

**ARTICLES OF ASSOCIATION OF
SHANGHAI REFIRE GROUP LIMITED**

(Draft)

(Applicable upon the issue of H shares)

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CHAPTER I GENERAL PROVISIONS

Article 1 For the purposes of safeguarding the legitimate rights and interests of Shanghai REFIRE Group Limited (hereinafter referred to as the “**Company**”), its shareholders and creditors, and regulating the organization and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “**Securities Law**”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) and the relevant provisions of other laws, administrative regulations, departmental rules and normative documents and based on the Company’s actual situation.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant provisions.

The Company was incorporated as a joint stock limited company by way of promotion on September 11, 2020, which is a joint stock company established through overall conversion of all audited book net assets of Shanghai REFIRE Group Ltd. (上海重塑能源集團有限公司) into the shares of the Company. The Company was registered with the Shanghai Municipal Administration for Market Regulation and obtained the business license. The Unified Social Credit Code is 91330102352514611N.

Article 3 The Chinese name of the Company: 上海重塑能源集團股份有限公司

The English name: Shanghai REFIRE Group Limited

The domicile of the Company: Room 1004, 1/F, Unit 1, 1555 Jingyuan Road, Jiading District, Shanghai

Postal Code: 201800

Article 4 The Company is a joint stock limited company with perpetual existence.

The chairperson of the board (hereinafter referred to as the “**Board**”) of directors of the Company (hereinafter referred to as the “**Directors**”) shall serve as the legal representative of the Company. Where the chairperson of the Board resigns, he/she shall be deemed to have resigned from the position of the legal representative at the same time. Where the Board resolves to dismiss the chairperson of the Board, it shall dismiss the legal representative at the same time. Where the legal representative resigns or is dismissed according to the provisions of this Article, the Company shall appoint a new legal representative within 30 days after the date of his/her resignation or dismissal.

Article 5 The entire assets of the Company are divided into equal shares, shareholders shall be liable to the Company to the extent of the number of shares they have subscribed for, and the Company shall be liable for its debts with all its assets.

Article 6 Upon entering into force, the Articles of Association shall become a legally binding document that regulates the organization and activities of the Company, as well as the rights and obligations between the Company and each shareholder and among its shareholders.

Article 7 The Articles of Association shall be legally binding upon the Company and its shareholders, Directors, supervisors (hereinafter referred to as the “**Supervisors**”) and senior management personnel, all of whom shall be entitled to assert their rights on matters in relation to the Company in accordance with the Articles of Association.

Pursuant to the Articles of Association, shareholders may institute any legal proceeding against other shareholders; shareholders may institute any legal proceeding against Directors, Supervisors, the chief executive officer (hereinafter referred to as the “**CEO**”) and other senior management personnel of the Company; shareholders may institute any legal proceeding against the Company, while the Company may institute any legal proceeding against its shareholders, Directors, Supervisors, the CEO and other senior management personnel.

For the purposes of the preceding paragraph, the term “institute any legal proceeding” shall include the filing of a lawsuit with the court or the filing of an application for arbitration with an arbitral body.

Article 8 To the extent permitted by laws and regulations, the Company may invest in other enterprises, and its liability towards such enterprises in which it invests shall be limited to the extent of the amount of capital contributions it have made. Except as otherwise provided for by laws, the Company shall not be the capital contributor that assumes joint and several liability for the debts of the enterprises in which it invests.

Article 9 For the purpose of the Articles of Association, senior management personnel refers to the CEO, the president, the chief operating officer, the chief technology officer, the chief human resources officer, the chief financial officer, the chief marketing officer, the vice president, the financial controller and the secretary to the Board.

CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS

Article 10 The Company’s objectives of business are: to continuously explore business model suitable for the Company’s development, strive to improve the Company’s operation and management level, promote the Company’s sustainable and healthy development, and effectively safeguard the interests of the Company, its shareholders and employees in accordance with laws and regulations of the State, and with adherence to the principle of being market-orientated and centered on economic benefits.

Article 11 As registered according to the law, the Company’s scope of business covers the following: general items: technology development, technology transfer, technology consulting, technology services, technology exchanges and technology promotion in the field of new energy vehicles; international freight forwarding agent; sales of plastic products; software development; information consulting services (excluding permitted information consulting services); conference and exhibition services; sales of construction and decoration materials; computer system services; information system integration services; retail of computer hardware and software and auxiliary equipment; sales of mechanical equipment; sales of metal products; sales of coal and coal products; property management; sales of office supplies; information technology consulting services; cloud computing equipment technology services. (Except for items subject to approval according to law, business activities should be carried out independently with business license according to law).

CHAPTER III SHARES

Section 1 Issue of Shares

Article 12 Shares of the Company adopt the form of share certificates, and the shares issued by the Company shall be registered shares.

Article 13 The issue of the shares of the Company shall be based on the principle of fairness and impartiality, and shall rank pari passu in all respects with the shares of the same class.

Shares of the same class issued at the same time shall be issued under the same condition and at the same price; the same price shall be paid for each of the shares subscribed for by any entity or individual.

Domestic unlisted shares and overseas listed foreign shares issued by the Company shall have equal rights in any distribution in the form of a dividend (including cash and in-kind distribution) or any other form. The Company shall not otherwise stay or infringe any rights attached to any shares on the sole basis that the holders of such shares with direct or indirect interests in such shares have failed to disclose the said interests to the Company.

Article 14 All the shares issued by the Company shall have a nominal value denominated in Renminbi, which shall be RMB1 for each share.

The Company shall have ordinary shares at all times. The Company may issue other classes of shares if necessary, upon approval by the relevant departments.

Article 15 Upon filing with the securities regulatory authorities under the State Council and with the consent of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Stock Exchange**”), the Company may issue shares to qualified domestic investors and foreign investors.

For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from the Hong Kong Special Administrative Region (hereinafter referred to as the “**Hong Kong**”), the Macau Special Administrative Region or Taiwan of the People’s Republic of China (hereinafter referred to as the “**PRC**”) that subscribe for the shares issued by the Company, and the term “domestic investors” shall refer to investors inside the PRC, excluding the above-mentioned regions, that subscribe for the shares issued by the Company.

Article 16 The shares issued by the Company in the PRC but not listed or quoted for trading on any domestic exchange are referred to as domestic shares or domestic unlisted shares. After completing the filing procedures with the securities regulatory authorities under the State Council and with the consent of overseas securities regulatory authorities, the shares issued by the Company that are listed on the Hong Kong Stock Exchange are referred to as H shares or overseas listed shares. All shareholders of the Company shall have the equal rights in any distribution in the form of a dividend or any other form.

Where permitted by relevant laws, administrative regulations and departmental rules, the shareholders of the Company may convert all or part of their domestic unlisted shares into H shares and have them listed and traded on an overseas stock exchange upon filing with relevant regulatory authorities such as the securities regulatory authorities under the State Council. The listing and trading of the aforesaid shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations, and requirements of the overseas securities market. The conversion of the above domestic unlisted shares into overseas listed shares and the listing and trading of such shares on an overseas stock exchange is not subject to voting at a shareholders' meeting.

Article 17 The promoters converted the audited net assets of Shanghai REFIRE Group Ltd. (上海重塑能源集團有限公司) held by them as of June 30, 2020 amounting to RMB1,071,836,200 into 56,063,300 shares at a ratio of 1:0.0523, all of which are ordinary shares with a nominal value of RMB1 each, and the remaining portion of RMB1,015,772,900 was credited to capital surplus. At the time of the establishment of the Company by way of promotion, the name of each promoter, the number of shares subscribed for, the proportion to the total share capital, the method of capital contribution and the time of capital contribution were as follows:

No.	Name of promoters	Number of shares subscribed for (shares)	Proportion to the total share capital of the Company as at its establishment (%)	Method of capital contribution	Time of capital contribution
1	LIN Qi (林琦)	13,000,000	23.1881	Net assets	2020.6.30
2	Sinopec Capital Co., Ltd. (中國石化集團資本有限公司)	11,651,900	20.7835	Net assets	2020.6.30
3	LI Cong (李聰)	3,863,800	6.8919	Net assets	2020.6.30
4	Shanghai Weiqing Management Consulting Partnership (Limited Partnership) (上海蔚清管理諮詢合夥企業(有限合夥))	3,652,700	6.5153	Net assets	2020.6.30
5	Ningbo Meishan Free Trade Port Zone Pengfan Zhibin Investment Partnership (Limited Partnership) (寧波梅山保稅港區鵬凡之濱投資合夥企業(有限合夥))	3,000,000	5.3511	Net assets	2020.6.30
6	Ningbo Trustbridge II Equity Investment Partnership (Limited Partnership) (寧波摯信二期股權投資合夥企業(有限合夥))	2,191,700	3.9093	Net assets	2020.6.30
7	Ningbo Qianshi Shengxin Investment Partnership (Limited Partnership) (寧波謙石晟新投資合夥企業(有限合夥))	2,084,600	3.7183	Net assets	2020.6.30

No.	Name of promoters	Number of shares subscribed for (shares)	Proportion to the total share capital of the Company as at its establishment (%)	Method of capital contribution	Time of capital contribution
8	MA Dongsheng (馬東生)	1,767,500	3.1527	Net assets	2020.6.30
9	Ningbo Meishan Free Trade Port Zone Huiqing Jingnuo Investment Partnership (Limited Partnership) (寧波梅山保稅港區惠清京諾投資合夥企業(有限合夥))	1,430,000	2.5507	Net assets	2020.6.30
10	Beijing Legend Chengye Equity Investment Partnership (Limited Partnership) (北京君聯成業股權投資合夥企業(有限合夥))	1,217,600	2.1718	Net assets	2020.6.30
11	Zhangjiagang Bohua Venture Capital Partnership (Limited Partnership) (張家港博華創業投資合夥企業(有限合夥))	1,217,600	2.1718	Net assets	2020.6.30
12	Shanghai Weilan Business Consulting Partnership (Limited Partnership) (上海蔚瀾商務諮詢合夥企業(有限合夥))	1,200,000	2.1403	Net assets	2020.6.30
13	Ningbo Meishan Free Trade Port Zone Luping Jingneng Investment Partnership (Limited Partnership) (寧波梅山保稅港區魯平京能投資合夥企業(有限合夥))	1,144,000	2.0406	Net assets	2020.6.30
14	Ningbo Meishan Free Trade Port Zone Jinglong Baoluo Investment Partnership (Limited Partnership) (寧波梅山保稅港區京隆寶羅投資合夥企業(有限合夥))	1,001,000	1.7855	Net assets	2020.6.30
15	Ningbo Qianshi Guoxin Equity Investment Partnership (Limited Partnership) (寧波謙石國新股權投資合夥企業(有限合夥))	995,600	1.7758	Net assets	2020.6.30
16	Ningbo Qianshi Zhengxin Investment Partnership (Limited Partnership) (寧波謙石正新投資合夥企業(有限合夥))	986,300	1.7593	Net assets	2020.6.30

No.	Name of promoters	Number of shares subscribed for (shares)	Proportion to the total share capital of the Company as at its establishment (%)	Method of capital contribution	Time of capital contribution
17	Nanjing Jingxiang Capital Partnership (Limited Partnership) (南京鏡像資本合夥企業(有限合夥))	776,800	1.3856	Net assets	2020.6.30
18	Ningbo Trustbridge New Economy II Equity Investment Partnership (Limited Partnership) (寧波摯信新經濟二期股權投資合夥企業(有限合夥))	730,600	1.3032	Net assets	2020.6.30
19	Zhuhai Legend Bingde Equity Investment Enterprise (Limited Partnership) (珠海君聯秉德股權投資企業(有限合夥))	730,600	1.3032	Net assets	2020.6.30
20	Suzhou Sanxing Zhiqi Venture Capital Partnership (Limited Partnership) (蘇州三行智祺創業投資合夥企業(有限合夥))	730,600	1.3032	Net assets	2020.6.30
21	Toyota Tsusho (Shanghai) Co., Ltd. (豐田通商(上海)有限公司)	578,000	1.0310	Net assets	2020.6.30
22	Ningbo Meishan Free Trade Port Zone Jiazhan Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區嘉展股權投資合夥企業(有限合夥))	487,000	0.8687	Net assets	2020.6.30
23	Hainan Yongheng Management Consulting Partnership (Limited Partnership) (海南永衡管理諮詢合夥企業(有限合夥))	410,000	0.7313	Net assets	2020.6.30
24	Ningbo Qianshi Fenghe Investment Partnership (Limited Partnership) (寧波謙石豐禾投資合夥企業(有限合夥))	304,400	0.5430	Net assets	2020.6.30
25	Ningbo Yuanguan Enterprise Management Partnership (Limited Partnership) (寧波元貫企業管理合夥企業(有限合夥))	276,800	0.4937	Net assets	2020.6.30

No.	Name of promoters	Number of shares subscribed for (shares)	Proportion to the total share capital of the Company as at its establishment (%)	Method of capital contribution	Time of capital contribution
26	SHEN Xianglong (沈祥龍)	250,000	0.4459	Net assets	2020.6.30
27	Tianjin Chongmin Enterprise Management Consulting Partnership (Limited Partnership) (天津舛旻企業管理諮詢合夥企業(有限合夥))	181,600	0.3239	Net assets	2020.6.30
28	FENG Yan (馮燕)	161,600	0.2882	Net assets	2020.6.30
29	Global Holding Group Co., Ltd. (宏擇控股集團有限公司)	41,000	0.0731	Net assets	2020.6.30
Total		56,063,300	100	–	–

Article 18 Upon filing with the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) on October 18, 2024, the Company was listed on the Main Board of the Hong Kong Stock Exchange on December 6, 2024, and the Company made an initial offering of 4,827,920 overseas listed shares (hereinafter referred to as the “H Shares”) on the Hong Kong Stock Exchange. If the over-allotment option is fully exercised, the number of H Shares to be initially offered on the Hong Kong Stock Exchange would be 5,552,100.

The registered capital of the Company before the issuance of H Shares was RMB81,311,371.

Article 19 Upon the approval of the Company’s plan for issuing H shares and domestic unlisted shares by the securities regulatory authority of the State Council, the Board may arrange for the implementation of such plan by means of separate issues.

The Company’s plan for separate issues of overseas listed shares and domestic unlisted shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of filing with the securities regulatory authority of the State Council.

Article 20 If the Company issues overseas listed foreign shares and unlisted shares separately within the total number of shares specified in the issue plan, such shares shall be fully issued at their respective prices; if the shares cannot be fully issued for once due to special circumstances, the shares may, subject to the approval of the securities regulatory authority of the State Council, be issued in several stages.

Section 2 Increase and Decrease of Capital and Repurchase of Shares

Article 21 In accordance with the laws and regulations, the Company may, based on its operating and development needs and the resolution of the shareholders' meeting, increase its capital by the following methods:

- (I) by public offering of shares;
- (II) by non-public offering of shares;
- (III) by placing or allotting new shares to existing shareholders;
- (IV) by capitalizing its capital reserve; and
- (V) by any other methods which is permitted by the laws and administrative regulations and approved by relevant regulatory authorities.

The Company's increase in capital by issuing new shares shall be handled in accordance with the procedures provided for in the relevant laws, administrative regulations and the Hong Kong Listing Rules after having been approved in accordance with the Articles of Association.

Article 22 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law, the Hong Kong Listing Rules and other relevant provisions and the procedures stipulated in the Articles of Association.

Article 23 Under the following circumstances, the Company may repurchase its shares in accordance with the provisions of the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association:

- (I) to reduce the registered capital of the Company;
- (II) to merge with other companies that hold the shares of the Company;
- (III) to use the shares for employee stock ownership plan or as equity incentive;
- (IV) the shareholders disagreeing with the merger or separation resolution made by the shareholders' meeting ask the Company to acquire their shares;
- (V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;
- (VI) to safeguard the Company's value and the shareholders' rights as deemed necessary; and
- (VII) any other circumstances required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, etc.

Except for the above situations, the Company shall not engage in the activity of transaction related to its shares.

Where the Company repurchases its shares for reasons set out in items (I) and (II) of the first paragraph, it shall be subject to approval by a resolution at the shareholders' meeting; where the Company repurchases its shares in the circumstances set out in items (III), (V) and (VI) of the first paragraph, it may be resolved by a Board meeting with more than two-thirds of Directors present.

In respect of unlisted shares, in the event that the Company repurchases its shares in accordance with the above provisions, such shares shall be cancelled within 10 days upon such repurchase in the circumstance set out in item (I) of the first paragraph; shall be transferred or cancelled within 6 months in the circumstances set out in items (II) and (IV) of the first paragraph; the aggregate 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 years in the circumstances set out in items (III), (V) and (VI) of the first paragraph.

If the laws, administrative regulations, departmental rules, other normative documents and relevant rules of the securities regulatory authorities where the Company's shares are listed provide otherwise for the matters involved in the aforementioned share repurchase, such provisions shall prevail.

Where the Company repurchases its shares, it shall perform its information disclosure obligations in accordance with laws.

Article 24 The Company may proceed to repurchase its shares in one of the following manners:

- (I) by issuing repurchase offer to all the shareholders *pari passu*;
- (II) through public trading on the stock exchange;
- (III) through agreement outside the stock exchange; and
- (IV) other methods permitted by the law, administrative regulations and regulatory authorities.

Article 25 The repurchase of shares of the Company through agreement outside the stock exchange shall be approved in advance by the shareholders' meeting in accordance with the provisions of the Articles of Association. With prior approval at the shareholders' meeting obtained in the same manner, the Company may rescind or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.

The contract to repurchase shares referred to in the preceding paragraph includes but is not limited to such agreement to undertake the obligations of share repurchase and agreement to acquire the rights to repurchase shares.

The Company shall not assign a contract for the repurchase of its own shares or any of its rights thereunder.

Where the Company has the right to repurchase redeemable shares, the repurchase price shall be limited to a maximum price if the repurchase is not made through the market or by tender; if the repurchase is made by tender, tenders shall be made available to all shareholders on the same terms.

Article 26 After repurchasing shares according to law, the Company shall, within the time limit prescribed by laws and administrative regulations, cancel such shares and apply to the original company registration authorities for the registration of the change in registered capital.

The total nominal value of the canceled shares shall be deducted from the Company's registered capital.

Article 27 Unless the Company is in the course of liquidation, it shall comply with the following provisions in repurchasing its issued shares:

- (I) Where the Company repurchases its shares at nominal value, the payment shall be made out of the book balance of distributable profits of the Company or out of the proceeds from the issuance of new shares for that purpose;
- (II) Where the Company repurchases its shares at a premium to their nominal value, payment equal to the nominal value shall be made out of the book balance of distributable profits of the Company or out of the proceeds from the issuance of new shares for that purpose. Payment of the portion in excess of the nominal value shall be effected as follows:
 - 1. If the shares repurchased were issued at their nominal value, the payment shall be made out of the book balance of distributable profits of the Company;
 - 2. If the shares repurchased were issued at a premium to their nominal value, the payment shall be made out of the book balance of distributable profit or out of the proceeds from the issuance of new shares for that purpose; provided that the amount paid out of the proceeds from the issuance of new shares shall not exceed the total premium obtained at the time of issuance of the old shares or the current amount of the Company's premium account or capital common reserve account (including the premiums from the issuance of new shares) at the time of repurchase;
- (III) The sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profits:
 - 1. acquisition of the right to repurchase its own shares;
 - 2. modification of any contract for repurchasing its own shares; and
 - 3. release from any of its obligations under any repurchase contract.
- (IV) After the nominal value of the canceled shares has been deducted from the registered capital of the Company in accordance with relevant provisions, that portion of the amount deducted from the distributable profit for the payment of the nominal value of the shares repurchased shall be credited to the Company's premium account or capital common reserve account.

If the laws, administrative regulations and relevant rules of the securities regulatory authorities provide otherwise in respect of the financial treatment involved in the aforementioned share repurchase, such provisions shall prevail.

Section 3 Share Transfers

Article 28 Unless otherwise specified in the laws, administrative regulations and by the securities regulatory authorities in and the listing rules of the place where the shares of the Company are listed, the paid up shares of the Company can be freely transferred in accordance with the laws and are not subject to any lien. The shares of the Company may be donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. The transfer of shares shall be registered with the local stock registration institution entrusted by the Company.

Article 29 All the paid-up H Shares are freely transferable pursuant to the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without giving any reasons thereof, unless:

- (I) The instrument of transfer and other documents relating to or affecting the ownership of any share shall be registered, and the fees shall not exceed the maximum fee set out in the Hong Kong Listing Rules by the Hong Kong Stock Exchange from time to time;
- (II) The instrument of transfer involves only the H Shares;
- (III) The stamp duty payable in respect of the instrument of transfer has been paid;
- (IV) The relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;
- (V) If the shares are transferred to joint holders, the number of joint holders shall not exceed four; and
- (VI) The relevant shares are free of any lien in favor of the Company.

Article 30 If the Board refuses to register the transfer of shares, the Company shall give the transferor and transferee a notice of refusal to register the transfer of shares within two months from the date of the formal application for transfer. All the H Shares shall be transferred by way of written transfer instrument in an ordinary or general format, or any other format acceptable to the Board (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). A written transfer instrument may be signed by hand or (where the transferor or transferee is a corporation) affixed with the effective company seal. If the transferor or transferee is a recognized clearing house as defined in the relevant regulations under the laws of Hong Kong (hereinafter referred to as the “**Recognized Clearing House**”) in effect from time to time or its agent, the written transfer instrument may be signed by hand or in a machine-printed form.

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

Article 31 The Company shall not accept its shares being held as the object of a pledge.

Article 32 The shares issued by the Company prior to its public offering of shares shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange.

The Directors, Supervisors and senior management personnel of the Company shall declare the shares of the Company they hold to the Company and the changes thereof, and the shares allowed to be transferred each year during their term of office as determined at the time of taking office shall not exceed 25% of the total shares they hold in the Company; the shares they hold in the Company shall not be transferred within one year from the date on which the Company's shares are listed and traded. The above-mentioned personnel shall not transfer the shares they hold in the Company within six months after their resignation from the Company.

Where the regulatory rules of the place where the Company's shares are listed provide otherwise for restrictions on the transfer of overseas listed shares, such provisions shall prevail.

Section 4 Financial Assistance for the Purchase of Company Shares

Article 33 The Company or its subsidiaries (including affiliates of the Company) shall not at any time by way of gift, advance, guarantee, compensation or loans provide any financial assistance to purchasers or potential purchasers of the Company's shares in any way. The aforesaid purchasers include persons directly or indirectly undertaking obligations because of the purchase of the Company's shares.

The Company or its subsidiaries (including affiliates of the Company) shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.

The provisions of this Article shall not apply to the circumstances described in Article 35 of the Articles of Association.

Article 34 For the purposes of this chapter, the term "financial assistance" shall include but not be limited to financial assistance in the forms set forth below:

- (I) gift;
- (II) security (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (excluding, however, indemnity arising from the Company's own fault), release or waiver of rights;
- (III) provision of a loan or conclusion of a contract under which the Company performs its obligations prior to the other party to the contract, as well as changes to the parties to such loan or contract and the transfer of rights under such loan or contract; and
- (IV) financial assistance in any other forms if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.

For the purposes of this chapter, the expression “assuming of obligations” includes the assuming of obligations arising from the change of the obligor’s financial position for concluding a contract or making an arrangement (whether such contract or arrangement is enforceable or not, and whether made on its own account or jointly with any other person), or by any other means.

Article 35 The acts listed below are not prohibited by Article 33 of the Articles of Association, subject to any prohibitions by the relevant laws, administrative regulations, departmental rules and normative documents:

- (I) the provision of financial assistance by the Company in good faith for the benefit of the Company and the main purpose of the financial assistance is not to purchase shares of the Company, or the financial assistance is an incidental part of a master plan of the Company;
- (II) the lawful distribution of the Company’s assets as dividends;
- (III) the distribution of dividends in the form of shares;
- (IV) reduction of registered capital, repurchase of shares, equity restructuring, etc. in accordance with the Articles of Association;
- (V) the provision of loans by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance was paid out of the Company’s distributable profits); and
- (VI) contributions made by the Company to the employee stock ownership plan (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance was paid out of the Company’s distributable profits).

Section 5 Share Certificates and Register of Shareholders

Article 36 The share certificates of the Company shall be in registered form. The share certificates of the Company shall contain the particulars as required by the Company Law, and any other items as required by any stock exchange on which the shares of the Company are listed.

The overseas listed shares issued by the Company may take the form of certificates of overseas depository receipt or other derivative forms of share certificates pursuant to the laws of the place where the Company’s shares are listed and local practices governing the registration and deposit of securities.

If the share capital of the Company includes non-voting shares, the words “non-voting” shall be inserted into the names of such shares. Where the share capital includes shares with different voting rights, the words “limited voting rights” or “restricted voting rights” shall be inserted into the name of each class of shares (other than those with the most favorable voting rights).

Article 37 Share certificates of the Company shall be signed by the chairperson of the Board. If the signatures of the CEO or other senior management personnel of the Company are required by the stock exchange(s) where the Company's shares are listed, the share certificates shall also be signed by such CEO or other senior management personnel. The share certificates shall become effective after the Company's seal is affixed thereto or printed thereon. The affixing of the Company's seal on share certificates shall be authorized by the Board. The signature of the chairperson of the Board, CEO or other relevant senior management personnel on the share certificates may also be in printed form. If the Company's shares are issued and traded in paperless form, the regulations of the securities regulatory authorities of the place(s) and the stock exchange(s) where the Company's shares are listed shall apply.

Article 38 The Company shall keep a register of members containing the following particulars or register shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:

- (I) the name (title) and address (domicile) of each shareholder;
- (II) the class and number of shares held by each shareholder;
- (III) the serial numbers of the shares held by each shareholder if the shares are issued in paper form; and
- (IV) the date on which each shareholder was registered as a shareholder.

The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company, unless there is evidence to the contrary.

Subject to the Articles of Association and other applicable regulations, upon transfer of the Company's shares, the name (title) of the transferee of the shares will be registered in the register of shareholders as the holder of such shares.

Article 39 Transfer of shares shall be recorded in the register of members. The Company may, in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority, keep the register of shareholders of overseas listed foreign shares outside China and appoint overseas agencies to maintain such register. The original register of shareholders of overseas listed foreign shares issued in Hong Kong shall be maintained in Hong Kong and must be accessible to shareholders. The Company may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance (Cap. 622, Laws of Hong Kong).

Copies of the register of shareholders for overseas listed shares shall be kept at the Company's domicile. Appointed overseas agencies shall from time to time maintain the consistency of the original register of shareholders for overseas listed shares and the copies thereof.

In case of any inconsistency between the original and copies of the register of shareholders of overseas listed shares, the original shall prevail.

Article 40 The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

- (I) a register of shareholders kept at the Company's domicile other than those provided for under items (II) and (III) of this Article;
- (II) a register of shareholders for overseas listed shares kept in the place of the overseas stock exchange where the Company's share are listed; and
- (III) registers of shareholders kept in such other places as the Board may decide necessary for listing of the Company's shares.

Article 41 The various parts of the register of shareholders shall not overlap with each other. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part thereof.

Changes to and corrections of each part of the register of shareholders shall be carried out in accordance with the laws of its situs.

Article 42 In the case of H shareholders, when two or more persons are registered as joint shareholders of any shares, they shall be deemed as joint holders of the said shares, and subject to the following restrictions:

- (I) The Company shall not register more than four persons as joint shareholders of any shares;
- (II) All joint shareholders of any shares shall be severally and jointly liable for all amounts payable in respect thereof;
- (III) In the event of the death of one of the joint shareholders, only the surviving joint shareholder(s) shall be deemed by the Company to have title to the relevant shares, but the Board shall have the right to demand the death certificate of such shareholder as it thinks fit for the purpose of amending the register of shareholders; and
- (IV) With respect to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register shall be entitled to receive the share certificates of the relevant shares or notices from the Company, and any notice given to such person shall be deemed to have been given to all joint shareholders of the relevant shares. Any joint shareholder may sign the form of proxy, but if more than one joint shareholder is present in person or by proxy, a vote by the joint shareholder who ranks in priority, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint shareholders. For this purpose, the order of precedence of the joint shareholders shall be determined by the rank of such joint shareholders in the register of shareholders of the Company in relation to the relevant shares.

If any one of the joint shareholders issues a receipt to the Company for any dividend, bonus or returns on capital payable to such joint shareholders, the receipt shall be deemed a valid receipt issued by such joint shareholders to the Company.

Article 43 The register of shareholders shall not be changed within 20 days before a shareholders' meeting or within 5 days before the record date determined by the Company for the purpose of dividend distribution. Where there are any other provisions on change of the register of shareholders by laws, administrative regulations, the securities regulatory authorities under the State Council or the securities regulatory authorities at the place where the Company's securities are listed, such provisions shall prevail.

Article 44 When the Company convenes a shareholders' meeting, distributes dividends, commences liquidation or engages in other acts requiring the confirmation of shareholding, the Board shall designate a day to be the record date. Shareholders whose names appear in the register of shareholders at the end of the record date shall be the shareholders of the Company.

Article 45 Any person that challenges the register of shareholders and requests his/her name to be entered into or removed from the register of shareholders, may apply to a court with jurisdiction for rectification of the register of shareholders.

Article 46 If any shareholder who is registered in the register of shareholders or any person who requests for his/her name to be recorded into the register of shareholders loses his/her share certificate(s) (hereinafter referred to as the "**Original Share Certificate(s)**"), he/she may apply to the Company for reissuance of new share certificate(s) in respect of such share(s) (hereinafter referred to as the "**Relevant Share(s)**").

In the event that a shareholder of domestic shares loses his/her share certificate(s) and applies for reissuance of share certificate(s), it shall follow relevant provisions as stipulated in the Company Law.

In the event that a shareholder of H Shares loses his/her share certificate(s) and applies for reissuance of share certificate(s), he/she shall follow relevant provisions as required by the laws, rules of the stock exchange or any other relevant provisions in the place where the register of shareholders for such H Shares is kept.

In the event that a shareholder of H Shares of the companies listed in Hong Kong lose his/her share certificate(s) and applies for reissuance of share certificate(s), such reissuance shall be subject to the following conditions:

- (I) The applicant shall lodge his/her application in standard form as specified by the Company with a notarization or a statutory declaration. The notarization or statutory declaration shall contain the reasons for the application, the details and evidence for the loss of the share certificate(s), and the declaration to state that no other persons are entitled to be registered as shareholders of the Relevant Shares;
- (II) The Company has not received, prior to the Company's decision for reissuance of share certificate(s), any declaration from any person(s) other than the applicant to request to be registered as the shareholder of the Relevant Shares;
- (III) If the Company decides to reissue a new share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers designated by the Board that complies with relevant regulations. The period of the public announcement shall be 90 days, during which such announcement shall be published repeatedly at least once every 30 days;

- (IV) The Company shall, prior to the publication of the announcement on the reissuance of share certificate(s), submit a copy of the announcement to be published on the stock exchange where the Relevant Shares are listed. Upon receiving a response from the stock exchange confirming that the announcement has been displayed at the stock exchange, the Company may proceed with the publication. The display period at the stock exchange shall be 90 days;

If the application for reissuance of share certificate(s) is made without the consent of the registered holder of the Relevant Shares, the Company shall mail to such shareholder a photocopy of the announcement to be published;

- (V) If the Company has not received any objection from any person in respect of the reissuance of share certificate(s) upon the expiration of the 90-day period for the posting of the announcement as required in paragraphs (III) and (IV) of this Article, the Company may reissue share certificate(s) according to the application of the applicant;
- (VI) When the Company reissues a new share certificate in accordance with this Article, it shall immediately cancel the Original Share Certificate and record such cancellation and the reissuance of the share certificate(s) in the register of shareholders; and
- (VII) The applicant shall bear all the costs incurred to the Company for the cancellation of the Original Share Certificates and the reissuance of new share certificate(s). The Company shall have the right to refuse to take any action until the applicant has provided a reasonable guarantee.

Article 47 After the Company has reissued a new share certificate in accordance with the Articles of Association, the name of a bona fide purchaser of the new share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he/she is a bona fide purchaser) shall not be removed from the register of shareholders.

The Company shall not be liable for any damage suffered by any person from the cancellation of the Original Share Certificate or the reissuance of new share certificate(s), unless the claimant can prove fraud on the part of the Company.

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 1 Shareholders

Article 48 The shareholders of the Company are those who lawfully hold the shares of the Company and have their names registered in the register of shareholders. The shareholders shall enjoy the rights and assume the obligations according to the class and amount of the shares they hold; the shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

When the Company convenes a shareholders' meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the shareholders whose names appear on the register of shareholders are entitled to the relevant rights.

Article 49 Shareholders of ordinary shares of the Company shall enjoy the following rights:

- (I) to receive dividend and other forms of distribution of interest in proportion to their respective shareholdings;
- (II) to legally request, convene, preside over, attend or appoint shareholders' proxies to attend the shareholders' meeting and exercise the corresponding speaking and voting rights;
- (III) to supervise the business operations of the Company and to make suggestions or inquiries;
- (IV) to transfer, bestow or pledge the shares they hold according to the laws, administrative regulations and the Articles of Association;
- (V) to access relevant information according to the provisions of the Articles of Association, including:
 - 1. the rights to review and duplicate the Articles of Association of the Company or the articles of association of its wholly-owned subsidiaries upon payment of a fee covering the cost;
 - 2. the rights to inspect and obtain photocopies of the following information upon payment of a fee covering the cost:
 - (1) all parts of the register of members (the list of all shareholders at the close of share registration on the record date of the Company's latest periodic report);
 - (2) personal particulars of the Directors, Supervisors, CEO and other senior management personnel of the Company, including:
 - (a) current and previous names and aliases;
 - (b) main address (domicile);
 - (c) nationality;
 - (d) full-time and all other part-time jobs and titles; and
 - (e) identity documents and their numbers.
 - (3) status of the share capital of the Company;
 - (4) reports showing the aggregate nominal value, number of shares, and maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last fiscal year, as well as all the expenses paid by the Company therefore;
 - (5) meeting minutes of shareholders' meetings, Board meetings and meetings of the supervisory committee of the Company (hereinafter referred to as the **"Supervisory Committee"**) (only available for shareholders' inspection) and copies of the resolutions of these meetings;

- (6) the latest audited financial statements of the Company and the reports of the Board, auditors and the Supervisory Committee;
- (7) copies of the latest annual return filed with the State Administration for Market Regulation or other competent authorities;
- (8) special resolutions of the Company; and
- (9) accounting books and accounting vouchers of the Company or its wholly-owned subsidiaries.

3. bond record of the Company

A shareholder requesting for inspection of information or access to the aforesaid materials shall provide the Company with written documents evidencing the class and number of shares of the Company that such shareholder holds. The Company shall provide such information and materials as requested by the shareholder upon verifying the identity of the shareholder; provided that the Company has reasonable grounds to believe that a shareholder's review of accounting books and accounting vouchers was under an improper purpose and may impair the Company's legitimate interests, it could refuse to do so but shall reply to the shareholder in writing and explain the reasons within 15 days from the date of the shareholder's written request.

- (VI) to participate in the distribution of remaining assets of the Company in proportion to the number of shares held in the event of the termination or liquidation of the Company;
- (VII) to request the Company to buy back his/her shares if a shareholder opposes the resolution of merger or division of the Company made at the shareholders' meeting;
- (VIII) for shareholders individually or jointly holding more than 1% of the issued voting shares of the Company, to raise temporary proposal and submit it to the convener in writing within 10 days before convening the shareholders' meeting; and
- (IX) other rights conferred by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The Company shall not exercise any power against any person who exercises any rights by virtue of any shares of the Company but fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise impairing any interest of such person as attached to shares.

Article 50 The shareholders are entitled to request the people's court to invalidate the resolution of the shareholders' meeting and Board meeting which violates the laws and administrative regulations.

If the procedures for convening the shareholders' meeting or Board meeting, or the method of voting violates the laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, the shareholders are entitled to petition the people's court for cancellation of the resolution within 60 days of its adoption, unless there are only minor flaws in the procedures for convening the shareholders' meeting or Board meeting or the method of voting that has no substantial impact on the resolution.

Article 51 If a Director or senior management personnel causes losses to the Company by violation of the requirements of the laws, administrative regulations or the provisions under the Articles of Association during the performance of his/her duties, he/she shall be liable for compensation. Shareholders who hold more than 1%, individually or jointly, of the Company's issued voting shares for more than 180 consecutive days, have the right to request in writing that the Supervisory Committee file a lawsuit with the people's court; if the Supervisory Committee causes losses to the Company by violation of the requirements of the laws, administrative regulations or the provisions under the Articles of Association during the performance of its duties, the aforesaid shareholders can request in writing that the Board file a lawsuit with the people's court.

Upon receipt of the written request by the shareholders as stipulated in the preceding paragraph, in case the Supervisory Committee or the Board refuses to file a lawsuit or fails to file a lawsuit within 30 days from the date of receiving such request, or under urgent circumstances that failure in filing a lawsuit immediately would cause irreparable damages to the Company's interests, the shareholders as stipulated in the preceding paragraph shall have the right to file a lawsuit with the people's court directly in their own name for the Company's interests.

In the event that any person infringes the legitimate interests of the Company and thereby causes losses to the Company, the shareholders specified in the first paragraph may file a lawsuit with the people's court in accordance with the provisions of the preceding two paragraphs.

In the event that any director, supervisor or senior management personnel of the wholly-owned subsidiaries of the Company causes damage to the shareholders' interest by violation of the requirements of the laws, administrative regulations or the provisions under the Articles of Association, the shareholders may, in accordance with the provisions of the preceding three paragraphs, request in writing that the board of supervisors or the board of directors of the wholly-owned subsidiaries file a lawsuit with the people's court, or directly file a lawsuit with the people's court in their own names.

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

- (I) to abide by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association;
- (II) to pay for the shares subscribed in accordance with the agreed manner of payment;
- (III) not to withdraw from the Company except for the circumstances set out in the laws, regulations and the Articles of Association;

- (IV) not to abuse shareholder's rights to impair the legitimate interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to impair the legitimate interests of the creditors of the Company;

If any shareholder of the Company abuses the shareholder's rights and causes loss to the Company or other shareholders, he/she shall be liable for the compensation in accordance with the laws;

If any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely impair the interests of the creditors of the Company, he/she shall bear joint liability for the debts of the Company; and

- (V) to assume other obligations as required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Shareholders shall not be liable for making any additional contribution to the share capital other than according to the terms agreed by the subscriber of the shares at the time of subscription.

Article 53 If any shareholder holding more than 5% of the Company's issued voting shares pledges any shares held by him/her, he/she shall report the same to the Company in writing on the day on which he/she pledges his/her shares.

Article 54 Neither the controlling shareholder nor the actual controller of the Company may prejudice the interests of the Company by taking advantage of his/her connected relationship. Anyone who causes any loss to the Company as a result of violating the provisions shall be liable for compensation.

The controlling shareholder and the actual controller of the Company owe a fiduciary duty to the Company and other shareholders of the Company. The controlling shareholder shall strictly exercise the rights as a subscriber, and shall not impair the legitimate rights and interests of the Company and other shareholders of the Company in the ways of profit distribution, asset restructuring, external investments, appropriation of capital, providing loans and guarantees or connected transactions and shall not impair the interests of the Company and other shareholders of the Company by making use of its controlling status in the Company.

Article 55 In addition to obligations imposed by the laws, administrative regulations or required by the regulatory rules of the place where the Company's shares are listed, a controlling shareholder shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests the shareholders generally or partially:

- (I) to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company;
- (II) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person), in any guise, of the Company's property, including (without limitation) opportunities beneficial to the Company; and

- (III) to approve the expropriation by a Director or Supervisor (for his/her own benefit or for the benefit of another person) of the individual rights or interests of other shareholders, including (but is not limited to) rights to distributions and voting rights, save for the Company's restructuring submitted to the shareholders' meeting for approval in accordance with the Articles of Association.

Article 56 The term "controlling shareholder" referred to in the Articles of Association means a person who satisfies any one of the following conditions:

- (I) a person who, acting alone or in concert with others, has the power to elect a majority of the Directors;
- (II) a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% or more of the voting rights in the Company;
- (III) a person who, acting alone or in concert with others, holds 30% or more of the issued shares of the Company; and
- (IV) a person who, acting alone or in concert with others, has de facto control over the Company in any other way.

Section 2 General Provisions of Shareholders' Meetings

Article 57 The Shareholders' meeting acts as the organ of authority of the Company which, according to the laws, exercises the following authorities:

- (I) to elect and replace Directors and Supervisors who are not staff representatives, and to decide on matters relating to their remuneration;
- (II) to review and approve the reports of the Board;
- (III) to review and approve the reports of the Supervisory Committee;
- (IV) to review and approve the profit distribution plan and loss recovery plan of the Company;
- (V) to make resolutions on the increase or reduction of the Company's registered capital;
- (VI) to make resolutions on the issuance of corporate bonds, shares of any class, stock warrant and other similar securities and listing plans thereof;
- (VII) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the form of the Company;
- (VIII) to amend the Articles of Association;
- (IX) to make resolutions on the appointment or dismissal or non-renewal of engagement of accounting firms by the Company;

- (X) to examine and approve the external guarantees of the Company that require the approval by the shareholders' meetings;
- (XI) to consider the Company's purchase or disposal of major assets or guarantees within one year of an amount exceeding 30% of the latest audited total assets of the Company;
- (XII) to examine and approve material transactions and connected transaction which should be submitted to the shareholders' meeting for consideration and approval in accordance with the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association;
- (XIII) to review stock incentive plan;
- (XIV) to consider proposals raised by shareholder(s), individually or collectively, holding more than 1% of the Company's issued voting shares;
- (XV) to review and approve the change in use of raised funds;
- (XVI) to consider other matters that should be decided by the shareholders' meeting according to the laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association; and
- (XVII) other matters required by the regulatory rules of the place where the Company's shares are listed.

Under the condition of not breaching any relevant laws and regulations and mandatory provisions of the laws and regulations of the listing place, the shareholders' meeting may authorize or entrust the Board to handle the matters as authorized or entrusted.

Article 58 Except where the Company is in a crisis or any special circumstance, the Company shall not enter into any contract with anyone other than the Directors, Supervisors and senior management personnel to have all or significant part of the Company's business in the charge of such person, unless otherwise approved by the shareholders at a shareholders' meeting by way of a special resolution.

Article 59 The following external guarantees of the Company shall be submitted to the shareholders' meeting for consideration upon the consideration and approval by the Board (other than those provided to its controlled subsidiary(ies):

- (I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiary(ies) reaches or exceeds 50% of the Company's latest audited net assets;
- (II) any guarantee provided after the total amount of external guarantees provided by the Company reaches or exceeds 30% of the Company's latest audited total assets;
- (III) a guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;

- (IV) a single guarantee of an amount in excess of 10% of the Company's latest audited net assets;
- (V) any guarantee whose amount exceeds 30% of the Company's latest audited total assets within 12 consecutive months;
- (VI) any guarantee whose amount exceeds 50% of the Company's latest audited net assets and the absolute amount exceeds RMB30 million within 12 consecutive months;
- (VII) any guarantee provided to the shareholders, the actual controller and their related parties; and
- (VIII) any other guarantees provided in the laws, regulations, normative documents, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The guarantees as mentioned in the item (V) above submitted to the shareholders' meeting for consideration shall be passed with two-thirds of the votes held by the shareholders attending the meeting.

The Board has the right to consider and approve the external guarantees other than the external guarantees that are subject to the approval of the shareholders' meeting.

When the proposal for providing a guarantee to a shareholder, the actual controller and their related parties is reviewed by the shareholders' meeting, the shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be considered and passed by other shareholders present at the meeting. If the guarantees are also connected transactions, the requirements and restrictions on connected transactions set out in the Articles of Association shall be equally applicable to such guarantees.

If any Directors, the CEO and other personnel of the Company do not fulfill the approval procedures in accordance with the provisions of the Articles of Association and exceed their authority to enter into external guarantee contracts without authorization, and cause damage to the Company, they shall be held accountable.

Article 60 The shareholders' meetings shall be divided into the annual shareholders' meetings and the extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once an accounting year, and shall be held within six months after the prior accounting year ends.

Article 61 The Company shall convene an extraordinary shareholders' meeting within two months under any of the following circumstances:

- (I) when the number of Directors is less than the number specified in the Company Law or two-thirds of the number required by the Articles of Association;
- (II) when the uncovered loss of the Company reaches one-third of the total paid-in share capital of the Company;

- (III) at the request of shareholders who individually or collectively hold more than 10% of the Company's issued voting shares;
- (IV) when the Board considers it necessary;
- (V) when the Supervisory Committee proposes such a meeting be held; and
- (VI) any other circumstances required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The number of shares held under the item (III) above shall be calculated from the date of such shareholder's written request.

Article 62 The venue where the Company holds the shareholders' meetings shall be generally the domicile of the Company. If there is a change in the venue of a shareholders' meeting, it shall be specified in the notice of the meeting.

A meeting venue shall be established for the shareholders' meeting, and in principle, meetings will take the form of on-site meetings. The Board may, on a case-by-case basis, provide internet, video, telephone or other voting methods to facilitate shareholders' participation in shareholders' meetings in accordance with the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association. Shareholders who participate in a shareholders' meeting in the aforesaid manners shall be deemed to have been present at the meeting.

Section 3 Convening of the Shareholders' Meeting

Article 63 The shareholders' meeting shall be convened by the Board, the chairperson of which shall also act as the chairperson of the meeting; when the chairperson of the Board is unable or fails to perform his duties, a Director of the Company jointly recommended by more than half of the Board shall convene the meeting on his/her behalf and act as the chairperson of the meeting.

Article 64 The chairperson of the meeting shall declare whether to pass the resolution at the shareholders' meeting in accordance with the voting results. The voting results shall be declared at the meeting and recorded into the meeting minutes.

Article 65 If the Board is unable to perform or does not perform the duty of convening a shareholders' meeting, the Supervisory Committee shall convene and preside over the meeting; if the Supervisory Committee does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10% of the issued voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting themselves.

Article 66 The independent Directors have the right to propose to the Board to convene an extraordinary shareholders' meeting. For the proposal of independent Directors of convening an extraordinary shareholders' meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, submit written feedback on whether to agree or disagree to convene the extraordinary shareholders' meeting within 10 days upon receipt of the proposal.

When the Board agrees to convene an extraordinary shareholders' meeting, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such a meeting, the reasons shall be stated and announced.

If the securities regulatory authorities at the place where the Company's shares are listed stipulate otherwise, the relevant provisions shall prevail.

Article 67 The Supervisory Committee is entitled to propose to the Board to convene an extraordinary shareholders' meeting, provided that the proposal shall be made in written form. The Board shall, pursuant to relevant laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, give a written reply on whether to agree or disagree to convene the extraordinary shareholders' meeting within 10 days after receipt of the proposal.

When the Board agrees to convene the extraordinary shareholders' meeting, the Board shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the Supervisory Committee.

When the Board does not agree to convene the extraordinary shareholders' meeting or does not give a written reply within 10 days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening an extraordinary shareholders' meeting. The Supervisory Committee can convene and preside over the meeting on its own.

Article 68 Shareholder(s) individually or jointly holding more than 10% of the issued voting shares of the Company may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary shareholders' meeting and stating the subject of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, give a written reply on whether to agree or disagree to convene the extraordinary shareholders' meeting within 10 days after receipt of the request.

If the Board agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.

If the Board does not agree to convene the extraordinary shareholders' meeting or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding more than 10% of the issued voting shares of the Company shall be entitled to propose and request in writing to the Supervisory Committee to convene an extraordinary shareholders' meeting. The Supervisory Committee shall decide whether to convene the extraordinary shareholders' meeting within 10 days after receipt of the request in accordance with the provisions of laws, administrative regulations and the Articles of Association, and give a written reply to the shareholders.

If the Supervisory Committee agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.

If the Supervisory Committee fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders individually or collectively holding more than 10% of the issued voting shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.

Prior to the announcement of the resolution of the shareholders' meeting, the proportion of the issued voting shares of the Company individually or collectively held by the shareholders who convene the meeting shall not be less than 10%.

Article 69 When the Supervisory Committee or shareholders decide to convene a shareholders' meeting on their own, they shall notify the Board in writing and file the notice of meeting with the agency of the CSRC in the place where the Company is domiciled and the relevant stock exchange in accordance with applicable regulations.

Article 70 With regard to the shareholders' meeting convened by the Supervisory Committee or shareholders on their own, the Board and the secretary to the Board shall provide assistance. The Board shall provide the register of shareholders as of the date of record. The register of shareholders obtained by the convener shall not be used for any purposes other than holding the shareholders' meeting.

Article 71 If the Supervisory Committee or shareholders convene a shareholders' meeting on their own, the Company shall bear the reasonable expenses incurred thereby and deduct the expenses from the amount owed by the Company to the delinquent Directors.

Section 4 Proposals and Notices of the Shareholders' Meetings

Article 72 The proposal contents shall fall into the terms of reference of the shareholders' meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.

Article 73 Where the Company convenes a shareholders' meeting, the Board, the Supervisory Committee, and the shareholder(s) individually or jointly holding more than 1% of the issued voting shares of the Company may make proposals to the Company.

The shareholders individually or jointly holding more than 1% of the issued voting shares of the Company may raise temporary proposal and submit it to the convener in writing 10 days before the shareholders' meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to inform other shareholders, explain the contents of the temporary proposal and submit the temporary proposal to the shareholders' meeting for consideration.

Save as specified in the preceding paragraphs, the convener shall not change the proposal set out in the notice of the shareholders' meeting or add any new proposal after the said notice is served.

The shareholders' meeting shall not vote or pass resolutions on proposals not listed in the notice of the shareholders' meeting or resolutions not in conformity with the provisions of the Articles of Association.

Article 74 A written notice of the annual shareholders' meeting shall be given to the shareholders at least 21 days (excluding both the date of notice and the date of the meeting) prior to the meeting, and a written notice of the extraordinary shareholders' meeting shall be given to the shareholders at least 15 days (excluding both the date of notice and the date of meeting) prior to the meeting. If laws, regulations or the securities regulatory authorities where the Company's shares are listed provide otherwise, the relevant provisions shall prevail.

The extraordinary shareholders' meeting shall not decide on matters not specified in the notice.

With the written consent of all shareholders of the Company, the convening of an extraordinary shareholders' meeting of the Company shall be exempted from the time limitations on the notice of the meeting as aforesaid.

Article 75 The notice of a shareholders' meeting shall be made in writing and contains:

- (I) the time, venue and duration of the meeting;
- (II) the matters and proposals to be considered at the meeting;
- (III) the textual explanation: all shareholders are entitled to attend the meeting and they may appoint one or more proxy/proxies to attend and vote at such meeting on their behalf and that such proxy need not be shareholders of the Company;
- (IV) the name and telephone number of the regular contact person for the meeting;
- (V) the information and explanations necessary for shareholders to make informed decisions on the matters to be discussed; this principle includes (but is not limited to) the requirement that when the Company intends to make a merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanations on the causes and consequences;
- (VI) If any Director, Supervisor, the CEO or other senior management personnel have a material interest in the matters to be discussed, the nature and extent of the interest shall be disclosed; if the influence of the matters to be discussed on the relevant Director, Supervisor, the CEO or other senior management personnel is different from the influence on other shareholders, the relevant difference shall be specified;
- (VII) full text of the special resolution proposed to pass at the meeting;
- (VIII) the delivery time and place of the proxy form for voting at the meeting;
- (IX) the record date of the shareholders entitled to attend the shareholders' meeting;
- (X) the date on which the notice of the meeting is given; and

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

The notice and the supplementary notice of the shareholders' meeting shall contain those required by the Hong Kong Listing Rules and the Articles of Association, and fully, completely and accurately disclose all specific contents of all proposals. If the matters to be discussed require opinions from independent Directors, the opinions and reasons of independent Directors will be disclosed at the time when the notice of the shareholders' meeting or the supplementary notice is given.

If the Company needs to supplement any material information on the subject matter to be considered at the shareholders' meeting, it shall provide the information not less than 10 working days before the date of the shareholders' meeting. Where necessary, the Company shall adjourn the shareholders' meeting to ensure conformity with the requirement.

Article 76 When the shareholders' meeting intends to discuss the election of Directors and Supervisors, the notice of the meeting shall fully explain the details of the candidates for the office of Directors and Supervisors, including, among others, the following contents:

- (I) personal particulars such as education background, working experience and any concurrent positions;
- (II) whether there is any connected relationship with the Company or the controlling shareholder and the actual controller of the Company;
- (III) their shareholdings in the Company; and
- (IV) whether he/she has been punished by the CSRC, other relevant authorities and the stock exchange of the Company's shares are listed.

The election of each candidate for the office of Directors and Supervisors shall be proposed separately.

Article 77 Unless otherwise specified by the laws and regulations, the Hong Kong Listing Rules and the Articles of Association, the notice of a shareholders' meeting shall be delivered to a shareholder (whether he/she has voting rights at the shareholders' meeting or not) by personal delivery or prepaid mail to the address of the shareholder listed in the register of shareholders. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.

The aforesaid public announcement shall be published in one or several newspapers designated by the competent securities authorities under the State Council not later than 15 days (for an extraordinary shareholders' meeting) or 21 days (for an annual shareholders' meeting) prior to the convening of the meeting. Once the public announcement is made, it is deemed that all the holders of domestic shares have received the notice of the relevant shareholders' meeting.

On the condition of complying with the requirements of laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's shares are listed, and following the relevant procedures, the notice of the shareholders' meeting to the shareholders may be issued through the website designated by the Hong Kong Stock Exchange and the website of the Company, in lieu of the means of personal delivery or prepaid mail to the shareholders. Once the announcement is made, all shareholders are deemed to have received the notice of the relevant shareholders' meeting.

Article 78 The meeting and the resolution of the meeting shall not be null and void if the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.

Article 79 When the notice of a shareholders' meeting is given, the shareholders' meeting shall not be adjourned or canceled without proper reasons, and the proposals set out in the notice of the shareholders' meeting shall not be canceled. In the event of an adjournment or cancellation, the convener shall notify the shareholders and give reasons thereof at least two working days prior to the originally scheduled date of the meeting. If the meeting is to be adjourned, the date of convening the adjourned meeting shall also be stated in the notice.

Section 5 Holding of Shareholders' Meetings

Article 80 The Board and other conveners shall take all necessary measures to ensure that the shareholders' meeting is conducted in an orderly manner and shall take steps to prevent any act interfering with the shareholders' meeting, provoking troubles and infringing on the legal rights and interests of the shareholders and report such acts to the relevant authorities for investigation.

Article 81 When the shareholders' meeting is held, all shareholders recorded in the register of shareholders as at the record date or their proxies shall have the right to attend the shareholders' meeting and exercise the speaking and voting rights in accordance with applicable laws, regulations, the Hong Kong Listing Rules and the Articles of Association.

Article 82 Any shareholder entitled to attend and vote at the shareholders' meeting may attend and vote personally or by appointing one or more persons (whether such person is a shareholder or not) as his/her proxy(ies). A shareholder shall appoint a proxy via written power of attorney, which shall be signed by the principal or the proxy he/she appoints in writing. If the principal is an institutional shareholder, the power of attorney shall be stamped with the seal of the institution or signed by its Director or duly appointed proxy. If the shareholder has appointed a proxy to attend any meeting, he/she shall be treated as being present in person.

The shareholder proxy may exercise the following rights according to the authorization of the shareholder:

- (I) the same right as the shareholder to speak at the shareholders' meeting;
- (II) requesting to vote by ballot separately or together with others; and
- (III) exercising the voting right by a show of hands or ballot, provided that if more than one proxies are appointed, the shareholder proxies shall vote by ballot only.

Article 83 An individual shareholder who attends the meeting in person shall produce his or her own ID card or other valid documents or proof evidencing his or her identity. If a proxy is appointed to attend the meeting on his or her behalf, such a proxy shall produce their own valid proof of identity and the power of attorney from the shareholder.

Institutional shareholders shall attend the meeting by their legal representatives (principals) or their proxies. If the legal representative (principal) attends the meeting, he or she shall produce his or her own ID card and a valid proof of his or her legal representative (principal) status. If a proxy has been appointed to attend the meeting, such a proxy shall produce his/her own ID cards and the power of attorney issued by the institutional shareholder according to law (except Recognized Clearing House or its agent).

A shareholder shall appoint a proxy via written power of attorney, which shall be signed by the principal or the proxy he/she appoints in writing. If the principal is an institutional shareholder, the power of attorney shall be stamped with the seal of the institution or signed by its Director or duly appointed proxy.

Article 84 The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' meeting shall contain the following information:

- (I) the name of the proxy;
- (II) whether the proxy has a voting right;
- (III) the instruction to vote for, against or abstain from voting on each matter for consideration listed in the agenda of the shareholders' meeting;
- (IV) the issuing date and validity period of the power of attorney;
- (V) signature (or seal) of the principal. If the principal is a corporate shareholder, the power of attorney shall be under the seal of the corporate shareholder or signed by its Director or duly appointed proxy; and
- (VI) the number of shares represented by each proxy.

Article 85 The template power of attorney issued by the Board to a shareholder to appoint a proxy shall be in such blank form that allows the shareholder to freely instruct the proxy to vote for or against or to abstain from voting on any resolution, and to provide separate instructions on the matters to be voted on for each agenda of the meeting. It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.

Article 86 The power of attorney shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. If the power of attorney is signed by the authorized person of the principal, the power of attorney or other authorization documents to be signed shall be notarized. A notarized power of attorney or other authorization documents, together with the proxy form, shall be placed at the domicile of the Company or other place specified in the meeting.

If the principal is an institutional shareholder, its legal representative (principal) or the person authorized by the Board or other decision-making authorities shall attend the shareholders' meeting of the Company on its behalf, as if he/she was an individual shareholder of the Company.

If the shareholder is a Recognized Clearing House (or its agent) as defined in the relevant ordinances promulgated in Hong Kong from time to time, the shareholder may authorize one or more persons as he thinks fit to act as his representative(s) at any shareholders' meeting or any meeting of creditors. However, if more than one person is authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the Recognized Clearing House. A person so authorized may attend a meeting on behalf of the Recognized Clearing House (or its agent) without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization, and shall be entitled with the same statutory rights as other shareholders, including the right to speak and vote.

Article 87 A vote given by a proxy in accordance with the terms of a power of attorney shall be valid, notwithstanding the death or loss of capacity of the principal or revocation of the proxy or power of authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that the Company did not receive any written notice in respect of any such matters prior to the commencement of the relevant meeting.

Article 88 When the shareholders' meeting is held, all the Directors, Supervisors and the secretary to the Board shall attend the meeting, while the CEO and other senior management personnel shall attend the meeting as observers.

Article 89 Shareholders' meetings shall be convened by the Board, and presided over by the chairperson of the Board. In the event that the chairperson of the Board is incapable of performing or does not perform his/her duties, a Director nominated by more than half of Directors shall preside over the meeting; in the event that the chairperson of the meeting is not designated, the shareholders present at the meeting can elect one person to serve as the chairperson of the meeting; if the shareholders are unable to elect the chairperson of the meeting for any reason, the shareholder present at the meeting who holds the most voting shares (including his/her proxy, except for the Hong Kong Securities Clearing Company Limited) shall serve as the chairperson of the meeting.

At a shareholders' meeting convened by the Supervisory Committee, the chairperson of the Supervisory Committee shall preside over the meeting. When the chairperson of the Supervisory Committee is unable or fails to perform his or her duty, a Supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.

If a shareholders' meeting is convened by the shareholders, the convener shall elect a representative to preside over the meeting.

When a shareholders' meeting is held, if the chairperson of the meeting violates the rules of procedure, making the continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the shareholders' meeting may elect a person to serve as chairperson of the meeting and the meeting shall continue.

Article 90 The Company shall formulate rules of procedure for the shareholders' meeting, and specify the convening and voting procedures of the shareholders' meeting, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing thereof, as well as the principle of authorization of the shareholders' meeting to the Board. The content of authorization shall be clear and specific. The rules of procedure for the shareholders' meeting shall be annexed to the Articles of Association and shall be prepared by the Board and approved by the shareholders' meeting.

Article 91 At the annual shareholders' meeting, the Board and the Supervisory Committee shall make a report on their works in the past year to the shareholders' meeting.

Article 92 The Directors, Supervisors and senior management personnel shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the shareholders' meeting, unless:

- (I) the queries are not related to the agenda of the meeting;
- (II) the queries involve matters to be verified;
- (III) the queries involve trade secrets of the Company; and
- (IV) other reasonable reasons.

Article 93 Before voting, the chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held by them. The number of shareholders and proxies present at the meeting and the total number of issued shares with voting rights held by them shall be subject to the registration of the meeting.

Article 94 The shareholders' meeting shall have meeting minutes, and the secretary to the Board shall be responsible for the meeting minutes. The meeting minutes shall contain:

- (I) the time, venue and agenda of meeting and the convener's name;
- (II) the names of the chairperson of the meeting and the Directors, Supervisors, the CEO and other senior management personnel attending the meeting or attending the meeting as observers;
- (III) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights they hold, and the proportion of these shares to the total number of the shares of the Company;
- (IV) the consideration process, key points of speech and voting result of each proposal;
- (V) inquiry or suggestion of the shareholders and the corresponding reply or explanation;
- (VI) the name of vote counters and scrutineers; and
- (VII) other contents that shall be included in the meeting minutes according to the Articles of Association.

Article 95 The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The Directors, Supervisors, the secretary to the Board, convener or their representative attending the meeting, and the chairperson of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than 10 years.

Article 96 The convener shall warrant that the shareholders' meeting will proceed continuously until the final resolution is made. If the shareholders' meeting is suspended or the resolution cannot be made due to force majeure or other special causes, the convener shall restore the shareholders' meeting or directly terminate the shareholders' meeting, and all shareholders shall be notified in time.

Section 6 Voting and Resolutions of the Shareholders' Meetings

Article 97 The resolutions of a shareholders' meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies thereof) present at the meeting.

Special resolutions of a shareholders' meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies thereof) present at the meeting.

Article 98 The following matters shall be resolved by way of ordinary resolution of the shareholders' meeting:

- (I) work reports of the Board and the Supervisory Committee;
- (II) profit distribution proposals and proposals for making up losses formulated by the Board;
- (III) appointment and dismissal of the members of the Board and the Supervisory Committee (except for the employees representative Supervisor), their remuneration and the method of payment of the remuneration;
- (IV) annual report of the Company; and
- (V) other matters not otherwise required by the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association to be passed by special resolutions.

Article 99 The following matters shall be resolved by way of special resolution of the shareholders' meeting:

- (I) increase or reduction of the Company's registered capital, issuance of any class of shares, options and other similar types of securities;
- (II) issuance of corporate bonds;

- (III) division, merger, dissolution and liquidation or change of organizational form of the Company;
- (IV) amendments to the Articles of Association;
- (V) purchase and disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company;
- (VI) equity incentive schemes; and
- (VII) other matters required by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the shareholders' meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution.

Article 100 Shareholders (including proxies thereof) shall exercise their voting rights by the number of voting shares they represent at the shareholders' meeting, and each share shall have one vote, unless individual shareholders are required by the Hong Kong Listing Rules to waive their voting rights on individual matters. Shareholders (including proxies thereof) who have two or more votes are not required to vote for or against all voting rights.

Where any shareholder is, under the Hong Kong Listing Rules, required to waive his/her voting rights on a resolution or restricted to voting only for or against a resolution, he/she shall waive his/her voting rights and not cast his/her votes in compliance with such requirement, and any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the voting results.

The Company shares held by the Company have no voting right, and those shares are not included in the total number of voting shares present at the shareholders' meeting and shall not be deposited in CCASS. Any shareholder who is required under the Hong Kong Listing Rules to waive his/her voting rights on a resolution or is restricted to voting only for or against a resolution shall not be counted as a vote made by that shareholder or his/her representative in contravention of such requirement or restriction.

If the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed stipulate that any shareholder shall waive his/her voting rights on a resolution or restrict any shareholder to only voting for or against a resolution, and any vote casted by such shareholder or his/her proxies in contravention of such requirement or restriction shall not be counted in the voting results.

Article 101 Where matters relating to connected transactions (as defined in the Hong Kong Listing Rules) are considered at the shareholders' meeting, the connected shareholders and their associates (as defined under the Hong Kong Listing Rules) shall not be involved in voting, and the shares carrying the voting rights they represent shall not be counted in the total number of valid voting rights. The voting particulars of the non-connected persons shall be fully disclosed in the announcement on the resolution of the shareholders' meeting.

Before the shareholders' meeting considers matters relating to connected transactions, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and normative documents. Connected persons or their authorized representatives may attend the shareholders' meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting in a poll.

Where the shareholders' meeting considers matters relating to connected transactions, connected shareholders shall abstain from voting. If connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. After connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association. The presider of the meeting shall announce the number of shareholders and proxies except connected persons present at the shareholders' meeting and the total number of their voting shares.

In order to be valid, the resolution of the shareholders' meeting on matters relating to connected transactions shall be passed by more than half of the voting rights held by the non-connected shareholders attending the shareholders' meeting. However, in the event of such connected transaction involving matters that are required to be passed by special resolution as stipulated in the Articles of Association, in order to be valid, the resolution of the shareholders' meeting must be passed by more than two-thirds of the voting rights held by the non-connected persons attending the shareholders' meeting.

Where connected persons or their associates involved in voting in violation of the provisions under this Article, their votes in respect of matters relating to connected transactions shall be invalid.

Article 102 The Company shall facilitate the shareholders' presence at the shareholders' meeting through various ways and means under the premise of ensuring the shareholders' meeting is legally and validly.

Article 103 The name list of candidates for the office of Directors and Supervisors shall be submitted by way of proposal to the shareholders' meeting for voting.

Article 104 The shareholders' meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders' meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders' meeting.

Article 105 No amendment shall be made to a proposal when it is considered at a shareholders' meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the shareholders' meeting.

Article 106 Votes shall be taken by disclosed ballot at shareholders' meetings, except on proposals concerning procedures of the shareholders' meeting or administrative matters, which may be decided in good faith by the chairperson of the meeting and voted by a show of hands.

The procedures and administrative matters above-mentioned shall:

1. not be contained in the agenda of the shareholders' meeting or in any supplementary circular to shareholders;
2. involve the duty of the presider to maintain the orderly course of the meeting and/or to allow the matters of the meeting to be handled more properly and effectively while giving all shareholders a reasonable opportunity to express their views; and
3. not involve the circumstance that any shareholder entitled to attend the shareholders' meeting and vote at the meeting appoints more than one person as its proxy to attend the meeting.

If the chairperson decides to vote by a show of hands, the shareholders' meeting shall vote by a show of hands unless the following persons require a vote by ballot before or after a show of hands:

- (I) the chairperson of the meeting;
- (II) at least two shareholders with voting rights or proxies of shareholders with voting rights; and
- (III) one or several shareholders (including proxies thereof), individually or in aggregate, holding not less than 10% of the shares carrying voting rights at such meeting.

If the chairperson of the meeting decides to vote by a show of hands, unless a vote by ballot is proposed, the chairperson of the meeting shall, by a show of hands, declare the voting result of the proposal and record it in the minutes of the meeting as final and without the need to prove the number of votes for or against the resolution passed at that meeting, or the proportion thereof.

The request for voting by ballot may be withdrawn by the proposer.

If the matter requiring voting by ballot is the election of the meeting chairperson or the suspension of the meeting, a vote shall be taken immediately. In respect of other matters requiring a poll, the chairperson shall decide when to hold a voting, and the meeting may proceed to discuss other matters, provided that the result of the voting shall be deemed to be a resolution passed at that meeting.

Article 107 When votes are cast on proposals at the shareholders' meeting, representatives of the shareholders and the representative of Supervisors and other connected persons appointed pursuant to the Hong Kong Listing Rules shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.

Article 108 A shareholders' meeting shall be held on site or by other means permitted by laws and regulations.

Prior to the formal announcement of voting results, the relevant parties involved in relation to voting at the shareholders' meeting, including the companies, poll-clerks and scrutineers, and the shareholders holding more than 5% of the shares, shall be obliged to keep the voting results confidential.

Article 109 The shareholders attending the shareholders' meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain. Save for the circumstance under which the securities registration and clearing institution acting as the nominal holder of shares under the Stock Connect Between the Mainland China and Hong Kong makes declaration in accordance with the intentions of the de facto holders of relevant shares.

An unfilled, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as "abstain".

On a voting by ballot at a meeting, a shareholder (including proxies thereof) entitled to two or more votes does not need to cast all his/her votes for, against, or abstain.

Where the same vote is cast two or more times, the first cast shall hold.

In the event of a tie between for and against, either by a show of hands or by poll, the chairperson of the meeting is entitled to one additional vote.

Article 110 If the chairperson of the meeting cast any doubt on the result of a resolution put to the vote at the shareholders' meeting, he/she may have the votes counted. If the chairperson of the meeting has not counted the votes, any shareholder or proxy thereof present at the meeting who objects to the result announced by the chairperson of the meeting may, immediately after the declaration, demand that the votes be counted, and the chairperson of the meeting shall have the votes counted immediately.

If the votes are counted at the shareholders' meeting, the result shall be recorded in the minutes. The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the Company's domicile.

Article 111 Resolutions of the shareholders' meetings shall be announced in a timely manner in accordance with the relevant laws, regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association. The announcement on the resolutions shall set forth the number of shareholders and proxies present at the meeting, the total number of voting shares and the proportion to the total number of voting shares of the Company, the total number of shares required to abstain from voting and/or the total number of shares required to abstain from voting on individual proposals in accordance with the regulatory rules of the place where the Company's shares are listed (if any), and whether the shareholders who shall abstain from voting have abstained from voting, the method of voting, the voting result of each proposal and the specific contents of each resolution passed.

Article 112 If the shareholders' meeting passes a proposal concerning the election of Directors and Supervisors, the new Directors and Supervisors shall take office on the date on which the resolution of the shareholders' meeting on election of them is passed.

CHAPTER V THE BOARD

Section 1 Directors

Article 113 Directors are elected or replaced by the shareholders' meeting with a term of office of three years. Upon expiration of the term, the Directors may be re-elected and serve consecutive terms.

A Director's term of service commences from the date he/she takes office, until the current term of service of the Board ends. A Director shall continue to perform his/her duties as a Director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected Director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

Any person appointed by the Board to fill a temporary vacancy on or as an addition to the Board shall hold office only until the first annual shareholders' meeting of the Company immediately following his/her appointment, and shall then be eligible for re-election, provided that the laws, regulations, and the regulatory rules of the place where the Company's shares are listed are not violated.

If not otherwise provided by laws, regulations and regulatory rules of the place where the Company's shares are listed, the shareholders of the Company shall have power by ordinary resolution at the shareholders' meeting to remove any Director (including any executive Director), but without prejudice to any claim for damages under any contract before the expiration of his/her term of office.

Article 114 The Director shall comply with the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed or the Articles of Association, and shall have the following duties of fidelity to the Company:

- (I) shall not abuse their duties and rights to bribe or receive other illegal income and shall not misappropriate the property of the Company;
- (II) shall not misappropriate the Company funds;
- (III) shall not deposit Company assets or funds in a bank account opened in his/her name or in the name of others;
- (IV) shall not use of Company funds to make loans to others or provide guarantee for others without the consent of the shareholders' meeting or the Board and in violation of the provisions of the Articles of Association;
- (V) shall not enter into contracts or transactions with the Company in violation of the provisions of the Articles of Association or without the consent of the shareholders' meeting;

- (VI) shall not abuse his/her duties and powers to seize commercial opportunities of the Company for himself/herself or others or engage in similar business of the same kind with that of the Company for himself/herself or for others without the consent of the shareholders' meeting;
- (VII) shall not accept commissions from a transaction between another party and the Company for his or her own benefit;
- (VIII) shall not disclose the secrets of the Company without authorization;
- (IX) shall not use his affiliation to impair the interests of the Company; and
- (X) other duties of fidelity stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Any income derived by a Director in violation of the provisions of this Article shall belong to the Company; if it causes losses to the Company, he/she shall be liable for compensation.

Article 115 The Directors shall comply with the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed, and the Articles of Association and shall diligently perform their following obligations to the Company:

- (I) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;
- (II) to treat all shareholders equally and fairly;
- (III) to understand the operation and management of the Company in a timely manner;
- (IV) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;
- (V) to provide all relevant information and materials required by the Supervisory Committee and shall not intervene the performance of duties of the Supervisory Committee or Supervisors; and
- (VI) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 116 If a Director fails to attend the board meeting in person (a Director who participates in a board meeting or vote by means of communication is considered to be present in person) or entrust any other Director to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board shall recommend the shareholders' meeting to remove such Director.

Article 117 A Director may resign before the end of his/her tenure. The Director shall submit a written resignation report to the Board.

If the members of the Board and its special committees fall below the minimum statutory requirement due to any Director's resignation, or the number of independent Directors is less than one-third of the Board members or there is no person who has accounting or related financial management expertise compliance with the regulatory requirements among independent Directors due to the resignation of any independent Director, the former Directors shall still perform their duties as Directors in accordance with the requirements of laws, administrative regulations, departmental rules and the Articles of Association before the appointment of the re-elected Directors, and the resignation report of such Director shall not take effect until the vacancy caused by his/her resignation is filled by a new Director.

Save for the circumstances referred to in the preceding Article, the Director's resignation takes effect upon delivery of his/her resignation report to the Board.

Article 118 When a Director's resignation takes effect or his/her term of service expires, the Director shall complete all transfer procedures with the Board. His/her loyal duties towards the Company and the shareholders do not necessarily cease after the end of his/her term of service, and shall still be effective within a reasonable period after his/her resignation or the end of his/her term of service.

Article 119 Unless legally authorized by the Articles of Association or the Board, no Director shall act on behalf of the Company or the Board in his/her own name. When a Director acts in his/her own name and a third party reasonably considers such Director acts on behalf of the Company or the Board, such Director shall declare in advance his/her position and capacity.

Article 120 A Director shall be personally liable for any loss suffered by the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association in the course of performing his/her duties.

Article 121 The Company has independent Directors (equivalent to independent non-executive Directors under the Hong Kong Listing Rules) and the issues including conditions of appointment, nomination and election procedures, tenure of office, resignation and powers of the independent Directors are implemented in accordance with the relevant provisions of the laws, administrative regulations, departmental rules and regulatory rules of the place where the Company's shares are listed. Unless otherwise specified herein, the provisions on qualification and obligations for Directors set out in the Articles of Association shall apply to independent Directors.

Article 122 Independent Directors shall faithfully perform their duties and safeguard the interests of the Company, with particular attention to ensuring that the legitimate rights and interests of public shareholders are not jeopardized, so as to ensure that the interests of all shareholders are adequately represented. The functions and powers of the independent Directors and the related matters shall be subject to the relevant provisions of the laws, administrative regulations, departmental rules and the regulatory rules of the place where the Company's shares are listed.

Section 2 The Board

Article 123 The Company shall have the Board, which shall be accountable to the shareholders' meeting.

Article 124 The Board is composed of 9 Directors, including one chairperson. At all times, the Board should have more than one-third independent Directors, at least one of whom should have appropriate professional qualifications in line with the regulatory requirements of the place where the Company's shares are listed, or appropriate accounting or related financial management expertise.

Article 125 The Board shall exercise the following powers:

- (I) to convene a shareholders' meeting and report to the meeting on the work of the Board;
- (II) to implement the resolutions of the shareholders' meeting;
- (III) to decide on the business plan and investment scheme of the Company;
- (IV) to formulate the annual financial budgetary plans and final accounting plans of the Company;
- (V) to formulate the profit distribution plan and loss recovery plan of the Company;
- (VI) to formulate plans of increasing or decreasing the Company's registered capital, issuing corporate bonds or other securities and going public;
- (VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;
- (VIII) to examine and approve the guarantees of the Company that require the approval by the shareholders' meetings;
- (IX) to examine and approve the transactions under Article 128 of the Articles of Association;
- (X) to examine and approve the matters required to be passed by the Board as stipulated in the Management Measures on Connected Transactions;
- (XI) to determine the composition of the Company's internal management structure;
- (XII) to appoint or dismiss the CEO of the Company; to appoint or dismiss senior management personnel such as vice presidents, the financial controller, the chief technology officer and the secretary to the Board according to the nomination of the CEO, and to decide on matters of remuneration, rewards and punishments;

- (XIII) to formulate the basic management system of the Company;
- (XIV) to formulate the proposals for any amendment to the Articles of Association;
- (XV) to request the shareholders' meeting to engage or replace the accounting firm that provides audit for the Company;
- (XVI) to debrief the work report of the CEO of the Company and check the works of the CEO;
- (XVII) to manage the information disclosure of the Company; and
- (XVIII) any other functions and powers granted by the laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed or the Articles of Association.

For matters resolved by the Board in the preceding paragraph, except for items (VI), (VII), (VIII) and (XIV) which must be approved by a vote of at least two-thirds of the Directors, the remaining items may be approved by a vote of more than half of the Directors.

Article 126 For the disposal of fixed assets by the Board, in the event that the aggregate amount of the expected value of the proposed disposal of fixed assets and the value of the disposed fixed assets during the four months prior to this proposed disposal exceeds 33% of the value of fixed assets shown in the latest balance sheet as considered at the shareholders' meeting, the Board shall not dispose or agree to dispose of such fixed assets without obtaining approval at the shareholders' meeting.

Disposals of the fixed assets mentioned herein include transfer of certain asset interests, but do not include guarantee provided by pledge of fixed assets.

The effectiveness of the Company's disposal of the fixed assets shall not be affected by any breach of the foregoing provisions in the first paragraph of this Article.

Article 127 The Board shall formulate the rules of procedure for meetings of the Board to ensure the implementation by the Board of the resolutions of shareholders' meeting, to improve efficiency and to have scientific decision-making. The rules of procedures for the Board shall be formulated by the Board and approved by the shareholders' meeting.

Article 128 The Board shall formulate stringent examination and decision-making procedures to determine the authority for examination and approval of the transactions (as defined under Chapter 14 of the Hong Kong Listing Rules) by the Company.

Article 129 The chairperson of the Board shall be elected and removed by a majority of all Board members. The chairperson of the Board has a term of office of three years, and may be re-elected and serve consecutive terms.

Article 130 The chairperson of the Board shall exercise the following powers:

- (I) to preside over shareholders' meetings and convening and presiding over Board meetings;
- (II) to procure and examine the implementation of resolutions of the Board;
- (III) to sign share certificates, corporate bonds and other securities issued by the Company;
- (IV) to sign important documents of the Board;
- (V) to exercise the special disposal power on the Company affairs in line with the interests of the Company in accordance with the provisions of the laws and regulations in case of an emergency of force majeure such as a major natural disaster, and reporting to the Board or the shareholders' meeting of the Company afterwards; and
- (VI) to exercise other powers as set forth by the Board or in the laws, administrative regulations and regulatory rules of the place where the Company's shares are listed.

Article 131 Where the chairperson of the Board is unable to or does not perform his/her duties, a Director nominated by more than half of the Directors shall perform the duties.

Article 132 The Board shall discuss matters in the form of Board meetings. Board meetings include regular meetings and extraordinary meetings. The Board shall hold at least four meetings each year, approximately once a quarter, which shall be convened by the chairperson and notified to all the Directors and Supervisors 14 days prior to the meeting in writing. Regular Board meetings do not include obtaining Board approval by circulating written resolutions.

Article 133 An extraordinary Board meeting may be held by request of the shareholders holding more than 10% of the Company's issued voting shares or by request of more than one-third Directors, more than one half of independent Directors or Supervisors, the chairperson of the Board or the CEO where they think it necessary. The chairperson of the Board shall convene and preside over a Board meeting within 10 days after receipt of the proposal.

Article 134 Written notice shall be given to all Directors and Supervisors 5 days prior to the convening of an extraordinary Board meeting. In case of emergency and it is necessary to convene an extraordinary Board meeting as soon as possible, the convening of the meeting shall not be subject to the time limit as set out above, but the convener shall make relevant explanations at the meeting.

Article 135 A notice of Board meeting shall at least contain the following contents:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;

- (III) the convening method of the meeting
- (IV) the matters to be considered;
- (V) the convener and chairperson of the meeting, the proposer of an extraordinary meeting and his/her written proposal;
- (VI) the meeting materials necessary for Directors to vote;
- (VII) the request that a Director shall attend the meeting either in person or by appointing other Director on his/her behalf;
- (VIII) the date of giving the notice; and
- (IX) the contact person of the meeting and its contact information

Article 136 A Board meeting shall not be held unless more than half of the Directors are present. Each Director shall have one vote for the resolutions of the Board. A resolution made by the Board must be approved by more than half of all the Directors. When the Board considers the external guarantee provided by the Company, consent by more than two-thirds of Directors is required.

Article 137 Save for the circumstances permitted by the Hong Kong Listing Rules, if Directors or any of their associates (as defined in the Hong Kong Listing Rules) have a material interest or connected relationship with the matters to be considered at a Board meeting, such Directors shall not vote on the said resolution when the Board considers it, nor shall they vote on the resolution on behalf of other Directors, and nor shall they be counted as a quorum present at the meeting. The Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the meeting is less than three, the matter shall be submitted to the shareholders' meeting for consideration.

Article 138 Voting at the Board meetings shall be conducted by open ballot or by a show of hands.

Article 139 The holding and voting methods of a Board meeting can be onsite, by means of correspondence and a combination of both. A regular Board meeting, a meeting to consider the matter in which the Board considers that any substantial shareholder or Director has a conflict of material interest or other circumstances stipulated by laws, regulations, regulatory rules of the place where the Company's shares are listed or the Articles of Association shall not be held by means of correspondence.

Article 140 The Directors shall attend the Board meeting in person. If a Director is unable to attend the meeting for some reason, he/she may entrust another Director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the names, scope of authorization and term of validity of the principal and the proxy, and shall be signed or sealed and dated by the principal. The Director who attend the meeting on behalf of another Director shall exercise the rights of the Directors within the scope of authorization. If a Director fails to attend a Board meeting or to appoint a proxy, he/she shall be deemed to have waived his/her right to vote at that meeting.

Article 141 The Board shall keep minutes of resolutions for the decisions on matters discussed at the Board meetings. The minutes shall be signed by the Directors and the recorder present at the meeting.

Directors shall assume responsibility for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association and the Company suffers serious losses as a result thereof, the Directors participating in the passing of such resolution are liable to compensate the Company therefor. However, if it can be proven that a Director expressly objects to the resolution when the resolution is voted on, and that such objection is recorded in the minutes of the meeting, such Director may be released from such liability. A Director not attending the meeting in person or by appointing a delegate, or not providing written opinions on the matters discussed at the time of or prior to the holding of the Board meeting shall be deemed not to have expressed any objection, and shall not be exempted from the liability that he/she should bear.

Minutes of the Board meeting shall be kept as the Company's record for a period of no less than 10 years.

Article 142 The minutes of a Board meeting shall include the following contents:

- (I) the date and venue of the meeting and the name of the convener;
- (II) the names of the Directors attending the meeting and the names of the Directors (proxies) appointed by another Directors to attend the Board meeting;
- (III) the agenda of the meeting;
- (IV) the main points of Directors' speeches; and
- (V) the voting method and results of each proposal (the voting result should specify the number of votes for and against the proposal or abstention).

Section 3 Special Committees of the Board

Article 143 The Board sets up special committees, such as the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee, and the Strategy Committee. The special committees shall be accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Their proposals shall be submitted to the Board for deliberation and decision. The composition of and rules of procedure for the special committees shall be otherwise determined by the Board.

Article 144 The Board shall be responsible for formulating the rules of procedure and terms of reference for each special committee and stipulating the composition, functions and procedures of the special committees to regulate their operations.

Article 145 The special committees are ad hoc committees under the Board which provide advice or advisory opinions to the Board on major decisions. The special committees shall not make any decision in the name of the Board. However, the committees may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board.

Article 146 Each special committee can engage intermediaries to provide professional advises based on its actual needs at the Company's expense.

Article 147 Each special committee shall be accountable to and report its work to the Board.

CHAPTER VI CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 148 The Company shall have one CEO, one president and several vice presidents. The Company's CEO, president, chief operation officer, vice presidents, chief technology officer, chief human source officer, chief financial officer, chief marketing officer, financial controller, secretary to the Board are the Company's senior management personnel, which shall be appointed or dismissed by the Board.

Article 149 While exercising the power, the CEO shall comply with the laws, administrative regulations and the Articles of Association, and fulfill his duties in good faith and diligence.

Article 150 The term of office of the CEO shall be three years, renewable upon reappointment.

Article 151 The CEO shall be liable to the Board and exercise the following powers:

- (I) to manage the production and operation management of the Company, to organize the execution of the Board's resolutions, and to report the relevant work to the Board;
- (II) to organize the implementation of the annual business plan and investment scheme of the Company;
- (III) to prepare proposal for the internal management organization composition of the Company;
- (IV) to prepare proposal for the basic management system of the Company;
- (V) to develop specific rules of the Company;
- (VI) to propose the appointment or termination of vice president, financial controller, chief technology officer, secretary to the Board or other senior management personnel of the Company to the Board;

- (VII) to decide to appoint or remove the officers other than those subject to the decision of the Board;
- (VIII) to deal with transactions that are not stipulated in the Articles of Association and whose approving standards need to be deliberated by the shareholders' meeting or the Board; and
- (IX) other powers granted by the Articles of Association or the Board.

The CEO may attend the Board meetings. The CEO who is not a Director has no right to vote at the Board meetings.

Article 152 The CEO shall formulate working rules of the CEO and other senior management personnel, and shall be implemented after being approved by the Board.

Article 153 The CEO's working rules include the following contents:

- (I) specifying conditions, procedures and participants of the CEO's meeting;
- (II) responsibilities and work allocation of the CEO and other senior management personnel of the Company;
- (III) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board and the Supervisory Committee; and
- (IV) other matters which the Board deems necessary.

Article 154 The CEO and other senior management personnel may resign before expiry of his/her term of office. The specific procedures and methods for the resignation shall be specified in the employment contract concluded by the above-mentioned persons and the Company.

Article 155 The Company may appoint several vice presidents to assist the CEO's work. The vice presidents, financial controller and chief technology officer shall be nominated by the CEO, and appointed and dismissed by the Board.

Article 156 The Company shall have a secretary to the Board, who shall be held by a natural person with requisite professional knowledge and experience and shall be appointed by the Board. The major duties of the secretary to the Board are:

- (I) to ensure that the Company has complete organization documents and records;
- (II) to ensure that the Company legally prepares and submits reports and documents as required by relevant competent authorities; and
- (III) to ensure that register of members of the Company is established appropriately, and ensure that persons who are entitled to obtain the Company's records and documents can timely obtain the relevant records and documents.

Article 157 A Director or other senior management personnel of the Company may also act as the secretary to the Board. Accountants of the accounting firm appointed by the Company shall not act as the secretary to the Board.

Article 158 Where the office of secretary to the Board is held concurrently by a Director, and an act is required to be done by a Director and the secretary to the Board separately, the person who holds the office of Director and secretary to the Board may not perform the act in a dual capacity.

Article 159 If any senior management personnel violates laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties in the Company, he/she shall indemnify the Company against losses incurred due to such violation.

CHAPTER VII SUPERVISORY COMMITTEE

Section 1 Supervisors

Article 160 The Directors, CEO and other senior management personnel of the Company shall not serve concurrently as Supervisors.

Article 161 The Supervisors shall observe laws, administrative regulations and the Articles of Association. They shall assume the duties of loyalty and due diligence to the Company, faithfully perform their supervisory duties and shall not accept any bribery or other illegal income by using his powers and position, or seize the assets of the Company in any manner.

Article 162 Each term of office of a Supervisor is three years and he/she may serve consecutive terms if re-elected upon expiry.

Article 163 A Supervisor shall continue to perform his/her duties as a Supervisor in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected Supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of the Supervisor results in the number of Supervisors being less than the quorum.

Article 164 A Supervisor shall ensure that information disclosed by the Company is true, accurate and complete.

Article 165 Supervisors shall attend Board meetings as observers and may raise queries or proposals regarding matters resolved at such meetings.

Article 166 Supervisors shall not prejudice the interests of the Company by means of their connected relationship or they shall be liable for compensation for any loss caused to the Company.

Article 167 If Supervisors have violated the provisions of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties, which has caused losses to the Company, they shall be liable for compensation.

Section 2 Supervisory Committee

Article 168 The Company shall have a Supervisory Committee, which shall consist of five Supervisors, including one chairperson. The appointment or dismissal of the chairperson of the Supervisory Committee shall be determined by more than half of the members of the Supervisory Committee. The chairperson of the Supervisory Committee shall convene and preside over the meeting of the Supervisory Committee. When the chairperson of the Supervisory Committee is unable or fails to perform his or her duty, a Supervisor jointly recommended by more than half of the Supervisors shall convene and preside over the meeting of the Supervisory Committee.

The Supervisory Committee shall include shareholder representatives and a proper proportion of employee representatives. The proportion of employee representatives shall be no less than one third. The employee representatives of the Supervisory Committee shall be elected and removed by employees of the Company at the employee representative meeting, employee meeting or otherwise democratically. The shareholder representatives of the Supervisory Committee shall be elected and removed by the shareholders' meeting.

Article 169 The Supervisory Committee shall be accountable to the shareholders' meeting and exercise the following powers:

- (I) to examine the Company's financial affairs;
- (II) to supervise the acts of the Directors and senior management personnel, and proposing dismissal of Directors and senior management personnel who violate the laws, administrative regulations, the Articles of Association, or resolutions of shareholders' meetings;
- (III) when the actions of any Directors or senior management personnel are found to damage the interests of the Company, to urge them to make correction;
- (IV) to propose the convening of extraordinary shareholders' meetings and, in case the Board does not perform the obligations to convene and preside over the shareholders' meetings in accordance with the Company Law and the Articles of Association, convening and presiding over the shareholders' meetings;
- (V) to submit proposals to the shareholders' meetings;
- (VI) to liaise with Directors or file a lawsuit against Directors and senior management personnel on behalf of the Company;
- (VII) to conduct investigation if there are any unusual circumstances in the Company's operations; and if necessary, engaging an accounting firm, law firm, or other professional institutions to assist in their work with expenses to be borne by the Company;
- (VIII) to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the Board intends to submit to the shareholders' meeting and, if in doubt, appointing a registered accountant or practicing auditor in the name of the Company to assist in reviewing such information;
- (IX) to propose to convene an extraordinary Board meeting;

- (X) to request the Directors and senior management personnel to submit reports on the performance of their duties; and
- (XI) to exercise other powers prescribed in the Articles of Association.

All reasonable expenses incurred in respect of the employment of professionals such as lawyers, certified public accountants or practicing auditors as required by the Supervisory Committee in exercising its functions and powers shall be borne by the Company.

Article 170 Meetings of the Supervisory Committee are composed of regular meetings and extraordinary meetings. The Supervisory Committee shall hold at least one regular meeting every six months and at least two meetings every year. The chairperson of the Supervisory Committee shall be responsible for convening meetings of the Supervisory Committee. The Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee.

If a Supervisor fails to attend in person for two consecutive times (a Supervisor who attends or votes at the meeting of the Supervisory Committee by means of communication is deemed to have attended in person), and does not entrust other Supervisors to attend the meeting of the Supervisory Committee, he/she shall be deemed unable to perform his/her duties and shall be replaced by the shareholders' meeting or the employee representative meeting.

Article 171 The notice convening a regular or an extraordinary meeting of the Supervisory Committee shall be served to all Supervisors 10 days and 5 days in advance, respectively. In case of emergency, the service of notices for an extraordinary meeting of the Supervisory Committee may not be subject to the time-limit stated in the preceding sentence.

Article 172 A notice of meeting of the Supervisory Committee shall include at least the following:

- (I) date, venue and duration of the meeting;
- (II) matters and agenda;
- (III) date of issue of the notice of the meeting;
- (IV) the convener and chairperson of the meeting, persons submitting proposals at extraordinary meetings and the written proposals;
- (V) documents needed for voting of Supervisors;
- (VI) requirements with regard to meeting attendance by Supervisors in person or by proxy; and
- (VII) contact person of the meeting and his/her contact details.

Article 173 Meetings of the Supervisory Committee can be held and vote can be casted thereat by means of on-site meeting, communication and a combination of on-site meeting and communication.

Each Supervisor shall have one vote. Supervisors shall attend the meetings of the Supervisory Committee in person. Where a Supervisor is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another Supervisor to attend the meeting on his/her behalf. The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing Supervisor. A Supervisor appointed as a representative of another Supervisor to attend the meeting shall exercise the rights of a Supervisor within the scope of authority conferred by the appointing Supervisor.

A resolution of the Supervisory Committee must be approved by two-thirds or more of the Supervisors.

Article 174 The Supervisory Committee shall formulate rules of procedure for meetings of the Supervisory Committee, specifying the method for discussions and the voting procedures of the Supervisory Committee, so as to ensure the working efficiency and reasonable decision making of the Supervisory Committee.

Article 175 The Supervisory Committee shall record decisions on matters discussed in the minutes of the meeting. Supervisors attending the meeting shall sign on the minutes of the meeting.

A Supervisor is entitled to request for some descriptive record to be made with regard to his/her speech in the meeting. The minutes of the Supervisory Committee meeting shall be kept as the Company's record for a period of no less than 10 years.

When voting by means of communication, the Supervisors shall fax their written opinions and voting intentions on the matters considered to the office of the Supervisory Committee after being signed and confirmed. The Supervisors participating in the voting by means of communication shall submit the original signed ballots to the Supervisory Committee within the time limit as stipulated in the notice of the meeting.

CHAPTER VIII QUALIFICATIONS AND DUTIES OF THE DIRECTORS, SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

Article 176 None of the following persons may serve as a Director, Supervisor, CEO or other senior management personnel of the Company:

- (I) persons without capacity or with limited capacity for civil acts;
- (II) persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the social and economic order, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence, or two years from the date of expiration of the probation period if a suspended sentence is pronounced;
- (III) persons who acted as Directors, or factory managers or managers of companies or enterprises which were bankrupt or liquidated and who should bear personal liability for the bankruptcy or liquidation of such companies or enterprises, where three years have not lapsed following the date of completion of such bankruptcy or liquidation;

- (IV) the legal representatives of companies or enterprises that had their business licenses revoked or business ordered shut-down as a result of violating the law, and where such representatives bear personal liability therefore and three years have not lapsed following the date of revocation of such business licenses or business shut-down;
- (V) persons with relatively heavy individual debts that have not been settled upon maturity and listed as a dishonest debtor by the people's court;
- (VI) persons against whom a case has been established for investigation by the judicial authorities as a result of suspected violation of the criminal law, and such case has not been closed;
- (VII) persons who may not act as leaders of enterprises by virtue of the laws and administrative regulations;
- (VIII) non-natural persons;
- (IX) persons ruled by a relevant organization in charge to have violated securities-related regulations, where such violation involved fraudulent or dishonest acts and five years have not lapsed following the date of the ruling; and
- (X) circumstances specified in the laws, administrative regulations, departmental rules, normative documents and the relevant regulatory authorities.

Any election, designation or appointment of Directors, Supervisors, the CEO or other senior management personnel in violation of this provision shall be invalid. The Company shall dismiss the Director, Supervisor, CEO or other senior management personnel if they are involved in the said circumstances during their respective term of office.

Article 177 The validity of an act of a Director, the CEO or other senior management personnel of the Company on behalf of the Company towards a bona fide third party shall not be affected by any irregularity in his/her current position, election or qualifications.

Article 178 The fiduciary duties imposing on the Directors stated in Article 114 hereof shall be also applicable to the Supervisors, CEO or other senior management personnel. In addition to obligations imposed by the laws, administrative regulations or listing rules of the stock exchange(s) where the Company's shares are listed, the Company's Directors, Supervisors, CEO and other senior management personnel shall owe the following obligations to each shareholder in the exercise of the functions and powers granted to them by the Company:

- (I) not to cause the Company to act beyond the scope of business as stipulated in its business license;
- (II) to act in good faith in the best interests of the Company;
- (III) not to deprive the property of the Company in any form, including (but not limited to) any opportunity favorable to the Company; and

- (IV) not to deprive the individual rights and interests of the shareholders, including (but not limited to) any distribution rights and voting rights, but excluding any plan of reorganization of the Company submitted to the shareholders' meeting for approval in accordance with the Articles of Association.

Article 179 The Director, Supervisor, CEO or other senior management personnel of the Company have the responsibility when exercising their rights or carrying out their obligations to act with the care, diligence and skill due from a reasonably prudent person under similar circumstances.

Article 180 The Company's Directors, Supervisors, CEO and other senior management personnel shall, in the exercise of their duties, abide by the principles of honesty and creditability and shall not place themselves in a position where there is a possible conflict between their personal interests and their duties. This principle shall include (but not limited to) the fulfillment of the following obligations:

- (I) to act in good faith in the best interests of the Company;
- (II) to exercise powers within the scope of their functions and powers and not to act beyond such powers;
- (III) to personally exercise the discretion vested in him/her, not to allow himself/herself to be manipulated by another person and, not to delegate the exercise of his/her discretion to another party unless permitted by the laws and administrative regulations or with the consent of the shareholders' meeting that has been informed;
- (IV) to treat shareholders of the same class equally and to be impartial to shareholders of different classes;
- (V) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in the Articles of Association or with the consent of the shareholders' meeting that has been informed;
- (VI) not to use Company property for his/her own benefit in any way without the consent of the shareholders' meeting that has been informed;
- (VII) not to use his/her functions and powers as a means for accepting bribes or other forms of illegal income, and not to illegally appropriate Company assets in any way, including (but not limited to) any opportunities that are favorable to the Company;
- (VIII) not to accept commissions in connection with Company transactions without the consent of the shareholders' meeting that has been informed;
- (IX) to abide by the Articles of Association, perform his/her duties faithfully, protect the interests of the Company and not to seek personal gain with his/her position, functions and powers in the Company;
- (X) not to compete with the Company in any way without the consent of the shareholders' meeting that has been informed;

- (XI) not to embezzle the Company's funds or lend the Company's funds to others, not to deposit the Company's assets in accounts opened in his own or in another's name, and unless otherwise specified by the laws, regulations and the Articles of Association, not to use the Company's assets as security for the debts of the Company's shareholders or other persons; and
- (XII) not to disclose confidential information relating to the Company that was acquired by him/her during his/her office without the consent of the shareholders' meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if:
 - 1. required by law;
 - 2. required for the public interest; and
 - 3. required for the interest of such Director, Supervisor, CEO and other senior management personnel of the Company.

Article 181 The Directors, Supervisors, CEO and other senior management personnel of the Company may not direct the following personnel or institutions (hereinafter referred to as “**connected persons**”) to do what they are prohibited from doing:

- (I) spouses or minor children of the Directors, Supervisors, CEO and other senior management personnel of the Company;
- (II) trustees of the Directors, Supervisors, CEO and other senior management personnel of the Company or the persons mentioned in (I) of this Article;
- (III) partners of the Directors, Supervisors, CEO and other senior management personnel of the Company or persons mentioned in (I) and (II) of this Article;
- (IV) companies under de facto control by the Directors, Supervisors, CEO and other senior management personnel of the Company individually or jointly with the persons mentioned in (I), (II) and (III) of this Article or other Directors, Supervisors, CEO and other senior management personnel of the Company; and
- (V) Directors, Supervisors, CEO and other senior management personnel of the controlled companies mentioned in the (IV) of this Article.

Article 182 The obligations of honesty and credibility of the Company's Directors, Supervisors, CEO and other senior management personnel does not necessarily cease with the termination of their office. Their confidentiality obligations in relation to the Company's trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the occurrence of the matter and the termination as well as the circumstances and conditions under which the relationship with the Company is terminated.

A Director, Supervisor, the CEO and other senior management personnel of the Company may be relieved of liability for specific breaches of his/her duty with the informed content of the shareholders given at a shareholders' meeting.

Article 183 If a Director, Supervisor, the CEO or other senior management personnel of the Company has directly or indirectly been vested a material interest in a contract, transaction or arrangement concluded or planned by the Company (except for his/her employment contract with the Company), he/she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the matter is subject to the approval of the Board under normal circumstances.

Except as approved by the Hong Kong Listing Rules, the Director shall not vote on any contract or arrangement or any other proposed resolution of the Board in which he/she has a material interest through himself/herself or any of his/her associates (as defined in the Hong Kong Listing Rules); nor shall he/she be counted when determining whether a quorum is present at the meeting, unless otherwise stipulated by the laws, regulations, normative documents, and securities regulatory authority at the place where the Company's shares are listed.

Unless the interested Director, Supervisor, CEO or other senior management personnel of the Company has disclosed such interest to the Board as required under the preceding paragraphs of this Article and the matter has been approved by the Board at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the Director, Supervisor, CEO or other senior management personnel concerned.

A Director, Supervisor, the CEO and other senior management personnel of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a connected person of that Director, Supervisor, CEO and senior management personnel has an interest.

Article 184 Prior to the Company's first considering the relevant contracts, transactions or arrangements, if the Director, Supervisor, CEO or other senior management personnel of the Company have notified the Board in writing and stated that with regard to the content of such notice, they have interest in certain contracts, transactions and arrangements thereafter. And within the scope specified by such notice, the relevant Director, Supervisor, CEO or other senior management personnel should be deemed to have made disclosures which are in accordance with the requirements of the preceding article of this chapter.

Article 185 The Company shall not pay taxes in any form for its Director, Supervisor, CEO or other senior management personnel.

Article 186 The Company shall neither provide the Directors, Supervisors, CEO or other senior management personnel of the Company with loans or loan guarantees either directly or indirectly nor provide their respective associates with loans or loan guarantees.

The following circumstances are exempted from the above clauses:

- (I) The Company provides its subsidiaries with loans or loan guarantees;
- (II) The Company provides any of the Director, Supervisor, CEO or other senior management personnel with loans, loan guarantees or any other fund pursuant to the employment contracts approved at the shareholders' meeting to pay all expenses incurred for the purpose of the Company or performing his/her duties owed to the Company; and

- (III) In case that the normal scope of business of the Company covers the provision of loans or loan guarantees, the Company may provide any of the Director, Supervisor, CEO or other senior management personnel and their respective associates with loans or loan guarantees, provided that the conditions governing the above loans or loan guarantees shall be normal commercial conditions.

Article 187 In the event that the Company provides loans in violation of provisions in the preceding paragraph, the person who receives the loan(s) must pay off the loan(s) immediately, regardless of the conditions of loans.

Article 188 Any loan guarantee provided by the Company in violation of Paragraph 1 of Article 186 of the Articles of Association shall not be enforced mandatorily against the Company, unless under the following circumstances:

- (I) The loan provider unknowingly provides loans to an associate of the Director, Supervisor, CEO or other senior management personnel of the Company or its parent company; and
- (II) The collateral provided by the Company has been lawfully sold by the lender to the buyer in good faith.

Article 189 The guarantee as referred to in the preceding paragraph of this chapter includes the act of the guarantor to undertake the responsibility or provide property to ensure that the obligor fulfils the obligations.

Article 190 In the event of violation of obligations owed to the Company by the Director, Supervisor, CEO or other senior management personnel of the Company, the Company shall have the right to take the following measures in addition to various rights and remedial measures stipulated in laws and administrative regulations:

- (I) require the relevant Director, Supervisor, CEO or other senior management personnel to compensate for the losses sustained by the Company as a consequence of his/her dereliction of duty;
- (II) rescind any contracts or transactions concluded by the Company with the relevant Director, Supervisor, CEO or other senior management personnel and contracts or transactions with a third party (where such third party is well aware or should know that the Director, Supervisor, CEO or other senior management personnel representing the Company was in breach of his/her obligations to the Company);
- (III) require the relevant Director, Supervisor, CEO or other senior management personnel to surrender the gains derived from the breach of his/her obligations;
- (IV) recover any moneys received by the relevant Director, Supervisor, CEO or other senior management personnel that should have been received by the Company, including but not limited to commissions; and
- (V) require the relevant Director, Supervisor, CEO or other senior management personnel to return the interest earned or possibly earned on the moneys that should have been given to the Company.

Article 191 The Company shall conclude written contracts in relation to remuneration with each Director and Supervisor of the Company, which shall be approved by the shareholders' meeting before they are entered into. The aforementioned remuneration shall include:

- (I) remuneration in respect of his/her service as a Director, Supervisor or senior management personnel of the Company;
- (II) remuneration in respect of his/her service as a Director, Supervisor or senior management personnel of a subsidiary of the Company;
- (III) remuneration for other services provided toward the management of the Company or its subsidiaries; and
- (IV) the payment by way of compensation for his/her loss of office or retirement to such Director and Supervisor.

A Director or Supervisor may not sue the Company for the benefits due to him/her on the basis of the aforementioned matters, except under a contract as mentioned above.

The Company shall disclose to the shareholders the remuneration received by the Directors, Supervisors and senior management personnel from the Company on a regular basis.

Article 192 The Company shall specify in the contract concluded with a Director or Supervisor of the Company concerning his/her remuneration that in the event of a takeover of the Company, a Director or Supervisor of the Company shall, subject to prior approval of the shareholders' meeting, have the right to receive the compensation or other moneys obtainable for loss of office or retirement.

For the purposes of the preceding paragraph, the term "a takeover of the Company" shall mean either of the following:

- (I) anyone making a purchase offer to all the shareholders; and
- (II) anyone making a purchase offer such that the offeror will become a controlling shareholder. The controlling shareholder has the same meaning as defined in Article 56 of the Articles of Association.

If the relevant Director or Supervisor has failed to comply with this Article, any sums received by him/her shall belong to those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant Director or Supervisor and may not be paid out of such sums.

CHAPTER IX FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 193 The Company shall formulate its own financial and accounting systems in accordance with the laws, administrative regulations and rules of the relevant authorities of the state. If the securities regulatory authorities at the place where the Company's shares are listed stipulate otherwise, the relevant provisions shall prevail.

Article 194 At the end of each accounting year, the Company shall prepare a financial report which shall be examined and verified in a manner prescribed by laws.

Article 195 The Board shall place before the shareholders at every annual shareholders' meeting such financial reports which the relevant laws, regulations, rules as well as normative documents require the Company to prepare.

The financial report mentioned in the preceding paragraph shall include the Directors' report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the income statement (the profit statement) or the statement of income and expense (the statement of cash flow) or (under the condition of no violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.

The Company's financial reports shall be made available for shareholders' inspection at the Company at least 21 days before the date of every annual shareholders' meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this chapter.

Unless otherwise specified in the Articles of Association, the Company shall deliver or send to each shareholder of overseas listed shares by prepaid mail at the address registered in the register of shareholders the said reports or the report of Directors together with the balance sheet (including every document to be attached to the balance sheet as required by the law) and the income statement or the statement of income and expense at least 21 days before the date of every annual shareholders' meeting and within (no more than) four months after the end of the financial year. However, such documents may also be delivered to shareholders of overseas listed shares through the Company's website, the website of the Hong Kong Stock Exchange and other websites as may be provided by the Hong Kong Listing Rules from time to time, provided that the laws, administrative regulations and requirements of the securities regulatory authority at the place where the Company's shares are listed are observed.

Article 196 The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting standards and regulations, be prepared in accordance with either international amounting standards, or that of the overseas listing place. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its after-tax profits of the relevant fiscal year, the lower of the after-tax profits as shown in the two financial statements shall be adopted.

Article 197 Any interim results or financial information published or disclosed by the Company must also be prepared in accordance with the PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the overseas listing place.

Article 198 The Company shall file, disclose and/or submit annual reports, interim reports, preliminary results announcements and other documents to shareholders in accordance with the laws and regulations of the place of listing, the listing rules of the stock exchange at the place where the Company's shares are listed and other normative documents.

Article 199 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 200 In distributing its current-year after-tax profits, the Company shall allocate 10% of its profits to its statutory reserve fund. Allocations to the Company's statutory reserve fund may be waived once the cumulative amount of funds therein exceeds 50% of the Company's registered capital.

Where the statutory reserve fund is not sufficient to cover any loss made by the Company in the previous year, the current year's profits shall be used to cover such loss before any allocation is made to the statutory reserve fund pursuant to the preceding paragraph.

After an allocation to the statutory reserve fund has been made from the after-tax profits of the Company, and subject to the adoption of a resolution by the shareholders' meeting, an allocation may be made to the discretionary reserve fund.

After the Company has covered its losses and made allocations to the reserve funds, any remaining profits shall be distributed to the shareholders in proportion to their respective shareholdings unless otherwise stipulated in the Articles of Association.

Where the shareholders' meeting, in violation of the preceding paragraph, distributes profits to the shareholders before covering the Company's losses and making an allocation to the statutory reserve fund, the profits so distributed must be returned to the Company.

Shares held by the Company shall not be entitled to any distribution of profit.

Article 201 The reserve fund of the Company shall be used to cover the Company's losses, expand its production and operation or to be converted to increase its registered capital. Where the Company's reserve fund is used to make up for its losses, the discretionary reserve fund and the statutory reserve fund shall be firstly used; if it is still unable to make up for the losses, the capital reserve can be used in accordance with the relevant provisions. The capital reserve fund consists of the following:

- (I) the premium from the issuance of shares in excess of their face value; and
- (II) other income to be included in the capital reserve fund as stipulated by the competent financial department of the State Council.

When the statutory reserve fund is converted into registered capital, the remaining statutory reserve fund shall be no less than 25% of the registered capital of the Company before the capital increase.

Article 202 After the resolution on the profit distribution plans is made, the Board shall, within two months after the shareholders' meeting, complete the distribution of the dividend (or shares).

Article 203 The profits of the Company may be distributed in cash or by shares.

- (I) Principles of profit distribution policy: The Company adopts the dividend distribution policy under the principle of equal shares entitling to equal profits, under which dividends and other forms of benefits are distributed to shareholders in proportion to the number of shares they hold. The Company adopts motivated profit distribution policy, which attaches great importance to reasonable investment returns to shareholders and shall be continuous and stable. The profits of the Company may be distributed in cash or by shares, which shall subject to the limit of accumulated distributable profits and shall not damage the Company's capacity in continuing operation. The Board, the Supervisory Committee and the shareholders' meeting of the Company should fully consider the opinions of independent non-executive Directors, external Supervisors (if any) and public investors in making decision on and justifying the profit distribution policy.
- (II) Method of profit distribution: The profits of the Company may be distributed in cash, by shares or a combination of cash and shares. If the conditions permit for cash dividends, the Company shall give priority to cash dividends for profit distribution.
- (III) Specific conditions and proportions of cash dividends: The profits of the Company shall be distributed primarily in cash. If the Company makes profits in the current year and it still has profits for distribution after making up for losses and drawing statutory reserve fund and surplus reserve fund in accordance with the law, the Company should carry out cash dividend; the profit distribution of the Company shall subject to the limit of accumulated distributable profit.

Section 2 Employment of Accounting Firms

Article 204 The Company shall employ an independent accounting firm that complies with relevant state regulations to perform audit of the annual financial reports and other financial reports of the Company.

Article 205 Employing an accounting firm for the Company shall be decided by way of an ordinary resolution being passed at the shareholders' meeting. The term of office of an accounting firm employed by the Company shall be from the conclusion of the current annual shareholders' meeting of the Company until the conclusion of the next annual shareholders' meeting.

Article 206 An accounting firm employed by the Company shall have the following rights:

- (I) the right of access at all times to the account books, records or vouchers of the Company and the right to require the Directors, CEO and other senior management personnel of the Company to provide relevant information and explanations;

- (II) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties; and
- (III) the right to attend shareholders' meetings and to receive a notice or other information concerning any meeting which any shareholder has a right to receive, and to make a speech at any shareholders' meeting on any matter which relates to it as the accounting firm of the Company.

Article 207 If the position of accounting firm becomes vacant, the Board may temporarily appoint an accounting firm to fill such vacancy before a shareholders' meeting is held, and determine its remuneration as authorized by the shareholders' meeting. The tenure of office of the accounting firm appointed by the Board in a pro tempore manner will end on the date of the forthcoming annual shareholders' meeting, except as ratified, re-appointed or re-elected by the shareholders' meeting. However, if there are other accounting firms holding the position as an accounting firm of the Company while such vacancy still exists, such accounting firms may continue to act.

In the event that the shareholders' meeting intends to approve a resolution for hiring an accounting firm which is not being hired to fill in any vacancy of an accounting firm, or for re-hiring an accounting firm appointed by the Board to fill in any vacancy of an accounting firm, or for dismissing an accounting firm prior to the expiry of the term of office, the following provisions shall be complied with:

- (I) Prior to the delivery of the notice of the shareholders' meeting, such proposal regarding the appointment or dismissal shall be delivered to such accounting firm which is to be appointed or to leave, or which has left during the relevant accounting year. Leaving the office shall include the dismissal or resignation of appointment and leaving of its position.
- (II) In the event that the accounting firm leaving the position has made a written statement and requests the Company to inform the shareholders of such statement, the Company should adopt the following measures unless it has received the written statement too late:
 - 1. In the notice issued for making a resolution, it is expressly stated about the accounting firm leaving the position having made a statement; and
 - 2. A photocopy of such statement shall be made as an attachment to the notice delivered to each shareholder who is entitled to receive the notice of the shareholders' meeting in the manner as provided in the Articles of Association.
- (III) Should the Company fail to deliver the statement of the relevant accounting firm pursuant to the provisions of clause (II) above, the relevant accounting firm may request to read out such statement at the shareholders' meeting and shall further make an appeal.
- (IV) The accounting firm leaving its position shall have the right to attend the following meetings:
 - 1. the shareholders' meeting during its term of office which is to expire;

2. the shareholders' meeting for filling a vacancy caused by the dismissal of such accounting firm; and
3. the shareholders' meeting convened due to the voluntary resignation of such accounting firm.

Such accounting firm leaving the position shall have the right to receive all notices regarding the foregoing meetings and other information related to the meetings and shall have the right to speak at the foregoing meetings about the matters involving such firm being the previous accounting firm of the Company.

Article 208 Regardless of the terms in the contract concluded between the accounting firm and the Company, the shareholders' meeting may, through an ordinary resolution, resolve to dismiss the said accounting firm before the expiration of the term thereof. In the event of any rights claimed by the accounting firm against the Company, the said rights shall not be affected.

Article 209 The Company ensures to provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

Article 210 The remuneration of the accounting firm or the way to determine the remuneration shall be decided by the shareholders' meeting.

Article 211 Appointment, dismissal or non-appointment of the accounting firm and determination of remuneration of accounting firms or the ways to determine the remuneration shall be subject to decision at the shareholders' meeting.

Article 212 Should the Company dismiss or no longer re-appoint the accounting firm, it shall notify such accounting firm 30 days in advance. The Company shall dispatch a circular in relation to proposed dismissal of the accounting firm together with any written statements from the accounting firm, to shareholders at least 10 business days before the shareholders' meeting of the Company. When the shareholders' meeting votes for the dismissal of such accounting firm, such accounting firm shall be allowed to express their opinions.

Where the accounting firm resigns its office, it shall make clear to the shareholders' meeting whether there has been any impropriety on the part of the Company.

An accounting firm may resign its office by depositing a resignation notice at the Company's registered office. Such notice 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 statements:

- (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 other circumstances requiring an explanation.

The Company shall send a copy of the written notice referred to in the preceding paragraph to the relevant governing authority within 14 days after receipt. If the notice contains a statement as mentioned in item (II) of the preceding paragraph, a copy of such statement shall be placed at the Company for the inspection by shareholders and the Company shall send a copy of such statement to each shareholder who is entitled to receive the report regarding financial conditions of the issuer.

Except as otherwise provided in the Articles of Association, the Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed shares at the address recorded in the register of members; or the Company shall, within the aforesaid period, issue or publish such statement through the website of the stock exchange where the Company's shares are listed or on one or more newspapers designated thereby and stipulated in the Articles of Association, subject to compliance with the laws, regulations and the Hong Kong Listing Rules.

If the notice of resignation of accounting firm contains a statement as referred to in item (II) of the third paragraph of this Article, the accounting firm may require the Board to convene an extraordinary shareholders' meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.

CHAPTER X NOTICE AND ANNOUNCEMENT

Article 213 The Company's notices (including but not limited to the notice of the shareholders' meetings, the Board meetings and the meetings of the Supervisory Committee and corporate communication as defined in the Hong Kong Listing Rules) may be given or provided in the following means:

- (I) by personal delivery;
- (II) by fax;
- (III) by post;
- (IV) by email;
- (V) by announcement;
- (VI) by publication in newspaper or other designated media;
- (VII) by publishing them on the website of the Company and the website designated by the stock exchange of the place where the Company's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, and the Articles of Association; and
- (VIII) by other means acceptable to the securities regulatory authorities at the place where the Company's shares are listed or stipulated in the Articles of Association.

Giving notices to shareholders with the registered address outside Hong Kong is not prohibited by the Articles of Association.

If a notice of the Company is sent by way of announcement, once public announcement is made, it is deemed that all relevant personnel have received the notice. If the securities regulatory authorities at the place where the Company's shares are listed stipulate otherwise, the relevant provisions shall prevail.

Notwithstanding any requirement of the Articles of Association with regard to the provision or notice form of any document, notice or other corporate communications, the Company may choose to adopt the form of notice as stipulated under item (VII) of paragraph 1 of this Article in substitution for the sending of written materials to the shareholders by way of personal delivery or by way of prepaid post, provided that relevant regulations of securities regulatory authority at the place where the Company's shares are listed have been complied with.

If the Company is empowered to give notice by advertisement, such advertisements may be published in the newspapers and there is no prohibition on giving notice to shareholders with registered addresses outside Hong Kong.

Article 214 The date of service of the Company's notice:

- (I) If sent by hand, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service;
- (II) If sent by facsimile, the sending date of the fax shall be the date of service;
- (III) If sent by post or e-mail, the second business day after the date of posting or sending shall be the date of service;
- (IV) If sent by telegram, the second business day after the sending date of the telegram shall be the date of service; and
- (V) If sent by announcement, the date of first announcement shall be the date of service.

Article 215 The accidental omission to give notice of meeting to, or the non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions adopted at such meeting.

Article 216 If the regulatory rules of the place where the Company's shares are listed stipulates that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed and pursuant to the applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed.

Article 217 The Company shall issue announcements and disclose information to shareholders through newspapers and websites designated by the laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. If an announcement is to be made to shareholders under the Articles of Association, such announcement shall also be published in designated newspapers, websites and/or the website of the Company in accordance with the method provided for in the Hong Kong Listing Rules. All notices or other documents required to be lodged with the Hong Kong Stock Exchange under Chapter 13 of the Hong Kong Listing Rules shall be in English or accompanied by a signed and certified English translation.

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

Section 1 Merger, Division, Capital Increase and Reduction

Article 218 Merger of the Company may take two forms: merger by absorption and merger by new establishment.

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

Article 219 In the event of a merger or division of the Company, a proposal shall be made by the Board and shall be approved by the shareholders' meeting in accordance with the procedures stipulated in the Articles of Association. The Company shall then undertake the relevant process in a manner prescribed by law. A shareholder who objects to the proposal of merger or division of the Company shall be entitled to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall be compiled into special documents which shall be available for inspection by the shareholders.

Article 220 In the case of a merger of the Company, parties to the merger shall execute a merger agreement, and shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within a period of 10 days since the date on which the resolution to proceed with the merger is passed, and publish announcements on the merger in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days thereafter. The creditors shall, within 30 days since the date of receiving a written notice or within 45 days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.

Article 221 Upon the merger of the Company, receivables and indebtedness of each of the merging parties shall be assumed by the company which survives the merger or the newly established company.

Article 222 Where there is a division of the Company, its assets shall be divided up accordingly.

In the event of a division of the Company, the parties shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution approving the division and shall publish a public announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days after the date of the Company's resolution approving the division.

Article 223 Debts of the Company prior to division shall be assumed jointly by the companies which exist after the division, unless agreed otherwise in the written agreement signed between the Company and creditors in respect of settlement of such debts prior to the division.

Article 224 In case of decrease of registered capital of the Company, a balance sheet and assets list shall be formulated.

The Company shall notify its creditors within 10 days from the date of passing of the resolution for the decrease of registered capital and shall publish a notice in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of passing of the resolution for the decrease of registered capital. The creditors shall, within 30 days since the date of receiving the notice or within 45 days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.

Article 225 Where the merger or division of the Company results in a change in its registered particulars, such change shall be registered with the company registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law.

After reduction of the capital, the amount of the Company's registered capital shall not be less than the statutory minimum.

Where the Company increases or reduces its registered capital, the Company shall, in accordance with law, apply for the registration of its change with the company registry.

Section 2 Dissolution and Liquidation

Article 226 The Company shall be dissolved if:

- (I) business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association arise;
- (II) the shareholders' meeting resolves to dissolve the Company;
- (III) dissolution is required due to merger or division of the Company;
- (IV) the Company is declared bankrupt according to law because it is unable to pay its debts as they fall due;
- (V) the Company is revoked of business license, ordered to close or canceled according to law; and
- (VI) there is severe difficulty in the operation and management of the Company, and the continued existence of the Company will have material prejudice to the interests of the shareholders and there is no other way to resolve, shareholders who hold more than 10% of the issued voting shares of the Company can make a petition to the people's court to dissolve the Company.

In the event that the Company is dissolved on the aforesaid reasons, the Company shall make public the reasons for dissolution through the National Enterprise Credit Information Publicity System within 10 days.

Article 227 In the event of the circumstance as set forth in items (I) and (II) of the preceding article and has not yet distributed its property to its shareholders, the Company may carry on its existence by amending the Articles of Association or resolutions of the shareholders' meetings.

The amendment(s) to the Articles of Association according to the preceding paragraph shall be passed by more than 2/3 of the voting rights held by shareholders present at the shareholders' meeting.

Article 228 In the case of dissolution of the Company under items (I), (II), (V) and (VI) of Article 226 hereof, it shall be liquidated. The Directors, who are the liquidation obligors of the Company, shall form a liquidation committee to commence liquidation within 15 days from the date of occurrence of events giving rise to dissolution. The members of the liquidation committee shall be determined by the Directors or the shareholders' meeting. Where a liquidation committee is not established according to schedule, the creditors may apply to the people's court to designate the relevant personnel to establish a liquidation committee to proceed with the liquidation.

In the case of dissolution of the Company under item (IV) of Article 226 hereof, the people's court shall, according to relevant legal provisions, organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.

Article 229 If the Board decides the Company shall carry out liquidation (except for liquidation resulting from the Company's declaration of bankruptcy), it shall state in the notice of the shareholders' meeting convened for this purpose that the Board has conducted comprehensive investigation on the Company's conditions and believes that the Company is able to pay off all its debts within 12 months following the commencement of liquidation.

The functions and powers of the Board shall terminate immediately when the shareholders' meeting adopts the resolution on liquidation.

The liquidation committee shall follow the directions of the shareholders' meeting to report on its income and expenditures, the Company's business and progress of liquidation at least once a year to the shareholders' meeting and make a final report to the shareholders' meeting at the end of liquidation.

Article 230 The liquidation committee shall exercise the following functions and powers during liquidation:

- (I) to thoroughly examine the assets of the Company and preparing a balance sheet and a schedule of assets respectively;
- (II) to notify the creditors by a notice or public announcement;
- (III) to handle the outstanding business of the Company in connection with liquidation;
- (IV) to repay all outstanding tax payment and the tax payment which arise in the course of the liquidation process;
- (V) to clear up claims and debts;

(VI) to distribute the remaining assets after full payment of the Company's debts; and

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

Article 231 The liquidation committee shall notify its creditors within a period of 10 days since the date it is established, and publish relevant announcements in a newspaper or on the National Enterprise Credit Information Publicity System within 60 days since the establishment date. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the public announcement, report their creditors' rights to the liquidation committee.

While declaring their claims, the creditors shall state the matters related to claims, and provide the evidentiary materials. The liquidation committee shall register the claims.

During the declaration of credit, the liquidation committee shall not perform the liquidation to the creditors.

Article 232 After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and schedule of assets, it shall formulate a liquidation plan and submit such plan to the shareholders' meeting or the people's court for confirmation.

The remaining property of the Company after paying the liquidation expenses, wages owed to employees of the Company, labor insurance fees and statutory compensation, outstanding taxes and debts of the Company shall be distributed by the class of shares held by shareholders and in proportion to the number of shares held by shareholders.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the preceding paragraph.

Article 233 If the Company is liquidated due to dissolution, the liquidation committee shall immediately apply to declare bankruptcy to the people's court according to law when finding the property of the Company does not suffice to liquidate the debts after thoroughly examining the Company's assets and preparing a balance sheet and schedule of assets.

After the people's court accepts the application for bankruptcy, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator designated by the people's court.

Article 234 Following the completion of the liquidation, the liquidation committee shall formulate a liquidation report, a revenue and expenditure statement and financial account books in respect of the liquidation period and, after verification thereof by an accountant registered in the PRC, submit the same to the shareholders' meeting or the relevant competent authorities for confirmation. Within 30 days from the date of confirmation of the above-mentioned documents by the shareholders' meeting or the relevant competent authorities, the liquidation committee shall deliver the same to the company registry to apply for cancellation of the Company's registration.

Article 235 The members of the liquidation committee performing their duties of liquidation are obliged to loyalty and diligence.

The members of the liquidation committee shall be prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating the Company's properties.

Any member of the liquidation committee who neglects to fulfill his/her liquidation duties, thus causing any loss to the Company shall be liable for compensation, and any member of the liquidation committee who cause any loss to any creditor due to his/her intentional or gross negligence shall be liable for compensation.

Article 236 Where the Company is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with relevant laws relating to bankruptcy of enterprise.

CHAPTER XII AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 237 The Company may amend the Articles of Association in accordance with the requirements of laws, administrative regulations and the Articles of Association.

Article 238 The Company shall amend the Articles of Association under any of the following circumstances:

- (I) after amendment has been made to the Company Law or relevant laws or administrative regulations or the Hong Kong Listing Rules, the contents of the Articles of Association become in conflict with the amended laws or administrative regulations or the Hong Kong Listing Rules;
- (II) the changes that the Company have undergone are inconsistent with the records in the Articles of Association; and
- (III) the shareholders' meeting decides that the Article of Association should be amended.

Article 239 Where any amendment to the Articles of Association, as approved by way of a resolution at the shareholders' meeting, is subject to the approval of the relevant administrative authority, it shall be submitted to the relevant administrative authorities for approval; where the Company's registered items are involved, change registration shall be made according to law.

Article 240 Our Board shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting and the comments of the relevant competent authority.

Article 241 Where amendments of the Articles of Association are required to be disclosed by laws and regulations, the Company shall be disclosed in accordance with the provisions.

CHAPTER XIII DISPUTES RESOLUTION

Article 242 The Company shall comply with the following rules of disputes resolution:

- (I) Whenever any dispute or claim arises from any rights or obligations provided in the Articles of Association, the Company Law and other relevant laws or administrative regulations in connection with the affairs of the shareholders and the Company, shareholders and the Directors, Supervisors, CEO or other senior management personnel of the Company, the parties concerned shall refer that dispute or claim to arbitration.

When a dispute or claim of rights referred to in the preceding paragraph is submitted for arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have 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, where such person is the Company, the shareholders, Directors, Supervisors, CEO or other senior management personnel of the Company, comply with the arbitration.

Disputes relating to whether or not a person is a shareholder and disputes relating to the register of shareholders need not be resolved by arbitration.

- (II) An applicant for arbitration may refer the matter to the China International Economic and Trade Arbitration Commission for arbitration in accordance with its arbitration rules or, alternatively, to the Hong Kong International Arbitration Centre for arbitration in accordance with its securities arbitration rules. Once the applicant refers a dispute or claim to arbitration, the other party must submit to the arbitral body selected by the applicant.

If the party applying for arbitration selects for arbitration by the Hong Kong International Arbitration Centre, then either party shall be entitled to request, in accordance with the requirements of the securities arbitration rules of the Hong Kong International Arbitration Centre, that the arbitration be conducted in Shenzhen.

- (III) If arbitration is sought to resolve a dispute or claim referred to in paragraph (I), the PRC laws shall be applicable, save as otherwise prescribed by the laws or administrative regulations.
- (IV) An award made by the arbitral body shall be final and conclusive and shall be binding on all parties.

CHAPTER XIV SUPPLEMENTARY PROVISIONS

Article 243 Definitions

- (I) An actual controller means a person who may actually control the activities of the Company through investment relationships, agreements, or other arrangements.

(II) The “connected transaction” has the meaning ascribed thereto under the Hong Kong Listing Rules.

(III) The “accounting firm” has the same meaning as “auditors”.

Article 244 The Articles of Association are written in Chinese. In case of any inconsistency between the articles of association in any other language or of different version and the Articles of Association, the Chinese version of the Articles of Association shall prevail.

Article 245 The terms “above”, “within”, “below”, as stated in the Articles of Association, shall all include the given figure; the terms “lower”, “more than”, “less than” shall all exclude the given figure.

Article 246 Any matters not covered in the Articles of Association shall be dealt with in accordance with the relevant provisions of the laws, administrative regulations and rules of securities regulatory authorities in the place where the Company’s shares are listed. In case of any inconsistency between the Articles of Association and the laws and administrative regulations as promulgated from time to time, other relevant normative documents and regulatory rules of the stock exchange in the place where the Company’s shares are listed and the Hong Kong Listing Rules, the laws, administrative regulations, other relevant normative documents and listing rules of the stock exchange in the place where the Company’s shares are listed shall prevail.

Article 247 The Board shall be responsible for interpretation of the Articles of Association.

Article 248 Annexes to the Articles of Association include the Rules of Procedure for Shareholders’ Meetings, the Rules of Procedure for the Board and the Rules of Procedure for the Supervisory Committee.

Article 249 Upon adoption by way of special resolution at the shareholders’ meeting of the Company, the Articles of Association shall take effect and come into force from the date on which the H Shares publicly issued by the Company are listed and traded on the Main Board of the Hong Kong Stock Exchange. Since the effective date of the Articles of Association, the original Articles of Association of the Company shall be automatically invalidated.

Shanghai REFIRE Group Limited