

**Yangtze Optical Fibre and Cable Joint
Stock Limited Company***

長飛光纖光纜股份有限公司

*(a joint stock limited company incorporated
in the People's Republic of China with limited liability)*

Articles of Association

(Approved by the board of directors by virtue of
authorization granted by the shareholders at
the extraordinary general meeting held on October 27, 2025)

* *For identification purposes only*

CONTENTS

Chapter 1	General Provisions	4
Chapter 2	Purposes and Scope of Business	7
Chapter 3	Shares and Registered Capital	8
Chapter 4	Reduction of Capital and Repurchase of Shares	12
Chapter 5	Share Transfer	15
Chapter 6	Share Certificates and Register of Shareholders	16
Chapter 7	Rights and Obligations of Shareholders	24
Chapter 8	General Meeting	32
Chapter 9	Special Procedures for Voting by Class Shareholders	56
Chapter 10	Board	60
Chapter 11	Secretary to the Board	77
Chapter 12	President and Other Senior Management Members of the Company	79
Chapter 13	Qualifications and Duties of the Directors and Senior Management Members of the Company	81

Chapter 14	Financial and Accounting System, Profit Distribution and Auditing	86
Chapter 15	Appointment of Accountants' Firm	95
Chapter 16	Merger and Division of the Company	98
Chapter 17	Dissolution and Liquidation of the Company	100
Chapter 18	Procedures for Amendments to the Articles of Association	104
Chapter 19	Notice	104
Chapter 20	Settlement of Disputes	106
Chapter 21	Miscellaneous	107

The English version of the amended Articles of Association is an unofficial translation of its Chinese version. In case of any inconsistency, the Chinese version shall prevail.

Chapter 1 General Provisions

Article 1 In order to safeguard the lawful rights and interests of Yangtze Optical Fibre and Cable Joint Stock Limited Company (hereinafter referred to as the “**Company**”) and its Shareholders, employees and creditors and regulate its organization and activities, these Articles of Association are hereby 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**”), the Standards of Corporate Governance of Listed Companies, the Guidelines on the Articles of Association of Listed Companies and other relevant regulations.

In the main body of the Articles of Association, the “Listing Rules” include the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) issued by the Hong Kong Stock Exchange and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange issued by the Shanghai Stock Exchange.

Article 2 The Company is a joint stock limited company incorporated pursuant to the Company Law, the Securities Law and other relevant laws in the People’s Republic of China (the “**PRC**”) and administrative regulations.

The Company was established with the approval of Wuhan Municipal Bureau of Commerce, as evidenced by the approval document, namely, the approval of the conversion of Yangtze Optical Fibre and Cable Company Ltd. issued by Municipal Bureau of Commerce; the Company was registered with the Wuhan Administration for Industry and Commerce and was granted the corporate legal person’s business license on December 27, 2013. Its unified social credit code is: 91420100616400352X.

The promoters of the Company include China Huaxin Post and Telecom Technologies Co., Ltd., Draka Comteq B.V. and Wuhan Changjiang Communications Industry Group Shares Company Ltd.

Article 3 Registered Name of the Company in Chinese: 長飛光纖光纜股份有限公司

Registered Name of the Company in English: Yangtze Optical Fibre and Cable Joint Stock Limited Company.

Article 4 The Company's legal residence: No. 9 Guanggu Road, East Lake Development Zone, Wuhan, China

Postcode: 430073

Telephone: +86-27-87802541

Facsimile: +86-27-87802536

Article 5 The Chairman is a Director who represents the Company in executing its affairs, and is the Company's legal representative.

Election or change of the Chairman by the Board shall be deemed as election or change of the legal representative. If the Chairman resigns from his/her post, he/she shall be deemed to have simultaneously resigned as the legal representative. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.

The legal consequences of civil activities conducted by a legal representative in the name of the Company shall be borne by the Company. Restrictions on the duties and powers of the legal representative as stipulated in the Articles of Association or by the General Meeting shall not be pleaded against bona fide counterparties. If the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After the Company assumes civil liability, in accordance with the provisions of the laws or the Articles of Association, compensation may be sought from its legal representative who is at fault.

Article 6 The Company is a joint stock limited company in perpetual existence, and the nature of the Company is a foreign investment joint stock company.

The Shareholders are liable to the Company to the extent of their subscriptions of the Shares. The Company is liable for its debts to the extent of all of its property.

Article 7 Upon approval at the General Meeting by way of special resolution, the Articles of Association shall become effective upon registration with the market entity registration administrative authority. Upon the Articles of Association becoming effective, the original articles of association of the Company shall be replaced by the Articles of Association.

From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each Shareholder and among the Shareholders.

Article 8 The Articles of Association are binding on the Company and its Shareholders, Directors and senior management members, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.

Subject to Article 211 of the Articles of Association, the Articles of Association are actionable by a Shareholder against the Company and vice versa, by the Company against Shareholders, Directors and senior management members, by Shareholders against each other and by a Shareholder against the Directors and senior management members of the Company.

The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.

Article 9 Based on the requirement for business development and subject to approval by relevant government authorities, the Company may establish subsidiary companies, representative offices and offices overseas including, without limitation, in Hong Kong, Macau Special Administrative Region and Taiwan.

Chapter 2 Purposes and Scope of Business

Article 10 The purpose of the Company's operation is to enable the Company to produce high-quality products and develop new products based on market demand, and to sell the same on markets in and outside the Territory, in order to generate economic benefits satisfactory to the Shareholders and to support the development of communication systems and networks in the PRC.

The Company's prime objective shall be to achieve a leading role in the optical fibre and optical cable manufacturing industry in the PRC and sell its products on markets in and outside the Territory.

Article 11 The scope of business of the Company shall be limited to activities approved by the Company and the company registration authorities.

The business scope of the Company consists of: research, development, production and sale of perform rod, optical fibre, optical cable and communication cable, special purpose cable and related apparatus, parts, components and materials, the manufacture of special purpose equipment and products used in communications, and the provision of relevant engineering and technical services for the abovementioned products. Engagement by the Company in business activities that it did not engage in prior to the effective date of these Articles of Association shall be subject to decision of the General Meeting. If required, the Company shall file all relevant documents (such as feasibility studies) with the relevant government departments for the record, and obtain all required administrative permits, approvals and licenses before engaging in such business activities.

Based on the demand from domestic and international markets as well as its development capability and business requirements, the Company may be entitled to adjust its business scope in accordance with the law.

Chapter 3 Shares and Registered Capital

Article 12 There must, at all times, be ordinary Shares in the Company. In accordance with relevant requirements, the Company may issue other classes of Shares according to its requirements.

Article 13 The Shares are evidenced by share certificates and are all issued as par value share by the Company, with a par value of RMB1 Yuan each.

The RMB referred to in the preceding paragraph is the legal currency of the PRC.

Article 14 Shares shall be issued in an open, fair and just manner. Shares of the same class rank pari passu with each other.

For the same class of Shares issued in the same tranche, each Share is issued at the same price and subject to the same conditions. For the Shares subscribed by subscribers under the same offering, the price payable for each of such Shares is the same.

Article 15 In accordance with relevant requirements, the Company may issue Shares to domestic and foreign investors.

The foreign investors referred to in the preceding paragraph mean those investors from foreign countries and from the regions of Hong Kong, Macau and Taiwan who subscribe for Shares issued by the Company. Domestic investors mean those investors within the territory of the PRC (excluding investors from the regions referred to in the preceding sentence) who subscribe for Shares issued by the Company.

Article 16 Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as Domestic Shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as Foreign Shares. Domestic Shares which are listed on a PRC domestic stock exchange shall be referred to as Domestically Listed Domestic Shares. Foreign Shares which are listed outside the PRC shall be referred to as Overseas Listed Foreign Shares.

The foreign currency referred to in the preceding paragraph is a legal currency (other than RMB) of other countries or regions which are recognized by the foreign exchange administration authority of the PRC and can be used for payment of the Shares.

Overseas Listed Foreign Shares listed in Hong Kong shall be referred to as H Shares for short. H Shares refer to the Shares approved to be listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “**Hong Kong Stock Exchange**”), the par value of which are denominated in RMB, and are subscribed for and traded in Hong Kong dollars.

Domestically Listed Domestic Shares shall be referred to as A Shares for short. A Shares refer to the Shares approved by China Securities Regulatory Commission (hereinafter referred to as “**CSRC**”) to be offered and listed on a PRC domestic stock exchange, the par value of which are denominated in Renminbi, and are subscribed for and traded in RMB.

The A Shares of the Company are centrally deposited with the Shanghai branch of China Securities Depository and Clearing Co., Ltd.

Article 17 Upon approval by the Company, the Company issued 479,592,598 ordinary Shares in aggregate to the promoter at the time of incorporation, among which, China Huaxin Post and Telecom Technologies Co., Ltd. had subscribed for and holds 179,827,794 Shares, representing 37.50% of the total ordinary Shares in issue of the Company, whereas Draka Comteq B.V. had subscribed for and holds 179,827,794 Shares, representing 37.50% of the total ordinary Shares in issue of the Company, and Wuhan Changjiang Communications Industry Group Company Ltd. had subscribed for and holds 119,937,010 Shares, representing 25.00% of the total ordinary Shares in issue of the Company.

Article 18 Upon establishment, the Company issued 159,870,000 Overseas Listed Foreign Shares upon approval of the securities regulatory authority of the State Council on December 10, 2014.

Upon the completion of the abovementioned issuance of Overseas Listed Foreign Shares, the shareholding structure of the Company was as follows: total share capital of 639,462,598 shares, including 299,764,804 domestic shares, representing 46.88% of the total number of ordinary shares issued by the Company, 339,697,794 H shares, representing 53.12% of the total number of ordinary shares issued by the Company.

On December 18, 2015, the Company issued 11,869,000 Overseas Listed Foreign Shares after approval of the securities regulatory authority of the State Council. Meanwhile, the Company issued 30,783,000 Domestic Shares upon approval by the Company.

Upon the issuance of Overseas Listed Foreign Shares and Domestic Shares as abovementioned, the shareholding structure of the Company shall be as follows: total share capital of 682,114,598 shares, including 330,547,804 Domestic Shares, representing 48.46% of the total number of ordinary shares, and 351,566,794 H Shares, representing 51.54% of the total number of ordinary shares.

On June 29, 2018, upon approval by the securities regulatory authority of the State Council, the Company made an initial public offering of 75,790,510 Domestic Shares. On July 20, 2018, such publicly offered Domestic Shares were listed together with the Domestic Shares previously issued by the Company. The shareholding structure of the Company is as follows: total share capital of 757,905,108 shares, including 406,338,314 A Shares, representing 53.61% of the total number of ordinary shares of the Company; and 351,566,794 H Shares, representing 46.39% of the total number of ordinary shares issued by the Company.

On December 17, 2025, the Company issued 70,000,000 additional H Shares as authorized by the general meeting of the Company, and such shares were listed on the same date. The shareholding structure of the Company is as follows: total share capital of 827,905,108 shares, including 406,338,314 A Shares, representing 49.08% of the total number of ordinary shares of the Company; and 421,566,794 H Shares, representing 50.92% of the total number of ordinary shares of the Company.

Article 19 The registered capital of the Company is RMB827,905,108.

Article 20 The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the Articles of Association, approve an increase of capital.

The Company may increase its capital in the following manners:

- (1) issue of Shares to unspecified targets;
- (2) issue of Shares to specified targets;
- (3) bonus issue to its existing Shareholders;
- (4) capitalizing its capital reserve; or
- (5) other methods as permitted by laws and administrative regulations and those approved by the securities regulatory authority of the State Council.

The Company's increase of capital by issuing new Shares shall, after being approved in accordance with the provisions of the Articles of Association and the Listing Rules, be conducted in accordance with the procedures stipulated by the relevant national laws and administrative regulations and the Listing Rules.

Article 21 The Company or its subsidiaries (including its affiliates) shall not provide financial assistance in the form of gift, advance, guarantee, loan etc. to others for obtaining of the Company's Shares or the parent company's shares, except where the employee stock ownership scheme is implemented.

For the interests of the Company, upon a resolution of the General Meeting, or a resolution of the Board in accordance with the authorization of the General Meeting, the Company may provide financial assistance to others for obtaining of the Company's Shares or the parent company's shares, provided that the total cumulative amount of financial assistance shall not exceed 10% of the total issued share capital. A Board resolution shall be passed by more than two-thirds of all the Directors.

Chapter 4 Reduction of Capital and Repurchase of Shares

Article 22 The Company may reduce its registered capital. Where the Company reduces its registered capital, it is handled in accordance with the Company Law and other relevant provisions and procedures prescribed in the Articles of Association.

Article 23 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on reduction of registered capital at a General Meeting and shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within thirty (30) days from the date of such resolution. A creditor has the right, within thirty (30) days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.

Where the Company reduces its registered capital, it shall reduce the shares correspondingly in accordance with the shareholding percentage of the Shareholders, unless otherwise stipulated by the laws or in the Articles of Association.

The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.

Article 24 Where there are still losses following making up losses pursuant to the provisions of the second paragraph of Article 173, the Company may reduce its registered capital to make up the losses. Where the Company reduces its registered capital to make up the losses, it shall not make distribution to the Shareholders and shall not waive the obligations of the Shareholders to make capital contribution or share capital.

The provisions of the second paragraph of Article 23 shall not apply to reduction of registered capital pursuant to the provisions of the preceding paragraph, but an announcement shall be made in newspapers or on the National Enterprise Credit Information Publicity System within thirty (30) days from passing of the resolution on reduction of registered capital at a General Meeting.

After the Company has reduced its registered capital pursuant to the provisions of the preceding two paragraphs, no profit shall be distributed before the accumulated amount of the statutory reserve fund and the discretionary surplus fund accounts for 50% of the Company's registered capital.

Article 25 Where the registered capital is reduced in violation of the Company Law and other relevant provisions, Shareholders shall refund the capital received thereby; where the Shareholders' capital contributions are exempted or reduced, the original status shall be restored; where the Company suffers any loss, the Shareholders and the responsible Directors and senior management members shall bear the liability for compensation.

Article 26 Subject to the requirements of laws, administrative regulations, departmental rules and other normative documents and the Articles of Association, the Company may repurchase its issued Shares pursuant to legal procedures under the following circumstances:

- (1) for the purpose of capital reduction;
- (2) to merge with another company that holds Shares;
- (3) to apply shares in the employee stock ownership scheme or equity incentives;
- (4) to repurchase, at their request, Shares from Shareholders dissenting from the resolutions adopted by the General Meeting for the merger or division of the Company;
- (5) to utilize Shares for conversion of corporate bonds which are convertible into shares issued by the Company;

(6) where it is necessary to safeguard its value and the interests of its shareholders;

(7) other circumstances as permitted by laws and administrative regulations.

Except under the foregoing circumstances, the Company shall not repurchase its own Shares.

Article 27 The Company may acquire its Shares through public centralized trading, or via any other method recognized by laws, administrative regulations and the CSRC.

Any Share repurchase by the Company due to the circumstances set out under subparagraphs (3), (5), (6) of Article 26, shall be conducted through public and centralized trading.

Article 28 Any Share repurchase by the Company due to the circumstances set out in subparagraph (1) or subparagraph (2) of Article 26 shall be resolved upon by the General Meeting. Any Share repurchase by the Company due to the reasons set out under subparagraph (3), subparagraph (5), subparagraph (6) of Article 26, a resolution thereon may, pursuant to the requirements of the Articles of Association, be passed at a Board meeting that is attended by at least two-thirds of Directors.

Upon repurchase of the Shares pursuant to Article 26, the Company shall cancel such repurchased Shares within ten (10) days from the repurchase, if such repurchase constituted the circumstance set out in subparagraph (1); shall transfer or cancel such repurchased Shares within six (6) months of the repurchase, if such repurchase constituted the circumstances set out in subparagraphs (2) or (4); the total number of Shares held by the Company shall not exceed 10% of the total issued Shares of the Company and shall be transferred or cancelled within three (3) years, if such repurchase is made under the circumstance set out in subparagraph (3), subparagraph (5) or subparagraph (6).

Notwithstanding the abovementioned article, if the matters relating to above mentioned repurchase of Shares are subject to other requirements under applicable laws, administrative regulations, other requirements under the Articles of Association, and the laws of the places where the shares are listed or relevant requirements of the securities regulatory authority, such regulations shall prevail.

Article 29 After repurchasing Shares, the Company shall cancel or transfer such Shares within the period prescribed by laws and administrative regulations. Where the cancellation of Shares is involved, the Company shall make an application to its original registration authority to modify the registration on its registered capital.

The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled Shares.

Chapter 5 Share Transfer

Article 30 The Shares shall be transferred in accordance with law.

Article 31 The Company shall not accept any Shares being pledged to it as the subject matter of a pledge.

Article 32 Domestic Shares issued prior to the initial public offering of Domestic Shares shall not be transferred within one (1) year from the date of the listing of Domestic Shares on the PRC domestic stock exchange.

The Company's Directors, and senior management members shall report to the Company their holdings of Shares and any change thereto; and they may not transfer, during each year of their term of office determined at the time of appointment, more than 25% of the total number of Shares of the same type held by them in the Company, nor shall they transfer, within one year from the date when the Shares are listed and traded, those Shares held by them in the Company. The aforesaid persons are barred from transferring Shares held by them within six (6) months of cessation of their term of office.

Except as provided in the Articles of Association, the transfer of Shares by the above-mentioned persons shall be carried out in accordance with the laws, regulations and/or the rules of the securities regulatory authority of the place where the Company is listed.

Article 33 If any of the Company's Directors or senior management members or Shareholders holding 5% or more of the Company's A Shares sells, within six months of purchase, or purchases, within six months of sale, their such holdings of A Shares or other equity securities, the resulting gain shall belong to the Company and shall be recovered by the Board of Directors, provided that where the sale of such shares by a securities firm holding 5% or more of such Shares as a result of its acquisition of unsold offered shares under a firm commitment underwriting arrangement and other circumstances stipulated by the CSRC are excluded.

The Shares or other equity securities held by any Director, senior management member or individual shareholder referred to in the foregoing paragraph include the shares or other equity securities held by their spouses, parents, and children, and any of the above which is indirectly held in others' accounts.

If the Board fails to implement the measures as set out in the first paragraph of this Article, the Shareholder(s) shall be entitled to request the Board of Directors to so act within thirty (30) days. If the Board fails to act within the aforesaid period, the Shareholder(s) shall be entitled to bring a lawsuit before the people's court in their own name in the interest of the Company.

To the extent the Board fails to implement the measures as set out in the first paragraph above, the Director(s) responsible for such failure shall be jointly and severally liable pursuant to law.

Chapter 6 Share Certificates and Register of Shareholders

Article 34 Share certificates of the Company shall be in registered form.

In addition to provisions provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange(s) on which the Shares are listed.

During the period of H Shares listing on the Hong Kong Stock Exchange, the Company shall ensure that all of its documents relating to the title of all of its Shares listing on the Hong Kong Stock Exchange (including H Shares), include the statements stipulated below and shall instruct and procure each of its share registrars not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (1) The acquirer of Shares agrees with the Company and each Shareholder, and the Company agrees with each Shareholder, to observe and comply with the Company Law and other requirements related to the laws, administrative regulations and the Articles of Association.
- (2) The acquirer of Shares agrees with the Company, each Shareholder, Director and senior management members of the Company and the Company acting for itself and for each Director and senior management members agrees with each Shareholder to refer all disputes and claims arising from the Articles of Association or any right or obligation conferred or imposed by the Company Law and other relevant laws of the PRC and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.
- (3) The acquirer of Shares agrees with the Company and each Shareholder that Shares in the Company are freely transferable by the holder thereof.
- (4) The acquirer authorizes the Company to enter into a contract on his behalf with each Director and senior management members whereby such Directors and senior management members undertake to observe and comply with their obligations to Shareholders stipulated in the Articles of Association.

Article 35 The Share certificates shall be signed by the Chairman. Where the stock exchange on which the Shares are listed requires the Share certificates to be signed by other senior management members, the Share certificates shall also be signed by such senior management members. The Share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The Share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman or other relevant senior management members on the share certificates may also be in printed form.

To the extent paperless issuance and trading is implemented with respect to the Shares, separate requirements of the securities regulatory authorities and stock exchange of the place where the Shares are listed shall apply.

Article 36 The Company shall establish a register of Shareholders based on the certificates provided by the securities registration and clearing institution, which shall contain the following particulars:

- (1) the name and address (residence) of each Shareholder;
- (2) the class and number of Shares held by each Shareholder;
- (3) the serial numbers of the Shares held by each Shareholder;
- (4) the date on which each Shareholder acquired the Shares.

The register of Shareholders shall be the sufficient evidence for the Shareholders' shareholding in the Company, except in cases with contrary evidence.

All acts or transfer of Overseas Listed Foreign Shares will be recorded in the register of Shareholders of Overseas Listed Foreign Shares which is kept in the place where such Shares are listed.

When two or more persons are registered as joint Shareholders of any Share, they shall be deemed to be joint owners of such Shares and subject to constraints of the following terms:

- (1) the Company are not bound to register more than four persons as joint holders for any Share;
- (2) all the joint holders of any Share shall jointly and severally assume the liability to pay for all amounts payable for the relevant Shares;
- (3) in case one of the joint holders has deceased, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant Shares. But the Board shall have the right, for the purpose of making amendments to the register of Shareholders, to demand a death certificate of such Shareholder where it deems it appropriate to do so; and
- (4) for joint holding of any Shares, only the joint holder whose name appears first in the register of Shareholders is entitled to receive the certificate for the relevant Shares, receive the Company's notices. Any notice served on the above persons shall be deemed to have been served on all joint holders of the relevant Shares. Any one of such joint holders may sign the proxy form. Only if there is more than one joint holder who attends the meeting either in person or by proxy, the vote made by higher priority joint holder either in person or by proxy shall be accepted as the sole vote which represents the rest of joint holders. In this regard, the order of the priority of the Shareholders shall be determined by the seniority of the Shareholders who is related to relevant Shares within the register of Shareholders.

Article 37 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its original register of holders of Overseas Listed Foreign Shares outside the PRC and appoint overseas agent(s) to manage such register. Otherwise, the original register of holders of Overseas Listed Foreign Shares listed in Hong Kong shall be maintained in Hong Kong.

The Company shall maintain a duplicate of the register of holders of Overseas Listed Foreign Shares at the Company's residence; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of Overseas Listed Foreign Shares at all times.

If there is any inconsistency between the original and the duplicate of the register of holders of Overseas Listed Foreign Shares, the original version shall prevail.

The branch register of members in Hong Kong shall be open for inspection by members but the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance.

Article 38 All fully paid-up Overseas Listed Foreign Shares which are listed in Hong Kong are freely transferable pursuant to the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without giving any reason unless such transfer fulfils the following conditions:

- (1) a fee (for each instrument of transfer) of HK\$2.5 or any maximum fees as stipulated by the Hong Kong Stock Exchange then has been paid to the Company for registration of any instrument of transfer or any other document which is related to or will affect the ownership of the Shares;
- (2) the instrument of transfer involves only the Overseas Listed Foreign Shares listed in Hong Kong;
- (3) the stamp duty payable on the instrument of transfer has been paid;
- (4) the relevant Share certificates and any evidence in relation to the right of the transferor to transfer the Shares reasonably requested by the Board has been submitted;
- (5) if the Shares are intended to be transferred to joint holders, the number of such joint holders shall not exceed four;
- (6) the Company does not have any lien over the relevant Shares; and
- (7) no transfer shall be made to minors or persons of unsound mind or under other legal disability.

If the Company refuses to register the transfer of Shares, the Company shall deliver a notification related to the refusal of Shares transfer to the transferor and transferee within 2 months from the date of the application for transferring the Shares.

Article 39 All transfers of H Shares shall be effected by instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board (including the standard transfer format or form of transfer specified by the Hong Kong Stock Exchange from time to time); the instruments of transfer may be signed by hand only or (where the transferor or transferee is a corporation) by the Company's seal. Where the transferor or transferee is a recognized clearing house ("**Recognized Clearing House**") (as defined by relevant regulations in Hong Kong laws in effect from time to time) or its nominee, the form of transfer may be signed by hand or in a machine-imprinted format.

All instruments of transfer shall be maintained at the legal address of the Company or such places as the Board may specify from time to time.

Article 40 The period for closure of register of members prior to the date of a General Meeting or before the record date set by the Company for the purpose of distribution of dividends shall be in accordance with the requirements under the relevant laws and regulations and the Listing Rules.

Article 41 When the Company intends to convene a General Meeting, distribute dividends, liquidate and engage in other activities that involve determination of identity of shareholders, the Board or the convener of the General Meeting shall designate a day to be the record date. Shareholders whose names appear in the register of Shareholders after market closing on the record date are Shareholders entitled to relevant rights and interests.

Article 42 Any person who objects to the register of Shareholders and requests to have his/her name entered in or removed from the register of Shareholders may apply to a court of competent jurisdiction for rectification of the register.

Article 43 Any Shareholder who is registered in, or any person who requests to have his/her name entered in, the register of Shareholders may, if its Share certificates (the “**Original Certificates**”) are lost, apply to the Company for a replacement share certificate in respect of such Shares.

If a holder of H Shares loses its share certificates and applies for their replacements, the issue of its replacement certificates shall comply with the following requirements:

- (1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the Original Certificates as well as declaring that no other person shall be entitled to request to be registered as the Shareholder in respect of the relevant Shares.
- (2) no statement has been received by the Company from a person other than the applicant for having its name registered as a holder of the relevant Shares before the Company came to a decision to issue the replacement certificate.
- (3) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board; the announcement shall be made at least once every thirty (30) days in a period of ninety (90) days.
- (4) the Company shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its Shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days.

In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant Shares, the Company shall send by post to such registered Shareholder a copy of the announcement to be published.

- (5) if, upon expiration of the 90-day period referred to in items (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to its application.
- (6) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificates and enter the cancellation and issue in the register of Shareholders accordingly.
- (7) all expenses relating to the cancellation of an Original Certificates and the issue of a replacement Share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.

Article 44 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the Original Certificates or the issuance of the replacement certificate, unless the claimant proves that the Company had acted fraudulently.

Chapter 7 Rights and Obligations of Shareholders

Article 45 A Shareholder of the Company is a person who lawfully holds Shares of the Company and whose name is entered in the register of Shareholders.

A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of Shares it holds. Shareholders holding the same class of Shares shall be entitled to the same rights and assume the same obligations. Shareholders holding Shares of different classes shall be entitled to the same rights during the dividend distribution or any other type of distribution.

Article 46 The ordinary Shareholders shall be entitled to the following rights:

- (1) the right to dividends and other distributions in proportion to the number of Shares held;
- (2) the right to demand to hold, convene, chair, attend or appoint a proxy to attend General Meetings and to exercise the right to speak and exercise corresponding voting rights thereat pursuant to law at the General Meetings (unless individual shareholders are required to abstain from voting on individual matters under the listing rules of the stock exchange where the company's shares are listed);
- (3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;
- (4) the right to transfer, gift or pledge the Shares held by them in accordance with the laws, administrative regulations and provisions of the Articles of Association;
- (5) the right to inspect and make copies of the Articles of Association, register of Shareholders, minutes of General Meetings, resolutions of Board meetings and financial accounting reports; qualified Shareholders may consult the Company's accounting books and accounting vouchers;

- (6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of Shares held;
- (7) to demand the Company, in the case of such Shareholders dissenting from the resolutions adopted by the General Meeting for the merger or division of the Company, to repurchase their Shares; and
- (8) other rights conferred by laws, administrative regulations and departmental rules and the Articles of Association.

Article 47 A Shareholder who requests to inspect or make copies of the relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations. A Shareholder who proposes to inspect or make copies of the relevant materials of the Company shall notify the Company in advance, and provide the Company with written documents certifying the class and quantity of the Shares of the Company held by him/her. After the Company verifies the identity of the Shareholder, the Shareholder shall cooperate with the Company in completing the relevant confidentiality procedures for matters involving confidentiality and pay the Company reasonable costs and fees, and the Company shall provide the relevant materials in accordance with relevant regulations.

Shareholders who individually or jointly hold more than 3% of the Company's Shares for more than 180 consecutive days and request to inspect the Company's accounting books and accounting vouchers shall, in addition to submitting materials required under the preceding paragraph, submit a written request to the Company, stating the purpose of the inspection. If the Company has reasonable grounds to believe that the Shareholder's request to inspect the accounting books or accounting vouchers is made for an improper purpose and may prejudice the Company's legitimate interests, it may deny the request and shall issue a written response to the Shareholder within 15 days of making the written request by the Shareholder and state the reasons therefor. If the Company refuses to provide access, the Shareholder may initiate legal proceedings with the people's court.

Shareholders may engage accounting firms, law firms or other agencies to inspect the materials required under the preceding paragraph.

When the shareholders and the accounting firms, law firms or other agencies engaged thereby inspect or make copies of the relevant materials, they shall comply with the laws and administrative regulations on protecting state secrets, trade secrets, personal privacy, personal information, etc.

The provisions of the preceding four paragraphs shall apply to Shareholders who request to inspect or make copies of the relevant materials of the Company's wholly-owned subsidiaries.

Article 48 If a resolution passed at the Company's General Meeting or Board meeting violates the laws or regulations, the Shareholders shall have the right to submit a petition to the court to render the same as invalid.

If the procedures for convening, or the method of voting at, a General Meeting or Board meeting violate the laws, regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, Shareholders shall be entitled to submit a petition to the court to rescind such resolutions within sixty (60) days from the date on which such resolution is adopted, except where the convening procedures or voting method of a General Meeting or Board meeting has only minor defect which does not have a substantial impact on the resolution.

Where the relevant parties such as the Board, the Shareholders etc. dispute over the validity of resolution passed by the General Meeting, they shall promptly file a lawsuit with a people's court. Before the people's court makes a judgment or ruling on revocation of the resolution, the relevant parties shall implement the resolution passed by the General Meeting. The Company, Directors and senior management members shall perform their duties pragmatically and ensure normal operations of the Company.

Where the people's court has made a judgment or ruling on the relevant matter, the Company shall perform information disclosure obligation pursuant to the provisions of laws, administrative regulations, the CSRC and the stock exchanges, provide adequate explanation on the impact and actively cooperate in enforcement of the judgment or ruling upon its validity. Where a correction of preliminary matter is involved, the correction shall be promptly made, and the corresponding information disclosure obligation shall be performed.

Article 49 Under any of the following circumstances, a resolution passed by a General Meeting or Board meeting is not valid:

- (1) the resolution is passed without holding a General Meeting or Board meeting;
- (2) the resolution is not voted on at a General Meeting or Board meeting;
- (3) the number of persons present at the meeting or the number of votes held does not attain the number stipulated in the Company Law or the Articles of Association, or the number of votes held;
- (4) the number of persons who consent to the resolution or the number of votes held does not attain the number stipulated in the Company Law or the Articles of Association, or the number of votes held.

Article 50 Where the Company incurs losses as a result of Directors' and senior management members' (other than the audit committee members) violation of the laws, regulations or the Articles of Association in the course of performing their duties with the Company, Shareholders individually or jointly holding 1% or more of the Shares for more than 180 consecutive days shall be entitled to request in writing the audit committee to initiate proceedings in the court. Where the Company incurs losses as a result of the audit committee's violation of the laws, regulations or the Articles of Association in the course of performing its duties with the Company, the abovementioned Shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the court.

In the event that the audit committee or the Board refuses to initiate proceedings after receiving the written request of Shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, Shareholders described in the preceding paragraph shall have the right to initiate proceedings in the court directly in their own names in the interest of the Company.

Shareholders described in the first paragraph of this Article may also initiate proceedings in the court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any third parties.

Where a director, supervisor or senior management member of a wholly-owned subsidiary of the Company contravenes the laws, administrative regulations or the Articles of Association when performing his/her duties, resulting in losses to the Company, or in the event that any other person infringes upon the legal rights and interests of a wholly-owned subsidiary of the Company, resulting in losses, Shareholders individually or jointly holding 1% or more of the Shares of the Company for more than 180 consecutive days may, according to the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors or board of the wholly-owned subsidiary to file a lawsuit with a people's court or may directly file a lawsuit with the people's court in his/her own name.

Where a wholly-owned subsidiary of the Company does not have a board of supervisors or supervisors, but does have an audit committee, the first and second paragraphs of this Article shall prevail.

Article 51 Any Shareholder may initiate proceedings in the court in the event that a Director or a senior management member has violated the laws, regulations or the Articles of Association, thereby infringing the interests of Shareholders.

Article 52 The ordinary Shareholders of the Company shall assume the following obligations:

- (1) to abide by the laws, administrative regulations and the Articles of Association;
- (2) to pay monies according to the number of Shares subscribed and the method of subscription;
- (3) to be responsible for the Company to the extent of the Shares they have subscribed for;
- (4) not to withdraw their share capital unless required by the laws and regulations;
- (5) not to abuse their Shareholders' rights to harm the interests of the Company or other Shareholders; and not to abuse the independent legal person status of the Company and the limited liability of Shareholders to harm the interests of any creditor of the Company; Shareholders of the Company who abuse their Shareholder's rights and thereby cause loss on the Company or other Shareholders shall be liable for indemnity according to the law. Where Shareholders abuse the Company's position as an independent legal person and the limited liability of Shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such Shareholders shall be jointly and severally liable for the debts owed by the Company;
- (6) other obligations imposed by laws, administrative regulations and the Articles of Association.

Article 53 The Controlling Shareholder and the Actual Controller of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, administrative regulations and the requirements of the CSRC and the stock exchanges, and safeguard the interests of the Company.

Article 54 The Controlling Shareholder and Actual Controller of the Company shall comply with the following provisions:

- (1) to exercise their rights as Shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate rights and interests of the Company or other Shareholders;
- (2) to strictly implement the public statements and undertakings made and shall not change or waive them without authorization;
- (3) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;
- (4) not to appropriate the Company's funds in any way;
- (5) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;
- (6) not to make use of the Company's undisclosed material information to gain benefits, not to divulge in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;
- (7) not to prejudice the legitimate rights and interests of the Company and other Shareholders through unfair related transactions, profit distribution, asset restructuring, external investment or any other means;

- (8) to ensure the integrity of the Company ' s assets, and the independence of personnel, finance, organization and business, and not to affect the independence of the Company in any way;
- (9) other provisions prescribed by laws, administrative regulations, the requirements of the CSRC, the business rules of the stock exchanges and the Articles of Association.

Where a Controlling Shareholder or Actual Controller of the Company does not act as a Director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of Directors shall apply.

Where a Controlling Shareholder or Actual Controller of the Company instructs a Director or senior management member to engage in an act that is detrimental to the interests of the Company or the Shareholders, he/she shall be jointly and severally liable with such Director or senior management member.

Article 55 Where a Controlling Shareholder or Actual Controller pledges the Shares of the Company that he/she holds or actually controls, he/she shall maintain the stability of the Company's control and production operations.

Article 56 Where a Controlling Shareholder or Actual Controller transfers the Shares of the Company held by him/her, he/she shall comply with the restrictive provisions concerning the transfer of shares set out in the laws, administrative regulations and the requirements of the CSRC and the stock exchange of the place where the Company is listed, as well as his/her undertakings in respect of the restriction on the transfer of shares.

Article 57 The term of Controlling Shareholder referred to in the Articles of Association means any Shareholder who holds more than 50% of the total share capital of a joint stock limited company, or any Shareholder who does not hold more than 50% of the total shares of a joint stock limited company but the voting rights attached to the Shares it holds are sufficient to have a significant influence on the resolutions of a General Meeting.

The Actual Controller referred to in the Articles of Association means a natural person, legal person or any other organization which has, through an investment relationship, agreement, or other arrangement, the ability to actually control the acts of the Company.

Unless otherwise expressly provided in the Articles of Association, the connected relationship referred to in the Articles of Association means relationship between the Company's Controlling Shareholder, Actual Controller, Directors or senior management members and the enterprises directly or indirectly controlled by them, and any other relationships which may result in transfer of interests of the Company. However, State-controlled enterprises shall not be deemed related because they are under common control by the State.

Chapter 8 General Meeting

Article 58 The General Meeting of the Company shall comprise all Shareholders. The General Meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.

Article 59 The General Meeting may exercise the following functions and powers:

- (1) to elect and replace Directors (not being employee representative director) and to fix the remuneration of the relevant Directors;
- (2) to consider and approve the reports of the Board;
- (3) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (4) to adopt resolutions on any increase or reduction of registered capital of the Company;
- (5) to adopt resolutions on matters such as merger, division, dissolution, liquidation or conversion of corporate form of the Company;
- (6) to adopt resolutions on the issue of bonds or other securities and listing plans of the Company;

- (7) to adopt resolutions on the appointments and dismissals of accounting firms undertaking audit services of the Company by the Company;
- (8) to amend the Articles of Association;
- (9) to consider the ad hoc proposals submitted by Shareholders holding 1% or more of the voting Shares;
- (10) to consider and approve guarantee matters required by the Articles of Association to be considered and approved by the General Meeting;
- (11) to consider matters in relation to purchases or sales within one year of material assets in excess of 30% of the most recent audited total assets of the Company;
- (12) to consider and approve changes to the use of the proceeds raised;
- (13) to consider any share incentive scheme and employee stock ownership scheme;
- (14) other matters required by laws, administrative regulations, departmental rules, listing rules of the stock exchange(s) on which the Shares are listed and the Articles of Association to be resolved by the General Meeting.

The General Meeting may authorize the Board to make a resolution on the issuance of corporate bonds. Subject to compliance with domestic and foreign laws and administrative regulations, relevant regulations of securities regulatory authorities or the stock exchange(s) in the places where the Shares are listed, the General Meeting may authorize the Board to decide on the issuance of Shares not exceeding 50% of the issued Shares within three years, provided that a resolution of the General Meeting shall be passed if the capital contribution is made by way of non-monetary property.

Unless otherwise provided by laws, administrative regulations, the requirements of the CSRC and the listing rules of the stock exchange(s) on which the Company's Shares are listed, the aforesaid functions and powers of the General Meeting shall not be exercised by the Board or other institutions and individuals by means of authorization. Under necessary and reasonable circumstances, the General Meeting may authorize the Board to make decisions on specific matters relevant to the resolution but which cannot be immediately determined at the General Meeting, provided that such decisions are within the scope of authorization by the General Meeting.

The authorization to the Board by the General Meeting shall be approved by a simple majority of the voting rights held by the Shareholders (including proxies) attending the General Meeting, if the authorized matters are subject to ordinary resolutions. If the authorized matters are subject to special resolutions, the authorization shall be approved by not less than two-thirds of the voting rights held by the Shareholders (including proxies) attending the General Meeting. The content of the authorization shall be clear and concise.

Article 60 The provision by the Company of the following external guarantees shall be considered and approved by the General Meeting:

- (1) any additional external guarantee to be provided subsequent to the aggregate amount of the external guarantees provided by the Company and its controlled subsidiaries having exceeded 50% of its most recent audited net assets;
- (2) any additional external guarantee to be provided subsequent to the aggregate amount of the external guarantees provided by the Company having exceeded 30% of its most recent audited total assets;
- (3) any guarantee to other persons provided by the Company within one year having exceeded 30% of its most recent audited total assets;
- (4) any guarantee to any obligor whose asset-liability ratio is greater than 70%;

- (5) any guarantee the individual guarantee amount of which exceeds 10% of the most recent audited net assets;
- (6) guarantees to the Shareholders, the Actual Controller or their related parties;
- (7) other external guarantees required by laws, regulations, normative documents and the listing rules of the stock exchange(s) on which the Shares are listed to be considered by the General Meeting.

If a Director or senior management member violates the provisions of laws, administrative regulations or the Articles of Association regarding the approval authority or deliberation procedures for provision of external guarantees, and causes loss to the Company, he/she shall be liable for compensation, and the Company may institute legal proceedings against him/her in accordance with the law.

Article 61 Except where the Company is the subject of a crisis or in similar extraordinary circumstances, subject to the listing rules of the stock exchange(s) on which the Shares are listed, unless an approval by way of special resolution is obtained in a General Meeting, the Company shall not enter into any contract with any party other than the Directors and senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.

Article 62 General Meetings shall be divided into Annual General Meetings and extraordinary General Meetings. The Annual General Meeting shall be held once every year within six months after the end of the previous accounting year.

The Board shall convene an extraordinary General Meeting within two months upon the occurrence of one of the following circumstances:

- (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association;

- (2) the uncovered losses reach one-third of the Company's total share capital;
- (3) Shareholders individually or jointly holding 10% or more of the Company's share capital with voting rights request in writing on one vote per share basis to hold an extraordinary General Meeting;
- (4) the Board considers it necessary or the audit committee proposes to hold such a meeting;
- (5) such a meeting is proposed by an independent Director (which has the same meaning as "independent non-executive director", same hereinafter) with the consent of a majority of all independent Directors;
- (6) other circumstances as provided by laws, administrative regulations, departmental rules, other normative documents or the Articles of Association.

Article 63 The location of the General Meetings shall be the domicile of the Company or other places specified in the notice of the General Meetings.

A General Meeting will have a meeting venue and will take place in the form of an on-site meeting, and may also be held simultaneously using electronic communication methods. The Company shall also facilitate Shareholders by providing for the means of online voting. A Shareholder shall be deemed to have attended the meeting if he participates in the meeting by means of such method, and shall have the right to speak and vote (save for those who are required to abstain from voting on certain matters pursuant to the Listing Rules).

Where a General Meeting is to take the form of an online meeting or other means, the notice of such General Meeting shall expressly provide for the voting time and the voting procedures for such online platform or other means of meeting.

Article 64 When convening a General Meeting, the Company shall engage a lawyer to issue legal opinions on the following issues and shall publish an announcement on the same:

- (1) whether the procedures of calling and convening the meeting are consistent with the requirements of laws, administrative regulations and the Articles of Association;
- (2) whether the qualifications of the meeting attendees and the meeting convener are lawful and valid;
- (3) whether the voting procedures and the voting results of the meeting are lawful and valid;
- (4) legal opinions issued at the request of the Company in respect of other relevant issues.

Article 65 A twenty-one (21) days' prior written notice for convening the Annual General Meeting and a fifteen (15) days' prior written notice for convening the extraordinary General Meeting shall be given to notify Shareholders whose names appear in the register of Shareholders of the matters proposed to be considered and the date and place of the meeting.

When calculating the time limit, the date of meeting and the issuance date shall not be included. For the purpose of the notice to be issued to the holders of H Shares under this article, the issuance date thereof shall be the date on which the notice has been delivered to the postal office for posting by Company or the share registrar appointed by the Company.

Article 66 The content of a proposal shall fall within the scope of the duties and functions of the General Meeting, shall be clear in terms of the subject and specific in terms of the matter for deliberation, and shall comply with relevant requirements of laws, administrative regulations and the Articles of Association.

Article 67 In the event the Company convenes a General Meeting, the Board, the audit committee, and the Shareholders individually or jointly holding 1% or more of the Company's Shares with voting rights in the share capital are entitled to propose motions to the Company.

Shareholders individually or jointly holding 1% or more of the Shares with voting rights in the share capital may introduce ad hoc motions and submit the same in writing to the convener ten days prior to the holding of the General Meeting. The convener shall issue a supplementary notice of the General Meeting and publish an announcement setting out the content of such ad hoc motions within two days from receipt thereof and submit such ad hoc motions to the General Meeting for consideration, except where the ad hoc motions contravene the provisions of laws, administrative regulations, or the Articles of Association or do not fall within the scope of functions and powers of the General Meeting.

Except as provided under the preceding paragraph, the convener shall neither modify the proposals in the notice of the General Meeting nor add new proposals after the issue of the meeting notice and publication of the announcement.

Proposals not listed on the notice of the General Meeting or inconsistent with the Articles of Association shall not be voted or resolved upon by the General Meeting.

Article 68 A notice of General Meeting shall meet the following requirements:

- (1) it shall be in written form;
- (2) it shall specify the place, date and time of the meeting;
- (3) it shall state the matters and proposals to be considered at the meeting;
- (4) it shall state the date of registration of equity entitlements for Shareholders having the right to attend the General Meeting;

- (5) it shall provide Shareholders with such materials and explanation as are necessary for them to make informed decisions in connection with the matters to be discussed. This principle shall include (but not be limited to) where the Company proposes to merge, repurchase its Shares, restructure share capital or undergo other reorganization. The specific conditions and contracts (if any) of the proposed transactions must be provided and the reasons for and effects of the same must be properly explained;
- (6) if any Director and senior management members have material interests in the matters subject to discussion, the nature and extent of such material interests shall be disclosed, and if the effect of the proposed matters on such Director and senior management members in their capacity as Shareholders is different from that of other Shareholders of the same class, the differences shall also be specified;
- (7) it shall set out the full text of any special resolutions proposed for approval at the meeting;
- (8) it shall contain a clear statement that the Shareholders holding ordinary Shares shall each have the right to attend the General Meeting and the right to appoint one or more proxies to attend and vote at the meeting on his/her behalf and that such proxies need not be Shareholders;
- (9) it shall state the date and place for the service of the proxy forms for the meeting;
- (10) it shall state the names and contact telephone numbers of the contact persons in connection with the meeting; and
- (11) it shall state arrangements for meetings conducted via online or other methods, including the voting time and voting procedures.

Notices and supplementary notices of General Meetings shall fully and completely disclose the specific content of each proposal.

Article 69 Where the General Meeting proposes to discuss the election of Directors, the notice of such meeting shall fully disclose the detailed information of the Director candidates, including at least the following:

- (1) education background, work experience, concurrent position(s) and other personal information;
- (2) whether such candidate is related with the Company, its Controlling Shareholder or its Actual Controller;
- (3) the number of the Shares held by such candidate in the Company;
- (4) whether such candidate has been subject to sanction by the CSRC and other relevant authorities or to disciplinary action by stock exchanges;
- (5) other information prescribed by the listing rules of the stock exchange(s) on which the Shares are listed.

Except for where the cumulative voting system is adopted to elect the Directors, each Director candidate shall be proposed by a separate proposal.

Article 70 A notice of the General Meeting shall be dispatched to Shareholders (regardless of their voting rights at the General Meeting) by hand or by prepaid registered mail. The addresses of the recipients shall be such addresses as shown in the register of members. For holders of A Shares, a notice of the General Meeting shall be made by way of announcement.

The announcement referred to in the preceding paragraph shall be published in one or more newspapers and journals designated by the CSRC. Once an announcement is made, all holders of the A Shares are deemed to have received the relevant notice of the General Meeting.

Article 71 After the issue of the notice of General Meeting, such meeting shall not be postponed or cancelled without any proper reason nor shall any proposal listed in the notice be removed. In case of any postponement or cancellation, the convener of the meeting shall publish a notice at least two working days before the original date of the General Meeting and state the relevant reasons therein.

Article 72 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not solely invalidate the meeting and the resolutions passed at the meeting.

Article 73 The Board and other conveners shall take necessary measures to ensure the normal order of the General Meeting and shall take actions to stop and report to the relevant departments for investigation and prosecution in a timely manner any acts which disturb the General Meeting, cause troubles or infringe Shareholders' legitimate rights and interests.

Article 74 Shareholders including the holders of ordinary Shares and holders of shares with special voting rights whose names appear on the register of members of the Company on the record date (or their proxies, as applicable) shall all be entitled to attend the General Meeting and to exercise their voting rights in accordance with relevant laws and regulations and the Articles of Association. A Shareholder may attend the General Meeting in person or may appoint a proxy to attend and vote at the meeting on his behalf.

Any Shareholders entitled to attend and vote at a General Meeting shall have the right to appoint one or several persons (who may not be Shareholders) to act as their proxies to attend and vote at the meeting on their behalf. The proxies so appointed by the Shareholders shall exercise the following rights:

- (1) have the same right as the Shareholder to speak at the meeting;
- (2) have authority to demand or, jointly with others, in demanding a poll; and
- (3) have the right to vote by hands or on a poll, unless otherwise required by the applicable securities listing rules or other securities laws and regulations. Where more than one proxy is appointed, the proxies may only exercise the voting right on a poll.

Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any General Meeting and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorized officer.

Where such Shareholder is a Recognized Clearing House (or its nominee), such Shareholder is entitled to appoint company representative(s) or one or more persons as it deems fit to act on its behalf at any General Meetings or any other Class General Meetings or any creditors' meetings; where not less than one person is authorized, the letter of authorization shall specify the number and class of Shares involving each person so authorized. The authorization documents should be signed by the authorized officer of the Recognized Clearing House. Such persons so authorized shall be entitled to attend the General meeting (which are not required to provide ownership documents, the notarized power of attorney and/or further evidence of his duly authorization) to exercise their rights (including but not limited to the rights to speak and vote) on behalf of the Recognized Clearing House (or its nominee) as if they were individual Shareholders and have equal legal rights as other Shareholders', including the right to speak and to vote.

Article 75 The instrument appointing a proxy shall be in writing and executed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such instrument shall be under its seal or executed by any of its legal representative or attorney duly authorized. The instrument appointing a proxy shall state:

- (1) the name or title of the appointer;
- (2) the name of the proxy;
- (3) the class and number of the Company's shares represented;
- (4) whether such proxy has voting rights;
- (5) specific instructions given by the Shareholder, including instruction for voting for or against or abstaining on each proposal included in the agenda of the General Meeting for deliberation;
- (6) issuance date and term of the instrument;
- (7) signature (or seal) of the appointer.

Article 76 Proxy forms for voting shall be lodged with the domicile of the Company or other places specified in the notice of meeting 24 hours before the holding of the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting; where the proxy form for voting is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting.

Article 77 Any form issued to a Shareholder by the Board for use by it for appointing a proxy shall allow the Shareholder to freely instruct the proxy to cast an affirmative, negative or abstention vote, and give respective instruction to the proxies on the voting of each meeting item to be resolved.

Article 78 Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant Shares have been transferred prior to the voting, a vote given by the proxy in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 79 An individual Shareholder attending the meeting in person shall present his identity card (or other valid document or certificate capable of showing his identity). If a proxy is appointed to attend the meeting on his behalf, the proxy shall present his valid proof of identity and the proxy form of the appointing Shareholder.

In the case of a legal person Shareholder, its legal representative or a person authorised by its legal representative or authorised by a resolution of its board of directors or other decision-making organ shall attend the meeting. If the legal representative attends the meeting, he shall present his identity card as well as a valid certificate capable of showing his such legal representative capacity; if a proxy is appointed to attend the meeting, the proxy shall present his identity card and the written power of attorney lawfully issued by the appointing legal person Shareholder.

- Article 80** The Company shall be responsible to prepare an attendance register for the meeting attendees. Such attendance register shall set out, among others, the names (or entity names), identity card numbers of the meeting attendees, the number of the Shares with voting rights they hold or represent and the names (or entity names) of their appointers.
- Article 81** The convener and the lawyer engaged by the Company shall jointly verify the legality of the qualifications of the Shareholders based on the register of members furnished by the securities registration and clearing institution and other valid documents and shall record the names (or entity names) of the Shareholders and the number of the Shares with voting rights they hold. Prior to the announcement by the chairman of the meeting of the total number of the voting Shares held by the attending Shareholders and proxies, the meeting registration shall be concluded.
- Article 82** If a General Meeting requires the Directors and senior management members to attend the meeting, the Directors and senior management members shall attend the meeting and answer shareholders' inquiries.
- Article 83** The Company shall formulate the procedural rules of the General Meeting detailing the convening, holding and voting procedures of the General Meeting, including, among other, the particulars on meeting notice, registration, motion deliberation, vote casting, vote counting, poll result announcement, adoption of meeting resolutions, minutes and their signing and public announcement, as well as the principles governing the authorization by the General Meeting to the Board (the scope of such authorization shall be explicit and specific). The procedural rules of the General Meeting (to be attached as an exhibit to the Articles of Association) shall be prepared by the Board of Directors for approval by the General Meeting.
- Article 84** At the Annual General Meeting, the Board shall report its work of the preceding year to the General Meeting. Each independent Director shall also report his or her work.
- Article 85** At the General Meeting, the Directors and senior management members shall provide explanations and clarifications in response to the enquiries and recommendations of the Shareholders.

Article 86 The chairman of the General Meeting shall announce before the casting of votes the number of the attending Shareholders and proxies and the total number of the Shares with voting power they hold; both figures shall be as recorded in the meeting register.

Article 87 The convener shall ensure that the General Meeting shall be held smoothly without being interrupted until final resolutions are adopted. If, due to force majeure or any other extraordinary reasons, the General Meeting is adjourned or is prevented from making resolutions, the convener shall take necessary measures to resume the General Meeting as soon as practicable or directly terminate the General Meeting, and shall issue announcements without delay. Concurrently, the convener shall report to the local CSRC of the Company and the stock exchange(s).

Article 88 Resolutions of General Meetings are divided into ordinary resolutions and special resolutions.

An ordinary resolution of a General Meeting shall be approved by more than half of the voting rights represented by the Shareholders (including proxies) present at the meeting.

A special resolution of a General Meeting shall be approved by not less than two-thirds of the voting rights represented by the Shareholders (including proxies) present at the meeting.

Article 89 Shareholders shall have the right to (1) speak at the General Meeting and (2) vote at the General Meeting, unless individual Shareholders are required by the Hong Kong Listing Rules to waive their voting rights on individual matters. Except as otherwise provided by laws and regulations, the Listing Rules or the Articles of Association, shareholders (including proxies) shall exercise their voting rights at a General Meeting according to the number of voting Shares they represent, with one vote for each Share.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting Shares represented by Shareholders present at a General Meeting.

Where the General Meeting considers a material matter bearing on the interest of small and medium-sized investors, the votes cast by small and medium-sized investors shall be counted separately. The result of such separate vote counting shall be publicly disclosed in a timely manner.

If a Shareholder purchases the voting shares of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months of the purchase, and they shall not be included in the total number of shares carrying voting rights at the General Meetings.

The Board, independent Directors and Shareholders holding more than one percent of the voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may act as a soliciting person, either on their own or by entrusting a securities company or a securities service institution, openly request Shareholders of the Company to appoint them to attend the General Meeting on their behalf and to exercise the right to make proposals, the right to vote and other Shareholders' rights on their behalf.

Where Shareholders' rights are solicited in accordance with the preceding paragraph, the soliciting person shall disclose the solicitation documents and the Company shall cooperate. Publicly soliciting Shareholders' rights on a fee basis or on a disguised fee basis shall be prohibited. Except for statutory conditions, the Company shall impose no minimum shareholding restriction for voting rights solicitation. The soliciting person shall conduct public Shareholders' rights solicitation in compliance with the requirements of the relevant regulatory authorities and the stock exchange(s) on which the Shares are listed.

When connected transactions are being considered at a General Meeting, the connected Shareholders shall abstain from voting, and the number of voting Shares held by them shall not be counted in the total number of valid votes; the announcement pertaining to the resolutions of the General Meeting shall fully disclose the voting particulars of non-connected Shareholders.

Pursuant to applicable laws and regulations as well as the listing rules of the stock exchange on which the Shares are listed, where any Shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.

Article 90 Any vote of the Shareholders at a General Meeting shall be cast by open ballot.

Article 91 The Shareholders present at the General Meeting shall express their opinions on the resolutions put to vote by one of the following: for, against or abstain. The securities registration and clearing institution, being the nominee of the Shares under the “stock connect” scheme between the mainland China and Hong Kong stock markets shall be excused from this requirement so long as its declarations are made consistent with the intention of the actual holders.

Any ballot paper containing uncompleted parts, false information or illegible writing and any uncast paper shall result in the relevant voter being deemed to have abstained and the voting result for the Shares held by him shall be recorded as “abstention”.

Article 92 The name list of the Director candidates shall be submitted to the General Meeting for vote in the form of a proposal.

When voting on the election of Directors, the General Meeting may apply the cumulative voting method in accordance with the Articles of Associations or the resolution of the General Meeting. If a single Shareholder of the Company and its parties acting in concert are interested in 30% or more of the Shares, and if the General Meeting is to vote on the election of two or more Directors, then the cumulative voting method shall necessarily apply.

If the General Meeting elects two or more independent Directors, a cumulative voting system shall be implemented. The votes of small and medium Shareholders shall be counted and disclosed separately. If a Director is elected by cumulative voting at a General Meeting, the voting of independent Directors and non-independent Directors shall be carried out separately.

The following principles shall be implemented for the cumulative voting system adopted at the Company's General Meetings:

- (1) Where cumulative voting system is adopted, each of the shares held by a Shareholder shall carry the same number of votes as the number of Directors to be elected;
- (2) In casting his votes for the Director candidates at a General Meeting, a Shareholder may exercise his voting rights by spreading votes evenly and cast for each of the candidates the number of votes corresponding to the number of shares he holds; or he may focus his votes on one candidate and cast for a particular candidate the total number of votes carried by all of his shares while the number of voting rights carried by each of his shares is the same as the number of Directors to be elected; or he may spread his votes over several candidates and cast for each of them part of the total number of votes carried by the shares he holds while the number of voting rights carried by each of his shares is the same as the number of Directors to be elected;
- (3) Upon the exercise of his voting rights by focusing his votes on one or several of the candidates while the number of voting rights carried by each of his shares is the same as the number of Directors to be elected, a Shareholder shall not have any right to vote for any other candidates;
- (4) Where the total number of votes cast by a Shareholder for one or several of the candidates is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the Shareholder shall be invalid, and the Shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidates by a Shareholder is less than the number of votes carried by the total number of shares held by such a Shareholder, the votes cast by the Shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the Shareholder is entitled to cast shall be deemed to have been waived by the Shareholder;

- (5) Where votes in favor of Director candidates exceed half of the total number of shares carrying voting rights held by Shareholders attending the General Meeting (subject to the number of shares not accumulated), such Director shall be an elected Director candidate. If the number of elected Director candidates is greater than the number of Directors to be appointed, those who win more votes in favor of them shall be appointed as Directors (in case of an equality in the votes among those elected candidates who win the least votes and the appointment of them will be beyond the number of the Directors to be appointed, such elected candidates shall be deemed to be not elected). Where the number of elected Director candidates is less than the number of Directors to be appointed, an election of Directors shall be conducted among the rest of the Director candidates at a separate General Meeting after the conclusion of this General Meeting.

Article 93 Where the General Meeting has adopted resolutions on the election of Directors, the date of approval of such resolutions at the General Meeting shall be the date on which such newly elected Directors shall take office.

Article 94 Except for the accumulative voting system, the General Meeting shall vote on all the proposals one by one. If different proposals are put forward for the same matter, such proposals shall be voted on in the order according to the time they are being put forward. Unless the General Meeting is adjourned or is prevented from making resolutions due to force majeure or other extraordinary reasons, the General Meeting shall not delay in voting on, or fail to vote on any proposal.

Article 95 Proposals shall not be modified when being reviewed by the General Meeting. Where there is any modification, it shall be deemed to be a new proposal and shall not be put to vote at such General Meeting.

Article 96 One single vote may be cast only once by using one single method of voting, being on-site voting, or online voting, or another method of voting. If one single vote has been cast multiple times, the vote of the first time shall govern.

Article 97 The conclusion time of the on-site General Meeting shall not occur earlier than its counterpart in the online form or in another form; and the chairman of the meeting shall announce the particulars and result of the votes cast on each proposal and declare, on the basis of such voting results, if the relevant proposal(s) have been passed.

Until the formal announcement of the voting results, the Company, vote counters, scrutineers, Shareholders, internet service providers and other related parties involved in the on-site, online and other voting methods are obligated to maintain in confidence the particulars of the vote.

Article 98 The following matters shall be resolved by ordinary resolutions at General Meetings:

- (1) work reports of the Board;
- (2) plans formulated by the Board for distribution of profits and for making up losses;
- (3) the appointment and removal of members of the Board and their remuneration and payment methods;
- (4) other matters required by the laws, administrative regulations, the listing rules of the stock exchange on which the Shares are listed or by the Articles of Association to be adopted by special resolutions.

Article 99 The following matters shall be resolved by special resolutions at General Meetings:

- (1) increase or reduction of the registered capital and issue of Shares of any class, stock warrants or other similar securities;
- (2) the division, spin-off, merger, dissolution, liquidation or change of corporate forms of the Company;
- (3) amendments to the Articles of Association;

- (4) matters in relation to purchases or sales within one year of material assets or guarantee amounts provided to others in excess of 30% of the most recent audited total assets of the Company;
- (5) share incentive schemes; and
- (6) any other matters required to be passed by special resolutions by laws, administrative regulations, the listing rules of the stock exchange(s) where the Shares of the Company are listed or the Articles of Association, or those approved at a General Meeting, by way of an ordinary resolution, to have a substantial impact on the Company and subject to approval by a special resolution.

Article 100 When an extraordinary General Meeting or a Class General Meeting is requested to be convened by a majority of the independent Directors, by the audit committee, or by Shareholders individually or jointly holding 10% or more of the voting Shares in the share capital of the Company on one vote per share basis, the following procedures shall be applied:

- (1) There shall be one (1) or more written requests of the same form stating the object of the meeting and demanding that the Board convene an extraordinary General Meeting or a Class General Meeting and signed by the requisitioner. The Board shall, within ten (10) days from the receipt of such written requests, provide, in accordance with laws, administrative regulations and the Articles of Association, its feedback opinion in writing approving or disapproving the convening of the extraordinary General Meeting or Class General Meeting.
- (2) If the Board approves the convening of an extraordinary General Meeting or a Class General Meeting, it shall issue a notice thereof within five (5) days of the adoption of the Board resolution. Any change to the original proposal in the notice shall be subject to the consent of its initiator.
- (3) If the Board disapproves the proposal of convening an extraordinary General Meeting or a Class General Meeting, and if such proposal was made by the independent Directors, it shall specify the reasons and make a public announcement of the same.

- (4) If the Board disapproves the proposal of convening an extraordinary General Meeting or a Class General Meeting or fails to provide feedbacks within ten (10) days from receipt thereof, and if such proposal was made by the audit committee, then the Board shall be deemed to be unable to or fail to fulfill its duty of convening the General Meeting, in which case the audit committee may convene and chair such meeting itself, and the procedures for the convening of such meeting should follow those provided for the convening by the Board of General Meetings as closely as practicable.
- (5) If the Board disapproves the proposal of convening an extraordinary General Meeting or a Class General Meeting or fails to provide feedback within ten (10) days from receipt thereof, and if such proposal was made by Shareholders, then such Shareholders shall be entitled to propose to the audit committee in writing for the purpose of convening an extraordinary General Meeting or a Class General Meeting. If the audit committee approves the convening of an extraordinary General Meeting or a Class General Meeting, it shall issue a notice thereof within five (5) days of receipt of said request, provided that any changes made in such notice to the original proposal shall be subject to prior consent from its initiator. If no notice is issued by the audit committee of such extraordinary General Meeting or Class General Meeting within the stipulated period, the audit committee shall be deemed to have failed to convene and chair the extraordinary General Meeting or Class General Meeting, in which case the Shareholder(s) individually or jointly holding 10% or more of the voting Shares in the share capital of the Company for more than consecutive ninety (90) days on one vote per share basis may convene and chair such meeting on their own, and the procedures for convening such meeting should follow those provided for convening a General Meeting by the Board as closely as practicable. The convening Shareholders shall hold no less than 10% of Shares until the announcement of the resolutions of the General Meeting.

In the event that Shareholders or the audit committee convenes a meeting by themselves pursuant to the foregoing paragraph, they shall notify the Board in writing and lodge a filing with the stock exchange(s) in accordance with applicable provisions. The Board and the Secretary to the Board shall cooperate with regard to such meeting and the Board shall provide the register of members as of the record day. All reasonable expenses incurred in respect of the meeting shall be borne by the Company, by deducting from such sums owed by the Company to the Director who is in breach of his duty.

The audit committee or the convening Shareholder(s) shall supply relevant supporting materials to the stock exchange(s) in accordance with applicable provisions at the time of their issue of the notice of the General Meeting or Class General Meeting and at the time of their announcement of the resolutions of the General Meeting.

Article 101 A General Meeting shall be convened by the Board and shall be presided over by the Chairman; where the Chairman is unable or fails to perform his/her duties, the Vice Chairman shall preside over the meeting; where the Vice Chairman is unable or fails to perform his/her duties, one Director elected by more than half of Directors shall chair the meeting; where no such chairing Director has been so elected by more than half of Directors, one person shall be elected by the Shareholders present to act as the chairman of the meeting; if for whatever reason the Shareholders fail to elect such person, the Shareholder (including his/her proxy) present and holding the largest number of the Shares carrying voting rights shall act as the chairman of the meeting.

A General Meeting convened by the audit committee on its own shall be presided over by the chairman of the audit committee. Where the chairman of the audit committee is unable or fails to perform his/her duties, a member of the audit committee elected by more than half of the members of the audit committee shall chair the meeting.

A General Meeting convened and chaired by the Shareholders themselves shall be presided over by a representative nominated by the convener.

If, during the process of a General Meeting, a breach by the chairman of the meeting procedural rules results in the General Meeting's failure to proceed, then subject to the consent of the Shareholder(s) representing more than one half of the voting rights of the attending Shareholders, the General Meeting may elect one person to act as the chairman to continue the meeting.

Article 102 Before the General Meeting votes on a proposal, two Shareholders shall be elected as representatives to join in the vote calculation and supervision. Where any matter to be reviewed is associated with any Shareholder, such Shareholder and its proxy shall not join in the vote calculation and supervision.

When the General Meeting votes on a proposal, the lawyers, Shareholders' representatives shall jointly take charge of vote calculation and supervision and announce the voting results on site. The voting results of the resolutions shall be recorded in the minutes of the meeting.

Shareholders or their proxies who vote online or by means of another method shall have the right to inspect and verify their own voting results through the relevant voting system.

Article 103 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward for voting, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any Shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the chairman of the meeting shall forthwith organize counting of votes.

Article 104 The General Meeting shall cause the minutes to be made of the resolutions on the matters deliberated at the meeting. The Secretary to the Board shall be responsible for the meeting minutes and shall record the following contents:

- (1) time, venue and agenda of the meeting and the name(s) of its convener(s);
- (2) names of the chairman and of the Directors and senior management members observing the meeting;

- (3) number of the Shareholders and proxies present at the meeting, total number of Shares carrying voting rights held by such Shareholders and proxies, and percentage of such Shares relative to the total number of Shares of the Company;
- (4) proceeding of deliberations, key points of remarks and voting results pertaining to each proposal;
- (5) inquiry opinions or recommendations of Shareholders and corresponding replies or explanations;
- (6) names of lawyer(s), vote counters and scrutineers;
- (7) other matters required to be included in the meeting minutes by the Articles of Association.

In the event that the votes are counted at the General Meeting, the counting results shall be recorded in the minutes of the meeting.

The convener shall ensure the truthfulness, accuracy and completeness of the content of the minutes of the meeting. The minutes of the meeting shall be signed by the attending or observing Directors, the Secretary to the Board, the convener or his/her representative and the chairman of the meeting, and shall be kept at the domicile of the Company for a minimum of ten (10) years, together with the attendance book signed by the attending Shareholders, the proxy forms for proxies attending the meeting and valid materials pertaining to the vote particulars of online voting and other methods of voting.

Article 105 The resolutions of the General Meetings shall be announced promptly. Such announcement shall set out the number of the Shareholders and proxies present at the meeting, total number of Shares carrying voting rights held by such Shareholders and proxies, percentage of such Shares relative to the total number of Shares carrying voting rights of the Company, the method(s) of voting, the voting result of each proposal, and the full particulars of the adopted resolutions.

Article 106 To the extent any resolution has failed to be adopted or any changes have been made by the latest General Meeting to the resolutions of the previous General Meeting, special notes shall be provided for in the announcement on the resolutions of such General Meeting.

Article 107 Where the General Meeting has adopted a resolution on cash dividend, bonus issue or capitalization of the capital reserve funds, the Company will implement the specific scheme within two (2) months from the conclusion of the General Meeting.

Chapter 9 Special Procedures for Voting by Class Shareholders

Article 108 Shareholders holding different classes of Shares shall be Class Shareholders.

Class Shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, administrative regulations and the Articles of Association.

Where the capital of the Company includes Shares which do not carry voting rights, the words “non-voting rights” shall appear in the designation of such Shares.

Where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those with the most favourable voting rights, shall include the words “restricted voting” or “limited voting”.

Article 109 Any variation or abrogation of the rights of any class of Shareholders proposed by the Company may only be carried out after the adoption of a special resolution at a General Meeting and approval by the affected Shareholders of that class at a separate General Meeting held in accordance with Articles 111 to 115 of these Articles of Association. If changes in domestic and foreign laws and regulations and the listing rules of the place where the Shares of the Company are listed and the decisions made by domestic and foreign regulatory authorities in accordance with the law lead to any mandatory variation or mandatory abrogation of the rights of any class of Shareholders, no approval from the General Meeting or class meeting of Shareholders is required.

Article 110 The following circumstances shall be deemed to be a variation or abrogation of the rights of Shareholders of a certain class:

- (1) to increase or decrease the number of Shares of a particular class, or increase or decrease the number of Shares of other class(s) having rights on voting, distribution or other privileges equal or superior to those of the Shares of such class;
- (2) to effect an exchange of all or part of Shares of such class into Shares of other classes, or to effect an exchange or grant a right of exchange of all or part of the Shares of other classes into Shares of such class;
- (3) to remove or reduce rights to receive accrued dividends or cumulative dividends attached to Shares of such class;
- (4) to reduce or remove the rights to a dividend preference or a liquidation preference to distribution of property attached to Shares of such class;
- (5) to add, remove or reduce the rights to conversion, options, voting, transfer, pre-emptive rights to placement and acquire securities of the Company attached to Shares of such class;
- (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to Shares of such class;
- (7) to create a new class of Shares having rights on voting, distribution or other privileges equal or superior to those of the Shares of such class;
- (8) to restrict the transfer or ownership of the Shares of such class or increase such restrictions;
- (9) to issue subscription rights or Share conversion rights for Shares of such class or other classes;

- (10) to increase the rights and privileges of Shares of other classes;
- (11) to restructure the Company where the proposed restructuring scheme will result in different classes of Shareholders bearing a disproportionate burden of obligations of such restructuring; and
- (12) to vary or abrogate the terms provided in this chapter.

Article 111 Shareholders of the affected class, whether or not having the right to vote at the General Meeting, shall nevertheless have the right to vote at Class General Meetings on matters referred to in clauses (2) to (8) and (11) to (12) of Article 110 of the Articles of Association, but Interested Shareholders shall not be entitled to vote at Class Shareholders' Meetings.

The Interested Shareholders mentioned in the preceding paragraph shall have the following meanings:

- (1) in the case of a repurchase of its own Shares by the Company by making offers to all Shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with the Articles of Association, "Interested Shareholder" shall refer to the Controlling Shareholders as defined in Article 57 of the Articles of Association;
- (2) in the case of a repurchase of its own Shares by the Company through an off-market agreement in accordance with the provisions of the Articles of Association, "Interested Shareholders" shall refer to the Shareholders to which the proposed agreement relates;
- (3) in the case of a restructuring of the Company, "Interested Shareholder" shall refer to a Shareholder within a class who bears liabilities less than the proportion burden imposed on other Shareholders of that class or who has interests different from those held by other Shareholders of the same class.

Article 112 A resolution of the Class General Meeting shall be passed in accordance with Article 111 of the Articles of Association by Shareholders representing not less than two-thirds of voting rights present in the meeting.

Article 113 Written notice of a Class General Meeting convened by the Company shall be dispatched by reference to the requirements on the notice period for convening a General Meeting under Article 65 of the Articles of Association to all Shareholders of such class whose names appear on the register of members, specifying the matters to be considered and the date and place of the meeting.

Article 114 Notices of the Class General Meeting only need to be served on Shareholders entitled to vote thereat.

The procedures for holding the Class General Meeting shall be similar to those for holding the General Meeting as far as possible, and the provisions in the Articles of Association relating to the procedures for a General Meeting shall apply to the Class General Meeting.

Article 115 Save for Shareholders of Shares of other classes, the holders of Domestic Shares and holders of Overseas Listed Foreign Shares are deemed to be different classes of Shareholders.

The special procedures for voting by Class Shareholders shall not apply in the following circumstances:

- (1) where the Company issues, upon approval by a special resolution at a General Meeting, Domestic Shares and Overseas Listed Foreign Shares once every twelve (12) months, either separately or concurrently, and the respective numbers of Domestic Shares and Overseas Listed Foreign Shares proposed to be issued do not exceed 20% of the respective numbers of the issued Domestic Shares and Overseas Listed Foreign Shares; or
- (2) where the Company's plan to issue Domestic Shares and Overseas Listed Foreign Shares at the time of incorporation is carried out within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council.

Chapter 10 Board

Section 1 Directors

Article 116 The Company shall establish a Board. The Board consists of 12 (twelve) Directors, among which, there shall be 1 (one) Chairman, 1 (one) Vice Chairman, 1 (one) employee Director and 4 (four) independent Directors.

Article 117 Non-employee Directors shall be elected or replaced at the General Meeting. The term of office of the Directors shall be three (3) years. Prior to the expiration of their terms of office, Directors may be dismissed from office by the General Meeting, provided that such dismissal shall not affect such Directors' claim for damages under any contract. Employee Directors shall be elected or replaced at the employee representatives' meeting, without submission to a General Meeting for consideration, and their term of office shall be three (3) years. Upon expiration of the current term of office, a Director shall be eligible to offer himself/herself for re-election and reappointment.

The term of office of a Director begins from the day he/she takes office and ends when the term of office of the current Board expires. If the term of office of a Director has expired but a re-election has not been held in time, then the incumbent Director shall continue to perform his/her duties as a Director in accordance with laws, administrative regulations, departmental rules and the Articles of Association until a new Director is elected and takes office.

Senior management members may concurrently serve as Directors, provided that the number of such Directors who concurrently act as senior management members, combined with the number of Directors who concurrently act as employee representatives, shall not exceed one half of the total number of Directors of the Company.

The Chairman and Vice Chairman shall be elected and removed by resolution approved by more than one-half of all Directors. The term of office of the Chairman and Vice Chairman shall be three (3) years, renewable upon re-election.

The Directors shall not be required to hold Shares of the Company.

Article 118 The intention to nominate a candidate as a Director and the written notice of such candidate regarding his/her willingness to accept the nomination shall be submitted to the Company within the time limit stipulated by relevant laws, regulations and the Listing Rules.

Article 119 Directors may resign before expiry of their terms of office. The Directors who resign shall submit to the Company a written report in relation to their resignation, and the resignation shall become effective on the date the Company receives such report. The Company will disclose relevant information within two trading days in accordance with the requirements of laws, regulations and the Listing Rules.

If the number of Board members falls below the statutory limit when a Director resigns, then the incumbent Director shall continue to perform his/her duties as a Director in accordance with laws, administrative regulations, departmental rules and the Articles of Association until a new Director is elected and takes office.

Except for disqualification for directorship or loss of independence, if an independent Director resigns for other reasons and causes the proportion of independent Directors on the Board of the Company or its special committees to fail to comply with the provisions of the laws and regulations or the Articles of Association, or if there is a shortage of accounting professionals among the independent Directors, such independent Director shall continue to perform his/ her duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association.

Article 120 In the absence of express stipulations herein or lawful authorization of the Board, no Director shall act on behalf of the Company or the Board in his/her personal capacity. When acting in his/her personal capacity, a Director shall state in advance his/her standing and capacity if a third party is likely to reasonably believe that he/she is acting on behalf of the Company or the Board.

Article 121 When a Director performs his/ her duties in the Company, causing harm to others, the Company shall be liable for compensation. If a Director is intentional or has gross negligence, he/she shall also be liable for compensation.

Any Director who violates any laws, regulations or the Articles of Association during the course of performing his/her duties and causes losses to the Company shall be liable for compensation to any loss caused to the Company.

Article 122 Any Director who has withdrawn from his/her office without authorization prior to the expiration of his/her term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss.

The General Meeting may remove by way of an ordinary resolution any Director whose term of office has not yet expired, subject to provisions of the relevant laws and administrative regulations. The removal takes effect on the date of the resolution made. If, without proper reason, a Director is removed before expiry of term of office, he/she may request compensation from the Company.

Any Director who has been absent from two consecutive Board meetings and failed to designate other Directors as proxies shall be regarded as having failed to fulfill his/her duty. The Board shall propose to the General Meeting to dismiss and replace such Director.

Section 2 The Board

Article 123 The Board shall report to the General Meeting and exercise the following powers:

- (1) to be responsible for the convening of General Meetings and report its work to the General Meeting;
- (2) to implement the resolutions of General Meetings;
- (3) to decide on the Company's business plans and investment plans;
- (4) to decide the Company's plans on annual financial budgets and final accounts;
- (5) to formulate the Company's profit distribution plans and plans on making up losses;
- (6) to formulate the proposal for increase or decrease of the registered capital of the Company and issue and listing of bonds or other securities of the Company and listing thereof;
- (7) to formulate plans for substantial acquisition, purchase of Shares of the Company or merger, division, dissolution and alteration of corporate form of the Company;
- (8) to decide on the establishment of an internal management organization of the Company; decide the establishment or revocation of the subsidiaries or branches of the Company;
- (9) to elect the Chairman and the Vice Chairman, nominate, appoint or dismiss the president of the Company;
- (10) appoint or dismiss the Secretary to the Board, appoint or dismiss the head of each special committee of the Board;

- (11) upon the nomination of the president, appoint or dismiss the senior vice president(s), vice president(s) and the chief financial officer (the “CFO”), and decide their remunerations, incentives and punishments;
- (12) to formulate the basic management system of the Company;
- (13) to formulate proposals for amendment to the Articles of Association;
- (14) to propose to the General Meeting to appoint or change accounting firm in charge of the audition of the Company;
- (15) to decide on (among others) external investments, purchase and sales of assets, assets pledge, provision of guarantees to external parties, financial assistance, entrustment of wealth management, related party transactions and external donations of the Company within the scope of the authorization granted by the General Meeting;
- (16) to manage information disclosure matters of the Company;
- (17) to receive the president’s work report and inspect the work of the president;
- (18) other authorities provided by laws and regulations, and listing rules of the stock exchange where the stock of the Company is listed, and by General Meeting of the Shareholder and the Articles of Association.

Unless otherwise specified by the Articles of Association, the Board resolutions in respect of the matters specified in the preceding sub-section shall be passed by more than one half of the Directors; Board resolutions in respect of guarantee and financial assistance matters within the scope of authority of the Board shall also require the affirmative vote of not less than two-thirds of all the Directors attending the Board meeting.

Article 124 The Board shall provide explanations in the General Meeting on any non-standard audit opinion issued by certified public accountants on the Company's financial reports.

Article 125 The Board shall formulate the Procedural Rules for the Board of Directors of the Company to ensure that the Board will implement the resolutions passed at the General Meeting, enhance its work efficiency and ensure the scientific soundness of its decision making. The Procedural Rules for the Board of Directors shall be attached to the Articles of Association, which shall be formulated by the Board and approved by the General Meeting.

Article 126 The Board shall determine the scope of authority for (among others) external investments, purchase and sales of assets, assets pledge, provision of guarantees to external parties, financial assistance, entrustment of wealth management, related party transactions and external donations, and shall establish strict examination and decision-making procedures; in the case of material investment projects, it shall arrange for them to be appraised by relevant experts and professionals and shall submit them to the General Meeting for approval.

Article 127 The Chairman is entitled to the following powers:

- (1) to preside over General Meetings and to convene and preside over Board meetings;
- (2) to supervise and check on the implementation of resolutions of the Board;
- (3) to sign the securities certificates issued by the Company;
- (4) to exercise other powers conferred by the laws and regulation, the Articles of Association and the Board.

The Vice Chairman shall assist the Chairman in his/her work. Should the Chairman be unable to or fail to exercise his/her functions or duties, the Vice Chairman shall exercise such functions or duties. Should the Vice Chairman be unable to or fail to exercise his/her functions or duties, a Director elected jointly by more than half of all Directors shall exercise such functions or duties.

Article 128 At least four (4) meetings of the Board shall be convened every year by the Chairman, notice of the meeting shall be served, on all of the Directors and the president, at least fourteen (14) days before the date of the meeting.

In the event of any one of the following circumstances, the Chairman shall convene extraordinary Board meetings within ten (10) days after a proposal is received:

- (1) when proposed by Shareholders representing not less than 10% of the voting rights;
- (2) when jointly proposed by not less than one-third of the Directors;
- (3) when proposed by the audit committee;
- (4) when proposed by the Company's president;
- (5) when proposed by the independent non-executive Directors and agreed by a majority of all independent non-executive Directors;
- (6) when the Chairman considers it necessary;
- (7) when it is requested by securities regulatory authorities to be convened;
- (8) as prescribed by laws, regulations and listing rules of stock exchanges on which the Company's Shares are listed or any circumstances required under these Articles of Association.

Article 129 Notices of the Board and extraordinary Board meetings should be served by facsimile or email. Time limit for notice: for convening of a regular Board meeting, no later than fourteen (14) days prior to the date of the meeting. However, the obligation of such notification within the prescribed time may be exempted with the written consent of all the Directors.

Article 130 The notice of Board meetings shall include the following:

- (1) the venue, date and time of the meeting;
- (2) the duration of the meeting;
- (3) reasons for calling the meeting and topics for discussion;
- (4) the issue date of the notice.

Article 131 Except where the Board has to consider connected transaction, the Board meeting may not be held unless more than half of the Directors are present.

Each Director shall have one vote. However, any Director appointed by other Director to attend the Board meeting on his/her behalf, in addition to his/her own vote, shall be entitled to another vote on behalf of the director appointing him/her.

Article 132 Directors shall attend a meeting of the Board in person. If they are not able to attend the meeting due to certain reasons, they may authorise other Directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the name of the proxy, entrusted matter, scope of authorization and its term of validity and shall be signed or sealed by the appointer. An independent Director may not delegate a non-independent Director to attend the meeting.

The Board of Directors shall hold meetings on-site as a matter of principle, and on the premise of ensuring that all participating Directors are able to fully communicate and express their opinions, and may conduct meetings by means of teleconference, videoconference or any other means allowing for communication in real time among the directors, if necessary.

In respect of matters required to be passed by resolution at an extraordinary Board meeting, if the contents of the proposed resolution have been delivered to every Director in writing (including by hand delivery, post, telegram, fax, email, etc.) by the Board and the number of Directors signing their consent has reached the number required under the Articles of Association for making such decision, an effective resolution may be formed.

The authorized Director attending the meeting shall exercise the rights of a Director within the scope of authorization. If a Director does not attend a meeting of the Board in person, and does not authorize any representatives to attend the meeting, he/she cannot exercise any voting right in such meeting.

Article 133 In the event that a Director is connected (as defined in the listing rules (as amended from time to time) of the stock exchange(s) on which the Company's Shares are listed) to companies or individuals associated with matters to be resolved at the Board meeting, such Director shall promptly report to the Board in writing. A connected Director shall not exercise his/her voting rights on such resolution, nor shall he/she vote on behalf of other Directors. In such an event, the Board meeting must be held with a majority of the non-connected Directors. Resolutions shall be approved by a majority of non-connected Directors; and resolutions concerning matters which shall be approved by not less than two-thirds of the Directors, shall be adopted by the affirmative vote of not less than two-thirds of all non-connected Directors. When there are less than three (3) non-connected Directors present at the Board meeting, such matter shall be submitted to the General Meeting for consideration.

Article 134 The Board shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the Directors and by secretary to the Board present at the meeting (person who recorded the minutes). The minutes shall be kept as part of the Company's documents and the custody period shall be ten (10) years. The Directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association and results in the Company sustaining serious losses, the Directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such Director may be released from such liability.

Article 135 Minutes of the Board meetings shall include the following information:

- (1) the date and venue of the meeting, and the name of the convener;
- (2) the names of the Directors attending in person, and the names of the Directors (proxies) attending through proxy;
- (3) the agenda of the meeting;
- (4) the key points of the speeches of Directors;
- (5) the voting method and results of each matter to be voted on (the voting results shall specify the number of votes in favor, against, and abstained).

Section 3 Independent Directors

Article 136 The Company shall establish a system for independent Directors. Independent Directors shall perform their duties seriously pursuant to the provisions of laws, administrative regulations, the CSRC, the stock exchange(s) and the Articles of Association, play a role of participation in decision-making, supervision and checks and balances and professional consultancy in the Board, safeguard the Company's overall interests and protect the legitimate rights and interests of minority Shareholders.

Article 137 Independent Directors shall maintain their independence. The following persons shall not be appointed as independent Directors:

- (1) persons who hold posts in the Company or its affiliates and their immediate family members and main social relations;
- (2) natural person Shareholders who hold 1% or more of the Company's issued Shares directly or indirectly or who rank in the top 10 Shareholders of the Company and their immediate family members;
- (3) persons who hold posts in Shareholders who hold 5% or more of the Company's issued shares directly or indirectly or who rank in the top five Shareholders of the Company and their immediate family members;
- (4) persons who hold posts in affiliates of the Company's Controlling Shareholder or Actual Controller and their immediate family members;

- (5) persons who have significant business dealings with the Company and its Controlling Shareholder, Actual Controller or their respective affiliates, or persons who hold positions in organizations which have significant business dealings with the Company and its Controlling Shareholder or Actual Controller;
- (6) persons who provide financial, legal, advisory, sponsorship services etc. to the Company and its Controlling Shareholder, Actual Controller or their respective affiliates, including but not limited to all members of engagement team of an intermediary providing services, all levels of reviewers, persons signing the report, partners, directors, senior management members and principals;
- (7) persons who fell under the circumstances of item (1) to item (6) during the past 12 months;
- (8) any other non-independent personnel stipulated by laws, regulations, normative documents, the provisions of the CSRC, business rules of the stock exchange(s) and the Articles of Association.

Affiliates of the Company's Controlling Shareholder or Actual Controller referred to in subparagraphs (4) to (6) of the preceding paragraph shall exclude enterprises which are controlled by the same State-owned assets management agency as the Company and are not related to the Company pursuant to the relevant provisions.

Independent Directors shall conduct annual self-examination of independence and submit the self-examination findings to the Board. The Board shall evaluate the independence of incumbent independent Directors annually, issue a specific opinion and disclose the same simultaneously with the annual report.

Article 138 A person appointed as an independent Director of the Company shall satisfy the following criteria:

- (1) possessing the qualifications to serve as a Director of the Company in accordance with the provisions of laws, regulations, normative documents and the Articles of Association;
- (2) satisfying the independence requirements stipulated in the Articles of Association and other laws, regulations and normative documents;
- (3) possessing basic knowledge of operation of listed companies and being familiar with the relevant laws, administrative regulations, rules and regulations;

- (4) having five or more years of work experience in legal, accounting, economics or other fields required for performance of the duties as an independent Director;
- (5) having good moral character, without bad records of significant dishonest conduct;
- (6) any other criteria stipulated by laws, regulations, normative documents, the provisions of the CSRC, business rules of the stock exchange(s) and the Articles of Association.

Article 139 Independent Directors shall, as members of the Board, bear the obligations of loyalty and diligence towards the Company and all its Shareholders and perform the following duties prudently:

- (1) participating in decision-making by the Board and issuing specific opinions on the deliberated matters;
- (2) supervising the potential significant conflict of interests between the Company and its Controlling Shareholders, Actual Controllers, Directors, senior management members, and protecting the legitimate rights and interests of minority Shareholders;
- (3) providing professional and objective recommendation on the Company's business development, and promoting the improvement of the decision-making level of the Board;
- (4) any other duties stipulated by laws, regulations, normative documents, the provisions of the CSRC, the business rules of the stock exchange(s) and the Articles of Association.

Article 140 In addition to the powers conferred on Directors by the Company Law and other relevant laws, regulations and normative documents, independent Directors shall also have the following special powers:

- (1) independently engaging intermediaries to carry out audit, advisory or verification of the Company's specific matters;
- (2) proposing to the Board on convening of an extraordinary General Meeting;
- (3) proposing to convene a Board meeting;

- (4) publicly soliciting Shareholder 's rights from Shareholders pursuant to the law;
- (5) issuing independent opinions on matters which may harm the rights and interests of the Company or minority Shareholders;
- (6) any other powers stipulated by laws, regulations, normative documents, the provisions of the CSRC, the business rules of the stock exchange(s) and the Articles of Association.

An independent Director exercising the powers stipulated in subparagraphs (1) to (3) of the preceding paragraph shall obtain the consent of more than half of all the independent Directors.

Where an independent Director exercises the powers stipulated in the first paragraph, the Company shall promptly make disclosure. Where the powers are unable to be exercised, the Company shall disclose the specific circumstances and reason.

Article 141 The following matters shall, upon consent by more than half of all the independent Directors of the Company, be tabled at a Board meeting for deliberation:

- (1) related-party transactions which shall be disclosed;
- (2) plan for change or waiver of undertaking by the Company and the relevant parties;
- (3) decisions made and measures adopted by the Board of the Company in respect of the acquisition;
- (4) any other matters stipulated by laws, regulations, normative documents, the provisions of the CSRC and the Articles of Association.

Article 142 The Company shall establish a mechanism for specialized meetings attended solely by independent Directors. Where the Board deliberates on related-party transactions etc., prior approval shall be obtained at a specialized meeting of independent Directors.

The Company shall hold specialized meetings of independent Directors on a regular or ad hoc basis. The matters stipulated in subparagraphs (1) to (3) of the first paragraph of Article 140, and Article 141 of the Articles of Association shall be deliberated by a specialized meeting of independent Directors.

A specialized meeting of independent Directors may study and discuss other matters of the Company where necessary.

A specialized meeting of independent Directors shall be convened and chaired by an independent Director jointly elected by more than half of independent Directors; where the convener does not or is unable to perform his/her duties, two or more independent Directors may convene a meeting and elect a representative to chair the meeting.

Minutes shall be prepared for specialized meeting of independent Directors pursuant to the provisions, stating the opinions of the independent Directors. The independent Directors shall confirm by signing on the minutes.

The Company shall provide convenience and support for holding of specialized meetings of independent Directors.

Section 4 Special Committees of the Board

Article 143 The Board of the Company shall establish an audit committee which shall exercise the functions and powers stipulated for the board of supervisors under the Company Law and the functions and powers stipulated by the securities regulatory authority of the place where the Company's Shares are listed.

Article 144 The audit committee shall consist of at least three Directors, all of whom shall be Directors not serving as senior management members of the Company. Among the members, independent non-executive Directors shall constitute the majority, and at least one independent non-executive Director shall be an accounting professional, meaning a person possessing the appropriate professional qualifications, or appropriate expertise in accounting or related financial management, as required by the Listing Rules.

The audit committee shall have one chairman, who shall be an independent non-executive Director and an accounting professional, responsible for presiding over the work of the audit committee. The chairman of the audit committee shall be appointed by the Board.

Article 145 The audit committee shall be responsible for the review of the Company's financial information and disclosure thereof, supervision and evaluation of internal and external audit and internal control. The following matters shall, upon consent by more than half of all the members of the audit committee, be tabled at a Board meeting for deliberation:

- (1) disclosure of financial information in financial accounting reports and periodic reports, internal control evaluation report;
- (2) appointment or dismissal of accounting firm which undertakes audit engagement of the Company;
- (3) appointment or dismissal of financial controller of the Company;
- (4) change in accounting policies or accounting estimates or correction of material accounting error for a reason other than change in accounting standards;
- (5) any other matters stipulated by laws, administrative regulations, the provisions of the CSRC, the business rules of the stock exchange(s) and the Articles of Association.

Article 146 The audit committee shall hold regular meetings at least four times a year, at least once per quarter, which shall be convened by the chairman of the audit committee. If the chairman is unable to perform his/her duties for any reason, the meeting shall be convened by a member who is an independent non-executive Director appointed by the chairman; if the chairman fails to appoint a person, the meeting shall be convened by a member who is an independent non-executive Director.

The audit committee shall convene an extraordinary meeting under any of the following circumstances:

- (1) when proposed by the Board;
- (2) when proposed by the chairman;
- (3) when proposed by two or more members; and
- (4) when proposed by the Chairman of the Board.

An audit committee meeting shall be held only if more than two-thirds of its members are present. Each member shall have one vote. Resolutions made at the meeting must be approved by more than half of all members.

If any member of the audit committee has a conflict of interest in the matter discussed at the meeting, he/she shall abstain from voting.

Resolutions of the audit committee shall be recorded in the form of minutes as required, and the members attending the meeting shall sign the minutes.

The working procedures of the audit committee shall be formulated by the Board.

Article 147 In addition to the audit committee, the Board of the Company shall establish a nomination and remuneration committee and a strategy committee, and may establish other relevant special committees as needed. These special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization granted by the Board. Proposals from the special committees shall be submitted to the Board for deliberation and decision. The working procedures of the special committees shall be formulated by the Board.

Article 148 The nomination and remuneration committee shall be responsible for formulating the selection criteria and procedures for Directors and senior management members, and for selecting and reviewing candidates for Directors and senior management members and their qualifications. It shall also be responsible for formulation of appraisal standards and performance appraisal for directors and senior management members, formulate and examine remuneration policies and schemes for directors and senior management members, and make recommendations to the Board on the following matters:

- (1) nominating or removing Directors;
- (2) appointing or dismissing senior management members;
- (3) the remuneration of Directors and senior management members;
- (4) formulating or changing the share incentive scheme and employee stock ownership scheme, and the achievement of conditions for incentive participants to be granted or exercise rights and interests;
- (5) arranging stock ownership schemes for Directors and senior management members in subsidiaries proposed to be spun off;
- (6) other matters stipulated by laws, administrative regulations, the rules of the CSRC and the Articles of Association.

The specific powers and functions and composition of the nomination and remuneration committee shall be prescribed by the Articles of Association and its working rules. Where the Board does not adopt or does not fully adopt the recommendations of the nomination and remuneration committee, the opinions of the nomination and remuneration committee and the specific reasons for non-adoption shall be recorded in the resolution of the Board and disclosed.

Article 149 The strategy committee shall be responsible for studying and making recommendations on the Company's long-term development strategy and major investment decisions. Its specific powers and functions and composition shall be prescribed by the Articles of Association and its working rules.

Chapter 11 Secretary to the Board

Article 150 The Company shall have one (1) Secretary to the Board. The secretary shall be a senior management member of the Company.

Article 151 The Secretary to the Board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His/her primary responsibilities are:

- (1) to be responsible for information disclosure of the Company, to coordinate the information disclosure work of the Company, to organize to formulate the information disclosure system of the Company and to supervise the Company and relevant information disclosure obligors to comply with the relevant provisions on information disclosure and to submit regular reports and temporary reports to the stock exchange in accordance with relevant regulations;
- (2) to be responsible for investor relations management, and to coordinate information communication between the Company and the securities regulatory authorities, investors, the actual controller, intermediaries, the media, etc.;
- (3) to organize and prepare for General Meetings and Board meetings to attend General Meetings, Board meetings and relevant meetings of senior management members; and to be responsible for preparing and signing the Board meeting minutes;
- (4) to be responsible for confidentiality issues relating to information disclosure of the Company and immediately report to the stock exchange and make disclosure in the event of leakage of material non-public information;
- (5) to pay attention to media coverage and proactively verify its authenticity, and to urge the Company and other related parties to respond promptly to inquiries from the stock exchange;

- (6) to organize training for the Company's Directors and senior management members concerning relevant laws, regulations and the rules of the stock exchange, and to assist the aforementioned personnel in understanding their respective responsibilities in information disclosure;
- (7) to procure that Directors and senior management members comply with the laws, regulations, the rules of the stock exchange and the Articles of Association, and to effectively fulfill the commitments they have made; when aware of a resolution that the Company, Directors, or senior management members have made or may make in violation of relevant provisions, to provide a reminder and to immediately report the matter truthfully to the stock exchange;
- (8) to be responsible for the management of matters concerning changes in the Company's Shares and their derivative products;
- (9) to fulfill other duties specified in the applicable laws, regulations, rules, listing rules of the stock exchange and other requirements, and the Articles of Association.

Article 152 Directors or senior management members may also act as the Secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not act as the Secretary to the Board.

Provided that where the office of the Secretary to the Board is held concurrently by a Director, and an act is required to be made by a Director and the Secretary to the Board separately, the person who concurrently holds the offices of Director and Secretary to the Board shall not perform the act in dual capacity.

Chapter 12 President and Other Senior Management Members of the Company

Article 153 The Company shall have 1 (one) president, several senior vice president(s) and vice president(s) who shall assist the president in his/her work, and 1 (one) CFO. The president, the senior vice president(s), vice president(s), and the CFO shall be appointed and dismissed by the Board.

The term of office of senior management members shall be three years and they shall be eligible to offer themselves for reappointment.

Persons holding administrative positions at the Controlling Shareholder of the Company (other than being a director or a supervisor) may not concurrently serve as the Company's senior management members.

Senior management members of the Company shall only receive their salaries from the Company (including controlled subsidiaries) and not be paid by the Controlling Shareholder on the Company's behalf.

Article 154 The president of the Company shall be accountable to the Board and exercise the following powers:

- (1) to lead the Company's production, operation and organize resources to carry out the Board's resolutions and to report his/her work to the Board;
- (2) to organize the implementation of the Company's annual business plan, investment plan and financing plan;
- (3) to draft plans for the establishment of the Company's internal management structure;
- (4) to draft plans for the establishment of subsidiaries and other branches of the Company;
- (5) to draft the Company's basic management system;
- (6) to formulate detailed rules and regulations of the Company;

- (7) to propose the appointment or dismissal of the Company's senior vice president(s), vice president(s) and the CFO to the Board;
- (8) to appoint or dismiss other management members other than those required to be appointed or dismissed by the Board;
- (9) to exercise other powers conferred by the Articles of Association or the Board.

Article 155 The president of the Company shall attend Board meetings; non-director personnel, who the Board may invite to attend the meeting, shall not have the right to vote at Board meetings.

Article 156 The president shall formulate the Working Rules for the President and shall submit the same to the Board of Directors for approval before it comes into effect. The Working Rules for the President shall include the following contents:

- (1) conditions and procedures for convening the meetings of the president and their participants;
- (2) specific duties of each of the president and other senior management members and their division of work;
- (3) the scope of the authorities to use the capital and assets of the Company and to enter into material contracts; and the system of reporting to the Board of Directors;
- (4) other matters deemed necessary by the Board.

Article 157 The president may tender his/her resignation before the expiry of his/her term of office. Specific procedures and rules for the resignation of the president shall be provided for in the employment contract between the president and the Company.

Article 158 In performing his/her job duties, senior management members of the Company shall faithfully perform their duties in accordance with the laws, administrative regulations and requirements under the Articles of Association, and safeguard the maximum interests of the Company and all Shareholders. Where the senior management members of the Company cause damage to the interests of the Company and the public Shareholders due to their failure to faithfully perform their duties or violation of their duty of good faith, they shall bear liability for compensation in accordance with the law.

When a senior management member performs his/her duties in the Company, causing harm to others, the Company shall be liable for compensation. If a senior management member is intentional or has gross negligence, he/she shall also be liable for compensation.

Any senior management member who breaches laws, administrative regulations, departmental rules or the requirements in these Articles of Association when performing his/her duties for the Company shall be liable to indemnify against the losses suffered by the Company.

Chapter 13 Qualifications and Duties of the Directors and Senior Management Members of the Company

Article 159 A person may not serve as a Director or senior management member of the Company if any of the following circumstances applies:

- (1) a person without legal or with restricted legal capacity;

- (2) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such offence; or who has been deprived of his/her political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation, or who was sentenced to a probation, where less than two (2) years have elapsed since the date of the expiration of the probation period;
- (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;
- (4) a person who is a former legal representative of a company or enterprise which had its business license revoked or had been ordered to close down due to a violation of the law and who incurred personal liability, where less than three (3) years have elapsed since the date of the revocation of the business license or the order to close down;
- (5) a person who has a relatively large amount of debts due and outstanding and has been listed as a defaulter by the people's court;
- (6) a person banned by the CSRC on entering the securities market, where such ban is yet to expire;
- (7) a person who has been publicly declared by the stock exchange on which the Company's Shares are listed as unsuitable to hold the position of a director, senior management member or similar position in a listed company, and the term of disqualification has not expired;
- (8) as prescribed in laws, administrative regulations, departmental rules, and listing rules of stock exchange(s) on which the Company's Shares are listed.

If a Director is elected or appointed, or a senior management member is employed in breach of this Article, such election, appointment or employment shall be null and void. Any Director or senior management member becoming the subject of any circumstances set out in this Article shall be removed from office by the Company and cease to perform his/her duties. The Nomination and Remuneration Committee of the Board shall evaluate the qualifications for appointment of directors and senior management members and propose to the Board in a timely manner the removal/dismissal of those who are found not to be qualified for office.

Article 160 Directors and senior management members of the Company shall comply with the provisions of laws, administrative regulations and the Articles of Association, and shall owe a duty of diligence and care to the Company. In performing their duties, they shall exercise the reasonable care that a manager would ordinarily be expected to exercise in the best interests of the Company.

Directors and senior management members shall owe the Company the following duties of diligence and care:

- (1) to exercise the powers conferred by the Company with prudence, earnestness and diligence, so as to ensure that the Company's business activities comply with the requirements of national laws, administrative regulations and various national economic policies, and that the business activities are within the scope of the business stipulated in its business license;
- (2) to treat all Shareholders fairly;
- (3) to keep timely informed of the Company's business operations and management status;
- (4) to sign a written confirmation opinion on the Company's periodic reports, ensuring that the information disclosed by the Company is true, accurate, and complete;

- (5) to truthfully provide relevant information and materials to the audit committee, and not to obstruct the audit committee from exercising its powers;
- (6) other duties of diligence and care stipulated by laws, administrative regulations, departmental rules and the Articles of Association.

Article 161 Each of the Company's Directors and senior management members shall comply with the provisions of laws, administrative regulations and the Articles of Association. They shall owe a duty of loyalty to the Company, take measures to avoid conflicts between their own interests and those of the Company, and shall not seek improper benefits by abusing their power.

A Director or a senior management member has the following duties of loyalty to the Company:

- (1) he/she may not embezzle company property or misappropriate company funds;
- (2) he/she may not deposit the funds of the Company into any accounts opened in his/her own name or other person's names;
- (3) he/she may not take advantage of position to offer bribery or receive other illegal income;
- (4) he/she may not, directly or indirectly, enter into contracts or transactions with the Company without reporting to the Board or General Meeting and being approved by the Board or General Meeting in accordance with the Articles of Association;
- (5) he/she may not take advantage of position to seek business opportunities belonging to the Company for himself/herself or other person, except if reporting to the Board or General Meeting and being approved by resolution at the General Meeting, or if, according to the laws, administrative regulations or the Articles of Association, the Company cannot use such opportunity;

- (6) he/she may not engage in the same type of business as that of the Company for himself/herself or other persons without reporting to the Board or General Meeting and being approved by resolution at the General Meeting;
- (7) he/she may not accept commissions on transactions between other persons and the Company as his/her own;
- (8) he/she may not unilaterally disclose the Company's secrets;
- (9) he/she may not make use of related- party relationship to damage the Company's interests; and
- (10) other duties of loyalty specified by the laws, administrative regulations, departmental rules and the Articles of Association.

Any revenue derived by a Director or a senior management member from his/her breach of the provisions of this Article shall belong to the Company; and the Company shall be indemnified for its consequential losses.

Directors who have taken advantage of their positions to seek business opportunities that shall belong to the Company for themselves or others, or run a business similar to that of the Company for themselves or for someone else, shall report to the Board or the General Meeting, fully explaining the reasons, measures taken to prevent conflicts between his or her own interests and those of the Company, and the impact on the Company, and shall disclose such information. The Company shall consider the same in accordance with the procedures stipulated in the Articles of Association.

The provisions of subparagraph (4) of the second paragraph of this Article shall apply to contracts or transactions entered into with the Company by the immediate family members of Directors or senior management members, enterprises directly or indirectly controlled by Directors, senior management members or their immediate family members, and other related parties that have an associated relationship with the Directors or senior management members.

Article 162 The Company shall establish a management system for the departure of Directors and senior management members, specifying assurance measures for the accountability and recovery regarding any unfulfilled public commitments and other outstanding matters. Upon the resignation taking effect or the expiry of the term of office of a Director or senior management member of the Company, they shall complete all handover procedures with the Board. Their duty of loyalty to the Company and its Shareholders shall not be automatically discharged upon the expiration of their term of office. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure, until such secrets become public information. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated. The liabilities that a Director or senior management member should bear during his or her term of office due to the performance of duties shall not be waived or terminated by reason of his or her departure. Any unfulfilled commitments made by directors and senior management members upon their departure shall remain valid. The Company shall review whether the departing directors and senior management members have any unfulfilled obligations or commitments, and whether they are suspected of in violation of laws and regulations.

Chapter 14 Financial and Accounting System, Profit Distribution and Auditing

Article 163 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and requirements of the relevant authorities in the PRC.

Article 164 At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by an accounting firm in accordance with the laws.

The fiscal year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.

Article 165 The Board shall place before the Shareholders at every Annual General Meeting such financial reports as are required to be prepared by the Company under any laws, administrative regulations and normative documents issued by local governments and competent authorities.

Article 166 The Company's financial reports shall be made available for Shareholders' inspection at the Company twenty (20) days before the date of every Annual General Meeting. Each Shareholder shall be entitled to obtain a copy of the financial reports referred to in this chapter.

The Company shall at least deliver or send to each holder of H Shares by prepaid mail the copy of the foresaid reports not later than twenty-one (21) days before the date of convening the Annual General Meeting, to the registered address of each Shareholder shown in the register of members.

Article 167 The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations.

Article 168 Any interim results or financial information published or disclosed by the Company must also be prepared in accordance with PRC accounting standards and regulations.

Article 169 The Company shall submit its annual financial and accounting reports to the appropriate CSRC branch office and stock exchange within four (4) months following the end of every fiscal year. It shall submit its semi-annual financial and accounting reports to the appropriate CSRC branch office and the stock exchange(s) within two (2) months from the end of the first six (6) months of every fiscal year. It shall submit its quarterly financial and accounting reports to the appropriate CSRC branch office and stock exchange(s) within one (1) month from the end of the first three (3) months and the first nine (9) months of every fiscal year.

The foregoing financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations and regulatory authorities.

Article 170 The Company shall not keep accounts other than those provided by law. Funds of the Company shall not be deposited in an account maintained in the name of any individual.

Article 171 Capital reserve fund includes the following items:

- (1) premium received when Shares are issued at a premium to their par value;
- (2) any other income required to be included in the capital reserve fund by the governing finance department of the State Council.

Article 172 When distributing each year's after-tax profits, the Company shall set aside 10 per cent of its after-tax profits for the Company's statutory surplus reserve fund. When the aggregate balance in the statutory surplus reserve fund has reached 50 per cent or more of the Company's registered capital, the Company need not make any further allocations to that fund.

Where the Company's statutory surplus reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory surplus reserve fund in accordance with the preceding paragraph.

After allocating after-tax profits for the surplus fund, a company may, upon resolution adopted by the General Meeting, allocate after-tax profits for its discretionary surplus fund.

The remaining profit after taxation, after recovery of losses and appropriation of reserve fund shall be distributed to Shareholders in proportion to their shareholdings except the part of profit that is not to be distributed in proportion to shareholdings as stipulated in the Articles of Association.

If a General Meeting violates the provisions of the Company Law and profits are distributed to the Shareholders, the profits distributed in violation of the provisions should be returned to the Company; if the Company suffers a loss as a result, the Shareholders and responsible Directors and senior management members shall be liable for compensation.

No profit shall be distributed in respect of the Shares which are held by the Company.

Article 173 The reserve funds of the Company will be applied towards making up the losses of the Company, expanding the production and operation of the Company or increasing the registered capital of the Company.

For making up losses of the Company with the reserve fund, the discretionary reserve fund and statutory reserve fund shall first be used; where there is still no way to make up losses, the capital reserve may be used pursuant to the provisions.

Where the statutory reserve fund is converted to additional registered capital, its balance may not fall below 25% of the registered capital of the Company prior to such capitalization.

Article 174 The Company's profit distribution policy shall be as follows:

- (1) the Company will implement a sustained, stable, scientific, and proactive profit distribution policy, will attach importance to offering reasonable investment returns to its Shareholders, and will maintain the continuity and stability of its profit distribution policy. Subject to the then current laws, regulations and regulatory requirements, each year, the Company will make profit distributions in cash in an amount of no less than 10% of the distributable profits realized that year.
- (2) the Company will generally distribute its profits in the form of annual dividends. The Board may also propose an interim profit distribution plan in light of, among others, the Company's profitability, funding needs.

- (3) the Company may distribute its profits in the form of cash, shares, a combination of cash and shares or any other form permitted by laws and regulations, its preferred form of profit distribution being cash dividend. Profit distributions shall be limited to the cumulative distributable profits and shall not undermine the Company's sustainability as a going concern. The Company will lawfully exercise its shareholder rights to cause its subsidiaries to distribute profits in cash and thus ensure that the Company will have the ability to implement its cash dividend distribution plan of the current year. If the Board takes the view that there is a mismatch between the share price of the Company and the size of its share capital and that distributing stock dividends is in the interest of the Company's Shareholders as a whole, it may, subject to compliance with the Company's cash dividend policy, formulate a stock dividend distribution plan.
- (4) the Board shall consider, in a comprehensive manner, factors ranging from the characteristics of the industry of the Company, to the stage of development of the Company, the business model and profitability of the Company, the existence or non-existence of major funding expenditure arrangements; and then put forward a differentiated cash dividend policy in accordance with the procedures set out in the Articles of Association by distinguishing between the following circumstances:
- i. if, in terms of development, the Company is in the mature stage and there are no major funding expenditure arrangements, then, in the event of a profit distribution, cash dividend shall account for at least 80% of the profit distribution;
 - ii. if, in terms of development, the Company is in the mature stage but there are major funding expenditure arrangements, then, in the event of a profit distribution, cash dividend shall account for at least 40% of the profit distribution;

- iii. if, in terms of development, the Company is in the growth stage and there are major funding expenditure arrangements, then, in the event of a profit distribution, cash dividend shall account for at least 20% of the profit distribution. To the extent the Board concludes that the development stage of the Company is not readily distinguishable but there are major funding expenditure arrangements, this subparagraph shall apply.
- (5) the Board shall be responsible for preparing the profit distribution plan. Unless otherwise stipulated in laws and regulations and the Articles of Association, such plan, if considered and adopted by the Board, shall then be submitted to the General Meeting for consideration and may be implemented only if it is so approved in General Meeting. When preparing the dividend distribution plan, the Board shall listen to the opinions of relevant parties, in particular, those of independent Directors and small and medium Shareholders. The audit committee shall supervise the formulation of the distribution plan by the Board.
- (6) the independent Directors shall be entitled to express their independent opinions if they consider that the specific plan for cash dividends may harm the interests of the Company or the small and medium Shareholders. If the Board fails to adopt the opinion of the independent Directors or fails to adopt it in full, it shall record the opinion of the independent Directors and the specific reasons for not adopting it in the resolution of the Board and disclose the same.
- (7) if the Company has been profitable in the relevant year and has distributable profits, but the Board has not formulated a cash dividend distribution plan or has prepared a cash profit distribution plan that does not conform to the Articles of Association, the Company shall provide a detailed disclosure in its periodic reports.

- (8) in the course of formulating a detailed cash dividend distribution plan for the Company, the Board shall carefully evaluate and study the arguments for or against, the timing, conditions, minimum percentage, conditions for adjustment as well as other matters mandated by certain decision-making procedures. Before deliberation on the specific profit distribution plan by the General Meeting, numerous channels (including but not limited to the activation of hotlines, the mail box of the secretary to the Board and inviting small and medium investors to attend the General Meeting) should be utilized to proactively communicate and interact with Shareholders, especially small and medium Shareholders; adequately listen to their views and opinions, and promptly respond to their issues of concern.
- (9) when the Company convenes the Annual General Meeting to consider the annual profit distribution plan, it may consider and approve the conditions, the upper limit of the ratio, the maximum amount of the cash dividend, etc., for the next interim period. The maximum amount of the next interim dividend to be considered at the Annual General Meeting shall not exceed the net profit attributable to Shareholders of the Company for the corresponding period. The Board shall formulate a specific interim dividend distribution plan in accordance with the resolution of the General Meeting subject to the conditions for profit distribution. The Company shall strictly implement the cash dividend distribution policy prescribed by the Articles of Association and the detailed cash dividend distribution plan approved by the General Meeting. If major changes in the external operating environment or in the Company's operating conditions results in the need for adjustment of the profit distribution policy, the Board shall re-formulate the profit distribution policy. Such new profit distribution policy formulated by the Board shall be submitted to the General Meeting for consideration and may be carried out only when it is approved by an affirmative vote representing at least two-thirds of the voting rights held by the Shareholders present at the meeting.

Where the General Meeting has adopted a resolution on cash dividend, bonus issue or capitalization of the capital reserve funds, the Company will implement the specific scheme within two (2) months from the conclusion of the General Meeting. Where the profit distribution and capital reserve capitalization plans have been adopted by the resolutions of the General Meeting or the Board of the Company formulates a specific plan based on the conditions and upper limits for the next interim dividend approved by the Annual General Meeting, the dividend (or share) distribution shall be completed within two (2) months.

Article 175 Any amount paid up by Shareholders in advance of calls on any Shares may carry interest but the holder of such Shares shall not be entitled to participate in respect thereof in a dividend subsequently declared.

Article 176 The Company shall appoint receiving agents on behalf of the holders of Overseas Listed Foreign Shares to receive on behalf of such Shareholders dividends declared and all other monies owing by the Company in respect of such Shares.

The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's Shares are listed.

The receiving agents appointed for the holders of H Shares shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

In relation to the receipt of dividends by Shareholders, the Company is entitled to collect the unclaimed dividends, provided that such power shall be exercised in accordance with the relevant PRC laws, regulations and requirements under the Hong Kong Stock Exchange and after the expiration of the applicable limitation period.

The Company shall have the right to terminate delivery of dividend vouchers by mail to certain holders of Overseas Listed Foreign Shares, but the Company may exercise such right only after two vouchers have not been cashed consecutively. However, if the first voucher failed to reach the recipient and was returned, the Company may also exercise the said right.

In the case of exercising general mandate to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms the destroy loss of the original warrants.

Article 177 The Company shall have the right to sell the Shares of holders of Overseas Listed Foreign Shares whom the Company has failed to contact by means regarded as appropriate by the Board, but the following provisions must be met:

- (i) dividends on the related Shares have been delivered at least three (3) times within twelve (12) years and have not been claimed; and
- (ii) the Company place advertisements in one or more newspapers of the Company listing location after the twelve (12) years have elapsed, stating its intention to sell the Shares and informing the relevant stock exchange of such intention.

Article 178 The Company shall implement an internal audit system, specifying leadership system, duties and authorities, composition, budget assurance, application of audit findings and accountability etc. for internal audit work.

The internal audit system shall be put into effect upon approval by the Board. and disclosed to the public.

Article 179 The internal audit body of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information etc.

Article 180 The internal audit body shall be responsible to the Board.

The internal audit body shall, in the course of supervision and inspection of the Company's business activities, risk management, internal control and financial information, accept supervision and guidance of the audit committee. Upon discovery of the relevant significant issues or clues, the internal audit body shall forthwith report directly to the audit committee.

Article 181 The internal audit body shall be responsible for organizing implementation of the Company's internal control appraisal. The Company shall issue an annual internal control appraisal report based on the appraisal report issued by the internal audit body and deliberated by the audit committee and the relevant materials.

Article 182 When the audit committee communicates with the external audit organizations such as accounting firms and national audit organizations etc., the internal audit body shall cooperate actively and provide the requisite support and cooperation.

Article 183 The audit committee shall participate in appraisal of head of internal audit.

Chapter 15 Appointment of Accountants' Firm

Article 184 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the annual financial statements and to review other financial reports of the Company.

Article 185 The certified public accountants' firm appointed by the Company shall hold office from the conclusion of the Annual General Meeting at which the appointment is made until the conclusion of the next Annual General Meeting. Upon expiration of the current term of office, the certified public accountants' firm may be reappointed.

Article 186 The certified public accountants' firm appointed by the Company shall have the following rights:

- (1) a right to inspect at any time the books, records or vouchers of the Company, and to require the Directors or senior management members of the Company to provide any relevant information and explanation thereof;
- (2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm;

- (3) a right to attend General Meetings and to receive all notices of, and other communications relating to, any General Meeting which any Shareholder is entitled to receive, and to be heard at any General Meeting in relation to matters concerning its role as the accountants' firm of the Company.

The Company undertakes to provide the engaged accounting firm with true and complete accounting invoices, accounting books, financial and accounting reports and other relevant accounting information, and shall not withhold, conceal or misrepresent the same.

Article 187 The Shareholders in General Meeting may, by ordinary resolution, remove a certified public accountants' firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.

Article 188 The audit fees of a certified public accountants' firm shall be determined by the Shareholders in General Meeting.

Article 189 The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be resolved by Shareholders in General Meeting. The Board shall not appoint an accounting firm without a decision by the General Meeting.

Where it is proposed that any resolution be passed at a General Meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to fill a casual vacancy in the office of the certified public accountants' firm, the following provisions shall apply:

- (1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year before notice of meeting is given to the Shareholders. Leaving includes leaving by removal, resignation and retirement.

- (2) If the leaving firm makes representations in writing and requests the Company to notify the Shareholders of such representations, the Company shall (unless the representations are received too late):
 - (i) in any notice given to Shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave; and
 - (ii) attach a copy of the representations to the notice and deliver it to the Shareholders in the manner stipulated in the Articles of Association.
- (3) If the firm's representations are not sent in accordance with paragraph (2) above, the relevant firm may require that the representations be read out at the General Meeting and may lodge further complaints.
- (4) A certified public accountants' firm which is leaving its post shall be entitled to attend:
 - (i) the General Meeting relating to the expiry of its term of office;
 - (ii) any General Meeting at which it is proposed to fill the vacancy caused by its removal; and
 - (iii) any General Meeting convened on its resignation.

and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.

Article 190 A thirty (30) days prior notice shall be given to the accountant, if the Company wishes to remove or not to reappoint the certified public accountants' firm, and such firm shall be entitled to make representation at the General Meeting. Where the certified public accountants' firm resigns from its post, it shall make clear to the General Meeting whether there has been any impropriety on the part of the Company.

- (1) Where any certified public accountants' firm intends to resign from its office, it may deposit at the Company's legal residence a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:
 - (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the Shareholders or creditors of the Company; or
 - (ii) a statement of any matters of which an account should be given.
- (2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within fourteen (14) days send a copy of the notice to relevant competent authority. If the notice contains a statement referred to in subparagraph (ii) under paragraph (1) of this Article, a copy of such statement shall be placed at the Company's registered office for Shareholders' inspection. The Company shall also send a copy of such statement to Shareholders who are entitled to be informed of the financial conditions of the Company by prepaid post, to the registered addresses shown in the register of members.
- (3) Where the notice of resignation of a certified public accountants' firm contains a statement referred to in subparagraph (ii) under paragraph (1) of this Article, the certified public accountants' firm may require the Board to convene an extraordinary General Meeting for the purpose of giving an explanation of the circumstances connected with its resignation.

Chapter 16 Merger and Division of the Company

Article 191 In the event of the merger or division of the Company, a plan shall be proposed by the Board and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who vote against the resolution of merger or division of the Company made at the General Meeting shall have the right to request that the Company purchase their Shares at a fair price.

Where the consideration paid for the merger does not exceed 10% of the Company's net assets, a resolution at a General Meeting may be waived, unless otherwise stipulated in the Articles of Association. Merger of the Company not subject to a resolution of the General Meeting pursuant to the preceding paragraph shall be resolved by the Board.

A special document of the Company's resolution on the merger or division should be prepared for inspection by the Shareholders. The aforesaid document should also be dispatched to the holders of H Shares by registered mail.

Article 192 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on merger and shall make announcement on a newspaper or the National Enterprise Credit Information Publicity System within thirty (30) days of the date of the Company's resolution on merger. The creditors may, within thirty (30) days from the receipt of the aforesaid notice, or, if they have not received such notice, within forty-five (45) days from the date of the aforesaid announcement, demand the Company to discharge the Company's debts or provide appropriate guarantees.

After the merger, claims and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.

Article 193 When the Company is divided, its assets shall be split up accordingly.

In the event of a division of the Company, it shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days of the date of the Company's resolution on division and shall make an announcement on a newspaper or the National Enterprise Credit Information Publicity System within thirty (30) days of the date of the Company's resolution on division.

Companies after the division shall be jointly and severally liable for the debts incurred by the Company before its division, unless otherwise agreed in a written agreement in relation to discharge of debts concluded before the division by the Company with its creditors.

Article 194 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.

Chapter 17 Dissolution and Liquidation of the Company

Article 195 The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- (1) expiration of the Company's business term stipulated in the Articles of Association or the occurrence of any other cause of dissolution stipulated in the Articles of Association;
- (2) a special resolution on dissolution is passed by Shareholders at a General Meeting;
- (3) dissolution is necessary due to a merger or division of the Company;
- (4) the Company's business license is revoked or the Company is ordered to close or to be cancelled for violation of laws or administrative regulations;
- (5) the Company has encountered grave difficulties in its operation and management and its continued existence would result in material losses to the Shareholders, and there is no other way to resolve the issue, in which case Shareholders holding more than 10% of the voting rights of the Company may make petition to the people's court requesting to dissolve the Company.

Upon occurrence of an event which triggers dissolution of the Company as stipulated in the preceding paragraph, an announcement shall be made through the National Enterprise Credit Information Publicity System within 10 days.

Article 196 Under the circumstances mentioned in subparagraphs (1) or (2) of the preceding Article and provided that the Company has not distributed its assets to Shareholders, the Company may survive by amending these Articles of Association or by a resolution of the General Meeting.

Any amendment to the Articles of Association pursuant to the preceding paragraph or by a resolution of the General Meeting shall be approved by way of a special resolution by the General Meeting.

Article 197 Where the Company is dissolved under subparagraphs (1), (2), (4), and (5) of Article 195, the Company shall be liquidated. The Directors shall be the Company's liquidation obligors, and a liquidation committee shall be set up within fifteen (15) days from the date when the cause for dissolution arises to carry out the liquidation.

The liquidation committee shall comprise Directors, unless otherwise provided in the Articles of Association or as resolved by a General Meeting to designate others.

Where the liquidation obligors fail to perform liquidation obligations promptly and cause the Company or its creditors to suffer losses, they shall be liable for compensation.

Article 198 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make announcement on a newspaper or the National Enterprise Credit Information Publicity System within sixty (60) days of that date. Creditors shall, within thirty (30) days of receipt of the notice, or in case they have not personally received such written notice, within forty-five (45) days of the date of the announcement, declare their creditor rights to the liquidation committee. Any failure to declare creditor rights within the prescribed period shall be deemed a waiver thereof. When declaring their creditor rights, the creditors shall detail matters pertaining to their rights and supply supporting materials. The liquidation committee shall register the creditor's rights. During the claims declaration period, the liquidation committee shall not settle any debt of the creditors.

Article 199 During the liquidation period, the liquidation committee shall exercise the following functions and duties:

- (1) to ascertain the Company's assets and separately prepare a balance sheet and an inventory of assets;
- (2) to notify creditors by sending notice and making announcement;
- (3) to deal with and settle the Company's outstanding business deals in relation to the liquidation;
- (4) to settle outstanding taxes as well as taxes arising in the course of liquidation;
- (5) to ascertain all claims and debts;
- (6) to distribute of the remaining assets of the Company after the repayment of debts;
- (7) to represent the Company in any civil proceedings.

Article 200 After checking the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to a General Meeting or the people's court for confirmation.

The assets of the Company shall be applied for liquidation in the following order of priority: payment of liquidation costs, staff salaries, social insurance premiums and statutory compensation, payment of outstanding taxes and settlement of debts of the Company.

The remaining assets of the Company after repayment of its debts in accordance with the provisions above shall be distributed to the Shareholders of the Company in proportion to their respective shareholdings.

During the liquidation, the Company continues in existence but shall not carry out any business activities which are not related to liquidation. No assets of the Company shall be distributed to any Shareholders prior to the repayment with the Company's assets in accordance with the preceding paragraphs.

Article 201 In the event of Company's liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall apply to the people's court for bankruptcy liquidation in accordance with the law.

After the people's court accepts the bankruptcy liquidation application, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator designated by the people's court.

Article 202 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and submit it to the General Meeting or the people's court for confirmation. It shall also submit the report to the company registration authority and apply for deregistration of the Company.

Article 203 Members of the liquidation committee shall perform their liquidation duties, and bear the duty of loyalty and diligence.

Any member of the liquidation committee shall be liable to indemnify against any losses suffered by the Company as a result of his/her failure to perform the duties of liquidation; and shall be liable to indemnify against any losses suffered by the creditors as a result of his/her deliberate action or gross negligence.

Article 204 Where the Company is declared bankrupt in accordance with laws, it shall implement bankruptcy liquidation in accordance with relevant laws relating to bankruptcy of enterprises.

Chapter 18 Procedures for Amendments to the Articles of Association

Article 205 The Company may amend the Articles of Association under the requirements of laws, administrative regulations and the Articles of Association. The Company shall amend the Articles of Association under any of the following circumstances:

- (1) the Company Law or relevant laws or administrative regulations have been amended and the Articles of Association are in conflict with such amended laws or administrative regulations;
- (2) the circumstances of the Company have changed such that they have become inconsistent with the contents of the Articles of Association;
- (3) the General Meeting has resolved to amend the Articles of Association.

Article 206 Any amendment to the Articles of Association involving matters requiring approval by the competent authorities shall be submitted to the competent authorities for approval. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes. The Board shall amend these Articles of Association in accordance with the resolution passed at the General Meeting on the amendment of the Articles of Association and the review opinions of relevant competent authorities. Amendments to the Articles of Association are disclosable information under laws and regulations and shall be duly published by an announcement.

Chapter 19 Notice

Article 207 Notices of the Company shall be given through the following methods:

- (1) delivery by hand;
- (2) by post;
- (3) by announcement;
- (4) other methods prescribed in the Articles of Association.

Article 208 Unless otherwise provided for in Articles of Association, notices issued by the Company to holders of Overseas Listed Foreign Shares in the form of announcement shall be published on the website of the Hong Kong Stock Exchange through the Electronic Publication System of the Hong Kong Stock Exchange on the same date as required by the relevant listing rules. Such announcement shall also be published on the website of the Company. In addition, such announcement shall be lodged with the registered address of each Shareholder on the register of holders of Overseas Listed Foreign Shares by way of hands or prepaid postage. As such, Shareholders will be given full notice and adequate time to exercise their rights or act as instructed by the notice.

Holders of Overseas Listed Foreign Shares may opt in writing for receiving corporate communications that shall be dispatched to Shareholders by electronic means or by post and opt for the Chinese or English version or both. Such Shareholders may also give the Company a prior notice in writing within a reasonable time frame to alter the ways of receiving the abovementioned information and language versions subject to proper procedures.

Article 209 Where a notice is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice is deemed to be served forty-eight (48) hours after the date of dispatch when it is deposited at the post box.

Where a Company notice is delivered by hand, the recipient shall affix his/her signature (seal) onto the return receipt and the date on which such recipient so acknowledges his receipt by signature shall be the date of service.

Where a Company notice is given by way of an announcement, all relevant persons shall be deemed to have received the notice upon the publication of the announcement and the first publication date of such announcement shall be the date of service.

Article 210 As specified in the preceding provision, corporate communications shall be provided and/or delivered to Shareholders in writing. However, for the ways of provision and/or delivery of corporate communications to Shareholders by the Company under the requirements of the Hong Kong Listing Rules, the Company may, upon obtaining the prior written consent or deemed consent of Shareholders, deliver or provide corporate communications to the Shareholders of the Company by electronic means or by publication of such information on the website of the Company, subject to the requirements of relevant laws and regulations as well as the Hong Kong Listing Rules as amended from time to time. Corporate communications include but are not limited to, among others, circulars, annual reports, interim reports, quarterly reports, notices of General Meetings and other types of corporate communications as set out in the Hong Kong Listing Rules.

Chapter 20 Settlement of Disputes

Article 211 The Company shall act according to the following principles to settle disputes:

- (1) Whenever any disputes or claims arise between holders of the Overseas Listed Foreign Shares and the Company, holders of the Overseas Listed Foreign Shares and the Company's Directors or senior management members, or holders of the Overseas Listed Foreign Shares and holders of Domestic Shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.

Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a Shareholder, Director or senior management members of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration.

Disputes in relation to the identification of Shareholders and disputes in relation to the register of Shareholders need not be referred to arbitration.

- (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.

If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.

- (3) If any disputes or claims of rights prescribed in subparagraph (1) above are referred to arbitration, the laws of the PRC shall apply, save as otherwise provided in laws and administrative regulations.
- (4) The award of an arbitration body shall be final and conclusive and binding on all parties.

Chapter 21 Miscellaneous

Article 212 In these Articles of Association, the terms “at least”, “not less than” and “not more than” include the figure itself, while “less than”, “more than”, “other than”, “lower than”, “exceeding” do not include the figure itself.

Article 213 In these Articles of Association, “senior management members” refer to the Company’s president, senior vice president(s), vice president(s), the CFO, and Secretary to the Board and other personnel as prescribed by these Articles of Association. “President”, “senior vice president” and “vice president”, and “CFO” herein refer to “manager”, “deputy manager” and “financial controller” as defined in the Company Law.

Article 214 In these Articles of Association, “accounting firm” shall have the same meaning as “auditor”.

Article 215 These Articles of Association are written in Chinese. In case of any discrepancies among the various versions in different languages, the latest Chinese version approved by and registered with the registered management department of the Company shall prevail. In case of any discrepancies between other language versions and the Chinese version, the Chinese version shall prevail.

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

Article 216 Requirements otherwise mandatorily stipulated on the relevant matters stipulated in the Articles of Association by the applicable laws, administrative regulations, laws or the securities regulatory authorities of the place where the Shares are listed shall apply.