in compliance with the law and follows the relevant laws and regulations of the countries and regions where it operates to ensure the Company's sustainable and healthy development.

Article 2 The Company shall be a joint stock limited company (hereinafter referred to as the "Company") established in accordance with the Company Law and other relevant regulations.

The company was approved by the Henan Provincial People's Government Yu shares (1998) No. 49 "on the establishment of Henan Tire Co.

有限公司的批复》批准，以发起设立方式设立；于 1998 年 12 月 1 日在河南省工

商行政管理局注册登记，取得营业执照，营业执照号为豫工商企 4100001004588。

The company name was changed to Fengshen Tire Co., Ltd. on March 20, 2003 after approval by the State Administration for Industry and Commerce and Henan Province Administration for Industry and Commerce.

Article 3 On September 22, 2003, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as "China Securities Regulatory Commission").

The Company was approved to issue RMB ordinary shares to the public for the first time by the Securities Regulatory Commission of the People's Republic of China ("CSRC") in the form of document [2003] No. 119.

Seventy-five million shares (75 million shares) of A shares were listed on the Shanghai Stock Exchange on October 21, 2003.

The Company was listed on the Stock Exchange of China. On June 27, 2008, the Company was listed on the Shanghai Stock Exchange on December 29, 2008 after being approved by the China Securities Regulatory Commission under SEC License No. [2008] 861 for a private offering of 119,942,148 shares of RMB ordinary shares (A shares) to specific targets. (A shares) One hundred and eighty-seven million, one hundred and seventy-seven thousand, one hundred and seventy-seven shares

(187,471,074 shares), which was listed on the Shanghai Stock Exchange on June 29, 2016. The Company is listed on the Shanghai Stock Exchange in 2020.

senior management. According to these Articles of Association, shareholders may sue shareholders, shareholders may sue directors, supervisors, general managers and other senior management of the Company, and shareholders may sue the Company, and the Company may sue shareholders, directors, supervisors, general managers and other senior management.

Article 11 Other senior management personnel referred to in this Article refers to the deputy general manager, secretary of the board of directors, financial officer and other personnel approved by the board of directors of the Company.

Chapter II Business Purpose and Scope

Article 12 Business purpose of the company: to give full play to the company's advantages in management, technology, talents and capital, to engage in business activities with high quality and high efficiency, to promote further development of the company by establishing a modern enterprise system, optimizing business management, market-oriented, economic efficiency-centered, driven by scientific and technological progress and supported by modern management, to enhance the economic strength and market competitiveness of the company, to Expanding the market share of products, realizing the value preservation and appreciation of assets, and striving for the maximum return on investment for all shareholders and investors.

Article 13 Approved by the Market Supervision Administration of Henan Province, the company's business scope: "to operate the enterprise's production of tires and related technology export business; tires, rubber products, tires required for the production of raw and auxiliary materials, machinery and equipment, spare parts, instruments and related technology import and export business and commission agents (except auction); to carry out foreign cooperative production, processing with materials, processing with samples The business of foreign cooperative production, processing with materials, processing with samples, assembly with parts and compensatory trade; import and export of goods and technology. Tire production of raw and auxiliary materials sales; automotive and construction machinery spare parts sales; tire development and research, related technology consulting; business management consulting; housing, equipment leasing; storage services (excluding flammable and explosive and other dangerous chemicals). (The above business scope does not include national laws and regulations prohibit, restrict and permit the operation of the project) ".

Chapter 3 Shares

Section I.

Issue of shares Article 14 The

shares of the Company take the form of

stock.

Article 15 The issue of shares of the Company shall be carried out on the principle of openness, fairness and impartiality, and each of the same kind of The shares shall have equal rights.

The terms of issue and price per share shall be the same for the same class of shares issued at the same time; the same price shall be paid for each share subscribed by any entity or individual.

Article 16 The shares issued by the Company shall be denominated in RMB.

Article 17 The shares issued by the Company shall be centrally deposited in the Shanghai Branch of China Securities Depository and Clearing Corporation Limited.

Article 18 The Company's promoters are Henan Tire Group Co., Ltd, China Shenma Group Co., Ltd, Yuhang (Henan) Development Co, 985.40 万股、328.47 万股、197.08 万股、98.54 万股、98.54 万股、65.69 万股，其中河南轮胎集团有限责任公司以其与轮胎生产有关的部分经营性资产出资，其余六家公司以债权转投资方式出资，出资时间为 1998 年 8 月 31 日。

After the issuance of 75 million public A shares in 2003, the private offering of 119,942,148 A shares in 2008, the profit distribution of 187,471,074 shares in 2015 and the private offering of 168,723,962 A shares in 2020, the total

number of common shares of the Company increased to 731,137,184 shares. The total number of common shares of the Company increased to 731,137,184 shares after the cancellation of repurchase in FY2022.

1,686,313 shares, the total number of common shares of the Company changed to 729,450,871 shares.

Article 19 The total number of shares of the Company shall be seven hundred and twenty-nine million, nine hundred and fifty thousand, eight hundred and seventy-one shares

(729,450,871 shares). The Company's share capital is all common shares.

Article 20 The Company or the Company's subsidiaries (including the Company's affiliated enterprises) shall not provide any financial assistance in the form of grants, advances, guarantees, compensation or loans to those who purchase or propose to purchase the Company's shares.

Section 2 Share Increase, Decrease and Repurchase

Article 21 According to the needs of operation and development, in accordance with the laws and regulations, the company may, by separate resolution of the general meeting of shareholders, increase its capital in the following ways:

- (i) Public offering of shares;
- (ii) Non-public offering of shares;
- (iii) Distribution of bonus shares to existing shareholders;
- (iv) Transfer of share capital by provident fund;
- (E) laws, administrative regulations and other means approved by the CSRC.

Article 22 The company may reduce the registered capital. The company shall reduce the registered capital in accordance with the Company Law and other relevant provisions and the procedures set forth in these Articles.

Article 23 The Company shall not acquire shares of the Company. However, except in one of the following cases:

- (i) Reduction of the registered capital of the company;
- (ii) Merger with other companies holding shares in the Company;
- (iii) Use of shares for employee stock ownership plans or equity incentives;
- (iv) Shareholders requesting the company to acquire their shares because

they disagree with the resolution on the merger or demerger of the company made at the shareholders' meeting;

(v) Use of shares for conversion of corporate bonds issued by the company that are convertible into shares;

(vi) Necessary for the Company to maintain the value of the Company and the rights and interests of shareholders.

Article 24 The acquisition of shares of the Company by the Company may be carried out by means of public centralized trading, or other means approved by laws, administrative regulations and the China Securities Regulatory Commission.

If the Company acquires shares of the Company under the circumstances specified in Article 23(3), (5) and (6) of these Articles of Association, the acquisition shall be made through a public centralized transaction.

Article 25 If the Company acquires shares of the Company under the circumstances specified in subparagraphs (1) and (2) of Article 23 of these Articles of Association, it shall be resolved by the shareholders' meeting. If the Company acquires the shares of the Company under the circumstances specified in paragraphs (3), (5) and (6) of Article 23 of these Articles of Association, it shall be resolved by a meeting of the Board of Directors attended by two-thirds or more of the Directors.

After the Company acquires the Company's shares in accordance with the provisions of Article 23 of these Articles of Association, the Company shall cancel the shares within 10 days from the date of acquisition if they belong to the situation in paragraph (a); transfer or cancel them within 6 months if they belong to the situation in paragraphs (b) and (d); transfer or cancel them within 6 months if they belong to the situation in paragraphs (c), (e) and (f); the total number of shares of the Company held by the Company shall not exceed 10% of the total number of issued shares of the Company if they belong to the situation in paragraphs (c), (e) and (f). 10% of the total number of issued shares of the Company, and shall be transferred or cancelled within three years.

Section III.

Transfer of shares Article 26 The

shares of the Company may be transferred

in accordance with the law.

Article 27 The Company shall not accept the Company's shares as the subject of pledge rights.

Article 28 Directors, supervisors and senior management and shareholders of listed companies shall comply with the Company Law, the Securities Law, the relevant regulations of the CSRC and the Exchange and the Articles of Association of the Company when trading in the shares of the Company.

Directors, supervisors and senior management shall declare to the Company the shares held by them in the Company and the changes thereof, and shall not transfer more than 25% of the total number of shares held by them in the Company each year during their term of office; directors, supervisors and senior management shall not transfer their shares in the Company within one year from the date of listing of the Company's shares and within six months after their departure from the Company; any proposed purchase or sale of the Company's shares during their term of office shall be Any changes in the shares held by the Company shall be promptly reported to the Company and announced by the Company on the website of the Shanghai Stock Exchange.

Securities issued in accordance with the law, which are subject to the Company Law and other laws that provide for a limited period of time for their transfer, may not be transferred within the limited period of time.

Shareholders holding more than 5% of the shares, persons in effective control, directors, supervisors, senior management, and other shareholders holding shares issued by the issuer prior to its initial public offering or shares issued by the listed company to a specific target shall not transfer their shares of the Company in violation of the laws, administrative regulations and the securities regulatory authority under the State Council regarding the holding period, time of sale, quantity of sale, manner of sale, and Information disclosure and other provisions, and shall comply with the business rules of the stock exchange.

Article 29 If the directors, supervisors, senior management, shareholders who hold or jointly hold with others through agreements or other arrangements more than 5% of the Company's shares, sell the Company's shares or other securities of equity nature held by them within 6 months after purchase, or buy them again within 6 months after sale, the proceeds so obtained shall belong to the Company, and the Board of Directors of the Company shall recover the proceeds. However, except in the case where the securities company holds more than 5% of the shares as a result of underwriting the purchase of the remaining shares after the sale, and in other cases as prescribed by the securities regulatory authority under the State Council. The stocks or other securities of equity nature held by directors, supervisors, senior management or natural shareholders referred to in the preceding paragraph include stocks or other securities of equity nature held by their spouses, parents or children and those held using the accounts of others.

If the Board of Directors of the Company does not implement the provisions of the first paragraph, the shareholders shall have the right to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to execute the same within the said period, the shareholders shall have the right

to file a lawsuit directly with the People's Court in their own name in the interest of the Company.

If the board of directors of the company does not implement the provisions of the first paragraph, the responsible directors shall be jointly and severally liable in accordance with the law.

Chapter 4 Shareholders and Shareholders' Meeting

Section 1 Shareholders

Article 30 The Company shall establish a register of shareholders based on the certificates provided by the securities registry, and the register of shareholders shall be sufficient evidence to prove that the shareholders hold shares of the Company. Shareholders shall enjoy rights and bear obligations according to the type of shares they hold; shareholders holding the same type of shares shall enjoy the same rights and bear the same obligations.

Article 31 When the Company convenes a shareholders' meeting, distributes dividends, liquidates and engages in other acts that require the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting shall determine the share registration date, and the shareholders registered after the close of business on the share registration date shall be the shareholders entitled to the relevant rights and interests.

Article 32 The shareholders of the Company shall have the following rights:

- (i) To receive dividends and other forms of benefit distribution in accordance with their share of the shares held;
- (ii) To request, convene, preside over, attend or appoint a shareholder's proxy to attend the shareholders' meeting and exercise the corresponding voting rights in accordance with the law;
- (iii) Supervising the operation of the company and making suggestions or inquiries;
- (iv) transfer, grant or pledge the shares held by it in accordance with the laws, administrative regulations and the provisions of these Articles;

(v) Access to the Articles of Association, the register of shareholders, corporate bond stubs, minutes of shareholders' meetings, resolutions of the Board of Directors' meetings, resolutions of the Supervisory Board meetings, and financial and accounting reports;

(vi) In the event of termination or liquidation of the company, participate in the distribution of the remaining property of the company according to the share of shares held by them;

(vii) Shareholders who disagree with the resolution on the merger or demerger of the company made at the shareholders' meeting and request the company to acquire their shares;

(H) other rights provided by laws, administrative regulations, departmental regulations or the Articles.

Article 33 If a shareholder requests access to the information or information mentioned in the preceding Article, he/she shall provide the Company with written documents proving the type of shares held by him/her and the number of shares held by him/her, and the Company shall provide the same after verifying the identity of the shareholder in accordance with the request of the shareholder.

Article 34 Where the content of a resolution of the general meeting of shareholders or the board of directors of a company violates laws or administrative regulations, the shareholders shall have the right to request the people's court to determine that it is invalid.

If the convening procedure or voting method of the shareholders' meeting or the board of directors' meeting violates laws, administrative regulations or these Articles of Association, or the content of the resolution violates these Articles of Association, the shareholders shall have the right to request the people's court to revoke the resolution within 60 days from the date it was made.

Article 35 If the directors or senior management personnel violate the laws, administrative regulations or the provisions of these Articles of Association in the execution of their duties of the Company and cause losses to the Company, the shareholders who individually or collectively hold more than 1% of the shares of the Company for more than 180 consecutive days shall have the right to request in writing the Board of Supervisors to file a lawsuit in the People's Court; if the Board of Supervisors violates the laws, administrative regulations or the provisions of these Articles of Association in the execution of their duties of the Company and cause losses to the Company Shareholders may request the Board of Directors in writing to file a lawsuit with the People's Court.

If the Supervisory Committee or the Board of Directors refuses to file a lawsuit after receiving a written request from a shareholder as provided in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately would cause irreparable damage to the interests of the Company, the shareholders as provided in the preceding paragraph shall have the right to file a lawsuit directly with the People's Court in their own name in the interests of the Company.

If others infringe upon the lawful rights and interests of the company and cause damage to the company, the shareholders specified in the first paragraph of this article may bring a lawsuit to the people's court in accordance with the provisions of the first two paragraphs.

Article 36 If a director or senior management violates the provisions of laws, administrative regulations or these Articles of Association to the detriment of the interests of shareholders, the shareholders may file a lawsuit in the people's court.

Article 37 The shareholders of the company have the following obligations:

- (i) Compliance with laws, administrative regulations and these bylaws;
- (ii) Payment of shares in accordance with the shares subscribed by them and the manner of their incorporation;

(iii) Except for the circumstances specified in laws and regulations, shares may not be withdrawn;

(d) shall not abuse the rights of shareholders to the detriment of the company or other shareholders; shall not abuse the independent status of the company as a legal person and the limited liability of shareholders to the detriment of the interests of the company's creditors;

If a shareholder of a company abuses the rights of a shareholder to cause damage to the company or other shareholders, he or she shall be liable for compensation in accordance with the law.

The shareholders of the company shall be jointly and severely liable for the debts of the company if they abuse the independent status of the company as a legal person and the limited liability of the shareholders to evade debts and seriously damage the interests of the creditors of the company.

(E) other obligations under the laws, administrative regulations and the Articles of Association.

Article 38 If a shareholder who holds more than 5% of the voting shares of the Company pledges his shares, he shall make a written report to the Company from the date of such fact.

Article 39 The controlling shareholders and persons in effective control of the company shall not use their affiliation to harm the interests of the company. If they violate the regulations and cause losses to the company, they shall be liable for compensation.

The controlling shareholder and the actual controller of the Company shall have good faith obligations to the Company and the shareholders of the Company's public shares. The controlling shareholder shall exercise the rights of

capital contributors in strict accordance with the law. The controlling shareholder shall not use profit distribution, asset reorganization, foreign investment, capital appropriation, loan guarantee, etc. to harm the legitimate rights and interests of the Company and the shareholders of public shares, and shall not use its control position to harm the interests of the Company and the shareholders of public shares.

Section II General Provisions of Shareholders' Meetings

Article 40 The general meeting of shareholders is the power body of the company and shall exercise the following powers in accordance with the law:

- (i) Deciding the company's business policy and investment plan;
- (ii) Electing and replacing directors and supervisors who are not represented by employees, and deciding on matters relating to the remuneration of directors and supervisors;
- (iii) Consideration and approval of the report of the Board of Directors;

- (iv) Consideration and approval of the report of the Supervisory Board;
- (v) Consideration and approval of the company's annual financial budget program and final account program;
- (vi) Consideration and approval of the company's profit distribution plan and plan to make up for losses;
- (vii) to make a resolution to increase or reduce the registered capital of the company;
- (viii) Resolution on the issuance of corporate bonds;
- (ix) the merger, separation, dissolution, liquidation or change of corporate form of the company to make a resolution;
- (x) To amend these bylaws;
- (xi) To make resolutions on the employment and dismissal of the accounting firm of the company;
- (xii) Consideration and approval of guarantees under Article 41;
- (xiii) Consideration of the company's purchase or sale of significant assets exceeding 30% of the company's latest audited total assets within one year;
- (xiv) Consideration and approval of changes in the use of proceeds;
- (xv) Consideration of equity incentive plans and employee stock ownership plans;
- (xvi) To consider other matters that shall be decided by the general meeting of shareholders as provided by laws, administrative regulations, departmental regulations or these Articles.

The above-mentioned powers and functions of the General Meeting of Shareholders shall not be exercised by the Board of Directors or other bodies

and individuals on its behalf by way of delegation.

Article 41 The following external guarantees of the Company shall be considered and approved by the general meeting of shareholders:

(i) Any guarantee provided after the total amount of external guarantees of the Company and the Company's holding subsidiaries exceeds 50% of the latest audited net assets;

(ii) Guarantees exceeding 30% of the company's latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount within twelve consecutive months;

(iii) The total amount of guarantees provided by the company and its holding subsidiaries exceeds 30% of the total audited assets of the company after the latest period;

(iv) Guarantees provided for the target of guarantees with a gearing ratio exceeding 70%;

(v) A single guarantee amounting to more than 10% of the latest audited net assets;

(vi) Guarantees provided to shareholders, actual controllers and their related parties.

When the shareholders' meeting considers the proposal of guarantee for the shareholders, effective controller and their related parties of the Company, the related shareholders or the shareholders dominated by the related effective controller shall not participate in the voting on the related matters, and the guarantee shall be approved by more than half of the voting rights held by other shareholders attending the shareholders' meeting; the guarantee in paragraph (b) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting.

The following financial support acts of the company shall be considered and approved by the general meeting of shareholders:

(i) The amount of a single financial assistance exceeds 10% of the latest audited net assets of the listed company;

(ii) The data of the latest financial statement of the grantee shows that the gearing ratio exceeds 70%;

(3) The cumulative amount of financial assistance within the last 12 months is calculated to exceed 10% of the Company's latest audited net assets.

If the target of the subsidy is a holding subsidiary within the scope of the company's consolidated statement, and the other shareholders of the holding subsidiary do not include the controlling shareholder, the actual controller and their associates of the listed company, they are exempted from the provisions of the first three paragraphs.

Article 42 The shareholders' meeting shall be divided into annual shareholders' meeting and extraordinary shareholders' meeting. The annual general meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year.

Article 43 The Company shall convene an Extraordinary General Meeting of Shareholders within 2 months from the date of occurrence of any of the following circumstances:

- (i) When the number of directors is less than the number specified in the Company Law or two-thirds of the number specified in these Articles;
- (ii) When the company's uncovered losses amount to 1/3 of the total paid-up share capital;

- (iii) When requested by shareholders who individually or collectively hold more than 10% of the company's shares;
- (iv) When deemed necessary by the Board of Directors;
- (v) When the Supervisory Board proposes to convene;
- (F) laws, administrative regulations, departmental regulations or other circumstances specified in the Articles of Association.

Article 44 The Company shall hold the general meeting of shareholders at the place of residence of the Company or at such other place as may be designated by the Board of Directors of the Company.

The shareholders' meeting will set up a venue and be held in the form of a live meeting. The Company shall adopt safe, economical and convenient network and other means to facilitate shareholders' participation in the general meeting in accordance with the laws, administrative regulations, the CSRC or these Articles. Shareholders who participate in the shareholders' meeting through network or other means shall be deemed to be present, and the Company shall confirm the shareholders' identity as legal and valid based on the shareholders' register provided by the securities registration and settlement institution.

Article 45 When the Company convenes a general meeting of shareholders, it will engage a lawyer to issue a legal opinion and announce the following issues:

- (a) Whether the convening and holding procedures of the meeting are in accordance with the laws, administrative regulations and these Articles;
- (ii) The qualifications of the attendees and the convener are legal and valid;
- (iii) whether the voting procedures and results of the meeting are legal and

valid;

(iv) Legal opinions on other relevant issues issued at the request of the Company.

Section III. Convening of shareholders' meetings

Article 46 The independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In response to the proposal of the independent directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, provide written feedback within 10 days after receiving the proposal to agree or disagree with the convening of the extraordinary general meeting.

If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice to convene the meeting within 5 days after making a resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it will state the reasons and make an announcement.

Article 47 The Supervisory Committee shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting and shall submit the proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within 10 days after receiving the proposal.

If the Board of Directors agrees to convene an extraordinary general meeting, it will issue a notice to convene the general meeting within 5 days after the resolution of the Board of Directors is made, and any changes to the original proposal in the notice shall be approved by the Supervisory Board.

If the Board of Directors does not agree to convene an extraordinary general meeting or does not provide feedback within 10 days after receiving the proposal, the Board of Directors shall be deemed to be unable to perform or not perform its duty to convene a meeting of the shareholders' meeting, and the Supervisory Committee may convene and preside over the meeting on its own.

Article 48 Shareholders who individually or collectively hold more than 10% of the shares of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting and shall submit the request in writing to the Board of Directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within 10 days after receiving the request.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice to convene the general meeting within 5 days

after the resolution of the Board of Directors is made, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary general meeting or does not provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting and shall submit the request in writing to the Supervisory Committee.

If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice to convene the general meeting within 5 days of receipt of the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Supervisory Committee fails to issue a notice of the general meeting within the prescribed period, the Supervisory Committee shall be deemed not to convene and preside over the general meeting, and shareholders who individually or collectively hold more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the general meeting on their own.

Article 49 If the Supervisory Committee or the shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and at the same time file with the Stock Exchange.

The percentage of shares held by the convening shareholders shall not be less than 10% before the announcement of the resolution of the shareholders' meeting.

The Supervisory Committee or the convening shareholder shall submit relevant supporting documents to the Stock Exchange when issuing the notice of the general meeting and the announcement of the resolution of the general meeting.

Article 50 The Board of Directors and the Secretary of the Board will cooperate with the Shareholders' Meeting convened by the Supervisory Board or the shareholders themselves. The Board of Directors shall provide the register of shareholders as of the date of share registration.

Article 51 In the case of a general meeting of shareholders convened by the Supervisory Committee or by the shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.

Section IV. Proposals and notices of shareholders' meetings

Article 52 The content of the proposal shall fall within the terms of reference of the general meeting, have clear topics and specific resolutions, and be in accordance with the relevant provisions of laws, administrative regulations and these Articles.

Article 53 When the Company holds a general meeting of shareholders, the Board of Directors, the Supervisory Committee and shareholders who individually or collectively hold more than 3% of the shares of the Company shall have the right to submit proposals to the Company.

Shareholders who individually or collectively hold more than 3% of the Company's shares may submit a provisional proposal in writing to the convener

10 days prior to the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal and announce the content of the provisional proposal.

Except as provided in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the general meeting or add new proposals after the notice of the general meeting has been issued.

Proposals that are not specified in the notice of the general meeting or do not comply with the provisions of Article 52 of these Articles of Association shall not be voted on and resolved at the general meeting.

Article 54 The convener shall notify the shareholders by way of an announcement 20 days before the annual general meeting and the extraordinary general meeting shall be notified to the shareholders by way of an announcement 15 days before the meeting.

In calculating the starting period, the Company shall not include the date of the meeting.

Article 55 The notice of the shareholders' meeting includes the following:

- (i) The time, place and duration of the meeting;
- (ii) The matters and proposals submitted to the meeting for consideration;
- (iii) state in conspicuous language that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the company;
- (iv) The date of registration of shares of shareholders entitled to attend the general meeting;
- (e) The name and telephone number of the permanent contact person for the meeting;
- (vi) The time and voting procedures of the network or other means of voting.

Full and complete disclosure of all specific contents of all proposals shall be made in the notice of the shareholders' meeting and the supplementary notice. If the matters to be discussed require the opinions of the independent directors, the opinions of the independent directors and the reasons therefor will be disclosed at the same time when the notice of the shareholders' meeting or the supplementary notice is issued.

If the shareholders' meeting is held by network or other means, the notice of the shareholders' meeting shall clearly set out the voting time and voting procedures for the network or other means.

The interval between the share registration date and the date of the meeting shall be no more than seven business days. Once the share registration date is confirmed, it may not be changed.

Article 56 Specific manner and procedure for nomination of candidates for directors and supervisors:

1. The Board of Directors has the right to nominate candidates for directors (including candidates for independent directors), the Supervisory Committee has the right to nominate candidates for supervisors, and shareholders who have the right to submit proposals to the General Meeting of Shareholders may nominate candidates for directors (including candidates for independent directors) and candidates for supervisors who are representatives of shareholders of the Company.

2. Shareholders who nominate candidates for directors or supervisors of the Company shall submit in writing to the Board of Directors or the Supervisory Committee a proposal for the nomination of candidates for directors or supervisors ten days prior to the general meeting, which shall, in addition to the provisions of Article 52 of these Articles, be accompanied by the following information:

(1) Proof of identity of the nominator

(2) Proof that the nominator holds more than 3% of the company's shares, and proof that the nominator of the candidate for independent director holds more than 1% of the company's shares

(3) Proof of identity of the nominee

(4) Biography and basic description of the nominee

(5) The nominee does not have the circumstances specified in Article 95 of these Articles of Association

If required, the company may require the above information submitted by the nominator to be notarized.

The Board of Directors or the Supervisory Committee shall review the above proposals in accordance with Articles 52 and 53 of these Articles of Association and shall submit them to the General Meeting for resolution if they are deemed to be in compliance with the laws and regulations and the conditions set forth in these Articles of Association.

3、 For supervisors elected by the employees of the Company, the procedures for nominating candidates shall be carried out in accordance with the provisions on democratic management of the employees of the Company.

4. The Board of Directors shall provide the shareholders with the resume and basic information of the candidate directors and supervisors, and submit them to the shareholders' meeting for resolution by way of proposal. The candidate for director shall make a written undertaking before the shareholders' meeting that he/she agrees to accept the nomination and undertakes that the relevant information disclosed by the Company about him/her is true and complete, and guarantees that he/she will effectively perform his/her duties as a director after his/her election.

Article 57 If the shareholders' meeting intends to discuss the election of

directors and supervisors, the notice of the shareholders' meeting will fully disclose the details of the candidates for directors and supervisors, including at least the following:

- (i) Educational background, work experience, part-time jobs and other personal information;
- (ii) Whether there is a relationship with the Company or the Company's controlling shareholders and beneficial owners;
- (iii) Disclosure of the number of shares held by the Company;
- (iv) whether it has been punished by the CSRC and other relevant departments and disciplined by the stock exchange.

Except for the election of directors and supervisors by the cumulative voting system, each candidate for directors and supervisors shall be proposed by a single proposal.

Article 58 After the notice of the shareholders' meeting is issued, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the shareholders' meeting shall not be cancelled. In the event of postponement or cancellation, the convener shall announce and explain the reasons at least 2 working days before the original date of the meeting.

Section V. Holding of shareholders' meetings

Article 59 The Board of Directors and other conveners of the Company will take necessary measures to ensure the normal order of the shareholders' meeting. Measures will be taken to stop acts that interfere with the shareholders' meeting, provoke trouble and violate the legitimate rights and interests of shareholders and will promptly report to the relevant authorities for investigation and punishment.

Article 60 All shareholders registered on the share registration date or their proxies shall have the right to attend the general meeting of shareholders and to exercise their voting rights in accordance with the relevant laws and regulations and these Articles of Association.

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

Article 61 If an individual shareholder attends the meeting in person, he/she shall present his/her ID card or other valid documents or certificates showing his/her identity and stock account card; if he/she attends the meeting by proxy, he/she shall present his/her valid ID card and shareholder authorization letter.

Legal shareholders shall be represented at the meeting by the legal

representative or the proxy entrusted by the legal representative. If the legal representative attends the meeting, he/she shall present his/her ID card and a valid certificate proving his/her qualification as legal representative; if the proxy attends the meeting, the proxy shall present his/her ID card and a written authorization letter issued by the legal representative of the legal entity shareholder in accordance with the law.

Article 62 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following:

- (i) The name of the agent;
- (ii) Whether they have the right to vote;
- (iii) Instructions to vote for, against or abstain from voting on each of the deliberations included in the agenda of the general meeting of shareholders, respectively;

(iv) the date of issue and expiration date of the power of attorney;

(E) the signature (or seal) of the principal. The principal is a corporate

shareholder, should be stamped with the seal of the legal entity. **Article 63**

The power of attorney shall state whether the shareholder's

agent may, if the shareholder does not give specific instructions

Vote the way you want.

Article 64 If the proxy voting authorization is signed by another person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized. Both the notarized power of attorney or other authorization document and the proxy form for voting shall be kept at the company's residence or other place designated in the notice convening the meeting.

If the proxy is a legal person, the legal representative or the person authorized by the resolution of the board of directors or other decision-making body shall attend the general meeting of shareholders of the company as a representative.

Article 65 The register of the meeting of the persons attending the meeting shall be produced by the Company. The meeting register contains the names (or unit names), ID numbers, residence addresses, the amount of shares held or represented with voting rights, the names (or unit names) of proxies and other matters of the persons attending the meeting.

Article 66 The convener and the attorney engaged by the Company shall jointly verify the legitimacy of the shareholders' qualification based on the register of shareholders provided by the securities registration and settlement institution and register the names of shareholders (or names)

and the number of shares held by them with voting rights. The registration of the meeting shall be terminated until the presiding officer announces the number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights held by them.

Article 67 When a general meeting is held, all directors, supervisors and the secretary of the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management shall attend the meeting.

Article 68 The shareholders' meeting shall be presided over by the chairman of the board. If the chairman is unable to perform his duties or does not perform his duties, a director jointly elected by more than half of the directors shall preside.

The chairman of the Supervisory Committee shall preside over the shareholders' meeting convened by the Supervisory Committee itself. If the Chairman of the Supervisory Board is unable to perform his duties or does not perform his duties, a Supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.

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

If the presiding officer violates the rules of procedure when a shareholders' meeting is held, so that the shareholders' meeting cannot continue, the shareholders' meeting may elect a person to act as the presiding officer and continue the meeting with the consent of a majority of the shareholders present at the shareholders' meeting with voting rights.

Article 69 The Company shall formulate the rules of procedure for the general meeting of shareholders, specifying in detail the procedures for convening and voting at the general meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, **minutes of the meeting** and its signing, announcement, etc., and the principles of authorization of the general meeting to the Board of Directors, which shall be clear and specific. The rules of procedure of the General Meeting of Shareholders shall be annexed to the Articles of Association, prepared by the Board of Directors and approved by the General Meeting of Shareholders.

Article 70 At the annual general meeting, the Board of Directors and the Supervisory Committee shall make a report to the general meeting on their work in the past year. Each independent director shall also make a report on his or her duties.

Article 71 The directors, supervisors and senior management shall explain and clarify at the shareholders' meeting regarding the shareholders' inquiries and proposals.

Article 72 The presiding officer shall announce the number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights before voting, and the number of shareholders and proxies attending the meeting on site and the total number of shares with voting

rights shall be based on the registration of the meeting.

Article 73 The shareholders' meeting shall be recorded in the minutes, which shall be the responsibility of the secretary of the Board of Directors. The minutes of the meeting shall record the following contents:

- (i) The time, place, agenda and name of the convener of the meeting;
- (ii) The names of the presiding officer of the meeting and the directors, supervisors, general managers and other senior management present or attending the meeting;
- (iii) The number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the company;
- (iv) Consideration of each proposal, speaking points and voting results;
- (v) Shareholders' queries or suggestions and the corresponding answers or explanations;

(vi) The names of lawyers and tellers and scrutineers;

(vii) the provisions of the Charter should be included in the minutes of the meeting of other content.

Article 74 The convener shall ensure that the minutes of the meeting are true, accurate and complete. The directors, supervisors, secretary of the board of directors, the convener or his representative and the presiding officer attending the meeting shall sign the minutes of the meeting. The minutes shall be kept together with the signature book of shareholders present on site and the proxy form for proxy attendance, and the valid information of voting by internet and other means for a period of 10 years.

Article 75 The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is formed. If the shareholders' meeting is suspended or no resolution can be made due to force majeure and other special reasons, the necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate this shareholders' meeting directly and announce it in a timely manner. At the same time, the convener shall report to the dispatching agency of the CSRC and the stock exchange where the company is located.

Section 6 Voting and Resolutions at General Meetings of Shareholders

Article 76 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution at a general meeting of shareholders shall be passed by a majority of the votes held by the shareholders (including shareholders' proxies) present at the general meeting.

A special resolution at a shareholders' meeting shall be passed by at least

2/3 of the votes held by shareholders (including shareholders' proxies) present at the shareholders' meeting.

Article 77 The following matters shall be adopted by ordinary resolution of the general meeting of shareholders:

- (i) Reports on the work of the Board of Directors and the Supervisory Board;
- (ii) The profit distribution plan and the plan to make up for losses prepared by the board of directors;
- (iii) The appointment and removal of the members of the Board of Directors and the Supervisory Board and the method of their remuneration and payment;
- (iv) The company's annual budget program and final account program;
- (v) The company's annual report;

(F) Other than the provisions of laws and administrative regulations or the provisions of these Bylaws shall be adopted by special resolution.

Article 78 The following matters shall be adopted by a special resolution of the general meeting of shareholders:

- (a) The company to increase or reduce the registered capital;
- (ii) the separation, division, merger, dissolution and liquidation of the company;
- (iii) the amendment of this charter;
- (iv) The company's purchase or sale of significant assets or guarantees in excess of 30% of the company's latest audited total assets within one year;
- (v) Equity incentive plans;
- (vi) Adjustment or modification of profit distribution policy or shareholder return planning;
- (vii) Other matters required by laws, administrative regulations or these Articles of Association, as well as matters that the General Meeting of Shareholders determines by ordinary resolution will have a significant impact on the Company and require the adoption of a special resolution.

Article 79 Shareholders (including shareholders' proxies) shall exercise their voting rights in the amount of voting shares represented by them, and each share shall have one vote.

When the shareholders' meeting considers important matters affecting the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote count shall be publicly disclosed in a timely manner.

The shares of the Company held by the Company do not have voting rights,

and such shares are not counted as part of the total number of shares with voting rights present at the General Meeting of Shareholders.

If a shareholder buys voting shares of the Company in violation of the provisions of Paragraph 1 and Paragraph 2 of Article 63 of the Securities Law, such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for thirty-six months after the purchase and shall not be counted as part of the total number of voting shares present at the shareholders' meeting.

The board of directors, independent directors, shareholders holding more than one percent of the voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholder votes.

Voting rights. The solicitation of shareholders' voting rights shall provide full disclosure of specific voting intentions and other information to the solicited person. The solicitation of shareholders' voting rights by way of compensation or disguised compensation is prohibited. Except for the statutory conditions, the Company shall not impose a minimum percentage of shareholding on the solicitation of voting rights.

Article 80 Significant connected transactions (connected transactions with a transaction amount of more than 30 million yuan and accounting for more than 5% of the absolute value of the Company's latest audited net assets) shall be approved by the shareholders' meeting. When the shareholders' meeting considers matters related to connected transactions, the connected shareholders shall not participate in the voting and the number of voting shares represented by them shall not be counted as the total number of valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the voting of non-connected shareholders.

Affiliated shareholders may attend the shareholders' meeting and make necessary explanations on matters of affiliation and connected transactions at the meeting. The connected shareholders may apply for recusal to the board of directors or at the general meeting, or by other shareholders. If there are special circumstances that prevent the recusal of the connected shareholders, the independent directors and the supervisory committee shall express their opinions on the matter and, after obtaining the consent of the competent authorities, may vote in accordance with the normal procedures and make detailed explanations in the announcement of the resolutions of the shareholders' meeting.

Shareholders may request the Board of Directors to vote on the relevant

dispute if a dispute arises from matters of affiliation or connected transactions.

Article 81 Except in special circumstances such as a crisis, the Company shall not enter into a contract with a person other than a director, general manager or other senior management personnel to entrust the management of all or important business of the Company to such person unless approved by a special resolution of the general meeting.

Article 82 The list of candidates for Directors and Supervisors shall be submitted to the shareholders' meeting for voting by way of proposal.

When the shareholders' meeting votes on the election of directors and supervisors, the cumulative voting system shall be implemented in accordance with the provisions of these Articles or the resolution of the shareholders' meeting. The Board of Directors shall announce the resumes and basic information of the candidates for Directors and Supervisors to the shareholders.

The cumulative voting system referred to in the preceding paragraph means that when more than two directors or supervisors are elected at a shareholders' meeting, each share shall have the same number of votes as the number of directors or supervisors to be elected, and the votes owned by shareholders may be used centrally to elect one director or supervisor, or may be dispersed to elect several directors or supervisors. Total amount of voting rights exercised by shareholders

If the vote is more than all the votes it has, it is invalid; if it is less than all the votes it has, it is invalid.

The difference shall be considered as abstention. The director or supervisor whose votes represent the greater number of votes in favor of the election shall be elected until the number of directors or supervisors to be elected at the shareholders' meeting is fully elected, and the number of votes in favor of each elected director or supervisor shall exceed one-half of the number of shares entitled to vote at the shareholders' meeting. If the last two or more candidates are tied and if all of them are elected, the number of elected directors or supervisors exceeds the number of directors or supervisors to be elected, such candidates shall be re-elected in accordance with the procedures set forth in the Articles. If the number of elected directors or supervisors is less than the number specified in these Articles, the Company shall initiate a new cumulative voting procedure for the missing seats. The votes obtained for the election of Directors and Supervisors shall be counted separately.

Article 83 Except for the cumulative voting system, the General Meeting of Shareholders will vote on all proposals one by one, and if there are different proposals on the same matter, they will be voted on in the chronological order in which the proposals are made. The General Meeting of Shareholders will not set aside or withhold voting on proposals, except for special reasons such as force majeure that causes the General Meeting of Shareholders to be suspended or unable to make resolutions.

Article 84 When a proposal is considered at a general meeting of shareholders, no amendment will be made to the proposal; otherwise, the change in question shall be considered a new proposal and cannot be voted on at this general meeting.

Article 85 The same voting right can only choose one of the on-site, online or other voting methods. In case of repeated voting on the same voting

right, the result of the first vote shall prevail.

Article 86 The shareholders' meeting shall be held by secret ballot.

Article 87 Before the shareholders' meeting votes on the proposal, two representatives of shareholders and one representative of supervisors shall be elected to participate in the counting and supervision of votes. If the matter under consideration is related to the shareholders, the relevant shareholders and their proxies shall not participate in the counting and supervising of votes.

When the shareholders' meeting votes on the proposal, the attorney, the shareholders' representative and the supervisors' representative shall be jointly responsible for counting and supervising the votes, and the voting results shall be announced on the spot, and the voting results of the resolution shall be recorded in the minutes of the meeting.

Shareholders of listed companies who vote via the Internet or other means or their proxies are entitled to check their voting results through the corresponding voting system.

Article 88 The shareholders' meeting shall end on-site no earlier than online or otherwise, and the presiding officer shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.

Before the official announcement of the voting results, the listed company, the teller, the scrutineer, the major shareholders, the network service provider and other related parties involved in the on-site, online and other voting methods of the shareholders' meeting shall be obliged to keep the voting information confidential.

Article 89 Shareholders attending the general meeting shall express one of the following opinions on the proposal submitted for voting: agree, oppose or abstain from voting. Except when the securities registration and settlement institution, as the notional holder of shares traded under the interconnection mechanism of the Mainland and Hong Kong stock markets, makes a declaration in accordance with the intention of the actual holder.

Votes not filled in, wrongly filled in, or illegible, or votes not cast shall be deemed to be abstentions by the voter, and the result of the vote on the number of shares held by the voter shall be counted as "abstention".

Article 90 If the presiding officer has any doubt about the result of the resolution submitted for voting, he/she may organize a vote count on the votes cast; if the presiding officer does not conduct a vote count, shareholders or shareholders' proxies present at the meeting who disagree with the announcement of the result by the presiding officer shall have the right to request a vote count immediately after the announcement of the voting result, and the presiding officer shall organize a vote count immediately.

Article 91 Resolutions of the General Meeting shall be announced in a

timely manner, and the announcement shall set out the number of shareholders and proxies present at the meeting, the total number of shares holding voting rights and the proportion of the total number of voting shares of the Company, the manner of voting, the voting results of each proposal and the details of each resolution adopted.

Article 92 If a proposal is not approved or if the current general meeting changes the resolution of the previous general meeting, a special reminder shall be made in the announcement of the resolution of the general meeting.

Article 93 If the shareholders' meeting adopts the proposal concerning the election of directors and supervisors, the new directors and supervisors shall take office effective from the end of such shareholders' meeting.

Article 94 If the shareholders' meeting adopts the proposal of cash dividend, share bonus or capitalization of capital reserve, the Company will implement the specific plan within 2 months after the shareholders' meeting.

Chapter 5 Board of Directors

Section I. Directors

Article 95 A director of a company who is a natural person ~~and~~ has one of the following circumstances cannot be a director of the company:

(a) civil incapacity or restricted civil capacity;

(ii) for embezzlement, bribery, misappropriation of property, misappropriation of property or undermining the socialist market economic order, was sentenced to imprisonment for a period of less than five years, or deprived of political rights for a crime for a period of less than five years;

(C) as a director or director or manager of the company or enterprise in bankruptcy liquidation, the company or enterprise is personally responsible for the bankruptcy of the company or enterprise, not more than three years from the date of completion of the bankruptcy liquidation of the company or enterprise;

(D) as the legal representative of the company or enterprise whose business license has been revoked or ordered to be closed due to violation of the law, and is personally liable, not more than three years from the date of revocation of the business license of the company or enterprise;

(E) a large amount of personal debt due to be unpaid;

(vi) The period of securities market prohibition measures taken by the CSRC has not yet expired;

(G) laws, administrative regulations or departmental regulations provide for other content.

If a director is elected or appointed in violation of the provisions of this

Article, such election, appointment or employment shall be null and void. The Company shall dismiss a director from office if the circumstances of this Article arise during his or her term of office.

Article 96 The directors shall be elected or replaced by the general meeting of shareholders and may be dismissed by the general meeting of shareholders before the expiration of their term of office. The term of office of the Directors shall be three years, and they may be re-elected upon the expiration of the term of office.

The term of office of the Directors shall be calculated from the date of their appointment to the expiration of the current term of the Board of Directors. If a director's term of office expires without timely re-election, the original director shall still perform the duties of a director in accordance with the laws, administrative regulations, departmental rules and regulations and these Articles of Association until the re-elected director assumes office.

Directors may be concurrently appointed by the general manager or other senior management, provided that the total number of directors who also hold the positions of general manager or other senior management and directors who are employee representatives shall not exceed 1/2 of the total number of directors of the Company.

Article 97 Directors shall comply with laws, administrative regulations and these Articles of Association and shall have the following duties of loyalty to the Company:

- (i) Shall not use their authority to accept bribes or other illegal income, and shall not misappropriate the property of the company;
- (ii) No misappropriation of company funds;
- (iii) The company's assets or funds shall not be stored in an account in its personal name or in the name of another individual;
- (d) Shall not, in violation of the provisions of these Articles, lend the Company's funds to others or provide guarantees for others with the Company's property without the consent of the shareholders' meeting or the Board of Directors;
- (v) Not to enter into contracts or transactions with the Company in violation of the provisions of these Articles or without the consent of the general meeting of shareholders;
- (vi) Without the consent of the general meeting of shareholders, they shall not use the convenience of their positions to seek business opportunities for themselves or others that should belong to the Company, and operate businesses of the same kind as those of the Company for themselves or for others;

(vii) Not to accept commissions from transactions with the Company for their own benefit;

(viii) No unauthorized disclosure of corporate secrets;

(ix) Shall not use their affiliation to harm the interests of the company;

(J) other faithful obligations under the laws, administrative regulations, departmental regulations and the Articles of Association.

Income earned by a director in violation of the provisions of this Article shall belong to the Company; if it causes damage to the Company, he/she shall be liable for compensation.

Article 98 Directors shall comply with laws, administrative regulations and these Articles of Association and shall have the following diligence obligations to the Company:

(i) Shall exercise the rights granted by the company prudently, conscientiously and diligently in order to ensure that the company's business conduct conforms to the requirements of national laws, administrative regulations and various national economic policies and that its business activities do not exceed the scope of business specified in its business license;

(ii) All shareholders should be treated fairly;

(iii) Keeping abreast of the company's business operation and management;

(iv) Shall sign a written confirmation of the company's periodic reports. (e) To ensure that the information disclosed by the company is true, accurate and complete;

(e) shall truthfully provide the relevant information and data to the Supervisory Board and shall not obstruct the Supervisory Board or the Supervisors in the exercise of their powers;

(6) Other diligence obligations stipulated by laws, administrative regulations, departmental regulations and the Articles.

Article 99 A director who fails to attend two consecutive meetings of the Board of Directors in person or by proxy shall be deemed unable to perform his or her duties and the Board of Directors shall recommend to the general meeting of shareholders that he or she be removed.

Article 100 A director may resign before the expiration of his or her term of office. A director shall resign by submitting a written resignation report to the Board of Directors. The Board of Directors will disclose the situation within 2 days.

In the event that the Board of Directors of the Company falls below a quorum due to the resignation of a director, the former director shall still perform the duties of a director in accordance with the laws, administrative regulations, departmental rules

and regulations and these Articles of Association until the newly elected director assumes office.

Except for the cases listed in the preceding paragraph, the resignation of a director shall take effect when the resignation report reaches the Board of Directors.

Article 101 When a director's resignation becomes effective or his or her term of office expires, he or she shall complete all procedures for transfer to the Board of Directors, and his or her duty of loyalty to the Company and its shareholders shall not be discharged ipso facto at the end of his or her term of office, but shall remain in effect for three years or a reasonable period after the end of his or her term of office, and his or her duty to keep the Company's trade secrets confidential shall remain in effect after the end of his or her term of office until such secrets become public information. The duration of other obligations shall be determined on an equitable basis, depending on the length of time between the occurrence of the event and the departure from office, and the circumstances and conditions under which the relationship with the Company ends.

Article 102 No director shall act on behalf of the Company or the Board of Directors in his or her personal capacity without the provisions of these Articles of Incorporation or the legal authorization of the Board of Directors. When a director acts in his or her personal name, the director shall declare his or her position and identity in advance in cases where a third party would reasonably believe that the director is acting on behalf of the Company or the Board of Directors.

Article 103 A director who violates the laws, administrative regulations, departmental rules and regulations or the provisions of these Articles of Association in performing the duties of the Company and causes damage to the Company shall be liable for compensation.

Article 104 The independent directors shall perform in accordance with the relevant provisions of laws, administrative regulations, the CSRC and the stock exchange.

Section II Board of Directors

Article 105 The Company shall have a Board of Directors, which shall be responsible to the General Meeting of Shareholders.

Article 106 The Board of Directors shall be composed of seven directors, with a chairman.

Article 107 The Board of Directors shall fully implement the powers and functions of the Board of Directors in accordance with the law. It shall implement the right to make medium and long-term development decisions, the right to select and hire members of the management team, the right to assess the performance of members of the management team, the right to manage the remuneration of members of the management team, the right to manage the distribution of employees' salaries and the right to manage major financial

matters. The Board of Directors exercises the following powers:

- (i) To convene a general meeting of shareholders and report to the general meeting;
- (ii) To implement the resolutions of the general meeting of shareholders;
- (iii) Deciding on the company's business plan and investment program;
- (iv) Formulation of the company's annual financial budget program and final account program;
- (v) Formulating the company's profit distribution plan and loss recovery plan;
- (vi) To formulate plans for increasing or reducing the registered capital of the company, issuing bonds or other securities and going public;
- (vii) The formulation of a major acquisition of the Company, the acquisition of the Company's shares or the merger, demerger, dissolution and change of corporate form;

(viii) To decide on matters such as foreign investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted financial management, connected transactions and external donations within the authorization of the general meeting of shareholders;

(ix) Deciding on the establishment of internal management bodies of the company;

(j) Decide to appoint or dismiss the general manager, the secretary of the board of directors and other senior management personnel of the company, and decide on their remuneration, rewards and punishments; according to the nomination of the general manager, decide to appoint or dismiss the deputy general manager, the person in charge of finance and other senior management personnel of the company, and decide on their remuneration, rewards and punishments;

(xi) Develop the basic management system of the company;

(xii) the development of this charter amendment program;

(xiii) Management of corporate information disclosure matters;

(xiv) To propose to the general meeting of shareholders to hire or replace the accounting firm auditing for the company;

(xv) To hear reports on the work of the general manager of the company and to inspect the work of the general manager;

(XVI) other powers and functions granted by laws, administrative regulations, departmental regulations or the Articles.

Article 108 The board of directors shall decide on important matters of the company and shall hear the opinions of the party committee of the

company in advance. Article 109 The board of directors of the company shall issue a non-standard report on the company's financial report by the certified public accountant

The audit opinion is explained to the shareholders' meeting.

Article 110 The Board of Directors shall establish the rules of procedure of the Board of Directors to ensure that the Board of Directors implements the resolutions of the General Meeting of Shareholders, improves efficiency and ensures scientific decision-making.

Article 111 The board of directors shall determine the authority of foreign investment, acquisition and sale of assets, asset pledge, external guarantee matters, entrusted financial management, related transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be evaluated by relevant experts and professionals and reported to the shareholders' meeting for approval. The Company establishes and improves the system of general counsel of the enterprise and issues legal opinions on the aforementioned matters as needed.

The company's external investment and external guarantee matters must be considered and approved by the board of directors or the general meeting, all directors should be prudent and strictly control the risk of debt arising from external guarantees, external guarantees subject to consideration by the board of directors

In addition to the approval of a majority of all directors, matters of guarantee shall be approved by two-thirds or more of the directors present at the meeting of the board of directors, and the directors shall be legally responsible for the losses arising from irregular or improper external guarantees.

Transaction matters that shall be approved by the general meeting of shareholders as stipulated by laws and regulations, the rules for listing stocks on the stock exchange and these Articles of Association shall be submitted by the Board of Directors to the general meeting of shareholders for consideration and approval. The following transactions of the Company:

- (i) Purchase or sale of assets;
- (ii) Foreign investment (including entrusted financial management, investment in subsidiaries, etc.);
- (iii) to provide financial assistance (containing interest or interest-free loans, entrusted loans, etc.);
- (iv) the provision of guarantees (including guarantees for holding subsidiaries, etc.);
- (v) Lease in or lease out assets;
- (vi) entrusted or entrusted with the management of assets and business;
- (vii) the gift or gift of assets;
- (viii) claims, debt restructuring;
- (ix) to sign a license agreement;
- (x) transfer or transferee of research and development projects, etc.;
- (xi) waiver of rights (including waiver of pre-emption rights, preferential subscription rights, etc.)

(xii) other transactions identified by the stock exchange.

The above transactions (except for external guarantees and financial assistance) shall be submitted to the Board of Directors for consideration and approval and timely disclosure when one of the following criteria is met:

(i) The total assets involved in the transaction (whichever is higher if both book value and appraised value exist) represent more than 10% of the latest audited total assets of the listed company;

(ii) The net assets involved in the subject of the transaction (such as equity interests) (whichever is higher if both book value and appraised value exist) account for more than 10% of the latest audited net assets of the listed company, and the absolute amount exceeds RMB 10 million;

(iii) The transaction amount (including the liabilities and expenses assumed) accounts for more than 10% of the latest audited net assets of the listed company, and the absolute amount exceeds 10 million yuan;

(iv) The profit generated by the transaction accounts for more than 10% of the audited net profit of the listed company for the most recent fiscal year, and the absolute amount exceeds 1 million yuan;

(v) The relevant operating revenue of the subject of the transaction (such as equity interest) in the latest fiscal year accounts for more than 10% of the audited operating revenue of the listed company in the latest fiscal year, and the absolute amount exceeds 10 million yuan;

(vi) The net profit of the subject of the transaction (e.g. equity interest) in the latest fiscal year related to more than 10% of the audited net profit of the listed company in the latest fiscal year, and the absolute amount exceeds 1 million yuan.

If the data involved in the above indicators are negative, their absolute values are taken for calculation.

The above transactions (except for external guarantees and financial assistance) shall be executed by the Board of Directors upon submission to the General Meeting of Shareholders for a vote if one of the following criteria is met:

(i) The total assets involved in the transaction (whichever is higher if both book value and appraised value exist) represent more than 50% of the

company's total audited assets for the most recent period;

(ii) The net assets involved in the subject of the transaction (such as equity interests) (whichever is higher if both book value and appraised value exist) account for more than 50% of the latest audited net assets of the listed company, and the absolute amount exceeds RMB 50 million;

(iii) The transaction amount (including the liabilities and expenses assumed) accounts for more than 50% of the company's latest audited net assets, and the absolute amount exceeds 50 million yuan;

(iv) The profit generated by the transaction accounts for more than 50% of the audited net profit of the company in the most recent fiscal year, and the absolute amount exceeds 5 million yuan;

(v) The revenue of the subject of the transaction (e.g. equity interest) in the most recent fiscal year related to the business accounted for more than 50% of the audited business revenue of the company in the most recent fiscal year, and the absolute amount exceeded 50 million yuan;

(vi) The net profit of the subject of the transaction (e.g. equity interest) in the most recent fiscal year accounts for more than 50% of the audited net profit of the company in the most recent fiscal year, and the absolute amount exceeds 5 million yuan.

If the data involved in the above indicators are negative, they are calculated by taking the absolute value.

Article 112 There shall be a chairman of the board of directors. The Chairman shall be elected by the Board of Directors by a majority of all directors.

Article 113 The Chairman shall exercise the following powers and functions:

- (i) Presiding over the general meeting of shareholders and convening and presiding over the meetings of the Board of Directors;
- (ii) Supervising and inspecting the implementation of the resolutions of the Board of Directors;
- (iii) Signing of company stocks, corporate bonds and other marketable securities;
- (iv) Signing important documents of the Board of Directors;
- (v) In the event of a force majeure emergency, such as an extraordinary natural disaster, to exercise special disposition of the affairs of the Company in accordance with the provisions of the law and the interests of the Company, and to report to the Board of Directors and the general meeting of shareholders of

the Company afterwards;

(vi) Approval of transactions that meet one of the following criteria:

1. According to the latest audited financial report or appraisal report, the total assets of the transacted assets account for less than 10% of the latest audited total assets value of the company;

2. the absolute value of the net profit or loss associated with the transaction or trading assets (as per the previous year's audited financial report) represents less than 10% of the absolute value of the company's audited net profit or loss for the previous year;

3. The amount of the transaction (including but not limited to debts and expenses) is less than 10% of the total audited net assets of the company in the latest period.

The above criteria are calculated based on the cumulative amount of the Company's trading activities of the same nature within twelve consecutive months.

(vii) Other powers and functions granted by the Board of Directors. In addition to the powers and functions expressly provided by laws, regulations and regulatory documents, these Articles of Association and the Company's system to be exercised by the Board of Directors, the Chairman of the Board of Directors shall exercise some of the powers and functions of the Board of Directors when the Board of Directors is not in session.

The above-mentioned matters authorized by the Board of Directors that are executed by the Chairman between meetings of the Board of Directors shall be communicated and explained at the next meeting of the Board of Directors.

Article 114 If the chairman of the company is unable to perform his duties or does not perform his duties, more than half of the directors shall jointly elect a director to perform his duties.

Article 115 The Board of Directors shall meet at least twice a year, and shall be convened by the Chairman of the Board of Directors, and shall meet at least 10 days prior to the meeting.

All directors and supervisors shall be notified in writing no later than the end of the day.

Article 116 The chairman of the board shall convene and preside over an interim board meeting within 10 days of receiving a proposal under any of the following circumstances;

- (i) When proposed by shareholders holding individually or collectively more than 10% of the voting rights represented;
- (ii) When deemed necessary by the chairman;
- (iii) When proposed jointly by more than one-third of the directors;
- (iv) When proposed by more than one-half of the independent directors;

- (v) When proposed by the Supervisory Board;
- (vi) When proposed by the General Manager;
- (vii) Other circumstances specified in this Charter.

Article 117 The Board of Directors shall convene an extraordinary meeting of the Board of Directors by written notice (including by facsimile) or by telephone but shall obtain confirmation from the directors concerned afterwards. The time limit for notification shall be: five days prior to the meeting, except that this limit may be waived if all directors of the Company agree.

Article 118 Notice of Board of Directors' meetings includes the following:

- (i) The date and venue of the meeting;

(ii) the duration of the meeting;

(iii) The subject matter and topics;

(D) the date of notification.

Article 119 A meeting of the Board of Directors shall be held only in the presence of a majority of the Directors. Resolutions made by the Board of Directors shall be passed by a majority of all Directors.

Voting on the resolutions of the Board of Directors shall be on a one-person-one-vote basis.

Article 120 A director who is related to the enterprise involved in the resolution of the board of directors' meeting shall not exercise the voting right on the resolution, nor shall he/she exercise the voting right on behalf of other directors. The meeting of the Board of Directors may be held with the presence of a majority of the unrelated directors, and the resolutions made at the meeting of the Board of Directors shall be passed by a majority of the unrelated directors. If the number of unaffiliated directors present at the board meeting is less than three, the matter shall be submitted to the general meeting of shareholders for consideration.

Article 121 The voting method for the resolution of the Board of Directors shall be by secret ballot.

Meetings of the Board of Directors may be conducted and resolutions may be made by video, telephone, fax, written letter, e-mail or other means, provided that the full expression of the opinions of the Directors is guaranteed, and provided that the time for advance notice and the resolutions are available for circulation to all Directors as provided for in these Articles of Association. Upon obtaining the signatures of the number of directors required to adopt the

resolution as provided for in these Bylaws, the resolution shall become effective on the date of signature by the last-signing director.

Article 122 Meetings of the Board of Directors shall be attended by the directors themselves; if the directors are unable to attend for any reason, they may appoint other directors in writing to attend on their behalf, and the power of attorney shall contain the name of the proxy, the matters of proxy, the scope of authorization and the validity period, and be signed or sealed by the proxy. The director who attends the meeting on behalf of the proxy shall exercise the rights of the director within the scope of the authorization. A director who does not attend a meeting of the Board of Directors and does not attend by proxy shall be deemed to have waived his or her right to vote at such meeting.

Article 123 The Board of Directors shall make minutes of the decisions on the items discussed at the meeting, and the directors present at the meeting shall sign the minutes.

The minutes of the Board of Directors' meetings are kept in the Company's archives for a period of 10 years.

Article 124 The minutes of the Board of Directors' meetings include the following:

- (i) The date and place of the meeting and the name of the convener;
- (ii) The names of the directors present and the names of the directors (proxies) appointed by others to attend the board meeting;
- (iii) Meeting agenda;
- (iv) Highlights of directors' speeches;

(E) the manner of voting and the results of each resolution (the voting results should contain the number of votes in favor, against or abstention).

Section 3 Independent Directors

Article 125 An independent director of the Company is a director who does not hold any position other than director in the Company and does not have any relationship with the Company and its major shareholders that may prevent him/her from exercising independent and objective judgment.

The Board of Directors of the Company shall include more than one-third of independent directors, including at least one accounting professional. Independent directors shall faithfully perform their duties and safeguard the interests of the Company, with particular attention to the legitimate rights and interests of shareholders of public shares from being harmed.

Independent directors shall be independent in the performance of their duties and shall not be influenced by the company's major shareholder, the person in effective control or any unit or individual having an interest in the company and its major shareholder or person in effective control.

In principle, an independent director may serve as an independent director

in a maximum of five listed companies concurrently and ensure that he or she has sufficient time and energy to effectively perform the duties of an independent director.

Article 126 The following basic conditions shall be met to serve as an independent director of the company:

- (i) Qualified to be a director of a listed company in accordance with the laws, administrative regulations and other relevant provisions;
- (ii) Have the independence required by this charter;
- (iii) Basic knowledge of the operation of listed companies and familiarity with relevant laws, administrative regulations, rules and regulations;

(iv) Have at least five years of legal, economic or other work experience necessary to perform the duties of an independent director; at least one of the independent directors must be an accounting professional with a senior accounting title or certified public accountant qualification;

(E) other conditions stipulated in laws, regulations and the Articles of Association.

Article 127 The following persons shall not serve as independent directors of the Company:

(a) The persons serving in the company or its affiliated enterprises and their immediate family members and main social relations. Immediate family members refer to spouse, parents, children, etc.; major social relations refer to brothers and sisters, parents-in-law, daughters-in-law and sons-in-law, spouses of brothers and sisters, brothers and sisters of spouses, etc;

(ii) directly or indirectly holding more than 1% of the issued shares of the company or being a natural person shareholder among the top ten shareholders of the company and their immediate family members;

(iii) Persons who work in the units of shareholders who directly or indirectly hold more than 5% of the issued shares of the company or in the units of the top five shareholders of the company and their immediate family members;

(iv) Persons serving in the company's effective control and its affiliated companies:

(v) Persons providing financial, legal and consulting services to the company and its controlling shareholders or their respective subsidiaries, including the entire project team of the intermediary providing the services, reviewers at all levels, persons signing the report, partners and principals;

(vi) serving as directors, supervisors and senior management in units with which the company and its controlling shareholders or their respective subsidiaries have significant business dealings, or serving as directors, supervisors and senior management in units of the controlling shareholders of such business dealings;

(vii) the last twelve months had the first six listed in the case of personnel;

(viii) Other persons specified in the articles of incorporation;

(ix) other persons identified by the CSRC and the Shanghai Stock Exchange.

Article 128 The nomination, election and replacement of independent directors shall be conducted in accordance with the law and regulations:

(a) The Board of Directors, the Supervisory Committee, and shareholders who individually or collectively hold more than 1% of the issued shares of the Company may propose candidates for independent directors and have them elected at the general meeting of shareholders.

(ii) The nominator of an independent director shall obtain the consent of the nominee prior to nomination. The nominator shall fully understand the nominee's occupation, education, title, detailed work experience, all part-time positions, etc., and express an opinion on his qualifications and independence as an independent director, and the nominee shall make a public statement on the absence of any relationship between himself and the Company that would affect his independent and objective judgment.

(iii) Before the shareholders' meeting for the election of independent directors, the board of directors of the company shall announce the above-mentioned contents in accordance with the regulations and shall simultaneously report the relevant materials of all the nominees to the stock exchange where the shares of the company are listed for trading. If the board of directors of the company disagrees with the relevant information of the nominees, it shall also submit the written opinions of the board of directors.

When convening a general meeting to elect independent directors, the board of directors of the company shall explain whether the candidates for independent directors have been objected to by the Shanghai Stock Exchange. For the nominees objected by the Shanghai Stock Exchange, the Company shall not submit them to the shareholders' meeting for election as independent directors and shall postpone or cancel the shareholders' meeting or cancel the relevant proposals of the shareholders' meeting in accordance with the Rules for Shareholders' Meetings of Listed Companies of the CSRC.

(d) The term of office of each independent director shall be the same as that of other directors of the Company, and the term of office shall expire and he/she shall be eligible for re-election, but the period of re-election shall not exceed six years.

(e) If an independent director fails to attend three consecutive meetings of the Board of Directors in person, the Board of Directors shall request the shareholders' meeting to remove him/her.

(6) In the event that an independent director fails to meet the conditions of independence or is otherwise unsuitable to perform the duties of an independent director, and as a result, the number of independent directors of the Company does not reach the number required by these Articles, the Company shall make up the number of independent directors in accordance with the provisions.

(vii) Before the expiration of the term of office of an independent director, the company may remove him/her from office by statutory procedures. In case of early dismissal, the company shall disclose it as a special disclosure.

(viii) An independent director may resign before the expiration of his or her term of office. An independent director who resigns shall submit a written resignation report to the Board of Directors, explaining any circumstances related to his or her resignation or which he or she deems necessary to draw the attention of the Company's shareholders and creditors.

If the resignation of an independent director results in the membership of the independent director or the board of directors being less than the minimum number of independent directors prescribed by law or the articles of association, the independent director who resigned shall continue to perform his or her duties until the date on which a new independent director is appointed. The original nominator of such independent director or the board of directors of the company shall nominate a new candidate for independent director within three months from the date of resignation of such independent director.

Article 129 Significant connected transactions of the Company and the engagement or dismissal of the accounting firm shall be submitted to the Board of Directors for discussion only with the consent of more than one-half of the independent directors. Independent Directors shall request the Board of Directors to convene an extraordinary general meeting, propose to convene a meeting of the Board of Directors and publicly solicit stock rights from shareholders before the general meeting, which shall be agreed by more than one-half of the Independent Directors. With the consent of all independent directors, the independent directors may independently engage external auditors and consultants to audit and consult on specific matters of the Company, with the related costs borne by the Company.

Article 130 When the authority of an independent director cannot be exercised normally or when his or her proposals in exercising his or

her authority are not adopted, the company shall disclose the relevant information.

Article 131 The independent directors shall submit an annual duty report to the annual general meeting of the Company to explain the performance of their duties.

Article 132 In addition to performing the above duties, independent directors shall express independent opinions to the board of directors or the general meeting of shareholders on the following matters:

- (i) Nomination, appointment and removal of directors;
- (ii) The appointment or dismissal of senior management;
- (iii) Remuneration of directors and senior management of the company;
- (iv) existing or newly incurred loans or other financial transactions of the company's shareholders, beneficial owners and their affiliates totaling more than three million yuan or more than 5% of the company's latest audited net asset value, and whether the company has taken effective measures to recover the outstanding amounts;

(v) Matters which, in the opinion of the independent directors, may prejudice the rights and interests of small and medium-sized shareholders;

(VI) Other matters stipulated by laws, administrative regulations, CSRC, Shanghai Stock Exchange and this Charter.

The independent directors should express one of the following types of opinions on the above matters: concurrence; reservation and reasons therefor; dissenting opinion and reasons therefor; inability to express an opinion and obstacles thereto.

If the relevant matters are matters requiring disclosure, the Company shall announce the opinions of the independent directors. In the event that the independent directors disagree and cannot reach agreement, the Board shall disclose the opinions of each independent director separately.

Article 133 The Company shall establish a system for the work of independent directors, and the secretary of the Board of Directors shall actively cooperate with the independent directors in performing their duties. The Company shall ensure that the independent directors enjoy the same right to information as other directors, provide relevant materials and information to the independent directors in a timely manner, inform them of the operation of the Company on a regular basis, and organize site visits for the independent directors when necessary.

In order to ensure the effective exercise of the powers of the independent directors, the company shall provide the independent directors with the necessary conditions:

(1) The Company shall ensure that independent directors enjoy the same right to information as other directors. For all matters subject to the decision of the Board of Directors, the Company must notify the independent directors in advance and provide sufficient information at the same time in accordance with

the statutory time, and the independent directors may request additional information if they consider the information to be insufficient. When two or more independent directors jointly consider that the information is insufficient or the arguments are unclear, they may jointly propose in writing to the Board of Directors to postpone the meeting of the Board of Directors or to postpone the consideration of the matter, and the Board of Directors shall adopt the proposal.

The information provided by the Company to the independent directors shall be kept by the Company and the independent directors themselves for at least five years.

(2) The company shall provide the working conditions necessary for the independent directors to perform their duties. The secretary of the board of directors of the Company shall actively provide assistance to the independent directors in discharging their duties, such as introducing information, providing materials, etc. If the independent opinions, proposals and written explanations made by the independent directors should be announced, the secretary of the board of directors shall go to the stock exchange for the announcement in a timely manner.

(3) When an independent director exercises his or her authority, the relevant personnel of the company shall actively cooperate, shall not refuse, obstruct or conceal, and shall not interfere with the independent exercise of his or her authority.

(iv) The expenses of intermediaries engaged by the independent directors and other reasonable expenses incurred in the exercise of their powers shall be borne by the Company.

(v) The company shall grant an appropriate allowance to the independent directors. The criteria for the allowances shall be formulated by the board of directors and approved by the shareholders' meeting and disclosed in the company's annual report.

In addition to the above allowances, independent directors should not receive additional, undisclosed benefits from the Company, its major shareholders or interested institutions and persons.

(vi) With the approval of the general meeting of the Company, the Company may purchase liability insurance for the independent directors to reduce the risks that may arise from the normal performance of the duties of the independent directors. However, except for the liability of independent directors arising from violation of laws and regulations and the articles of association of the Company.

Section IV Specialized Committees of the Board of Directors

Article 134 The Board of Directors of the Company shall establish a strategy committee, an audit committee, a nomination committee and a remuneration and appraisal committee. The members of the special committees shall all be composed of directors, among which the independent directors of the Audit Committee, the Nomination Committee and the Remuneration and Evaluation Committee shall constitute a majority and act as the convener, and the convener of the Audit Committee shall be an accounting professional. The Board of Directors shall listen to the opinions of the Party Committee when electing the members of each special committee.

The special committees of the Board of Directors are responsible to the Board of Directors, and the proposals of each special committee shall be submitted to the Board of Directors for review and decision.

Article 135 The members of each special committee of the Board of Directors shall be elected at the meeting of the Board of Directors for the same term of office as the current Directors.

The special committees of the Board of Directors shall hold working meetings at least twice a year. Each special committee of the Board of Directors shall formulate detailed working regulations on the convening, holding, motions, resolutions, powers, working methods and composition of the meetings for the approval of the Board of Directors and then implement them.

Article 136 The main duty of the Strategy Committee is to study and make recommendations on the long-term development strategies and major investment decisions of the Company.

Article 137 The main duties of the Nominating Committee are

- (i) To make recommendations to the Board of Directors on the size and composition of the Board of Directors in light of the Company's business activities, asset size and shareholding structure;
- (ii) To study the criteria and procedures for the selection of directors, general managerial personnel and other senior management personnel and to make recommendations to the Board of Directors;
- (iii) Conducting extensive searches for qualified candidates for directors, general managers and other senior management positions;
- (iv) Review and make recommendations on candidates for directors, general managers and other senior management candidates;
- (V) Review and make recommendations on other senior management personnel to be submitted to the Board of Directors for appointment.

Article 138 The main duties of the Audit Committee shall be to

- (i) Supervision and evaluation of the work of external auditors;
- (ii) Supervision and evaluation of internal audit work;
- (iii) Reviewing and commenting on the company's financial reports;
- (iv) Monitoring and evaluating the company's internal controls;
- (v) Coordinate the communication between management, internal audit department and related departments and external auditors;
- (f) Promote the construction of the rule of law in the company and supervise the situation of corporate governance in accordance with the law;
- (vii) Other matters authorized by the Board of Directors of the Company and other matters covered by laws and regulations and relevant regulations of the

Shanghai Stock Exchange.

Article 139 The main responsibilities of the Appraisal and Compensation Committee are

- (i) To study the criteria for the appraisal of directors and general managers and other senior management, conduct the appraisal and make recommendations;
- (ii) To study and review the remuneration policies and programs for directors and senior management.

Article 140 The special committees of the Board of Directors may engage intermediaries to provide professional opinions, and the related expenses shall be borne by the Company.

Section V. Secretary of the Board of Directors

Article 141 The Company shall have a secretary of the Board of Directors, who shall be responsible for the preparation of the general meeting of shareholders and the meeting of the Board of Directors, the custody of documents and the management of the information of shareholders of the Company, and the handling of information disclosure matters. The Secretary of the Board of Directors is a senior manager of the Company and is responsible to the Board of Directors.

The Secretary of the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules and regulations and these Articles of Association.

Article 142 The secretary of the board of directors shall have the necessary professional knowledge and experience, be familiar with the operation of the company and industry knowledge, and have good personal qualities and professional ethics. College degree or above, engaged in secretary, management, equity affairs and other work for more than three years as a natural person. The secretary of the board of directors shall also comply with the relevant regulations of the stock exchange where the company's shares are listed.

The circumstances specified in Article 95 of these Articles of

Association that shall not serve as directors of the Company shall

apply to the Secretary of the Board of Directors. **Article 143** The

main duties of the Secretary of the Board of Directors shall be to

(a) To be responsible for the public announcement of the company's information, to coordinate the company's information disclosure affairs, to organize the formulation of the company's information disclosure affairs management system, and to supervise the company and the relevant information disclosure obligations to comply with the relevant provisions on information disclosure;

(ii) Responsible for investor relations management and coordination of information communication between the company and securities regulators, investors and actual controllers, intermediaries, media, etc.;

(iii) Organizing and preparing for meetings of the Board of Directors and general meetings of shareholders, attending meetings of the general meetings of shareholders, meetings of the Board of Directors, meetings of the Supervisory Board and relevant meetings of senior management, and taking and signing minutes of meetings of the Board of Directors;

(iv) Responsible for the confidentiality of the company's information disclosure, and timely reporting and disclosure to the Shanghai Stock Exchange in the event of leakage of undisclosed material information;

(v) Pay attention to media reports and take the initiative to seek confirmation of the authenticity of the reports, and urge the board of directors of the company and other relevant subjects to respond to stock exchange inquiries on the listing of the company's shares in a timely manner;

(vi) Organize training for directors, supervisors and senior management of the company on relevant laws, administrative regulations, etc., and assist the aforementioned personnel in understanding their respective responsibilities in information disclosure;

(vii) supervise the company's directors, supervisors and senior management to comply with laws, administrative regulations, departmental rules and regulations, other regulatory documents, the Shanghai Stock Exchange stock listing rules, other provisions of the Shanghai Stock Exchange and the articles of association, etc., and effectively fulfill the commitments made by them, in the knowledge that the company, directors, supervisors and senior management to make or may make decisions that violate the relevant provisions, should remind the relevant personnel and report to the Shanghai Stock Exchange in a timely manner;

(viii) To be responsible for the Company's shareholding management affairs, to keep information on the Company's shares held by the Company's directors, supervisors, senior management, controlling shareholders and their directors, supervisors and senior management, and to be responsible for disclosing changes in the shareholdings of the Company's directors, supervisors and senior management;

(ix) Other duties required to be performed by the Company Law, CSRC and the Shanghai Stock Exchange.

Article 144 The directors or senior management of the company may also serve as the secretary of the board of directors of the company. The certified public accountant of the accounting firm and the lawyer of the law firm engaged by the company shall not serve as the secretary of the board of directors of the company.

Article 145 The secretary of the board of directors shall be

nominated by the chairman of the board of directors and appointed or dismissed by the board of directors. If a director also serves as the secretary of the board of directors, and if an act needs to be performed by the director and the secretary of the board of directors separately, such person who also serves as the director and the secretary of the board of directors of the Company shall not perform in a dual capacity.

Article 146 The terms of reference, appointment and removal procedures and legal responsibilities of the secretary of the Board of Directors shall be carried out in accordance with the provisions of relevant laws and regulations and regulatory documents.

The secretary of the board of directors shall be recommended by the board of directors of the company and shall be appointed by the board of directors after passing the professional training and qualification examination organized by the stock exchange where the shares of the company are listed, and shall be reported to the stock exchange where the shares of the company are listed for record and announced.

The Board of Directors of the Company may also appoint a securities representative of the Board of Directors to act as the Secretary of the Board of Directors when the Secretary of the Board of Directors is unable to perform his or her duties. The securities representative shall be qualified to serve as the secretary of the board of directors and shall have passed the professional training and qualification examination of the listed exchange where the company's shares are listed and obtained a certificate of eligibility.

After the secretary of the board of directors is dismissed or resigns, he/she shall still assume the responsibilities of the secretary of the board of directors until he/she has fulfilled the obligations of reporting and announcement, or until he/she has completed the procedures of departure review and file transfer.

Chapter 6 Party Committee

Article 147 The company has a party committee, a secretary of the party committee, and several other members of the party committee. The chairman and the secretary of the party committee shall be, in principle, one person, and a full-time deputy secretary in charge of enterprise party building work shall be established. Qualified members of the Party Committee can enter the Board of Directors, Supervisory Board and Managerial Board through statutory procedures; qualified Party members of the Board of Directors, Supervisory Board and Managerial Board can enter the Company's Party Committee in accordance with relevant regulations and procedures. At the same time, the **Discipline Inspection Committee** is established in accordance with the regulations.

Article 148 The Party Committee of the Company performs its duties in accordance with the Party Charter and the Regulations on the Work of the Communist Party of China Group and other Party regulations.

(a) To ensure the supervision of the implementation of the Party and state policies in the company, the implementation of the Party Central Committee, the State Council's major strategic decisions, the SASAC Party Committee and higher-level Party organizations related to the important work deployment.

(2) Adhere to the principle of party control of cadres combined with the Board of Directors' selection of business managers in accordance with the law and the exercise of human rights by business managers in accordance with the law. The Party Committee shall brew the candidates nominated by the Board of Directors or the General Manager and put forward opinions and proposals; together with the Board of Directors, the proposed candidates shall be inspected and collectively studied and put forward opinions and proposals.

(3) To study and discuss the reform, development and stability of the company, major business management matters and major issues concerning the vital interests of employees, and to put forward opinions and proposals.

(D) assume the main responsibility for the overall strict governance of the Party. Lead the ideological and political work, united front work, spiritual civilization construction, corporate culture construction and the work of labor unions, the Communist Youth League and other groups. Lead the construction of the party style and clean government, and support the Discipline Inspection Commission to effectively perform its supervisory responsibilities.

Article 149 The funds for the work of the Party organization shall be included in the budget of the Company and shall be charged to the management fee of the Company.

Chapter 7 General Manager and Other Senior Management

Article 150 The Company shall have a general manager, who shall be appointed or dismissed by the Board of Directors. The company has a deputy general manager, who shall be appointed or dismissed by the board of directors.

The general manager, deputy general manager, head of finance, secretary of the board of directors and other persons approved by the board of directors of the Company shall be the senior management of the Company.

Article 151 Article 95 of these Articles of Association shall apply to senior management as well as to the circumstances under which a person may not serve as a director.

The provisions of Article 97 of these Articles of Incorporation regarding the duty of loyalty of directors and Article 98 (4) to (6) regarding the duty of diligence shall also apply to senior management.

Article 152 A person who holds an executive position other than director or supervisor in the unit of the controlling shareholder or the actual controller of the company shall not be a senior manager of the company.

The senior management of the Company is paid only at the Company and is not paid by the controlling shareholder on behalf of the Company.

Article 153 General manager and other senior management

personnel shall be appointed for a term of three years, and may be

reappointed. **Article 154** The general manager is responsible to the

board of directors and exercises the following powers:

(i) preside over the production and management of the company, organize and implement the resolutions of the Board of Directors, and report to the Board of Directors;

(ii) Organizing and implementing the company's annual business plan and investment program;

(iii) The development of a program for the establishment of the company's internal management structure;

(iv) Formulation of the basic management system of the company;

(v) Establishing company-specific regulations;

(vi) To request the board of directors to appoint or dismiss the deputy general manager and financial officer of the company;

(vii) Decide to appoint or dismiss responsible management personnel other than those who should be appointed or dismissed by decision of the Board of Directors;

(viii) Other powers and functions granted by these Articles or the Board of Directors.

The general manager attends the board of directors' meetings, and the non-director general manager has no voting rights at the board of directors' meetings.

Article 155 The general manager shall, at the request of the board of directors or the supervisory committee, report to the board of directors or the supervisory committee on the signing and execution of major contracts, the use of funds and the profit and loss of the company. The general manager must ensure the authenticity of such report.

Article 156 The general manager shall listen to the opinions of the labor union and the council in advance when drawing up the issues related to the employees' wages, welfare, safety production and labor protection, labor insurance, dismissal (or dismissal) of the company's employees and other issues of immediate interest to the employees.

Article 157 The general manager shall formulate the working rules of the general manager and submit them to the board of directors for approval before implementation. **Article 158** The working rules of the general manager shall include the following contents:

- (i) The conditions, procedures and participants of the general manager's meeting;
- (ii) The respective specific responsibilities of the general manager and other

senior management and their division of labor;

(iii) The company's use of funds and assets, the authority to enter into major contracts, and the reporting system to the Board of Directors and the Supervisory Board;

(iv) Other matters deemed necessary by the Board of Directors.

Article 159 The general manager may resign before the expiration of his term of office. The specific procedures and methods concerning the resignation of the general manager shall be stipulated in the labor contract between the general manager and the company.

Article 160 The deputy general manager and financial officer of the company shall be nominated by the general manager and appointed or dismissed by the board of directors for a term of three years each, and may be reappointed. The vice general manager and financial officer of the Company may resign before the expiration of the term of office, and the specific procedures and methods for the resignation of the vice general manager and financial officer of the Company shall be stipulated in the labor contract between them and the Company.

The deputy general manager and the person in charge of finance of the company assist the general manager and are responsible to the general manager. The duties of the company's deputy general manager and the person in charge of finance shall be formulated by the general manager and submitted to the board of directors for decision.

Article 161 Senior management personnel who violate the laws, administrative regulations, departmental rules and regulations or the provisions of these Articles of Association while performing their duties for the Company and cause losses to the Company shall be liable for compensation.

Senior management of the Company shall faithfully perform their duties to safeguard the best interests of the Company and all shareholders. If the senior management of the Company fails to faithfully perform their duties or violates their obligations of good faith and causes damage to the interests of the Company and the shareholders of public shares, they shall be liable for compensation in accordance with the law.

Chapter 8 Supervisory Board

Section I Supervisors

Article 162 Article 95 of these Articles of Association shall apply to the Supervisors as well as the circumstances under which they may not serve as Directors. Directors, general managers and other senior executives shall not serve as supervisors at the same time.

Article 163 Supervisors shall abide by the laws administrative regulations and these Articles of Association, and have the duty of fidelity and diligence to the Company, and shall not use their authority to accept bribes or other illegal income, or misappropriate the property of the Company.

Article 164 The term of office of the supervisors shall be three years each. The term of office of the supervisors shall expire and they may be re-elected.

Article 165 The term of office of the Supervisors has not been re-elected in a timely manner, or the Supervisors resigned during the term of office, resulting in less than a quorum of the members of the Supervisory Board, before the re-elected Supervisors take office, the original Supervisors shall still perform the duties of Supervisors in accordance with the laws, administrative regulations and the provisions of these Articles.

Article 166 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation of the periodic reports.

Article 167 Supervisors may attend the meetings of the Board of Directors and raise questions or make suggestions on matters resolved by the Board of Directors.

Article 168 Supervisors shall not use their affiliation to harm the interests of

the Company, and shall be liable for compensation if they cause damage to the Company.

Article 169 Supervisors who violate the laws, administrative regulations, departmental rules and regulations or the provisions of these Articles of Association in performing their duties for the Company and cause damage to the Company shall be liable for compensation.

Section II Supervisory Board

Article 170 The Company shall have a supervisory committee. The supervisory committee shall consist of five supervisors, and there shall be a chairman of the supervisory committee. The chairman of the supervisory committee shall be elected by a majority of all supervisors. The Chairman of the Supervisory Board shall convene and preside over the meetings of the Supervisory Board; the Chairman of the Supervisory Board shall be elected by a majority of the Supervisors.

If the Chairman of the Board is unable to perform his duties or does not perform his duties, more than half of the Supervisors shall jointly elect a Supervisor to convene and chair the meeting of the Supervisory Board.

The Supervisory Board shall include representatives of shareholders and an appropriate proportion of representatives of employees of the Company, of which not less than 1/3 shall be representatives of employees, who shall be democratically elected by the employees of the Company through the Employees' Congress, the Employees' Conference or other forms.

Article 171 Supervisory Board to exercise the following powers:

- (i) Shall review and provide written audit opinions on the periodic reports of the Company prepared by the Board of Directors;
- (ii) Inspection of corporate finances;
- (iii) Supervising the conduct of directors and senior management in the execution of their duties for the Company and proposing the removal of directors and senior management who violate laws, administrative regulations, these Articles of Association or resolutions of the general meeting of shareholders;
- (iv) To request the directors and senior management to rectify their actions when they are detrimental to the interests of the company;
- (v) Proposing the convening of an extraordinary general meeting and convening and presiding over a general meeting when the board of directors does not perform the duties of convening and presiding over a general meeting as stipulated in the Company Law;
- (vi) Submitting proposals to the general meeting of shareholders;
- (vii) To institute proceedings against directors and senior management in

accordance with the provisions of Article 151 of the Company Law;

(viii) If the company's business situation is found to be abnormal, it may conduct an investigation; if necessary, it may hire accounting firms, law firms and other professional institutions to assist its work at the company's expense.

Article 172 The Supervisory Committee shall meet at least once every six months. A temporary meeting of the Supervisory Committee may be convened upon the proposal of more than one-third (including one-third) of the Supervisors. The Supervisory Board may adopt written resolutions without convening a meeting, provided that the time for advance notice and the resolutions are circulated to all Supervisors in accordance with the provisions of these Articles of Association, provided that the Supervisors' full expression of their opinions is guaranteed at interim meetings. Upon obtaining the required number of votes for the adoption of resolutions as provided for in these Articles of Association

of the Supervisors, then the resolution shall take effect on the date of signature of the last signed Supervisor. Written resolutions may be made by facsimile or other means.

If a Supervisor is unable to attend for any reason, he/she may appoint another Supervisor in writing to attend on his/her behalf. The power of attorney shall set out the scope of authorization. Upon written proxy, attendance is deemed to be present. Supervisors who have a significant interest in the voting matter shall not participate in the voting.

The resolution of the Supervisory Board shall be passed by more than half of the Supervisors.

Article 173 The Supervisory Board shall formulate the rules of procedure of the Supervisory Board to clarify the manner of proceedings and voting procedures of the Supervisory Board so as to ensure the efficiency of the Supervisory Board and scientific decision-making.

Article 174 The Supervisory Committee shall make minutes of the decisions on the items discussed, and the Supervisors present at the meeting shall sign the minutes.

Supervisors have the right to request that certain explanatory notes be made in the minutes regarding their statements at the meetings. The minutes of the Supervisory Board meetings are kept as company records for a period of 10 years.

Article 175 The notice of the meeting of the Supervisory Board includes the following:

- (i) The date, place and duration of the meeting;
- (ii) the subject matter and issues;

(C) the date of notification.

Chapter 9 Financial accounting system, profit distribution and audit

Section I Financial Accounting System

Article 176 The company in accordance with the laws, administrative regulations and the relevant state departments, the development of the company's financial accounting system.

Article 177 The Company shall submit and disclose its annual report to the CSRC and the stock exchange within 4 months from the end of each fiscal year, and to the CSRC within 2 months from the end of the first 6 months of each fiscal year.

Interim reports shall be submitted and disclosed by the authorities dispatched by the State Securities Regulatory Commission and the stock exchange in the first three months of each fiscal year.

The Company shall submit and disclose quarterly reports to the CSRC and the stock exchange within one month from the end of the first nine months.

The above financial and accounting reports are prepared in accordance with the relevant laws, administrative regulations, the CSRC and the regulations of the stock exchange.

Article 178 The Company will not keep separate accounting books other than the statutory accounting books. The Company's assets will not be stored in any individual's name by opening an account.

Article 179 When the company distributes the after-tax profit for the year, 10% of the profit shall be withdrawn and included in the company's legal reserve. If the accumulated legal reserve of the company is more than 50% of the registered capital of the company, it can no longer be withdrawn.

If the company's legal reserve is not sufficient to cover the losses of previous years, the company shall use the current year's profits to cover the losses before withdrawing the legal reserve in accordance with the preceding paragraph.

After the company withdraws legal reserve from its after-tax profit, it may also withdraw arbitrary reserve from its after-tax profit by resolution of the shareholders' meeting.

The Company's after-tax profits remaining after making up losses and withdrawing reserves shall be distributed in proportion to the shares held by the shareholders, except for those shares that are not distributed in proportion to the shares held as provided in these Articles.

If the shareholders' meeting violates the provisions of the preceding paragraph and distributes profits to shareholders before the company makes up for losses and withdraws legal reserve, the shareholders must return the profits distributed in violation of the provisions to the company.

The shares of the Company held by the Company do not participate in the distribution of profits.

Article 180 The company's capital reserve shall be used to make up the company's losses, expand the company's production and operation or be transferred to increase the company's capital. However, the capital reserve will not be used to make up for the company's losses.

When the legal reserve is converted to capital, the reserve retained will be at least 25% of the company's registered capital before the conversion.

Article 181 After the resolution on the profit distribution plan is made at the general meeting of shareholders, the board of directors of the Company shall complete the distribution of dividends (or shares) within 2 months after the general meeting.

Article 182 Basic principles of profit distribution, distribution policy and decision-making procedures of the Company

(I) The basic principles of profit distribution of the company

1. The Company will give full consideration to the return to investors, implement a continuous and stable profit distribution policy according to the current year's profitability and the need for continuous operation, and give reasonable investment returns to the Company's shareholders.

2. The Company's profit distribution policy shall be sustainable and stable, taking into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company;

3. The Company gives priority to the profit distribution method of cash dividends.

4. The company's profit distribution plan should be fully discussed and the decision-making process is compliant and transparent.

(ii) The Company's profit distribution policy

1. The Company may distribute dividends in cash, shares or a combination of cash and shares in accordance with the provisions of these Articles. When the conditions for cash dividends are available, priority shall be given to the distribution of profits in the form of cash dividends. The cumulative profits distributed in cash in the last three years shall be at least 30% of the average annual profits available for distribution in the last three years. The Company generally makes annual dividends, and when conditions are available, the Company may make interim profit distributions.

2、 Specific conditions for cash dividends

Except under special circumstances, the Company shall distribute dividends in cash if the Company is profitable and has positive accumulated undistributed earnings for the year. Special circumstances are:

(1) The company has significant investment or significant cash expenditure within the next twelve months, significant investment or significant cash expenditure refers to the company's proposed foreign investment, acquisition of assets or purchase of equipment within the next twelve months, the cumulative expenditure exceeds 30% of the company's latest audited consolidated balance sheet net assets, and more than 20,000,000 yuan;

(2) Other circumstances as approved by the General Meeting of Shareholders.

3. The Company may propose a stock dividend distribution plan when its operation is good and the Board of Directors believes that the price of the Company's shares does not match the size of the Company's share capital and that the issuance of stock dividends is beneficial to the overall interests of all shareholders of the Company, provided that the above conditions for cash dividends are met.

(iii) The board of directors of the company shall, taking into account the characteristics of the industry in which it is located, its stage of development, its own business model, profitability level and whether there are significant capital expenditure arrangements, propose a differentiated cash dividend policy in accordance with the decision-making procedures set forth in the articles of association of the company:

1. If the development stage of the company is mature and there is no major capital expenditure arrangement, when profit distribution is made, the minimum proportion of cash dividend in the profit distribution should reach 80%;

2. If the company is in a mature stage of development and has significant capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution should be 40%;

3. If the development stage of the company is in the growth period and there are significant capital expenditure arrangements, the minimum proportion of cash dividends in the profit distribution should be 20%;

If the company's development stage is not easily distinguishable but there is a significant capital expenditure arrangement, it can be dealt with in accordance with the preceding paragraph.

(iv) The company's profit distribution decision-making procedures and mechanisms

1. The annual profit distribution plan of the company shall be proposed by the general manager of the company, taking into account the provisions of the articles of association and the actual situation of the company, and submitted to the board of directors and the supervisory committee of the company for consideration. The board of directors shall fully discuss the reasonableness of the profit distribution proposal, and the independent directors shall express clear opinions. If the Supervisory Board and independent directors of the Company do not raise objection to the profit distribution proposal, it shall be submitted to the shareholders' meeting for consideration after consideration and approval by the Board of Directors of the Company.

Independent directors may solicit the opinions of small and medium-sized shareholders, propose dividend distributions and submit them directly to the Board of Directors for consideration.

The Board of Directors as well as the General Meeting of Shareholders shall fully listen to and consider the opinions of the independent directors and shareholders, especially the small and medium-sized shareholders, in the process of research and demonstration and decision-making of the Company's profit distribution plan.

2. When the Company does not make cash dividends, the Board of Directors will make special explanations on the specific reasons for not making cash dividends, the exact use of the Company's retained earnings and the expected investment income, and submit them to the shareholders' meeting for consideration after the independent directors have expressed their opinions, and disclose them in the designated media of the Company.

(E) Adjustment of profit distribution policy

The Company may adjust its profit distribution policy in the event of force majeure such as war or natural disaster, or changes in the Company's external business environment that have a significant impact on the Company's production and operation, or when the Company's own business conditions change significantly.

The Company's adjustment of profit distribution policy shall be made by the Board of Directors with a special discussion, detailed justification for the adjustment, full hearing of the opinions and demands of the small and medium shareholders, a written justification report and a special resolution to be submitted to the shareholders' meeting for approval after consideration by the independent directors.

(vi) If a shareholder of the Company appropriates the Company's funds in violation of the law, the Company shall deduct the cash dividends distributed by

the shareholder to repay the funds appropriated by the shareholder in violation of the law when issuing cash dividends.

Section II Internal Audit

Article 183 The company implements an internal audit system with full-time auditors to supervise the internal audit of the company's financial income and expenditure and economic activities.

Article 184 The internal audit system and the duties of the auditors of the Company shall be implemented with the approval of the Board of Directors. The person in charge of the audit shall be responsible to and report to the board of directors.

Section III Appointment of accounting firm

Article 185 The Company engages an accounting firm that complies with the provisions of the Securities Law to perform audit of accounting statements, verification of net assets and other related consulting services for a period of one year, which may be renewed.

Article 186 The employment of an accounting firm by the Company must be decided by the shareholders' meeting, and the Board of Directors shall not appoint an accounting firm before the shareholders' meeting decides.

Article 187 The Company guarantees to provide the accounting firm engaged with true and complete accounting documents, accounting books, financial accounting reports and other accounting information, and shall not refuse, conceal or misrepresent.

Article 188 The audit fee of the accounting firm shall be decided by the general meeting of shareholders.

Article 189 When the company dismisses or does not renew the appointment of the accounting firm, the company shall notify the accounting firm ten days in advance, and the accounting firm shall be allowed to present its views when the shareholders' meeting of the company votes on the dismissal of the accounting firm.

If the accounting firm proposes to resign, it shall explain to the shareholders' meeting whether the company has any improper circumstances.

Chapter 10 Notice and Announcement

Section I.

Notice Article 190 Notice of the

Company is given in the following forms:

- (i) Delivered by hand;
- (ii) Delivered by mail;
- (iii) by public notice;

(iv) Other forms specified in this charter.

Article 191 If a notice is issued by the Company by way of announcement, all relevant persons shall be deemed to have received the notice once the announcement is made.

Article 192 Notice of the meeting of the Company's shareholders' meeting shall be made by way of announcement.

Article 193 Notice of a meeting of the Board of Directors of the Company shall be given by written notice (including by facsimile) by a person, or by telephone but with subsequent written confirmation from the director concerned.

Article 194 The notice of the meeting of the Supervisory Board shall be the same as the notice of the meeting of the Board of Directors.

Article 195 If the company notice is delivered by hand, the person to be served shall sign (or seal) on the return receipt of service, and the date of signature of the person to be served shall be the date of service; if the company notice is delivered by mail, the seventh working day from the date of delivery to the post office shall be the date of service; if the company notice is delivered by announcement, the date of publication of the first announcement shall be the date of service.

Article 196 The accidental omission to give notice of a meeting to a person entitled to notice or the failure of such person to receive notice of a meeting shall not invalidate the meeting and the resolutions made at the meeting.

Section II Announcement

Article 197 The Company designates China Securities Journal, Shanghai Securities News and the website of Shanghai Stock Exchange as the media for publishing the Company's announcements and other information required to be disclosed.

Chapter 11 Investor Relations Management

Article 198 The Company shall strengthen communication with investors and take various ways or means to promote communication and exchange with investors. By promoting investors' understanding and recognition of the Company, with a view to establishing a stable and high-quality investor base, obtaining long-term securities market support, forming a corporate culture that respects investors and maximizing the Company's value and shareholders' interests.

The targets of the company's investor relations management include investors, securities analysts, financial and trade media and other communication media and relevant government agencies.

Article 199 The chairman of the company shall be the person in charge of the investor relations management of the company, the secretary of the board of directors shall be the business director of the investor relations management affairs of the company, and the company may set up an investor relations management function to be responsible for the investor relations management affairs of the company.

The company shall regularly provide systematic training on investor relations management to controlling shareholders, actual controllers, directors, supervisors, senior management and related personnel to enhance their understanding of relevant laws and regulations, the Shanghai Stock Exchange and company rules and regulations.

Article 2000 The company shall formulate a complete investor relations management system, information disclosure management system and internal reporting system for material information and its work specification, and the

formulation of the system and its content shall follow the following principles:

- (i) Corporate information disclosure shall be timely, legal and compliant;
- (ii) honesty and integrity;
- (C) equal treatment of all investors.

Chapter XII merger, demerger, capital increase, capital reduction, dissolution and liquidation

Section I. Mergers, demergers, capital increases and capital reductions

Article 20 Merger of companies can take the absorption merger or new merger.

The absorption of one company into another company is a merger by absorption, and the absorbed company is dissolved. The merger of two or more companies to create a new company is a merger by creation, and the merging parties are dissolved.

Article 202 In the event of a merger, the parties to the merger shall sign a merger agreement and prepare a balance sheet and a list of property. The company shall notify the creditors within 10 days from the date of the merger resolution and within 30 days

The notice shall be published in the newspaper designated by the company. If the creditor does not receive the notice within 30 days from the date of receiving the notice

Within 45 days from the date of announcement, the Company may request the Company to settle its debts or provide corresponding guarantee.

Article 203 In case of merger, the claims and debts of the merging parties shall be inherited by the surviving company or the newly established company after the merger.

Article 204 The Company shall be separated and its property shall be divided accordingly.

The company shall prepare a balance sheet and a list of property in the

event of a separation. The company shall notify the creditors within 10 days from the date of the resolution of separation and announce it in the newspaper designated by the company within 30 days.

Article 205 The company's debts before the separation of the company shall be jointly and severally liable for the company after the separation. However, unless otherwise agreed in the written agreement between the company and the creditors on the settlement of debts before the separation.

Article 206 When a company needs to reduce its registered capital, it must prepare a balance sheet and an inventory of its property. The company shall notify the creditors within 10 days from the date of the resolution to reduce the registered capital and within 30 days

The notice shall be published in the newspaper designated by the company. If the creditor does not receive the notice within 30 days from the date of receiving the notice Within 45 days from the date of announcement, the company has the

right to request the company to settle its debts or provide corresponding guarantee. The registered capital of the Company after the capital reduction will not be less than the legal minimum.

Article 207 of the merger or separation of companies, changes in registration matters, shall be registered with the company registration authorities for changes; dissolution of the company, shall be registered for cancellation of the company; the establishment of a new company, shall be registered for the establishment of the company in accordance with law.

The company increases or reduces the registered capital, should be
registered with the company registration

authority for changes in accordance with the

law. **Section II Dissolution and**

liquidation

Article 208 The Company is dissolved for the following reasons:

(a) The expiration of the term of business specified in these Articles of Incorporation or the occurrence of other causes of dissolution specified in these Articles of Incorporation;

(ii) The shareholders' meeting resolved to dissolve;

(C) the need to dissolve the company due to merger or division;

(iv) revoked business license, ordered to close or revoked in accordance with the law;

(5) If the company has serious difficulties in operation and management, and the continuation of the company will cause significant losses to the interests of the shareholders, and cannot be resolved through other means, the shareholders holding more than 10% of the voting rights of all shareholders of the company may request the people's court to dissolve the company.

Article 209 The Company may survive by amending these Articles of

Association in the case of Article 208(1) of these Articles of Association.

Amendments to these Articles of Incorporation in accordance with the preceding paragraph shall be approved by at least two-thirds of the votes held by the shareholders present at the meeting of the General Meeting of Shareholders.

Article 210 If the company is dissolved due to the provisions of Article 208(1) (2)(4) and (5) of these Articles, a liquidation group shall be established within 15 days from the date of occurrence of the cause of dissolution to commence liquidation. The liquidation group shall consist of directors or persons determined by the general meeting of shareholders. If the liquidation group is not set up for liquidation, creditors may apply to the people's court to appoint the relevant personnel to form a liquidation group for liquidation.

Article 21 The liquidation team to exercise the following powers during the liquidation:

- (i) Clean up the company's property and prepare a balance sheet and an inventory of property, respectively;
- (ii) Notice and announcement of creditors;
- (iii) Handling the outstanding business of the company in connection with the liquidation;
- (iv) the settlement of taxes owed and taxes arising from the liquidation process;
- (E) clearing debts and liabilities;
- (vi) Disposal of the remaining property of the company after the settlement of its debts;
- (vii) Represent the company in civil litigation activities.

Article 212 The liquidation group shall notify creditors within 10 days from the date of establishment and within 60 days

The notice shall be published in the newspaper designated by the company.
The creditor shall, within 30 days from the date of receipt of the notice, fail to receive the notice

If you have not received the notice, you have 45 days from the date of the announcement to declare your claim to the liquidation team.

Creditors filing claims shall state the relevant matters of the claims and provide supporting materials. The liquidation team shall register the claims.

During the period of filing claims, the liquidation group shall not settle the creditors.

Article 213 The liquidation team shall, after cleaning up the company's property, preparing the balance sheet and property list, formulate a liquidation plan and report it to the shareholders' meeting or the people's court for confirmation.

The remaining property of the company's property after paying liquidation expenses, employees' salaries, social insurance costs and statutory compensation, paying taxes owed and settling the company's debts, respectively, shall be distributed by the company in proportion to the shares held by the shareholders.

During the liquidation period, the company survives, but cannot carry out business activities unrelated to the liquidation. The company's property will not be distributed to shareholders until it is liquidated in accordance with the preceding paragraph.

Article 214 Liquidation group in the company's property, the preparation of balance sheets and property list, found that the company's property is not enough to pay off debts, shall apply to the people's court to declare bankruptcy in accordance with the law.

After the company has been declared bankrupt by the people's court, the liquidation team shall transfer the liquidation affairs to the people's court.

Article 215 After the liquidation of the company, the liquidation team shall produce a liquidation report, report to the general meeting of shareholders or the people's court to confirm, and submit to the company registration authority, apply for cancellation of company registration, the announcement of the termination of the company.

Article 216 Members of the liquidation team should be faithful to their duties and fulfill their liquidation obligations in accordance with the law.

Members of the liquidation team shall not use their authority to accept bribes or other illegal income, and shall not misappropriate the company's property.

Members of the liquidation team who cause losses to the company or creditors due to intentional or gross negligence shall be liable for compensation.

Article 217 The company was declared bankrupt, in accordance with the laws relating to enterprise bankruptcy to implement the bankruptcy liquidation.

Chapter 13 Amending the Articles of Association

Article 218 The company shall amend its articles of association in any of the following cases:

- (a) After the Company Law or relevant laws and administrative regulations are amended, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws and administrative regulations;
- (ii) Changes in the company's circumstances that are inconsistent with the matters recorded in the articles of incorporation;
- (iii) The shareholders' meeting decides to amend the Articles of Association.

Article 219 The amendment of the articles of association adopted by resolution of the shareholders' meeting shall be reported to the competent authorities for approval if the matter is subject to the approval of the competent authorities; if the matter involves the registration of the company, the change shall be registered in accordance with the law.

Article 220 The Board of Directors shall amend these Articles of Association in accordance with the resolution of the General Meeting of Shareholders to amend the Articles of Association and the approval of the relevant competent authorities.

Article 22 Amendments to the Articles of Incorporation are information required to be disclosed by laws and regulations and shall be announced in accordance with the regulations.

Chapter XIV By-laws

Article 222 Interpretation

(1) A controlling shareholder is a shareholder whose shares account for more than 50% of the total share capital of the Company; a shareholder who holds less than 50% of the shares but whose voting rights are sufficient to exercise significant influence on the resolution of the shareholders' meeting based on the shares he/she holds.

(2) The actual controller, although not a shareholder of the company, but through investment relationships, agreements or other arrangements, can actually dominate the company's behavior.

(iii) Affiliated relationship refers to the relationship between the controlling shareholder, de facto controller, directors, supervisors and senior management of the company and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead to the transfer of interests of the company. However, the relationship between state-controlled enterprises is not only related because they are also controlled by the state.

Article 223 The Board of Directors may make by-laws in accordance with the provisions of the Articles. The by-laws shall not contradict the provisions of the Articles.

Article 224 The Articles of Association shall be written in Chinese. In case of any discrepancy between the Articles of Association in any other language or different versions and the Articles of Association, the Chinese version of the Articles of Association after the latest approval and registration with the Henan Provincial Administration of Market Supervision shall prevail.

Article 225 The terms "above", "within" and "below" in these Articles of Association include the present number; "less than", "outside", "less than" and "more than" do not include the present number. The terms "less than", "more than", "less than", "more than" do not include the present number.

Article 226 These Articles of Association shall be interpreted by the Board of Directors of the Company.

Article 227 The annexes to these Articles of Association include the Rules of Procedure of the General Meeting of Shareholders, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Supervisory Board.

Article 228 These Articles of Association shall come into effect on the date of adoption by the General Meeting of Shareholders.