



Changsha Broad Homes Industrial Group Co., Ltd.

長沙遠大住宅工業集團股份有限公司

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

(Stock Code: 2163)

ARTICLES OF ASSOCIATION

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CHAPTER 1. GENERAL PROVISIONS

Article 1 These Articles of Association have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Guidelines for the Articles of Association of Listed Companies (the "AOA Guidelines"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "SEHK Listing Rules") and other relevant requirements in order to protect the legal rights and interests of Changsha Broad Homes Industrial Group Co., Ltd. (the "Company") and its shareholders, employees and creditors, and to regulate the organization and acts of the Company.

Article 2 The Company is a joint stock limited company reorganized and established by way of promotion by Zhang Jian (張劍), Hunan Broad Lingmu House Equipment Co., Ltd.* (湖南遠大鈴木住房設備有限公司), Changsha High-tech Development Zone Daxin Investment Management Partnership (Limited Partnership)* (長沙高新開發區大鑫投資管理合夥企業(有限合夥)), Hunan Dazheng Investment Co., Ltd.* (湖南大正投資股份有限公司), Hunan Dingxinrixin Share Capital Investment Management Partnership (Limited Partnership)* (湖南鼎信日新股權投資管理企業(有限合夥)), Shanghai Xinji Investment Center (Limited Partnership)* (上海欣際投資中心(有限合夥)), Shanghai Hanlin Venture Investment Enterprise (Limited Partnership)* (上海漢麟創業投資企業(有限合夥)), Shanghai Ruili Emerging Industry Investment Fund (Limited Partnership)* (上海瑞力新興產業投資基金(有限合夥)), Hunan Gaoxin Huineng Venture Investment Enterprise (Limited Partnership)* (湖南高新匯能創業投資企業(有限合夥)), Shanghai Longteng Bafang Enterprise Development Co., Ltd.* (上海龍騰八方企業發展有限公司), Hunan Xiangjinsheng Investment Co., Ltd.* (湖南湘錦聖投資有限公司), Yang Lixin (楊立新), Shenzhen Yuanzhi Fuhai Investment Partnership (Limited Partnership)* (深圳遠致富海股權投資企業(有限合夥)), Shanghai Yongjun Equity Investment Partnership Enterprise (Limited Partnership)* (上海永鈞股權投資合夥企業(有限合夥)) and Gongqingcheng Meitou Shenyuan Investment Co., Ltd.* (共青城美投深遠投資有限公司) in accordance with the Company Law, the Securities Law and other relevant laws and regulations of the People's Republic of China (the "PRC", which, for the purposes of these Articles of Association, does not include the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan). The Company was registered with Changsha Administration for Industry and Commerce on 10 December 2015, and obtained a business license. The unified social credit code is 91430100788018504U.

Article 3 As approved by the CSRC on 4 April 2019, the Company issued 122,035,400 overseas listed foreign investment ordinary shares (including 167,400 shares that are over-allotted), which were listed on The Stock Exchange of Hong Kong Limited (the "SEHK") on 6 November 2019.

- Article 4** The Company's registered name:
Full name in Chinese: 長沙遠大住宅工業集團股份有限公司
Chinese abbreviation: 遠大住工
Full name in English: Changsha Broad Homes Industrial Group Co., Ltd.
English abbreviation: BHI
- Article 5** The Company's domicile: Intersection of Lusong Road and Dongfanghong Road,
Changsha High-tech Development Zone
Postal code: 410013
Telephone number: 0731-88911595
Facsimile number: 0731-88911595
- Article 6** The registered capital of the Company was RMB487,639,400.
- Article 7** The legal representative of the Company shall be the chairman of the board of directors.
- A director or manager serving as the legal representative who resigns shall be deemed to have simultaneously resigned from the position of legal representative.
- If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.
- Article 8** The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.
- Restrictions on the authority of the legal representative imposed by these Articles of Association or the general meeting may not be asserted against a bona fide counterparty.
- If the legal representative causes harm to others while performing his/her duties, the Company shall bear civil liability. After bearing civil liability, the Company may, in accordance with the law or these Articles of Association, seek recourse against the legal representative who was at fault.

- Article 9** The Company is a joint stock limited company in perpetual existence and is an independent legal entity.
- Article 10** These Articles of Association shall become legally binding documents that regulate the organization and acts of the Company and the rights and obligations between the Company and the shareholders and between shareholders inter se from the date on which they become effective, and shall be binding on the Company and its shareholders, directors and senior management members. According to these Articles of Association, shareholders may sue shareholders; shareholders may sue directors and senior management members of the Company; shareholders may sue the Company; and the Company may sue shareholders, directors and senior management members.
- Article 11** For the purposes of these Articles of Association, senior management members shall refer to the Company's general manager (president and CEO, the same shall apply hereinafter), deputy general manager, financial controllers, secretary to the board of directors and other personnel specified in these Articles of Association.
- Article 12** Shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its properties.
- Article 13** The Company may invest in other companies. However, save as otherwise specified in the laws, the Company shall not be an investor bearing joint liability for the debt of its invested enterprises.
- Article 14** The Company establishes organization of the Communist Party and carries out Party activities in accordance with the provisions of the Constitution of the Communist Party of China. The Company provides necessary support for the activities of the Party organization.

CHAPTER 2. PURPOSE AND SCOPE OF BUSINESS

Article 15 The business purposes of the Company are: to produce and operate independently, to continuously enhance the level of operation management of the enterprise and the core competitiveness of products, to maximize the shareholders' interests and the value of the Company, and to create better economic and social benefits pursuant to the relevant laws and regulations.

Article 16 The scope of business of the Company shall be that approved by the Market Supervision and Administration Bureau of Hunan Province and shall include: general items: research and testing of projects and technology; furniture manufacturing; manufacturing of enamel products; manufacturing of sanitary wares; sales of sanitary wares; sales of household appliances; installation services of household appliances; manufacturing of cement products; technological research and development for new materials; sales of construction materials; manufacturing of machineries for the production of construction materials; manufacturing of equipment for the production of glass, ceramics and enamel products; manufacturing of mechanical and electrical equipment; sales of mechanical and electrical equipment; repair and maintenance of electrical equipment; non-residential real estate leasing; import and export agents; business training (excluding education training, vocational skills training and other training required to obtain permission) (Except for projects subject to approval by laws, business activities shall be carried out independently with the business license in accordance with laws).

The Company may change its scope of business based on its own development needs in accordance with laws.

CHAPTER 3. SHARES

Section 1. Issue of Shares

Article 17 The shares of the Company shall take the form of share certificates.

Article 18 All the shares with a par value issued by the Company shall be denominated in RMB.

Article 19 The shares of the Company shall be issued in accordance with the principles of openness, equitability and fairness. Each share of the same class shall carry the same rights.

Shares of the same class and in the same issue shall be issued on the same conditions and at the same price. Subscriber shall pay the same price for each of the shares it/he/she subscribes for.

Article 20 The Company shall, in accordance with the laws, perform the registration or filing procedures with the China Securities Regulatory Commission (the “CSRC”) for the issuance of shares to 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, the Macao Special Administrative Region or Taiwan 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 21

Shares issued by the Company to domestic investors to be subscribed for in Renminbi are referred to as “domestic investment shares”. Shares issued by the Company to foreign investors to be subscribed for in foreign currency are referred to as “foreign investment shares”. Foreign investment shares which are listed outside the PRC are referred to as “overseas listed foreign investment shares”.

For the purposes of the preceding paragraph, the term “foreign currency” refers to the legal currency of other countries or regions (other than the Renminbi) that can be used to pay the subscription monies to the Company and which is recognized by the competent state foreign exchange administration authority.

Overseas listed foreign investment shares of the Company that are listed in Hong Kong are referred to as “H shares”. H shares are shares which have been admitted for listing on the SEHK with a par value denominated in RMB and are subscribed for and traded in Hong Kong dollars.

The conversion of domestic unlisted shares held by domestic shareholders of the Company into overseas listed shares and their listing and circulation on overseas exchanges shall comply with the relevant regulations of the CSRC and shall be filed with the CSRC through the Company. The shares transferred or converted that are listed and traded on an overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock exchange. The listing and trading of the transferred or converted shares on such overseas stock exchange are not subject to the holding of a general meeting.

Article 22

The domestic investment shares issued by the Company shall be collectively deposited with China Securities Depository and Clearing Corporation Limited. The overseas listed foreign investment shares issued by the Company in Hong Kong are mainly deposited at securities registration and settlement companies in Hong Kong and may also be held in the name of individual shareholders.

Article 23

At the time of incorporation, the Company issued a total of 285,770,000 ordinary shares to the promoters. The names, number of shares held in the Company, shareholding, method of capital contribution and time of capital contribution of the promoters are as follows:

No.	Name of promoters	Number of shares subscribed for (<i>'0,000 shares</i>)	Shareholding (%)	Method of capital contribution	Time of capital contribution
1	Zhang Jian	14,292.32	50.0134	Shares converted from net assets	3 December 2015
2	Hunan Broad Lingmu House Equipment Co., Ltd.	5,514.68	19.2976	Shares converted from net assets	3 December 2015
3	Changsha High-tech Development Zone Daxin Investment Management Partnership (Limited Partnership)	1,550	5.4239	Shares converted from net assets	3 December 2015
4	Hunan Dazheng Investment Co., Ltd.	1,000	3.4993	Shares converted from net assets	3 December 2015
5	Hunan Dingxinrixin Share Capital Investment Management Partnership (Limited Partnership)	410	1.4347	Shares converted from net assets	3 December 2015
6	Shanghai Xinji Investment Center (Limited Partnership)	630	2.2046	Shares converted from net assets	3 December 2015
7	Shanghai Hanlin Venture Investment Enterprise (Limited Partnership)	270	0.9448	Shares converted from net assets	3 December 2015
8	Shanghai Ruili Emerging Industry Investment Fund (Limited Partnership)	720	2.5195	Shares converted from net assets	3 December 2015
9	Hunan Gaoxin Huineng Venture Investment Enterprise (Limited Partnership)	300	1.0498	Shares converted from net assets	3 December 2015
10	Shanghai Longteng Bafang Enterprise Development Co., Ltd.	318	1.1128	Shares converted from net assets	3 December 2015
11	Hunan Xiangjinsheng Investment Co., Ltd.	323	1.1303	Shares converted from net assets	3 December 2015
12	Yang Lixin	300	1.0498	Shares converted from net assets	3 December 2015
13	Shenzhen Yuanzhi Fuhai Investment Partnership (Limited Partnership)	2,117	7.4081	Shares converted from net assets	3 December 2015
14	Shanghai Yongjun Equity Investment Partnership Enterprise (Limited Partnership)	353	1.2353	Shares converted from net assets	3 December 2015
15	Gongqingcheng Meitou Shenyuan Investment Co., Ltd.	479	1.6762	Shares converted from net assets	3 December 2015
Total		28,577	100	-	-

Article 24 The Company has a total of 487,639,400 shares in issue, all of which are ordinary shares.

Article 25 The Company or its subsidiaries (including the Company's affiliates) shall not provide any financial assistance in the form of grants, advances, guarantees, or borrowings to persons who acquire the shares of the Company or its parent company, except for implementation of employee stock ownership scheme of the Company.

For the benefit of the Company, upon resolution of the general meeting or resolution of the board of directors made in accordance with these Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to others to acquire shares of the Company or its parent company, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution of the board of directors shall be passed by at least two-thirds of all directors.

Section 2. Increase, Reduction and Buyback of Shares

Article 26 The Company may increase its capital in the following manners based on the needs of its operation and development in accordance with the provisions of laws and regulations and by resolutions of the general meeting:

- (I) offering of shares to unspecified parties;
- (II) offering of shares to specific parties;
- (III) issue of bonus shares to existing shareholders;
- (IV) conversion of reserve to share capital;
- (V) other methods prescribed by laws and administrative regulations and the CSRC.

Article 27 The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so by the procedures set forth in the Company Law, other relevant regulations and these Articles of Association.

Article 28 The Company shall not buy back its own shares, except for the following circumstances:

- (I) reduce its registered capital;
- (II) merger with another company holding shares of the Company;
- (III) shares are being used in the employee shareholding scheme or as equity incentive;
- (IV) a shareholder opposes a resolution on the merger or division of the Company adopted at a general meeting and requests the Company to purchase his/her shares;
- (V) shares are being used to satisfy the conversion of corporate bonds issued by the Company that can be converted to shares;
- (VI) safeguarding corporate value and shareholders' rights and interests as the Company deems necessary.

Article 29 The Company may elect to purchase its shares by means of public collective trading or in other ways approved by laws, administrative regulations and the CSRC.

If the Company purchase its own shares under the circumstances as provided in items (III), (V) or (VI) of Article 28 in these Articles of Association, the transaction(s) shall be carried out in a public and centralized manner.

Article 30 The purchase of its own shares by the Company for a reason specified in items (I) and (II) of Article 28 of these Articles of Association shall be subject to a resolution at the general meeting. The purchase of its own shares by the Company for a reason specified in items (III), (V) and (VI) of Article 28 of these Articles of Association shall be subject to resolution at the meeting of the board of directors with at least two-thirds of the directors present.

If the Company purchases its shares for the reason specified in item (I) of Article 27, it shall cancel such shares within 10 days from the date of the purchase. If the Company purchases its shares for the reason specified in item (II) or (IV) of Article 27, it shall transfer or cancel such shares within six months. If the Company purchases its shares for the reason specified in item (III), (V) or (VI) of Article 27, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of shares of the Company in issue and shall be transferred or cancelled within three years.

If the Company buys back H shares, it shall also observe the relevant requirements of the Listing Rules.

Section 3. Share Transfer

Article 31 The shares of the Company shall be transferred in accordance with the laws.

Article 32 The Company shall not accept its own shares as the subject matter of a pledge.

Article 33 Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of their listing on any stock exchange.

The directors and senior management members of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings. During his/her term of service, he/she may not transfer more than 25% of his/her total holding of the Company's same class of shares each year; the Company's shares he/she holds may not be transferred within one year from the date of their listing. Any of them may not transfer the Company's shares he/she holds within six months after his/her resignation from the Company.

CHAPTER 4. SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING

Section 1. General Provisions for Shareholders

Article 34

During the period when the H shares are listed on the SEHK, the Company shall ensure that all of the title documents relating to the securities listed on the SEHK (including the H share certificates) contain the following statements, and shall instruct and procure the shares registrars not to register any subscription, purchase or transfer of share in the name of any individual holder unless and until he/she submits such properly executed forms to the share registrars which shall include the following statements:

- (I) the share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other relevant laws and these Articles of Association;
- (II) the share purchaser agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder thereof;
- (III) the share purchaser authorizes the Company to enter into a contract on his/her behalf with each director, general manager and other senior management members whereby such directors, general manager and other senior management members undertake to observe and comply with their obligations to the shareholders stipulated in these Articles of Association.

Article 35

The Company establishes a register of shareholders based on the certificates provided by the share registrar, and the register of shareholders shall be sufficient evidence of holding the Company's shares by a shareholder. Shareholders shall enjoy rights and bear obligations according to the class of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear equal obligations.

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

If two or more persons are registered as the joint shareholders of any shares, they shall be deemed to be joint holders of such shares and be subject to the following provisions:

- (I) the Company is not obliged to register more than four persons as the joint shareholders of any shares;
- (II) all the joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;
- (III) if one of the joint shareholders deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the board of directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate; and
- (IV) As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the share certificate for the relevant shares and the notices of the Company and to attend the general meeting of the Company and exercise all voting rights of the relevant shares. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.

- Article 36** Where laws, administrative regulations, departmental regulations, normative documents and relevant stock exchanges or regulatory agencies in the place where the Company's shares are listed stipulated the period of closure of the register of members prior to the holding of a general meeting or the record date for the Company to decide on dividend distribution, such provisions shall prevail.
- Article 37** When the Company is to convene a general meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of identity of shareholders, the board of directors or convener of the general meeting shall decide the date of record. Shareholders whose names appear on the register of shareholders at closing on the date of record shall be the shareholders entitled to the relevant rights and interests.
- Article 38** Shareholders of the Company shall enjoy the following rights:
- (I) to collect dividends and other distributions in proportion to the quantity of shares held by them;
 - (II) to request to hold, convene, preside over, attend or appoint a proxy to attend general meetings in accordance with the laws and to exercise the corresponding right of speech and voting rights (unless individual shareholders are required to abstain from voting on specific matters under the securities regulatory rules of the listing place or applicable laws and regulations);
 - (III) to oversee the Company's business activities, and to make recommendations or inquiries;
 - (IV) to transfer, gift or pledge shares held by them in accordance with laws, relevant regulations of the securities regulatory authority of the place where Company's shares are listed and these Articles of Association;

- (V) to inspect and copy the Articles of Association, register of shareholders, minutes of general meetings, resolutions of meetings of the board of directors, and financial and accounting reports, and shareholders who meet relevant requirements may inspect the Company's accounting books and accounting vouchers;
- (VI) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;
- (VII) to request that the Company purchases their shares when they oppose a resolution on the merger or division of the Company adopted at a general meeting;
- (VIII) other rights conferred by laws, administrative regulations, departmental rules and these Articles of Association.

Article 39

If a shareholder requests to inspect or copy relevant materials of the Company, he/she shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations, and shall submit to the Company written documents evidencing the class and number of shares he/she holds. The Company shall provide the same as requested by the shareholder after authenticating his/her identity.

Article 40

If a resolution of the general meeting or board of directors of the Company violates the laws or administrative regulations, shareholders shall have the right to petition to a court to invalidate the resolution.

If the procedure for convening or the method of voting at a general meeting or a meeting of the board of directors of the Company violates the laws, administrative regulations or these Articles of Association, or if the contents of a resolution breaches these Articles of Association, shareholders shall have the right to petition a people's court to revoke such resolution within 60 days from the date on which the resolution was adopted. However, this shall not apply where the convening procedures or voting methods for general meetings or board meetings contain only minor defects that do not materially affect the resolutions.

If there is a dispute among the board of directors, shareholders, or other relevant parties regarding the validity of a general meeting resolution, a lawsuit shall be promptly filed with a people's court. Prior to the people's court rendering a judgment or ruling to revoke the resolution or take other actions, the relevant parties shall implement the general meeting resolution. The Company, directors and senior management members shall diligently perform their duties to ensure the normal operation of the Company.

If a people's court issues a judgment or ruling on the relevant matter, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations and the rules of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. If the matter involves correcting prior events, the Company shall promptly address it and fulfill the corresponding information disclosure obligations.

Article 41

If a director (other than member of the audit committee) or a senior management member violates the laws and administrative regulations or breaches these Articles of Association in performing his/her duties for the Company, thereby causing the Company to sustain a loss, a shareholder who individually has held or shareholders who jointly have held at least 1 percent of the Company's shares for at least 180 days in succession shall have the right to request in writing that the audit committee institutes a legal action in a People's Court. If the audit committee violates the laws or administrative regulations or breaches these Articles of Association in performing its duties for the Company, thereby causing the Company to sustain a loss, the aforesaid shareholders may request in writing that the board of directors institutes a legal action in a People's Court.

If the audit committee or the board of directors refuses to institute a legal action after receipt of the written request from the shareholders as mentioned in the preceding paragraph, or fails to institute a legal action within 30 days from the date of receipt of the request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the Company's interests, the shareholders mentioned in the preceding paragraph shall have the right, in the interests of the Company, to directly institute a legal action in a People's Court in their own names.

If a third party infringes on the lawful rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders mentioned in the first paragraph of this Article may institute a legal action in a People's Court pursuant to the preceding two paragraphs.

If a director, a supervisor or a senior management member of a wholly-owned subsidiary of the Company violates the laws and administrative regulations or breaches these Articles of Association in performing his/her duties, thereby causing the Company to sustain a loss, or if another party infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and causes losses, a shareholder who individually has held or shareholders who jointly have held at least 1 percent of the shares for at least 180 days in succession shall have the right to request in writing that the supervisory committee or the board of directors of such wholly-owned subsidiary institutes a legal action in a People's Court or directly institute a legal action in a People's Court in their own names in accordance with the first three paragraphs of Article 189 of the Company Law.

If a wholly-owned subsidiary of the Company does not have a supervisory committee or supervisor(s) but has established an audit committee, the provisions of the first and second paragraphs of this Article shall apply.

Article 42 If a director or senior management member violates the laws and administrative regulations or breaches these Articles of Association, thereby harming the interests of a shareholder, such shareholder may institute a legal action in a People's Court.

Article 43 The resolutions of the general meeting and the board of directors of the Company shall be deemed invalid under any of the following circumstances:

- (I) no general meeting or board meeting was held to make the resolution;
- (II) the general meeting and board meeting did not vote on the resolution matter;
- (III) the number of attendees or the voting rights held did not meet the quorum requirements stipulated in the Company Law or these Articles of Association.

Article 44 Shareholders of the Company bear the following obligations:

- (I) to comply with laws, administrative regulations and these Articles of Association;
- (II) to pay subscription monies according to the shares subscribed for by them and the method of acquiring such shares;
- (III) not to withdraw their share capital except in circumstances specified in laws and regulations;
- (IV) not to abuse their rights as the shareholders to harm the interests of the Company or those of other shareholders; not to abuse the status of the Company as an independent legal person and shareholders' limited liability to harm the interests of the creditors of the Company;
- (V) other obligations imposed by laws and administrative regulations and these Articles of Association.

Article 45 If a shareholder of the Company abuses his/her rights as a shareholder, thereby causing the Company or another shareholder to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder of the Company abuses the status of the Company as an independent legal person and shareholders' limited liability to evade a debt, thereby materially harming the interests of the creditors of the Company, he/she shall bear joint liability for the debt of the Company.

Section 2. Controlling Shareholder and Actual Controller

Article 46 The controlling shareholder and actual controller of the Company shall exercise their rights and perform their obligations in accordance with the provisions of laws, administrative regulations, the requirements of the CSRC, the stock exchange and the securities regulatory rules of the listing place, and shall safeguard the interests of the listed company.

Article 47 The controlling shareholder and actual controller of the Company shall comply with the following provisions:

- (I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate rights and interests of the Company or other shareholders;
- (II) to strictly implement the public statements and undertakings made and shall not arbitrarily change or waive them;
- (III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;

- (IV) not to appropriate the Company's funds in any way;
- (V) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;
- (VI) not to make use of the Company's undisclosed material information to gain benefits, not to divulge in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;
- (VII) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;
- (VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;
- (IX) other provisions prescribed by laws, administrative regulations, the requirements of the CSRC, business rules of the stock exchange, these Articles of Association and the securities regulatory rules of the listing place.

If the controlling shareholder or actual controller of the Company does not serve as a director of the Company but actually executes the affairs of the Company, the provisions of these Articles of Association regarding fiduciary duty and duty of diligence of directors shall apply.

If the controlling shareholder or actual controller of the Company instructs a director or senior management member to engage in acts that harm the interests of the Company or shareholders, they shall bear joint and several liability with such director or senior management member.

Article 48 If a controlling shareholder or actual controller pledges the Company's shares held or actually controlled by them, they shall maintain the stability of the Company's control, production and operation.

Article 49 If a controlling shareholder or actual controller transfers the Company's shares held by them, they shall comply with the restrictive provisions on share transfers under laws, administrative regulations, requirements of the CSRC, the stock exchange, and securities regulatory rules of the listing place, as well as any undertakings made regarding restrictions on share transfers.

Section 3. General Rules of General Meeting

Article 50 The general meeting of the Company is composed of all shareholders. The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:

- (I) to elect and replace directors who are not representatives of the employees and to decide on matters relating to their remuneration;
- (II) to consider and approve reports of the board of directors;
- (III) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (IV) to pass resolutions concerning the increase or reduction of the Company's registered capital;
- (V) to pass resolutions on the issuance of corporate bonds;
- (VI) to pass resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;

- (VII) to amend these Articles of Association;
- (VIII) to pass resolutions on the engagement or dismissal of accounting firms undertaking the Company's audit work and determining their remuneration by the Company;
- (IX) to consider and approve the guarantees as stipulated in Article 51 of these Articles of Association;
- (X) to consider matters relating to the purchase or disposal of material assets by the Company within one year in an amount representing more than 30 percent of the Company's latest audited total assets;
- (XI) to consider and approve the change of use of proceeds;
- (XII) to consider equity incentive plans and employee stock ownership schemes;
- (XIII) to consider other matters that require to be resolved by the general meeting as prescribed by laws, administrative regulations, departmental rules, regulatory documents and relevant regulations of the securities regulatory authority of the place where Company shares are listed and these Articles of Association.

The general meeting may authorize the board of directors to resolve on the issuance of corporate bonds. The Company may issue shares or corporate bonds convertible into shares upon resolution by the general meeting or the board of directors with authorization of these Articles of Association or the general meeting, and the specific implementation shall comply with the provisions of laws, administrative regulations, the requirements of the CSRC, the stock exchange, and the securities regulatory rules of the place where the Company's shares are listed.

Subject to the laws, regulations and mandatory provisions of the listing rules of the listing place, the general meeting may authorize or entrust the board of directors to handle the matters authorized or entrusted by it.

Article 51

The following external guarantees provided by the Company shall be considered and approved by the general meeting:

- (I) any guarantee provided after the total external guarantees provided by the Company and its majority-owned subsidiaries exceed 50% of the latest audited net assets;
- (II) any guarantee provided after the total external guarantees provided by the Company exceed 30% of the latest audited net assets;
- (III) guarantees provided by the Company to others within one year that exceed 30% of the latest audited total assets;
- (IV) guarantees provided for entities with a debt-to-asset ratio exceeding 70%;
- (V) individual guarantees exceeding 10% of the latest audited net assets;
- (VI) guarantees provided to shareholders, actual controllers and their related parties;
- (VII) other guarantees subject to consideration at the general meeting as stipulated by laws, regulations, securities regulatory rules of the place where the Company's shares are listed or these Articles of Association.

Article 52

Except under unusual circumstances such as a crisis, the Company may not conclude any contract with any person other than a director or senior management members of the Company whereby such person is put in charge of the management of the whole or a substantial part of the Company's business without the prior approval of the general meeting by way of a special resolution.

Article 53

General meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once in an accounting year and within six months after the end of the preceding fiscal year.

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

- (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;
- (II) the losses of the Company that have not been made up reach one-third of its total share capital;
- (III) such is requested in writing by a shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares (the number of shares held by the shareholders shall be counted based on the date of the written request);
- (IV) the board of directors considers it necessary;
- (V) the audit committee proposes that such a meeting shall be held;
- (VI) other circumstances as specified by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 54 The Company shall hold general meetings at its domicile or other specific location as notified in the notice of the general meeting.

A meeting venue will be established for general meetings and meetings shall be held on site. The Company will also enable shareholders to have access to the general meeting and vote thereat by other means as permitted by the listing rules of the place where the shares of the Company are listed. The shareholders that have participated in the general meeting through access of any aforesaid means shall be deemed as present at the meeting and shall have the right to speak and vote thereat.

Section 4. Convening of General Meeting

Article 55 The board of directors shall convene general meetings within the prescribed timeframe. With the consent of more than half of all independent non-executive directors, independent non-executive directors shall have the right to propose to the board of directors to call an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors aforesaid.

If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made; if the board of directors does not agree to call such meeting, it shall give the reasons therefor in writing and publish the same in a public announcement.

Article 56

The audit committee shall propose to the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal.

If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made, and any changes to the original proposals contained in the notice shall be subject to approval by the audit committee.

If the board of directors does not agree to call an extraordinary general meeting, or fails to respond within ten days of receipt of the proposal, it shall be deemed that the board of directors is unable to perform or fails to perform its duty to convene a general meeting, and the audit committee may convene and preside over the meeting on its own.

Article 57

A shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares shall request the board of directors in writing to convene an extraordinary general meeting. The board of directors shall, in accordance with laws, administrative regulations and these Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the request.

If the board of directors agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after the resolutions are made, and any changes to the original requests contained in the notice shall be subject to approval by relevant shareholders.

If the board of directors does not agree to call an extraordinary general meeting, or fails to respond within ten days of receipt of the request, a shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares shall have the right to propose to the audit committee in writing to convene an extraordinary general meeting.

If the audit committee agrees to call an extraordinary general meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request, and any changes to the original requests contained in the notice shall be subject to approval by relevant shareholders.

If the audit committee fails to issue the notice of general meeting within prescribed period, it shall be deemed that the audit committee fails to convene and preside over a general meeting, and a shareholder individually or shareholders jointly holding at least 10 percent of the Company's shares for at least 90 consecutive days may convene and preside over the meeting on its own.

Article 58 If the audit committee or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing.

Prior to the announcement of resolutions of the general meeting, the proportion of shares held by the convening shareholders (including preferred shares with restored voting rights, etc.) shall not be less than 10%.

Article 59 When the audit committee or shareholders themselves convene a general meeting, the board of directors and the secretary to the board of directors shall cooperate. The board of directors shall provide the register of shareholders as of the date of record. If the board of directors fails to provide the register of shareholders, the convener may apply to the securities depository or the agency to obtain the same on the strength of the relevant notice or announcement convening the general meeting. The register of shareholders obtained by the convener may not be used for any purpose other than to convene the general meeting.

Article 60 When the audit committee or shareholders themselves convene a general meeting, the necessary expenses shall be borne by the Company.

Section 5. Motions and Notice of General Meeting

Article 61 When the Company is to hold an annual general meeting, it shall issue a written notice 20 days prior to the meeting. When the Company is to hold an extraordinary general meeting, it shall issue a written notice 15 days prior to the meeting.

Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.

Article 62 The contents of motions before the general meeting shall fall within the authority of the general meeting, contain a clear topic and a specific resolution and comply with relevant provisions of laws, administrative regulations and these Articles of Association.

Article 63 When the Company is to hold a general meeting, the board of directors, the audit committee and a shareholder alone or shareholders together holding 1 percent or more of the Company's shares shall be entitled to propose motions to the Company.

A shareholder alone or shareholders together holding at least 1 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion and shall submit the same to the general meeting for consideration. However, this shall not apply if the extempore motion violates laws, administrative regulations, or the provisions of these Articles of Association, or falls outside the scope of authority of the general meeting.

Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued.

The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are in breach of these Articles of Associations.

Article 64

The notice of a general meeting shall contain the following details:

- (I) be made in writing, by electronic communication, or by any other means prescribed or permitted by relevant laws, regulations, the listing rules, or regulatory authorities of the listing place of the Company;
- (II) the time, place and duration of the meeting;
- (III) set out the matters and motions submitted to the meeting for consideration;
- (IV) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed, which include but not limited to, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, the specific conditions and contract (if any) of the transaction contemplated and earnest explanation of the cause and effect of the transaction;
- (V) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, general manager or other senior management members in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, general manager or other senior management members in his/her capacity as a shareholder and the way in which such matter would affect other shareholders of the same class;
- (VI) contain the full text of any special resolution proposed to be approved at the meeting;
- (VII) contain conspicuously a statement that all holders of ordinary shares are entitled to attend and vote, that they may appoint proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;

- (VIII) specify the time and location for delivery of the form of proxy for voting at the meeting;
- (IX) the date of record for the shareholders who are entitled to attend the meeting;
- (X) the name and contact number of the contact person for the meeting;
- (XI) the timing and procedures for voting online or by other means.

Article 65

Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders, or given by way of a public announcement.

For domestic shareholders, notice of the general meeting may also be given by way of announcement. The announcement to the domestic shareholders shall be published in media that meet the conditions prescribed by the CSRC. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.

For holders of H shares, subject to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.

Article 66

Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxy may exercise the following rights in accordance with his/her appointment by the shareholder:

- (I) the shareholders' right to be heard at the general meeting;
- (II) the right to demand or join in the demand for a ballot;
- (III) unless otherwise provided in laws, regulations or the regulations of the securities regulatory authority or stock exchange of the place where shares of the Company are listed, the right to vote shall be exercised by show of hands or by ballot, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by ballot.

Article 67

Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s).

The instrument of appointment by which a shareholder appoints another person to attend a general meeting shall specify the following particulars:

- (I) the names of the principal and class and number of shares of the Company held;
- (II) the name of the proxy;
- (III) specific instructions from shareholders, including instructions to vote in favor of, against, or abstain on each item of business on the agenda of the general meeting;
- (IV) the date of issuance and term of validity of the instrument of appointment;
- (V) the signature (or seal) of the principal. If the principal is a legal person shareholder, sealed by the stamp of the legal person. If an instrument of appointment of proxy is signed by a person authorized by the principal, the power of attorney or other authorization document for such signing shall be notarized. The notarized power of attorney or other authorization document, along with the instrument of appointment of proxy, shall be deposited at the Company's domicile or at such other place as specified in the notice convening the meeting.

Article 68

The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other authorizing document shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

If the principal is a legal person, its legal representative or the person resolved and authorized by the board of directors or other decision-making body shall attend the general meeting of the Company on its behalf.

If the shareholder in question is a recognized clearing house (or its proxy), it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any general meeting or any class shareholders' meetings. However, if more than one proxy obtains the authorization, the instrument of appointment shall specify the number and class of shares that each proxy represents. Such duly authorized person may represent the clearing house (or its proxy) to exercise the same power as if he/she is an individual shareholder of the Company.

Article 69

Where the general meeting intends to discuss matters related to the election of directors, the notice of the general meeting shall fully disclose detailed information about the director candidates, including at least the following:

- (I) personal details such as educational background, work experience, and part-time positions;
- (II) whether there exists any connected relationship with the Company or its controlling shareholders and actual controllers;
- (III) the number of shares held in the Company;
- (IV) whether they have been subject to penalties by the CSRC or other relevant authorities and disciplinary actions by the stock exchange; and
- (V) other circumstances stipulated by laws, regulations, securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Unless the cumulative voting system is adopted for the election of directors, each director candidate shall be proposed as a separate resolution.

Article 70

After the notice of the general meeting has been issued, the meeting shall not be postponed or canceled without justifiable reason, and the proposals set out in the notice shall not be withdrawn. If postponement or cancellation does occur, the convener shall announce the situation and provide an explanation at least two working days before the originally scheduled date of the meeting.

Section 6. Convening of General Meeting

Article 71 The board of directors of the Company and other convenors shall take necessary measures to ensure the orderly operation of the general meeting. Measures will be taken to stop any interference with the general meeting, provocation and infringement of legitimate rights and interests of shareholders, and the same will be promptly reported to relevant authorities for investigation and handling.

Article 72 All holders of ordinary shares registered on the record date or their proxies shall have the right to attend a general meeting and speak and exercise their voting rights in accordance with relevant laws, regulations and these Articles of Association.

Shareholders may attend general meetings in person or, appoint a proxy to attend, speak and vote at the meeting on their behalves.

Article 73 An individual shareholder who attends a meeting in person shall produce his/her own identity card or other valid document or proof evidencing his/her identity. A proxy that attends the meeting on behalf of others shall produce his/her own valid proof of identity and the instrument of appointment from the shareholder.

Shareholders that are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by their legal representative. If the legal representative attends the meeting, he/she shall produce his/her own identity card and valid proof of his/her legal representative status. If a proxy attends the meeting, such proxy shall produce his/her own identity card and the lawful written instrument of appointment issued by the legal representative of the legal person shareholder.

- Article 74** The Company shall be responsible for preparing the meeting attendance register for attendees. The meeting attendance register shall specify the names (or entity names) of attendees, ID numbers, the number of voting shares held or represented, the names (or entity names) of principals, and other relevant details.
- Article 75** The convener and the legal counsel engaged by the Company will jointly verify the legality of the shareholders' qualifications based on the register of shareholders provided by the securities registration and settlement agency, and register the names of the shareholders and the number of shares held by them. The meeting registration shall be completed before the meeting host announces the number of shareholders and proxies present at the meeting and the total number of shares held with voting rights.
- Article 76** If the general meeting requires directors or senior management to be present at the meeting, such directors or senior management shall be present at the meeting and respond to inquiries from shareholders.
- Article 77** A general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by at least one-half of the directors); if the vice chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by the director jointly elected by more than one-half of the directors.
- At a general meeting convened by the audit committee, the convener of the audit committee shall preside. If the convener of the audit committee fails or is unable to perform his/her duties, the meeting shall be presided over by the a member of the audit committee jointly elected by more than one-half of the members of the audit committee.
- If a general meeting is convened by a shareholder himself/herself or shareholders themselves, the meeting shall be presided over by the convener(s) or the representative selected by the convener(s).
- When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the general meeting impossible, with the consent of shareholders holding more than one-half of the voting rights present at the meeting, the general meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue.

- Article 78** The Company shall formulate the rules of procedure of general meetings which shall specify in detail the procedures for calling, convening and voting at general meeting, and cover notification, registration, the consideration of motions, voting, vote counting, announcement of voting results, the adoption of meeting resolutions, the keeping and signing of meeting minutes, announcement, etc., as well as the principles for the authorization of the board of directors by the general meeting, which shall be specific and in details.
- Article 79** The board of directors shall report on their work during the past year to the general meeting at annual general meetings. Each independent non-executive director shall also give a report on the performance of his/her duties.
- Article 80** The directors and senior management members shall provide explanations in response to the queries and suggestions made by shareholders at a general meeting.
- Article 81** The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares that they hold before a voting is held. The meeting registration shall prevail in respect of the number of shareholders and proxies present at the meeting and the total number of voting shares held by them.

Article 82 Minutes shall be kept of general meetings and the secretary to the board of directors shall be responsible therefor.

The minutes shall contain the following:

- (I) the time, venue, agenda and name of convener of the meeting;
- (II) the names of the chairman of the meeting and the directors and senior management members attending or present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of shares entitled to vote and their percentage to the total number of shares of the Company;
- (IV) the process of consideration, main points of speech and voting results of each proposal;
- (V) shareholders' enquiries or suggestions and the corresponding replies or explanations;
- (VI) the names of the vote counters and scrutineers;
- (VII) such other matters as required by these Articles of Association to be included in the minutes.

Article 83 The convener shall ensure that the meeting minutes are true, accurate and complete. The directors and secretary to the board of directors who attended or were present at the meeting, the convener or his/her representative and the chairman of the meeting shall sign the minutes. The meeting minutes shall be kept together with the sign-in register of the shareholders present in person, the instruments of appointment of proxies and valid information on votes cast online or by other means for a period of not less than 10 years.

Article 84 The convener shall ensure that the general meeting continues until the final resolution has been adopted. If a general meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the general meeting as soon as possible or the general meeting shall be directly adjourned and the same announced in a timely manner.

Section 7. Voting and Resolution of General Meeting

Article 85 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.

Ordinary resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding more than half of the voting rights.

Special resolutions of the general meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.

Article 86 When a shareholder (or a proxy) exercises his/her voting rights based on the number of voting shares which he/she represents, each share shall entitle him/her to one vote.

No voting rights shall attach to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting. If a shareholder buys voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, such shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted as part of the total number of voting shares present at the general meeting.

Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange where the Company's shares are listed, required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 87

Except for proposals relating to procedural or administrative matters at general meetings as stipulated in the Listing Rules, which may be made by the chairman of the meeting in good faith and voted on by a show of hands, voting at general meetings shall be conducted by disclosed ballot or in such other manner as permitted by the rules governing the supervision and administration of securities in the place where the shares of the Company are listed.

The demand for a vote by ballot may be withdrawn by the person who made it.

Article 88

Decisions of the general meeting on any of the following matters shall be adopted by ordinary resolution:

- (I) work reports of the board of directors;
- (II) the profit distribution plans and plans for making up losses drafted by the board of directors;
- (III) the appointment, dismissal and remuneration of the members of the board of directors and the method of payment of the remuneration;
- (IV) matters other than those which the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed, or these Articles of Association require to be adopted by special resolution.

Article 89

Decisions of the general meeting on any of the following matters shall be adopted by special resolution:

- (I) the increase or reduction of the registered capital by the Company;
- (II) the division, spin-off, merger, dissolution or liquidation of the Company;
- (III) the amendment of these Articles of Association;
- (IV) the amount of purchase or sale of (a) material asset(s) or provision of guarantees to others by the Company within one year exceeding 30 percent of the audited total assets of the Company as at the most recent period;
- (V) equity incentive plans;
- (VI) other matters which the laws, administrative regulations, the listing rules of the stock exchange on which the shares of the Company are listed, or these Articles of Association require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.

Article 90

When the general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted toward the total number of valid voting shares. The announcement of the resolutions of the general meeting shall fully disclose the way the unconnected shareholders voted.

Article 91

The list of candidates for the position of director shall be put in the form of a motion before the general meeting for resolution.

When the general meeting votes on the election of directors, it may, pursuant to these Articles of Association or a resolution of the general meeting, do so by cumulative voting.

When electing two or more independent non-executive directors at a general meeting, cumulative voting shall be adopted.

For the purposes of the preceding paragraph, the term “cumulative voting” means that, when the general meeting votes to elect directors, each share carries a number of voting rights equivalent to the number of directors to be elected, and a shareholder may cluster his/her voting rights. The board of directors shall announce the biographies and basic information of candidates for directors to shareholders.

The implementation rules for cumulative voting are as follows:

- (I) where cumulative voting is used to elect directors, candidates for independent non-executive directors and non-independent non-executive directors shall be divided into different proposal groups for voting at the general meeting;
- (II) shareholders attending the general meeting shall have the same number of votes as the number of directors to be elected under each proposal group for each share held in the proposal subject to cumulative voting;
- (III) the number of votes held by shareholders can be cumulatively cast for one candidate or several candidates. Shareholders shall vote within the number of votes for each proposal group. In the event that the number of votes cast by the shareholder exceeds the number of the votes he/she holds, or the shareholder casts votes in a number exceeding the number of candidates in the competitive election, the vote on such resolution shall be deemed invalid;
- (IV) upon completion of voting, the votes shall be counted cumulatively in respect of each resolution.

Article 92

The method of, and procedure for, nominating directors are as set forth below:

- (I) a shareholder alone or shareholders together holding at least 1 percent of the total outstanding voting shares of the Company may propose to the general meeting candidates for the position of director who is not a representative of the employees in the form of a written motion, provided that the number of persons nominated complies with these Articles of Association and is not greater than the number of persons to be elected. The aforementioned motion submitted to the Company by (a) shareholder(s) shall be served on the Company at least 10 days before the date the general meeting is to be held.
- (II) the board of directors may, to the extent of the number of persons specified in these Articles of Association, propose a list of recommended director candidates consistent with the number of persons to be elected, and submit the same to the board of directors for review. Once the board of directors has conducted its review and adopted a resolution determining the director candidates, it shall bring the same before the general meeting in the form of a written motion. The nomination of candidates for independent non-executive directors shall be carried out in accordance with laws and regulations and the regulatory requirements of the places where the Company's shares are listed.
- (III) the written notices of the intention to nominate director candidates and of the nominees indicating their willingness to accept the nomination as well as relevant written materials on the nominees shall be given to the Company no earlier than the date on which the notice of the general meeting was despatched and no later than seven days before holding of the meeting. Time limits for nomination and acceptance of nomination should not be less than seven days. The board of directors shall provide to the shareholders the biographies and basic information of the director candidates.
- (IV) the general meeting votes on each of the director candidates.
- (V) if the need arises for an additional or replacement of director at short notice, the same shall be proposed by the board of directors, recommending that the general meeting elect or replace the same.

- Article 93** With the exception of the cumulative voting system, the general meeting will hold a vote on each motion. If there are different motions concerning a certain matter, the votes thereon shall be taken in the order the motions were proposed. The general meeting will not set aside or not vote on a motion, unless the general meeting is suspended or is unable reach a resolution due to force majeure or other such special reason.
- Article 94** When considering a motion, the general meeting may not revise it, and should it do so, such amendment shall be deemed as a new motion and may not be voted on at the current general meeting.
- Article 95** Votes at general meeting shall be cast by disclosed ballot.
- Article 96** Before a resolution is voted on at a general meeting, two representatives of the shareholders shall be elected as vote counters and scrutineers. Any shareholder who is connected with the matter to be considered and proxies of such shareholder shall not participate in vote counting or scrutinising.
- When the shareholders are voting on the motions, lawyers and shareholder representatives shall count and scrutinize the votes jointly, and the voting result shall be announced forthwith. Voting on the resolutions shall be recorded in the minutes of meeting.
- Article 97** Shareholders attending the general meeting shall express their opinions on the motion put forward for voting in one of the following options: for, against, or abstain, save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the Stock Connect between Mainland and Hong Kong makes reporting in accordance with the instruction of the actual holders of relevant shares.
- Any incomplete, incorrectly completed or illegible ballots or votes that are not cast shall be deemed as a waiver of the voter's right to vote, thus the voting result in respect of relevant shares shall be counted as "abstain".

- Article 98** If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he/she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he/she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes.
- Article 99** Resolutions of the general meeting shall be announced promptly. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares held and their proportion to the total voting shares of the Company, the voting method adopted, the voting results for each proposal, the detailed content of all resolutions passed, and any other information required to be disclosed by the securities regulatory rules of the place where the Company's shares are listed.
- Article 100** If a proposal is not adopted, or if the current general meeting amends a resolution adopted at a previous general meeting, a special explanation shall be provided in the announcement of resolutions of the general meeting.
- Article 101** If a motion relating to the election of directors is adopted at a general meeting, the term of office for the newly elected directors shall commence from date of adoption of the motion relating to election at the general meeting.
- Article 102** When the general meeting has passed motions regarding cash distribution, bonus issue or conversion of capital reserve into share capital, the specific motions shall be implemented within two months after the conclusion of the general meeting.

CHAPTER 5. DIRECTORS AND BOARD OF DIRECTORS

Section 1. General Provisions for Directors

Article 103

The directors of the Company are natural persons, and none of the following persons may serve as a director of the Company:

- (I) persons without capacity or with limited capacity for civil acts;
- (II) persons who were sentenced for corruption, bribery, infringement of property or misappropriation of property or for disrupting the order of the socialist market economy, or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of enforcement, or in case of probation, not more than two years have elapsed since the expiration of the probationary period;
- (III) persons who served as directors, factory directors or managers of companies or enterprises which have been put into bankruptcy liquidation, who bear personal liability for the bankruptcy of their companies or enterprises, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation of the companies or enterprises;
- (IV) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked and closed down for breaking the law, where such representatives bear individual liability therefor and not more than three years have elapsed since the date of revocation of the business license or closing down of business;
- (V) persons with comparatively large debts that have fallen due but have not been settled and are designated as dishonest persons subject to enforcement by the people's court;

- (VI) persons who have been prohibited from accessing the securities market by the China Securities Regulatory Commission, where the specified prohibition period has not been fulfilled yet;
- (VII) persons publicly determined by the stock exchange to be unfit to serve as a director or senior management member of a listed company, where the period of such determination has not yet expired;
- (VIII) other persons as prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or departmental rules.

If a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. A director shall be removed from office by the Company and prohibited from performing duties if any of the circumstances in this Article occur during his/her term of office.

Article 104

Directors shall be elected or replaced at the general meeting and may be removed from office by the general meeting before expiry of their terms of office. Directors shall serve for a term of three years and shall be eligible for re-election upon expiry of their terms of office.

The term of office of the directors shall commence on the date of taking office and end on the expiry of the term of office of the current session of the board of directors. If a new director is not timely elected upon expiry of the term of office of a director, the incumbent director shall continue to perform his or her duties as a director in accordance with the requirements of laws, administrative regulations, departmental rules and these Articles of Association until the newly elected director assumes office.

Directors may concurrently serve as senior management members; however, the total number of directors who concurrently hold senior management positions and directors who are employee representatives shall not exceed half of the total number of directors of the Company.

Employee representatives on the board of directors shall be democratically elected by the Company's employees through employee representative assemblies, employee general meetings, or other forms of democratic election, and their appointments are not subject to consideration at the general meeting.

Article 105

Directors shall comply with the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, and shall have fiduciary duties to the Company, take measures to avoid conflicts between their personal interests and the Company's interests, and shall not use their authority to seek improper benefits.

Directors shall have the following fiduciary duties to the Company:

- (I) not to misappropriate the Company's assets or divert the Company's funds;
- (II) not to deposit the Company's funds in accounts opened in his/her own or in another name;
- (III) not to use his/her functions and powers as means to bribe others or accept other illegal income;
- (IV) not to directly or indirectly enter into contracts or transactions with the Company before reporting to the board of directors or general meeting and obtaining approval by resolution of the board of directors or general meeting in accordance with these Articles of Association and the securities regulatory rules of the place where the Company's shares are listed;
- (V) not to exploit their position to seek business opportunities which rightly belong to the Company for themselves or others, except where such opportunities are reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or where the Company is unable to utilize such business opportunities in accordance with laws, administrative regulations, or the provisions of these Articles of Association;

- (VI) not to operate a business for his/her own account or on behalf of others which is of the same type with the Company's business before reporting to the board of directors or general meeting and obtaining approval by resolution of the general meeting;
- (VII) not to appropriate the commissions from transactions with the Company;
- (VIII) not to disclose the secrets of the Company without authorization;
- (IX) not to abuse their connected relations to damage the interests of the Company;
- (X) other fiduciary duties as prescribed by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Income received by a director in violation of the provisions of this Article shall belong to the Company, and a director shall be liable for compensation for damages caused to the Company.

Where a close relative of a director or a senior management member, an enterprise directly or indirectly controlled by a director, a senior management member, or their close relative, or any other connected person with a connection to a director or a senior management member enters into a contract or transaction with the Company, the provisions of item (4) of the second paragraph of this Article shall apply.

Article 106

Directors shall comply with the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, and shall have obligations of diligence to the Company and exercise the reasonable care that an ordinarily prudent manager would exercise for the best interests of the Company when performing their duties.

Directors shall have the following obligations of diligence to the Company:

- (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the laws, administrative regulations and economic policies of the PRC, and not going beyond the scope of business specified in the Company's business license;
- (II) to treat all shareholders impartially;
- (III) to be timely informed of and understand the business operations and management of the Company;
- (IV) to sign a written confirmation to the regular reports of the Company and ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;
- (V) to honestly provide the audit committee with relevant information, and not to interfere with the audit committee in exercising its functions and powers; and
- (VI) other obligations of diligence as prescribed by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 107 A director failing to attend the meetings of the board of directors either in person or by proxy for two times in succession shall be deemed as incapable of performing the duties, and shall be subject to replacement as recommended by the board to the general meeting.

Article 108 A director may resign before the expiry of his/her term of office. The resigning director shall submit to the Company a written resignation. The resignation shall take effect on the date the Company receives the written resignation, and the Company shall disclose the relevant details within two trading days.

In case that the number of directors falls below the quorum as a result of the resignation of a director, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and these Articles of Association until the re-elected director assume his/her office.

Any person appointed by the board of directors to fill a casual vacancy or increase the number of directors shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.

Article 109 The Company shall formulate management measures for directors' departure, clearly defining safeguards for pursuing accountability and seeking compensation for unfulfilled public undertakings and other outstanding matters. When a director's resignation becomes effective or his/her term of office expires, he/she shall duly carry out all handover procedures with the board of directors. His/her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at, and shall remain in force within two years after the end of his/her term of office. The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his/her term, until such secrets enter the public domain. The responsibilities that directors assume for performance of duties during their term of office shall not be relieved or terminated upon leaving office.

Article 110 A director may be removed by an ordinary resolution of the general meeting, and such removal shall take effect on the date the resolution is adopted.

If a director is removed before expiration of his or her term of office without just cause, the director may claim compensation from the Company.

Article 111 No director may act on behalf of the Company or the board of directors in his/her own name unless these Articles of Association specify that he/she may do so or he/she is lawfully authorized to do so by the board of directors. A director shall declare his/her position and capacity in advance if, when such director is acting in his/her private capacity, a third party would reasonably assume him/her to be acting on behalf of the Company or the board of directors.

Article 112 Where a director, in the performance of his or her duties, causes harm to others, the Company shall be liable for damages; if the director acted with intent or gross negligence, he or she shall also be liable for damages.

A director who causes the Company to sustain a loss as a result of a violation of laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed or a breach of these Articles of Association by him/her during the performance of his/her duties in the Company shall be liable for damages.

Article 113 A director who causes the Company to sustain a loss due to his/her unauthorized departure from office prior to the end of his/her term shall be liable for damages.

Subject to applicable laws and administrative regulations, the general meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.

Section 2. Independent Non-Executive Directors

Article 114

The Company shall establish an independent non-executive director system. The term “independent non-executive director” refers to a director who does not hold any position in the Company other than a director and who has no direct or indirect interests with the Company and its substantial shareholder(s) (only provided under this section that substantial shareholders are those shareholders individually or jointly holding at least 5% of total number of the Company’s shares with voting rights) or other relationship that could affect his/her independent and objective judgments, and who is in compliance with independence provisions of the listing rules of the place where Company’s shares are listed. At least one-third of the members of the board of directors of the Company shall be independent non-executive directors and the total number of independent non-executive directors shall not be less than three, of whom at least one shall be a financial or accounting professional.

Independent non-executive directors shall diligently perform their duties in accordance with laws, administrative regulations, the provisions of the CSRC, stock exchanges, the securities regulatory rules of the place where the Company’s shares are listed, and these Articles of Association, play roles in participating in decision-making, exercising supervisory checks and balances, and providing professional advice within the board of directors, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company’s shares are listed.

If an independent non-executive director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him/her to perform his/her duties and responsibilities as an independent non-executive director, thereby causing the failure of the Company to meet the requirements of these Articles of Association concerning the number of independent non-executive directors, the Company shall make up the number of independent non-executive directors in accordance with regulations.

Article 115

Independent non-executive directors must remain independent. The following persons may not serve as independent non-executive directors:

- (I) persons working in the Company or its subsidiaries and their spouses, parents, children and major social relations;
- (II) natural person shareholders who directly or indirectly hold more than 1% of the Company's shares in issue or who are among the Company's top 10 shareholders, and their spouses, parents or children;
- (III) shareholders who directly or indirectly hold more than 5% of the Company's shares in issue or who hold positions with the Company's top five shareholders, as well as their spouses, parents, and children;
- (IV) employees working in the subsidiaries of the Company's controlling shareholders and actual controllers, their spouses, parents and children;
- (V) persons who have significant business dealings with the Company, its controlling shareholders, actual controllers or their respective subsidiaries, or who hold positions in entities with significant business dealings, as well as their controlling shareholders or actual controllers;
- (VI) persons providing financial, legal, advisory and sponsorship services to the Company, its controlling shareholders, actual controllers or their respective subsidiaries, including, but not limited to, all personnel of the project team of the intermediary organization providing the services, reviewers at all levels, persons signing the report, partners, directors, senior management and principals in charge;

- (VII) a person who has been involved in any of the circumstances listed in items 1 to 6 within the last 12 months;
- (VIII) other persons who are not independent as stipulated in the laws, administrative regulations, CSRC regulations, the business rules of the stock exchange, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

The subsidiaries of the Company's controlling shareholders and actual controllers referred to in items (IV) to (VI) of the preceding paragraph do not include those enterprises which are under the control of the same state-owned asset management organization as the Company and which do not constitute a connected relationship with the Company in accordance with the relevant regulations.

Article 116

A person holding the position of independent non-executive director shall satisfy the basic conditions set forth below:

- (I) to be qualified for directors of a listed company as provided in laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and other relevant regulations;
- (II) to comply with the requirements on independence as stipulated in the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association;
- (III) to possess the basic knowledge of the operations of listed companies, and be familiar with relevant laws and regulations;
- (IV) having at least five years of working experience in legal, accounting or economic areas necessary for performing the duties as independent non-executive directors;
- (V) having good personal integrity and no record of major dishonesty or other misconduct;
- (VI) other requirements provided in the laws, administrative regulations, CSRC regulations, the business rules of the stock exchange, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 117

As members of the board of directors, independent non-executive directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following responsibilities:

- (I) to participate in decision-making of the board and express clear opinions on matters discussed;
- (II) to supervise matters involving potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, or senior management, so as to protect the legitimate rights and interests of minority shareholders;
- (III) to provide professional and objective advice on the Company's business development to enhance the quality of decision-making of the board;
- (IV) other responsibilities stipulated by laws, administrative regulations, CSRC regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 118

Independent non-executive directors shall exercise the following special powers:

- (I) to independently engage intermediaries to conduct audits, provide consultations, or perform verifications on specific matters of the Company;
- (II) to propose to the board the convening of an extraordinary general meeting;
- (III) to propose the convening of a board meeting;
- (IV) to solicit shareholders' rights from shareholders publicly in accordance with the law;
- (V) to express independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;
- (VI) other powers stipulated by laws, administrative regulations, CSRC regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

The exercise of the powers set forth in items (I) to (III) of the preceding paragraph by independent directors shall be subject to approval by more than half of all independent non-executive directors.

Article 119 The following matters shall be submitted to the board for deliberation only after obtaining the approval of more than half of all independent non-executive directors of the Company:

- (I) connected transactions requiring disclosure;
- (II) plans for the amendment or waiver of undertakings made by the Company or related parties;
- (III) decisions and measures taken by the board of directors of an acquired listed company in respect of the acquisition;
- (IV) other matters stipulated by laws, administrative regulations, CSRC regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 120 All matters not prescribed in this section for the independent non-executive director system shall be dealt with pursuant to relevant laws, regulations, rules and listing rules of the stock exchange where the Company's shares are listed.

Section 3. Board of Directors

Article 121 The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 9 directors, including 3 independent non-executive directors and 1 employee representative director. The board of directors shall have one chairman, and may have 1-2 vice chairmen according to the actual needs. The chairman and vice chairman of the board of directors shall be elected by the board of directors by more than half of all directors.

Article 122

The board of directors shall be accountable to the general meetings and exercise the following functions and powers:

- (I) to convene general meetings and report its work to the general meetings;
- (II) to implement the resolutions of the general meetings;
- (III) to decide on the Company's business plans and investment plans;
- (IV) to formulate the Company's profit distribution plan and the plan for making up losses;
- (V) to formulate proposals for the increase or reduction of the Company's registered capital and the issuance of debentures or other securities and the listing project of the Company;
- (VI) to formulate plans for major acquisition, acquisition of the shares of the Company or the merger, division, dissolution or change in corporate form of the Company;
- (VII) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, assets mortgage, external guarantee, wealth management entrustment and connected transactions and external donation;
- (VIII) to decide on the establishment of the Company's internal management bodies;
- (IX) to decide to engage or dismiss the Company's general manager, and secretary to the board of directors and other senior management members, and to determine their remunerations, reward and punishment; to decide to engage or dismiss such senior management members such as deputy general manager, financial controller and etc., as proposed by the general manager, and decide on matters relating to their remuneration, rewards and punishments;

- (X) to formulate the basic management systems of the Company;
- (XI) to formulate proposals for amendments to these Articles of Association;
- (XII) to manage the information disclosure of the Company;
- (XIII) to propose to the general meeting the appointment or replacement of an accounting firm that conducts audit for the Company;
- (XIV) to listen to the work reports of the Company's general manager and inspect his/her work;
- (XV) to exercise other functions and powers stipulated by the laws, administrative regulations, departmental rules and the listing rules of the stock exchange on which the shares of the Company are listed, conferred by general meetings and these Articles of Association.

Any reasonable expenses incurred by the board of directors in respect of the engagement of professionals such as lawyers, certified public accountants and certified auditors when exercising its functions and powers shall be borne by the Company.

Article 123

The board of directors shall also be responsible for the followings:

- (I) to implement, review and improve the corporate governance system and condition of the Company;
- (II) to review and supervise the training and continuing professional development of directors and senior management members;
- (III) to review and supervise the formulation of the Company's policies and their compliance with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosures;
- (IV) to formulate, review and supervise the code of conduct and relevant compliance manual of employees and directors.

The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.

- Article 124** The board of directors of the Company shall give explanations to the general meeting in respect of non-standard audit opinions issued by certified public accountants in respect of financial reports of the Company.
- Article 125** The board of directors shall formulate the rules of procedure of meetings of the board of directors to ensure the implementation of the resolutions of the general meeting, improvement of working efficiency and decision making in proper manner. The rules of procedure of meetings of the board of directors shall be formulated by the board of directors and approved at the general meetings.
- Article 126** The board of directors shall establish authorization limits for matters such as external investments, acquisition and disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions and external donations, and shall implement stringent review and decision-making procedures. For major investment projects, the board shall organize evaluations by relevant experts and specialists, and such projects shall be submitted to the general meeting for approval.
- Article 127** The chairman of the board of directors shall exercise the following functions and powers:
- (I) to preside over general meetings, to convene and preside over meetings of the board of directors;
 - (II) to supervise and check on the implementation of the resolutions of the board of directors;
 - (III) to exercise other functions and powers conferred by the board of directors.

Article 128 The vice chairman of the board of directors shall assist the chairman in performing his/her duties. If the chairman of the board of directors is unable or fails to perform his/her duties, the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by more than one-half of the directors) shall perform such duties on his/her behalf; if the vice chairman of the board of directors unable or fails to perform his/her duties, a director elected by more than one-half of the directors shall perform such duties on his/her behalf.

Article 129 Meetings of the board of directors are divided into regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year, which shall be convened by the chairman of the board of directors.

An extraordinary meeting of the board of directors may be convened upon the proposal of the chairman of the board of directors, shareholders holding at least one-tenth of the total number of shares carrying voting rights, at least one-third of the directors or the audit committee. Chairman of the board of directors shall convene and chair the meeting of the board of directors within 10 days after receiving such proposal.

Article 130 The written notice of meetings and extraordinary meetings of the board of directors shall be served to all directors, the general manager and the secretary to the board of directors by means of hand, mail or facsimile 14 days before the date of the meeting (for regular meetings) or five days before the date of the meeting (for extraordinary meetings).

If an extraordinary meeting of the board of directors needs to be held as soon as possible due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral means, provided that the convener gives an explanation thereof at the meeting and the same is entered into the meeting minutes.

Article 131

A notice of a meeting of the board of directors shall include the following particulars:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) the reasons for holding the meeting and the topics to be discussed thereat;
- (IV) the date of issuance of the notice.

A notice given orally shall, at minimum, include the particulars set forth in items (I) and (III) above and an explanation to the effect that circumstances are urgent and an extraordinary meeting of the board of directors needs to be held as soon as possible.

Article 132

Meetings of the board of directors may be held only if more than half of the directors are present. Resolutions of the board of directors shall be passed by more than half of the directors.

Article 133

Once each motion has been fully discussed, the chairman shall propose in time that the directors present at the meeting vote thereon.

When voting on board resolutions, each director shall have one vote.

The voting options open to directors are consent, opposition or abstention. The directors present at a meeting shall select one from among the foregoing options. If a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require him/her to select again. If he/she refuses to make a selection, he/she shall be deemed to abstain. If a director leaves the venue during the course of a meeting without returning to make a selection, he/she shall be deemed to abstain.

Article 134

Votes at on-site meetings of the board of directors (including meetings held by video conference) shall be held by disclosed ballot or show of hands. If a director attends an on-site meeting by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he/she says and communicate with him/her, all the directors in attendance shall be deemed to have attended the meeting in person. Subject to ensuring the full expression by the directors of their opinions at a meeting of the board of directors, votes may be held and resolutions may be adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance, but a regular meeting of the board of directors, a meeting at which a substantial shareholder (for the purpose of this section only, substantial shareholders refer to shareholders who individually or jointly hold at least 10% of total voting shares of the Company) or a director has a conflict of interest in a matter to be considered which the board of directors has determined to be material and a meeting held to discuss the appointment and dismissal of the company secretary shall not be held by means of correspondence. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his/her opinion by the specified deadline, he/she shall be deemed to abstain.

For a motion considered and passed at a meeting of the board of directors and adopted as the corresponding resolution, more than half of all of the Company's directors must cast an affirmative vote therefor. If laws or these Articles of Association require the consent of a larger number of directors for the adoption of a resolution, such provisions shall prevail.

In the event of a conflict between the content and implication of different resolutions, the resolution adopted later shall prevail.

Article 135

If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the board of directors, he/she shall promptly report to the board of directors in writing. The connected director may not exercise his/her right to vote regarding such resolution, nor may he/she exercise the voting right of another director as such director's proxy thereon. Such a meeting of the board of directors may be held only if more than one-half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall require adoption by more than one-half of the directors without a connected relationship. If the meeting of the board of directors is attended by less than three directors without a connected relationship, the matter shall be submitted to the general meeting for consideration.

The definition and scope of connected director are subject to relevant requirements of the securities regulatory authority and stock exchange of the place where the shares of the Company are listed.

Article 136

A director shall attend board meetings in person. Where a director is unable to attend for certain reasons, he/she may appoint in writing another director to attend the board meeting on his/her behalf. The instrument of proxy shall contain the name of the proxy, the matters covered by the proxy, the scope of authorization and the period of validity, and shall be signed or sealed by the entrusting director. The director attending the meeting on behalf of the entrusting director shall only exercise the rights within the scope of authorization. A director failing to attend a board meeting either in person or by proxy shall be deemed as having waived his right to vote at the meeting.

Article 137

The board of directors shall keep minutes of its decisions on the matters considered at its meetings. The directors attending a meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes shall be kept for a period of ten years.

Article 138

The minutes of meetings of the board of directors shall at least consist of the following:

- (I) the date and venue for the convention of meeting and name of person convening the meeting;
- (II) the name of the director present and name of director (proxy) being appointed to attend on the other's behalf;
- (III) the agenda;
- (IV) the main point of director's speech;
- (V) the method of voting and the result (the result shall state the number of votes for, against or abstention) of each resolution.

Section 4. Special Committees under the Board of Directors

- Article 139** The board of directors of the Company shall establish an audit committee to exercise the functions and powers of the supervisory committee as stipulated in the Company Law and the SEHK Listing Rules.
- Article 140** The audit committee shall consist of three members, all of whom shall be non-executive directors who do not hold senior management positions in the Company. A majority of the members shall be independent non-executive directors, and at least one member shall be an independent non-executive director who possesses appropriate professional qualifications as stipulated in Rule 3.10(2) of the Listing Rules or has appropriate accounting or related financial management expertise. The convener of the audit committee shall be an independent non-executive directors who is an accounting professional, and the chairperson must also be an independent non-executive director.
- Article 141** The audit committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and internal controls. The following matters shall be submitted to the board of directors for deliberation only after obtaining the approval of more than half of all members of the audit committee:
- (I) disclosure of financial accounting reports and financial information in periodic reports, as well as internal control evaluation reports;
 - (II) appointment or dismissal of accounting firms engaged for the Company's audit;
 - (III) appointment or dismissal of the Company's financial controller;
 - (IV) changes in accounting policies or accounting estimates, or corrections of major accounting errors, for reasons other than changes in accounting standards;
 - (V) other matters stipulated by laws, administrative regulations, CSRC regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Article 142

The audit committee shall meet at least twice a year. Extraordinary meetings may be convened upon the request of two or more members or when the convener deems it necessary. A meeting of the audit committee shall be held with the attendance of at least two-thirds of its members.

Resolutions of the audit committee shall be adopted by the affirmative vote of more than half of its members.

Voting on resolutions of the audit committee shall be conducted on a one-person-one-vote basis.

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

The terms of reference of the audit committee shall be formulated by the board of directors.

Article 143

The board of directors may establish other special committees, such as strategic, nomination, and remuneration and appraisal committees, which shall perform their duties in accordance with these Articles of Association and the authorization of the board. Proposals of special committees shall be submitted to the board for deliberation and decision. The terms of reference of special committees shall be formulated by the board. The composition and authority of special committees shall comply with laws, administrative regulations, departmental rules, and other securities regulatory rules of the place where the Company's shares are listed or relevant requirements of regulatory authorities. Independent non-executive directors shall constitute a majority in the nomination committee and the remuneration and appraisal committee. The remuneration and appraisal committee shall be chaired by an independent non-executive director, and the nomination committee shall be chaired by the chairman of the board or an independent non-executive director.

Article 144

The nomination committee shall be responsible for formulating selection criteria and procedures for directors and senior management, reviewing and assessing candidates for directors and senior management and their qualifications, and making recommendations to the board on the following matters:

- (I) nomination or appointment and removal of directors;
- (II) appointment or dismissal of senior management;
- (III) other matters stipulated by laws, administrative regulations, CSRC regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

If the board does not adopt or fully adopt the recommendations of the nomination committee, the board resolution shall include the opinions of the nomination committee and the specific reasons for non-adoption.

Article 145

The remuneration and appraisal committee shall be responsible for formulating assessment criteria and conducting assessments for directors and senior management, developing and reviewing remuneration policies and plans for directors and senior management, including remuneration determination mechanisms, decision-making processes, payment and clawback arrangements, and making recommendations to the board on the following matters:

- (I) remuneration of directors and senior management;
- (II) formulation or modification of equity incentive plans or employee stock ownership schemes, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;
- (III) the arrangement of stock ownership plans for directors and senior management in the event of a proposed spin-off of a subsidiary;
- (IV) other matters stipulated by laws, administrative regulations, CSRC regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

If the board does not adopt or fully adopt the recommendations of the remuneration and appraisal committee, the board resolution shall include the opinions of the remuneration and appraisal committee and the specific reasons for non-adoption.

CHAPTER 6. SENIOR MANAGEMENT MEMBERS

Article 146 The Company shall have a general manager and several deputy general managers, all of whom shall be appointed or dismissed by the board of directors.

The general manager and deputy general managers shall serve terms of three years and may serve consecutive terms if re-appointed. A director may concurrently serve as the general manager and deputy general manager.

Article 147 The circumstances prohibiting a person from serving as a director and management measures for directors' departure as set out in these Articles of Association shall also apply to senior management members.

The provisions on directors' fiduciary duties and obligations of diligence as set out in these Articles of Association shall also apply to senior management members.

Article 148 Persons who hold any administrative position other than that of director or supervisor with the Company's controlling shareholder or actual controller may not serve as senior management members of the Company.

The senior management of the Company shall only receive remuneration from the Company which shall not be paid by the controlling shareholder on behalf of the Company.

- Article 149** The general manager shall be accountable to the board of directors and exercise the following functions and powers:
- (I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the board of directors, and to report on his/her work to the board of directors;
 - (II) to arrange for the implementation of the Company's annual business plans and investment plans;
 - (III) to draft the plan for establishment of the Company's internal management organization;
 - (IV) to draft the Company's basic management system;
 - (V) to formulate the basic rules and regulations of the Company;
 - (VI) to request the board of directors to engage or dismiss the Company's deputy general manager and financial controller;
 - (VII) to decide on engagement or dismissal of management personnel other than those to be engaged or dismissed by the board of directors;
 - (VIII) other duties conferred by these Articles of Association or the board of directors.
- Article 150** The general manager shall attend meetings of the board of directors. If the general manager is not also a director, he/she shall not have the right to vote at meetings of the board of directors.
- Article 151** The general manager shall formulate the Detailed Rules for the Work of the General Manager and implement the same after obtaining approval of the board of directors.

Article 152

The Detailed Rules for the Work of the General Manager shall cover the following:

- (I) the conditions and procedures for the holding of meetings by the general manager, and the attendees thereof;
- (II) the respective specific duties and responsibilities of, and the division of work between, the general manager, deputy general managers and other senior management members;
- (III) the authority to apply the Company's funds and assets and execute material contracts, and the system for reporting to the board of directors;
- (IV) other matters considered necessary by the board of directors.

Article 153

The general manager may tender his/her resignation before the expiry of his/her term of office. The specific procedures and method for resignation of the general manager shall be provided for in the labour contract between the general manager and the Company.

Article 154

The Company shall have a secretary to the board of directors responsible for managing the preparation of general meetings and board meetings, the custody of documents, the management of shareholders' information, handling information disclosure matters and other duties. The secretary to the board of directors shall comply with the provisions of laws, administrative regulations, departmental rules and these Articles of Association.

Article 155 Where a senior management member, in the performance of his or her duties for the Company, causes harm to others, the Company shall be liable for damages; if the senior management member acted with intent or gross negligence, he or she shall also be liable for damages.

If a senior management member violates the laws, administrative regulations and departmental rules or breaches these Articles of Association in the course of performing his/her duties, thereby causing the Company to sustain a loss, he/she shall be liable for damages.

Article 156 Senior management of the Company shall perform their duties diligently and safeguard the best interests of the Company and all shareholders. Senior management of the Company shall be liable for damages to the interests of the Company and public shareholders arising from their failure to diligently perform their duties or breach of their fiduciary duty according to relevant laws and regulations.

CHAPTER 7. FINANCIAL AND ACCOUNTING SYSTEMS, DISTRIBUTION OF PROFITS AND AUDIT

Section 1. Financial and Accounting Systems

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

Article 158 The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be audited by an accounting firm in accordance with the laws.

The Company shall adopt the Gregorian calendar year as its fiscal year, which shall commence on 1 January and end on 31 December of the same Gregorian calendar year. The Company shall adopt the Renminbi as its bookkeeping base currency and its account books shall be kept in Chinese.

Article 159 The Company shall publish financial reports twice every fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.

Article 160 The board of directors of the Company shall place before the shareholders at each annual general meeting such financial reports as relevant laws require the Company to prepare.

Article 161 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter.

The Company shall send the above report or the report of the board of directors together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or summary financial report to each holder of overseas listed foreign investment shares by pre-paid mail at least 21 days before the convening of the annual general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders. Subject to the laws, administrative regulations and the listing rules of the place where the Company is listed, the Company may do so by way of announcement (including publication on the Company's website).

Article 162 The Company shall not keep accounts other than those provided by law. Any funds of the Company shall not be kept under any account opened in the name of any individual.

Article 163

When the Company distributes its after-tax profits for a given year, it shall allocate 10 percent of profits to its statutory reserve. The Company shall no longer be required to make allocations to its statutory reserve once the aggregate amount of such reserve reaches at least 50 percent of its registered capital.

If the Company's statutory reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory reserve in accordance with the preceding paragraph.

After making the allocation from its after-tax profits to its statutory reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary reserve.

After the Company has made up its losses and made allocations to its reserves, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless these Articles of Association provide that distributions are to be made otherwise than proportionally.

If the general meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the unlawfully distributed profits to the Company. Where losses are caused to the Company, the shareholders and the responsible directors and senior management shall be liable for damages.

Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.

Article 164

The Company's surplus reserves shall be used to cover the Company's losses, expand the Company's production and operation or converted to the Company's additional registered capital.

If the reserves are used to make up for the Company's losses, the Company shall first utilize discretionary reserves and statutory reserves. If such reserves are insufficient to cover the losses, the Company may use capital reserves in accordance with relevant regulations.

When the statutory surplus reserves are converted into additional registered capital, the remainder of such fund shall not be less than 25% of the Company's registered capital prior to the conversion.

Article 165 The Company's cash dividend policy aims to deliver steadily growing dividends.

If the Company's latest audit report contains a modified opinion or an unqualified opinion with a material uncertainty paragraph related to going concern, the Company may refrain from distributing profits.

Article 166 The Company shall complete the distribution of dividends (or shares) within two months after the general meeting has passed a resolution on the profit distribution plan, or after the board of directors has formulated a specific plan based on the conditions and caps for interim dividends in the following year approved at the annual general meeting.

Section 2. Internal Audit

Article 167 The Company shall implement an internal audit system, specifying the leadership structure, responsibilities and authorities, staffing, funding assurance, utilization of audit results and accountability of internal audit. The Company's internal audit system shall be implemented after approval by the board of directors.

Article 168 The Company's internal audit function shall conduct supervision and inspection of the Company's business activities, risk management, internal controls, financial information and other relevant matters.

The internal audit function shall be accountable to the board of directors.

Article 169 During its supervision and inspection of the Company's business activities, risk management, internal controls and financial information, the internal audit function shall accept the supervision and guidance of the audit committee. The internal audit function shall immediately report directly to the audit committee upon discovering any material issues or related clues.

- Article 170** The internal audit function shall be responsible for the specific organization and implementation of the Company's internal control evaluation. Based on the evaluation report issued by the internal audit function and reviewed by the audit committee, along with relevant supporting materials, the Company shall issue an annual internal control evaluation report.
- Article 171** When the audit committee communicates with external audit entities such as accounting firms and state audit institutions, the internal audit function shall actively cooperate and provide necessary support and assistance.
- Article 172** The audit committee shall participate in the performance appraisal of the head of the internal audit function.

Section 3. Engagement of Accounting Firms

- Article 173** The Company shall engage an accounting firm that meets the requirements of the Securities Law to conduct audits of financial statements, verification of net assets and other related consulting services for a term of one year, which may be renewed.
- Article 174** The engagement or dismissal of an accounting firm by the Company shall be decided upon by the general meeting, and the board of directors shall not appoint an accounting firm prior to the decision of the general meeting.
- Article 175** The Company shall ensure that the accounting vouchers, accounting books, financial accounting reports and other accounting information provided to the engaged accounting firm are true and complete, and shall not deny, conceal or misstate any information.

Article 176 The audit fee of an accounting firm shall be decided upon by the general meeting.

Article 177 When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30-day advance notice to the accounting firm. When the general meeting votes on the dismissal of an accounting firm, the accounting firm shall be allowed to express its opinion. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.

CHAPTER 8. INFORMATION DISCLOSURE

Article 178 The board of directors of the Company shall formulate the criteria, method, means, etc. for the disclosure of information and establish and enhance the Company's information disclosure system in accordance with laws, relevant regulations of the securities regulatory authority of the place where the Company's shares are listed and relevant provisions of these Articles of Association.

Article 179 The Company shall compliantly disclose information in accordance with the principles of truthfulness, accuracy, completeness and timeliness.

CHAPTER 9. MERGER, DIVISION, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1. Merger, Division, Capital Increase and Reduction

Article 180 The merger of the Company may take the form of either merger by absorption or merger by new establishment.

In case of merger by absorption, a company absorbs any other company and the absorbed company is dissolved. In case of merger by new establishment, two or more companies merge into a new one and the parties to the merger are dissolved.

Article 181 A merger consideration paid by the Company not exceeding 10% of the Company's net assets may be effected without a resolution of the general meeting, unless otherwise provided by these Articles of Association.

If a merger pursuant to the preceding paragraph is effected without a resolution of the general meeting, it shall be approved by a resolution of the board of directors.

Article 182

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers or through the National Enterprise Credit Information Publicity System. A creditor may, within 30 days from the date of receipt of the notice or, if he did not receive a notice, within 45 days from the date of the announcement, require the Company to pay its debt to him in full or to provide commensurate security.

When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Article 183

If the Company is divided, its property shall be divided accordingly.

When the Company is divided, it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers or through the National Enterprise Credit Information Publicity System.

The surviving companies shall be jointly liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.

Article 184

If the Company needs to reduce its registered capital, it must prepare a balance sheet and a list of its property.

The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and shall publish a public announcement in newspapers or through the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. Creditors shall, within 30 days of receiving notice, or within 45 days of the date of the public announcement for those who have not received notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security for repayment.

A reduction of the Company's registered capital shall reduce the capital contributions or shares held by shareholders proportionally, unless otherwise provided by law or these Articles of Association.

Article 185 If the Company still has losses after making up losses in accordance with Article 164 (2) of these Articles of Association, it may reduce its registered capital to cover the losses. Where the registered capital is reduced to cover losses, the Company shall not make distributions to shareholders, nor shall it release shareholders from their obligations to make capital contributions or pay for shares.

The second paragraph of Article 182 of these Articles of Association shall not apply to a reduction of registered capital pursuant to the preceding paragraph, but an announcement shall be made in a newspaper or through the National Enterprise Credit Information Publicity System within 30 days from the date the general meeting passes the resolution to reduce the registered capital.

After the Company reduces its registered capital in accordance with the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.

Article 186 If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reinstated; if losses are caused to the Company, the shareholders and responsible directors and senior management shall be liable for damages.

Article 187 When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, unless otherwise provided by these Articles of Association or a resolution of the general meeting decides that shareholders shall have pre-emptive rights.

Article 188 If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the laws. If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the laws. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the laws.

The increase or reduction of registered capital of the Company shall be registered with the company registrar in accordance with the laws.

Section 2. Dissolution and Liquidation

Article 189

The Company shall be dissolved for the following reasons:

- (I) the term of business specified in these Articles of Association has expired or any other cause for dissolution specified in these Articles of Association has occurred;
- (II) the general meeting resolves to dissolve the Company;
- (III) dissolution is necessary as a result of the merger or dissolution of the Company;
- (IV) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the laws;
- (V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all voting rights may petition a People's Court to dissolve the Company. Where the Company encounters the dissolution circumstances specified in the preceding paragraph, it shall disclose such circumstances through the National Enterprise Credit Information Publicity System within ten days.

Article 190

In case of circumstances described in items (I) and (II) of Article 189 in these Articles of Association and where the properties have not yet been distributed to shareholders, the Company may continue to exist by amending these Articles of Association or by resolution of the general meeting.

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

Article 191 The Company shall be liquidated if it is dissolved for the reasons specified in items (I), (II), (IV), and (V) of Article 189 of these Articles of Association. The directors shall be the liquidation obligors and shall form a liquidation committee within 15 days from the date the cause for dissolution arises. The liquidation committee shall be composed of directors, unless otherwise provided by these Articles of Association or the general meeting resolves to select other persons. Liquidation obligors who fail to perform their liquidation duties in a timely manner and cause losses to the Company or its creditors shall be liable for damages.

Article 192 The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements on the newspapers or through the National Enterprise Credit Information Publicity System within 60 days.

Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice or, if they did not receive a notice, within 45 days from the date of the announcement.

When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims.

During the claim declaration period, the liquidation committee shall not pay any debts to creditors.

Article 193 The liquidation committee shall exercise the following functions and powers during liquidation:

- (I) to liquidate the Company's property, and to prepare a balance sheet and property list;
- (II) to notify creditors by notice and public announcement;
- (III) to dispose of unfinished business of the Company relating to the liquidation;
- (IV) to make full payment of taxes owed and of taxes incurred during the liquidation process;
- (V) to liquidate claims and debts;
- (VI) to dispose of the Company's property remaining after the debts are paid in full;
- (VII) to represent the Company in civil proceedings.

Article 194 After the liquidation committee has liquidated the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the general meeting or the People's Court for confirmation.

The Company's property remaining after payment of the liquidation expenses, the wages, social insurance premiums and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders in proportion to the shares they hold.

During liquidation, the Company shall continue to exist but may not engage in any business activities unrelated to the liquidation. The Company's property will not be distributed to the shareholders until repayment of its debts in accordance with the preceding paragraph.

Article 195 If the liquidation committee, having liquidated the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court for a declaration of bankruptcy.

After the People's Court accepts the bankruptcy application, the liquidation committee shall turn over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 196 Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the general meeting or the People's Court for confirmation, submit the same to the company registrar, and apply for cancellation of the Company's registration.

Article 197 The members of the liquidation committee shall have fiduciary duties and duties of diligence in performing their liquidation responsibilities.

Members of the liquidation committee who fail to diligently perform their liquidation responsibilities and thereby cause losses to the Company shall be liable for damages; if losses are caused to creditors due to willful act or gross negligence, they shall be liable for damages.

Article 198 Where the Company is declared bankruptcy in accordance with the laws, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of enterprise.

CHAPTER 10. AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

Article 199 The Company will amend the Articles of Association if:

- (I) provisions of the Articles of Association conflict with the Company Law or related laws and administrative regulations after such laws are amended;
- (II) a change occurs in the Company's situation and such change is inconsistent with the matters stated herein;
- (III) the general meeting decides to amend the Articles of Association.

Article 200 Except as otherwise provided in these Articles of Association, these Articles of Association shall be amended by the following procedure:

- (I) the board of directors adopts a resolution in accordance with these Articles of Association and drafts the amendments, or a shareholder puts forward a motion to amend the Articles of Association;
- (II) the shareholders are notified of the amendments and a general meeting is convened to vote thereon;
- (III) the amendments submitted to the general meeting for a vote shall be adopted by a special resolution.

The board of directors shall amend these Articles of Association in accordance with the resolution of the general meeting on the amendment to the Articles of Association and the approving opinion of relevant competent authorities.

Article 201 Amendments to the Articles of Association adopted by resolution of the general meeting that are subject to approval by the competent authorities shall be submitted to the competent authorities for approval. If an amendment to these Articles of Association involves a registered particular of the Company, registration of the change shall be carried out in accordance with the laws.

Article 202 Amendments to the Articles of Association that are required to be disclosed under the laws and regulations shall be announced in accordance with relevant requirements.

CHAPTER 11. NOTICES AND ANNOUNCEMENTS

Article 203

Notices (for the purposes of this Chapter, the term “notice” includes corporate communications and other written materials) of the Company shall be given or provided by one or more of the following means:

- (I) by hand;
- (II) by mail;
- (III) by electronic means such as e-mail, fax, etc. or on information media;
- (IV) by way of a public announcement;
- (V) other ways as recognized by the securities regulatory authorities of the place where the Company’s shares are listed or as required by these Articles of Association.

Unless otherwise specified in these Articles of Association, if a notice is issued by the Company to the shareholders of overseas listed foreign investment shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the SEHK through the electronic publishing system of the SEHK for immediate release on the website of the SEHK in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign investment shares by way of personal delivery or prepaid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.

Holders of the Company’s overseas listed foreign investment shares may elect in writing to receive corporate communications that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.

- Article 204** Notice of general meetings of the Company shall be given by way of announcement.
- Article 205** Notice of board meetings of the Company shall be given by email, fax or other means. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such rules shall prevail.
- Article 206** For a Company notice given by hand, the person on whom it is served shall sign on (or affix his or her seal to) the note of receipt, and the date on which he/she signed in receipt shall be the date of service;
- For a company notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office;
- For a company notice given by fax, e-mail or publication on a website, the date on which such notice is despatched shall be the date of service;
- For a company notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper or periodical that satisfies relevant regulations or given by the method set forth in Article 203 of these Articles of Association.
- A meeting and the resolutions adopted thereat shall not be invalidated due to the accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive the notice.
- Article 207** If the listing rules in the place of listing require the Company to send, mail, issue, despatch, publish or otherwise provide relevant documents of the Company in both English and Chinese versions, the Company may, to the extent permitted by laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him/her the English versions or Chinese versions of documents if the Company has made appropriate arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.

CHAPTER 12. SUPPLEMENTARY PROVISIONS

Article 208 For the purposes of these Articles of Association, the term “accounting firm” shall have the same meaning as the term “auditor” used in the SEHK Listing Rules.

Article 209 These Articles of Association are written in Chinese. In the event that there is a discrepancy between any other language version or different version hereof and these Articles of Association, the most recent Chinese version hereof approved by and registered with the company registration authority shall prevail. In case of any inconsistency between the Chinese version and other versions, the Chinese version shall prevail.

Article 210 Unless otherwise required by the context, the following terms used in these Articles of Association shall have the meanings assigned to them below:

- (I) “controlling shareholder” means a person that satisfies any of the following conditions:
1. he/she, acting alone or in concert with others, has the power to elect at least one-half of the directors;
 2. he/she, acting alone or in concert with others, has the power to exercise or to control the exercise of at least 30 percent of the Company’s voting rights;
 3. he/she, acting alone or in concert with others, holds at least 30 percent of the outstanding shares of the Company;
 4. he/she, acting alone or in concert with others, actually controls the Company in any other manner.

- (II) “acting in concert” means action taken by two or more persons pursuant to an agreement (whether oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company.
- (III) “actual controller” means a person who, although not a shareholder of the Company, is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement.
- (IV) “connected relationship” means the relationship between the Company’s controlling shareholder, actual controller, a director or senior management member (including the associates of the above parties as defined in the SEHK Listing Rules) on the one hand and an enterprise he/she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company’s interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue of the fact that such enterprises are under the common control of the state.

Article 211 Unless otherwise provided in these Articles of Association, for the purposes of these Articles of Association, the terms “at least”, “within” and “not more than” shall include the number itself; and the terms “less than”, “lower than”, “other than”, “more than”, “over”, “exceed”, “before” and “after” shall not include the number itself.

Article 212 The board of directors is responsible for explaining these Articles of Association.

Article 213 The annexes to these Articles of Association include the rules of procedure of general meetings and the rules of procedure of meetings of the board of directors.