

Articles of Association

of

Onewo Inc.

November 2022

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Chapter 1 General Provisions

Article 1 These Articles of Association are formulated in accordance with the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Special Regulations of the State Council on Overseas Share Offering and Listing of Joint Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) (hereinafter referred to as the “Mandatory Provisions”), the Letter of Opinions on the Supplementation and Amendment of Articles of Association of Companies Listing in Hong Kong (《關於到香港上市公司對公司章程作補充修改的意見的函》), the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period of Overseas Listed Companies for Convening Shareholders’ General Meetings (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), and other relevant laws, regulations and rules for the purposes of safeguarding the legitimate rights and interests of Onewo Inc. (hereinafter referred to as the “Company” or “Onewo”), its shareholders and creditors and regulating the organization and conducts of the Company.

Article 2 The Company is a foreign-invested joint stock limited company established in accordance with the provisions of the Company Law, the Special Regulations and other relevant laws, administrative regulations and normative documents.

The Company was entirely transformed and established by way of promotion on March 20, 2018. The Company was registered with the Administration of Industry and Commerce of Shenzhen Municipality on March 20, 2018 and obtained its business license with unified social credit code of 91440300727134579K.

Article 3 The basic information of the Company:

Full name in Chinese: 萬物雲空間科技服務股份有限公司

Full name in English: Onewo Inc.

Domicile of the Company: Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen (for office use only)

Telephone number: 0755-22198435

Article 4 The Chairman of the Board of Directors is the legal representative of the Company.

Article 5 The Company is a foreign-invested joint stock limited company with perpetual existence and is an independent legal entity.

The Company's entire assets are divided into equal shares. The shareholders shall hold liable for the Company to the extent of the shares they subscribe for, and the Company shall hold liable for the Company's debts with its entire assets. The Company may invest in other limited liability companies and joint stock limited companies, and the Company's liabilities to invested companies shall be limited to the amount of its capital contribution.

Article 6 Upon adoption through a special resolution at the shareholders' general meeting of the Company and approval by relevant state departments, these Articles of Association shall take effect on the date the overseas listed foreign shares ("H Shares") publicly issued by the Company are listed on the main board of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"), and shall on its effective date replace the previous Articles of Association of the Company filed at the competent market supervision and administration authorities.

Article 7 From the date upon which the Articles of Association come into effect, the Articles of Association shall become a legally binding document regulating the organization and conducts of the Company, as well as the rights and obligations between the Company and its shareholders and among the shareholders.

Article 8 The Articles of Association shall be legally binding upon the Company, its shareholders, Directors, Supervisors, general manager and other senior management members, all of above persons may make any claims in relation to the matters of the Company pursuant to the Articles of Association.

A shareholder may initiate litigation against the Company pursuant to the Articles of Association; the Company may initiate litigation against any shareholder pursuant to the Articles of Association; a shareholder may initiate litigation against another shareholder pursuant to the Articles of Association; a shareholder may initiate litigation against the Directors, Supervisors, general manager and other senior management members of the Company pursuant to the Articles of Association.

The litigation referred to in the preceding paragraph include initiation of proceedings in a court or the application of arbitration to an arbitration institution.

Article 9 Other senior management members referred to in the Articles of Association means deputy general manager of the Company and other personnel (if any) appointed by Board of Directors or general manager as senior management member in accordance with the requirements of laws, regulations and the Articles of Association.

Chapter 2 Objectives and Scope of Business

Article 10 The operational objectives of the Company are: to promote the development of the national economy of China based on the aspiration to strengthen economic cooperation and technical exchange; to promote talents and develop technologies to ensure the Company's success in the market competition with efficiency and quality; to ensure long-term development of the Company through implementation of scientific management methods and concepts, and achieve good economic benefits to satisfy shareholders.

Article 11 The business scope of the Company is: property services (only after obtaining a certificate of qualification issued by relevant administrative departments); housekeeping services; housing repair and maintenance related to property management, mechanical and electrical equipment of buildings, environment sanitation and landscaping design. Anti-theft alarm system, security TV monitoring system, building and apartment security electronic intercom system, access control system, patrol system engineering, design of parking management system engineering, on-site installation and maintenance (excluding civil engineering works); computer software and hardware on-site maintenance; real estate brokerage; property management information consultation, economic information consultation, business management consultation; wholesale, import and export of office supplies, sporting goods, textiles, daily necessities, clothing, footwear and hats, metal hardware and electrical products, and chemical products, and relevant ancillary business (not involving commodities subject to state-owned trade management, applications in accordance with the relevant state regulations to be made in relation to commodities subject to quota and license management and other commodities subject to management under special provisions). Advertising business (as for advertising operation subject to the approval and registration as required by the laws and the administrative regulations, it shall be carried out only after separate approval and registration is obtained); business management solution planning; technology development, technology consultation, technology services and technology transfer in the field of computer technology; labor dispatch.

The business scope referred to in the preceding paragraph shall be such items as registered with the company registration authority.

Chapter 3 Shares and Registered Capital

Article 12 The Company shall have ordinary shares at all times. With the approval from the company approval department authorized by the State Council, the Company may create other classes of shares when needed.

Article 13 The Company shall issue shares in an open, fair and just manner, and each share of the same class shall have the same right.

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

Article 14 The shares of the Company are in the form of share certificates. All the shares issued by the Company shall have a nominal value, denominated in RMB, with each share having a nominal value of RMB1.

Article 15 Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.

Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. Domestic investors mean those investors who subscribe for the Company's shares and who are located within the territory of the PRC excluding the regions mentioned above.

Article 16 Shares that the Company issues to domestic investors for subscription in RMB shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas are called overseas listed foreign shares; while the foreign shares that have not been listed domestically or overseas are called non-listed foreign shares.

H shares are foreign shares issued by the Company and listed on the Hong Kong Stock Exchange, that is, the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.

Both holders of domestic shares and holders of foreign shares are ordinary shareholders and have the equal rights and obligations in any distribution through (including but not limited to) dividends or any other forms.

Shareholders of non-listed shares of the Company may have their shares listed and traded on overseas stock exchanges upon the approval by the securities regulatory authorities of the State Council and overseas stock exchanges. The listing and trading of such shares on overseas stock exchanges shall also comply with the regulatory procedures, regulations and requirements of the overseas stock exchanges. The listing and trading of such shares on the overseas stock exchanges are not subject to the resolution through voting at a shareholders' class meeting.

Article 17 The Company was established through overall restructuring Vanke Service Co., Ltd. by way of promotion. As of June 30, 2017, the audited net book value of the assets of Vanke Service Co., Ltd. was RMB3,237,944,035. The promoter converted the audited net book assets of Vanke Service Co., Ltd. as of June 30, 2017 into the Company's share capital of 1,000,000,000 shares in aggregate with a par value of RMB1 per share, and the remaining RMB2,237,944,035 is included in the Company's capital reserve.

At the time of the establishment of the Company, the number of shares held by the promoter shareholders and their shareholding ratios are as follows:

No.	Promoter (Shareholder)	Number of shares held (shares)	Percentage of the total share capital of the joint-stock company
1.	China Vanke Co., Ltd.	600,000,000	60.0000%
2.	Ruida I Limited	35,000,000	3.5000%
3.	Ruida II Limited	23,284,000	2.3284%
4.	Ruida III Limited	3,057,000	0.3057%
5.	Ruida IV Limited	2,970,000	0.2970%
6.	Ruida V Limited	5,689,000	0.5689%
7.	Radiant Sunbeam Limited	250,000,000	25.0000%
8.	Dream Landing Holdings Limited	50,000,000	5.0000%
9.	Shenzhen Yingda Investment Fund Management Consulting Co., Ltd.	5,000,000	0.5000%
10.	Shenzhen Wanshuzhimiao Management Consulting Co., Ltd.	5,000,000	0.5000%
11.	Shenzhen Wanqing Management Consulting Co., Ltd.	5,000,000	0.5000%
12.	Shenzhen Wanhu Management Consulting Co., Ltd.	5,000,000	0.5000%
13.	Shenzhen Wanhuquanyuan Management Consulting Co., Ltd.	5,000,000	0.5000%
14.	Shenzhen Wanmazhengxian Management Consulting Co., Ltd.	5,000,000	0.5000%
Total		1,000,000,000	100.0000%

Article 18 After the completion of the initial public offering of overseas listed foreign shares and the exercise of the over-allotment option, the Company's share capital structure is composed of 1,178,468,700 ordinary shares, including 720,378,000 domestic shares, 330,042,000 unlisted foreign shares and 128,048,700 H shares.

Article 19 The Board of Directors may implement and arrange separate offerings for the Company's plans to issue overseas listed foreign shares and domestic shares as approved by the securities regulatory authority under the State Council.

The plans to separately issue overseas listed foreign shares and domestic shares by the Company pursuant to the preceding paragraph can be implemented separately within 15 months from the date of approval by the securities regulatory authority under the State Council.

Article 20 Where the number of the overseas listed foreign shares and domestic shares separately issued falls within the total number of shares specified in the issuance plans, such shares should be fully subscribed for on a one-off basis. If such shares cannot be fully subscribed for on a one-off basis under special circumstances, they may, subject to the approval by the securities regulatory authority under the State Council, be issued in separate tranches.

Article 21 After the completion of issuing H shares and the exercise of the over-allotment option, the Company's registered capital is RMB1,178,468,700.

Chapter 4 Increase, Decrease and Repurchase of Shares

Article 22 The Company may, based on its business and development needs and in accordance with the requirements of laws, regulations, and securities regulatory rules of the place(s) where the Company's shares are listed, increase its capital in the following manners upon resolutions being adopted respectively by the shareholders' general meetings:

(I) by issuing new shares to non-specified investors;

(II) by issuing new shares to specified investors;

(III) by placing or distributing new shares to its existing shareholders;

(IV) by capitalizing its capital reserves;

(V) by other ways permitted by the laws, administrative regulations, securities regulatory rules of the place(s) where the Company's shares are listed, and competent government authorities.

The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated in the relevant laws and administrative regulations of the PRC, and the securities regulatory rules of the place(s) where the Company's shares are listed.

Article 23 The Company may reduce its registered capital. In the event of reduction of registered capital, the Company shall conduct such reduction in accordance with the procedures stipulated in the Company Law, other applicable regulations and the Articles of Association.

Article 24 In the event of reduction of registered capital, the Company shall prepare a balance sheet and a property inventory.

The Company shall notify its creditors within ten days from the date of the resolution in respect of registered capital reduction and publish an announcement in newspapers within thirty days from the date of the resolution. The creditors shall, within 30 days from receipt of notice or within 90 days from the date of the announcement if the creditors have not received the notice, have a right to require the Company to settle their debts or to offer corresponding guarantees for their settlement.

The registered capital of the Company after such reduction shall not be lower than the statutory minimum amount.

Article 25 Under the following circumstances, the Company may, according to the requirements of the laws, administrative regulations, departmental rules and the Articles of Association and obtaining the approval from relevant national competent authorities, repurchase its outstanding shares in accordance with statutory procedures:

(I) reducing the Company's registered capital and cancelling shares;

(II) merging with other companies which hold shares in the Company;

(III) awarding shares as equity incentives;

(IV) acquiring shares held by shareholders, who vote against any resolution proposed in any shareholders' general meeting on the merger or division of the Company, upon their request;

(V) repurchasing to preserve the Company's value and shareholders' interests;

(VI) other circumstances as permitted by laws, administrative regulations, departmental rules, securities regulatory rules and competent authorities in the place(s) where the Company's shares are listed.

Except for the above-mentioned circumstances, the Company shall not engage in any activities trading its shares.

Article 26 The Company may, under the circumstances that it observes laws and regulations, and relevant provisions of the competent securities authorities in the place(s) where the Company's shares are listed, repurchase its shares in one of the following manners with the approval from relevant national competent authorities:

(I) by making a pro rata general offer of repurchase to all its shareholders;

(II) by repurchasing shares through public trading on a stock exchange;

(III) by repurchasing shares through an off-market agreement;

(IV) by other means as permitted by laws, administrative regulations, departmental rules, securities regulatory rules in the place(s) where the Company's shares are listed, normative documents and relevant competent authorities.

Article 27 Where the Company repurchases its shares through an off-market agreement, it shall seek approval in a shareholders' general meeting in accordance with the Articles of Association. The Company may terminate or amend an agreement entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the shareholders' general meeting obtained in the same manner.

The agreement for the share repurchase referred to in the preceding paragraphs includes (but not limited to) agreements assuming obligations of share repurchase and acquiring the rights of the shares repurchased.

The Company shall not transfer an agreement for repurchasing its own shares or any of its rights thereunder.

With regard to the redeemable shares that the Company has the right to repurchase, if they are not repurchased on the market or by way of tender, the prices of these shares shall not exceed certain maximum price; if they are repurchased by way of tender, the tenders shall be proposed to all shareholders in the same manner.

Article 28 After the shares are acquired by the Company pursuant to the requirements, the Company shall cancel such shares within the period prescribed by laws and administrative regulations, and shall apply to the original company registration authority for registration of the change in the registered capital.

The purchase of the Company's shares for reasons specified in (I) and (II) of Article 25 of the Articles of Association shall be approved by resolution at a shareholders' general meeting. The purchase of the Company's shares for reasons specified in (III) and (V) of Article 25 of the Articles of Association shall be approved by a resolution of a Board meeting attended by more than two-thirds of the Directors as authorized by the shareholders' general meeting.

Following the purchase of shares in accordance with Article 25 of the Articles of Association, such shares shall be cancelled within 10 days from the date of purchase in the case of (I) of Article 25 and transferred or cancelled within six months in the case of (II) or (IV) of Article 25, or in the event of a purchase of shares made pursuant to (III) or (V) of Article 25 of the Articles of Association, the total number of the Company's shares held by the Company shall not exceed ten percent of the total outstanding shares and shall be transferred or cancelled within three years of the purchase.

The Company shall apply to the market supervision administration department for registration of changes in registered capital or shareholdings and make an announcement in accordance with the listing rules.

Where the Company acquires its H shares pursuant to items (III) and (V) of Article 25 of the Articles of Association, the acquisition shall be conducted through public centralized trading.

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

Where the laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed contain any other provisions in respect of relevant matters abovementioned concerning share repurchasing, such provisions shall prevail.

Article 29 Unless the Company is under liquidation, it shall comply with the following provisions in respect of the repurchase of its outstanding shares:

(I) where the Company repurchases its shares at nominal value, the amount thereof shall be deducted from the book balance of the distributable profits of the Company and from the proceeds of a new issue of shares made for the repurchase of shares;

(II) where the Company repurchases its shares at a price higher than nominal value, the portion corresponding to the nominal value shall be deducted from the book balance of the distributable profits of the Company and from the proceeds of a new issue of shares made for the repurchase of shares. The portion in excess of the nominal value shall be handled as follows:

1. if the shares repurchased were issued at nominal value, payment shall be deducted from the book balance of the distributable profits of the Company;

2. if the shares repurchased were issued at a price higher than their nominal value, payment shall be deducted from the book balance of the distributable profits of the Company and from the proceeds of a new issue of shares made for the repurchase of shares, provided that the amount deducted from the proceeds of the new issue of shares shall not be more than the aggregate of premiums received by the Company at the time of the issue of the shares repurchased nor shall it be more than the amount of the Company's capital common reserve account (including the premiums on the new issue of shares) at the time of such repurchase.

(III) payment by the Company for the following purposes shall be paid out of the Company's distributable profits:

1. acquisition of rights to repurchase shares of the Company;
2. modification of contract for repurchasing shares of the Company;
3. release of its obligations under the repurchase contract.

(IV) after the aggregate nominal value of the cancelled shares has been deducted from the registered capital of the Company in accordance with the relevant requirements, the amount deducted from the distributable profits for the repurchase of shares at their nominal value shall be accounted for in the Company's capital common reserve account.

Where the laws, administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed contain any other provisions in respect of the accounting treatment related to the aforementioned share repurchases, such provisions shall prevail.

Chapter 5 Transfer of Shares

Article 30 Unless otherwise provided by the laws and administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory institutions in the place(s) where the Company's securities are listed, shares of the Company shall be freely transferable and shall also be free from all liens. The transfer of H shares requires registration with the share registrar in Hong Kong appointed by the Company.

Article 31 All fully paid H shares may be transferred freely in accordance with the Articles of Association. However, the Board may refuse to recognize any instrument of transfer without stating any reasons unless the following conditions are satisfied:

(I) the instrument of transfer and any other documents related to or affecting the title of any H shares shall be registered, and if any payment shall be made for such registration, such payment shall not exceed the maximum amount stipulated by the Hong Kong Listing Rules from time to time;

(II) the instrument of transfer only relates to the overseas listed foreign shares listed on the Hong Kong Stock Exchange;

(III) the stamp duty required by the laws of Hong Kong for the instrument of transfer has been paid;

(IV) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares shall be provided;

(V) if the shares are to be transferred to joint holders, the number of joint shareholders registered shall not exceed four;

(VI) the relevant shares are free from all liens of any company;

(VII) no shares shall be transferred to a minor or a person of unsound mind or under other legal disability.

If the Board of Directors refuses to register any transfer of shares, a notice of the rejection of registration of such transfer of shares shall be issued by the Company to the transferor and the transferee within two months upon the duly submission of transfer application.

Article 32 Transfer of all overseas listed foreign shares listed in Hong Kong shall be executed with a written instrument of transfer in a usual or common form or any other form accepted by the Board of Directors (including the standard instrument of transfer or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). The instrument of transfer may be signed by hand or be affixed with the stamp of a company (where the transferor or transferee is a corporation). If the transferor or the transferee is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) or its nominee as defined by relevant regulations in effect from time to time in accordance with the laws of Hong Kong, the transfer form can be signed by hand or in printed form.

All instruments of transfer shall be kept at the legal address of the Company or any other place designated by the Board of Directors from time to time.

Article 33 The Company shall not accept any of its own shares as the subject of pledge.

Article 34 Shares of the Company held by promoters shall not be transferred for a period of one year from the date of incorporation of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed and traded on the stock exchange.

The Directors, Supervisors and senior management members of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than twenty-five percent of the total number of their shares in the Company per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year from the date when the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company. If, after the listing of the Company’s shares, the laws and administrative regulations, departmental rules, normative documents and relevant provisions of the securities regulatory authorities in the place(s) where the Company’s shares are listed have other restrictive requirements on the transfer of the Company’s shares held by the aforesaid persons, those regulations shall prevail.

Chapter 6 Financial Assistance for Purchase of Shares of the Company

Article 35 The Company or its subsidiaries shall not, by any means and at any time, provide any financial assistance to purchasers or potential purchasers of the Company's shares. The aforesaid purchasers of the Company's shares include persons who directly or indirectly undertake obligations due to purchase of the Company's shares.

The Company or its subsidiaries shall not, by any means and at any time, provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.

Article 36 The financial assistance referred to in this Chapter includes (but not limited to) the following ways:

(I) gift;

(II) guarantee (including the undertaking of liability or provisions of property by the guarantor in order to secure the performance of obligations by the obligor), indemnity (excluding, however, indemnity arising from the Company's own fault) and relief or waiver of rights;

(III) provision of a loan or signing of a contract under which the obligations of the Company are to be fulfilled prior to the fulfillment of the obligations of the other party to the contract, and a change in the parties to, and the assignment of rights under, such loan or contract;

(IV) financial assistance provided by the Company in any other form when the Company is insolvent or has no net assets or when such assistance would lead to a significant reduction in the Company's net assets.

For the purpose of this Articles of Association, the term "undertaking obligations" shall include the undertaking of obligations borne by the obligor due to entering of a contract or entering into an arrangement (whether enforceable or not and whether borne by the obligor or together with any other persons), or a change in the obligor's financial position by any other means.

Article 37 The acts listed below shall not be regarded as the acts prohibited by Article 35 hereof:

(I) the Company provides the relevant financial assistance in the interests of the Company in good faith, and the primary purpose of the said financial assistance is not to purchase the Company's shares, or the said financial assistance is part of a master plan of the Company;

(II) the Company distributes its assets as dividends in accordance with the laws;

(III) the Company distributes dividends in the form of shares;

(IV) the Company reduces its registered capital, repurchases its shares and adjusts the equity structure in accordance with the Articles of Association;

(V) the Company provides a loan for its normal business operations within its business scope (provided that such financial assistance shall not result in a reduction in the net assets of the Company, or in the event of such reduction, such financial assistance is provided out of the distributable profits of the Company);

(VI) the Company provides the funding for employee share scheme (provided that such financial assistance shall not result in a reduction in the net assets of the Company, or in the event of such reduction, such financial assistance is provided out of the distributable profits of the Company).

Chapter 7 Share Certificates and Register of Shareholders

Article 38 Share certificates of the Company shall be in registered form.

The following shall be specified in the Company's share certificates:

(I) the name of the Company;

(II) the date on which the Company was established;

(III) the class and par value of the shares and the number of shares represented;

(IV) the serial number of the share certificates;

(V) other matters needed to be specified as required by the Company Law, the Special Regulations and the securities regulatory authorities of the place(s) where the Company's shares are listed;

(VI) where the Company's equity capital includes shares that do not carry voting rights, the words "non-voting" must appear in the designation of such shares;

(VII) where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".

The overseas listed foreign shares issued by the Company may take the form of overseas depositary receipt or other derivative forms of share certificate in accordance with laws and securities registration and depositary practice of the place(s) where the Company's shares are listed.

Article 39 During the time the Company's H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all related H shares documents include the statements stipulated below and shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder submits to such share registrar a signed form in respect of such shares bearing statements to the following effect:

(I) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the provisions under the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association.

(II) The acquirer of shares agrees with the Company, each shareholder, Director, Supervisor, general manager and other senior management member of the Company, and the Company acting for itself and for each Director, Supervisor, general manager and other senior management member agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations stipulated by Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any referral to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.

(III) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.

(IV) The acquirer of shares authorizes the Company to enter into a contract on his behalf with each Director, general manager and other senior management member whereby such Directors, general manager and other senior management members undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.

Article 40 The share certificates of the Company shall be signed by the Chairman of the Board. Where the signatures of senior management members of the Company are required by the stock exchange(s) where the Company's shares are listed, the share certificates shall also be signed by such senior management members. The share certificates shall become valid after the Company seal is affixed thereto or imprinted thereon. The affixing of the Company seal to the share certificates shall be authorized by the Board. The signature of the Chairman of the Board or such senior management members of the Company on the share certificates may also be in printed form. In case of paperless issuance and trading of the shares of the Company, provisions otherwise provided by the securities regulatory authorities and the stock exchange(s) in the place(s) where the Company's shares are listed shall apply.

Article 41 The Company shall establish a register of shareholders in accordance with the proofs provided by securities registration institutions and shall register therein the following particulars, or register the following particulars in accordance with PRC laws and regulations, and relevant rules in the place(s) where the Company's shares are listed and of the Hong Kong Stock Exchange:

- (I) the name (title), address (domicile), occupation or nature of each shareholder;
- (II) the class and number of shares held by each shareholder;
- (III) the amount paid or payable for the shares held by each shareholder;
- (IV) the serial number of the shares held by each shareholder;
- (V) the date on which each shareholder is registered as a shareholder;
- (VI) the date on which each shareholder ceases to be a shareholder.

The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Company unless there is evidence to the contrary.

Subject to the Articles of Association and other applicable requirements, upon transfer of the Company's shares, the name (title) of the transferees of the shares shall be included in the register of shareholders as holders of such shares.

The assignment and transfer of shares shall be registered in the register of shareholders.

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

(I) the Company shall not be required to register more than four persons as joint shareholders of any shares;

(II) all joint shareholders of any shares shall jointly and severally assume the liability to pay all amounts payable for the relevant shares;

(III) where any one of the joint shareholders deceases, only the other surviving joint shareholders shall be deemed by the Company as having title to the relevant shares, but the Board shall have the right, for the purpose of modifying the register of shareholders, to require the provision of documents for proof of the death of the relevant shareholder as it deems appropriate;

(IV) for joint shareholders of any shares, only the person whose name stands first in the register of shareholders shall be entitled to receive such certificates of the relevant shares or receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders of the relevant shares. Any joint shareholders may sign a form of proxy. If there are more than one joint shareholder present in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted as the sole vote representing the remaining joint shareholders. For this purpose, seniority of the shareholders shall be determined by the order in which the names of the joint shareholders of the relevant shares stand in the register of shareholders of the Company;

(V) if any of the joint shareholders sends to the Company a receipt of any dividend, bonus or capital return payable to the said joint shareholders, the said receipt shall be deemed as a valid receipt sent by the said joint shareholders to the Company.

Article 42 The Company may keep overseas the register of holders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreements reached between the securities regulatory authorities of the State Council and the overseas competent securities regulatory authorities. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.

The Company shall keep at its domicile a copy of the register of holders of overseas listed foreign shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.

Where the original and copies of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.

Article 43 The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

(I) the register(s) of shareholders kept at the Company's domicile other than those specified in items (II) and (III) of this Article;

(II) the register(s) of holders of overseas listed foreign shares kept in the place(s) of the overseas stock exchange(s) where the shares are listed;

(III) the register(s) of shareholders kept in other places as the Board may decide and consider necessary for the purpose of listing of the Company's shares.

Article 44 The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register of shareholders.

Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the place(s) where each part of the register of shareholders is kept.

Article 45 Change of the register of shareholders arising from share transfer shall not be registered within thirty days before convening of a shareholders' general meeting or within five days prior to the reference date set by the Company for the purpose of distribution of dividends.

Where relevant laws and regulations and the relevant rules of the securities regulatory authorities in the place(s) where the shares of the Company are listed and the Hong Kong Stock Exchange otherwise provide for the period for suspending the registration of the transfer of shares before convening of a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

Article 46 Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates and participates in other activities requiring the recognition of shareholdings, the Board shall designate a certain date as date for ascertainment of shareholding, at the end of which the shareholders in the register shall be shareholders of the Company.

Article 47 If any person objects to the register of shareholders and requests to have his/her name (title) recorded in or deleted from the register of shareholders, the said person may apply to the court with jurisdiction to correct the register of shareholders.

Article 48 If any shareholder in the register of shareholders or any person requesting to have his/her name (title) recorded in the register of shareholders loses his/her share certificate (hereinafter referred to as the "Original Share Certificate"), the said shareholder or person may apply to the Company to issue replacement share certificates in respect of the said shares (hereinafter referred to as the "Relevant Shares").

If a holder of domestic shares or a holder of unlisted foreign shares loses his/her share certificates and applies for their replacement, it may be dealt with in accordance with the relevant provisions of the Company Law.

If a holder of overseas listed foreign shares loses his/her share certificates and applies for their replacement, it may be dealt with in accordance with the laws, the rules of the stock exchange, as well as other relevant regulations of the place where the original register of holders of overseas listed foreign shares is maintained.

If a holder of H shares loses his/her share certificates and applies for their replacement, the issue of replacement share certificates to that holder shall comply with the following requirements:

(I) The applicant shall submit an application in standard form as prescribed by the Company accompanied by a notarial document or statutory declaration. The notarial document or statutory declaration shall specify the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the Relevant Shares.

(II) No statement has been received by the Company from any person other than the applicant for having his/her name registered as a holder of the Relevant Shares before the Company makes a decision to issue the replacement share certificates.

(III) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers as designated by the Board of Directors. The announcement shall be made at least once every 30 days over a period of 90 days.

(IV) The Company shall, prior to the publication of the announcement of its intention to issue replacement share certificates, deliver a copy of the announcement to be published to the stock exchange where it is listed. The Company may publish the announcement upon receiving a reply from the stock exchange confirming that the announcement has been exhibited on the stock exchange. The announcement shall be exhibited on the stock exchange for a period of ninety days.

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

(V) If, upon expiration of the ninety-day period for announcement and exhibition referred to in item (III) and (IV) of this Article, the Company has not received from any person any objection to the issuance of replacement share certificates, the Company may issue replacement share certificates to the applicant according to his/her application.

(VI) Where the Company issues a replacement share certificate under this Article, it shall forthwith cancel the Original Share Certificate and enter the cancellation and replacement matters in the register of shareholders accordingly.

(VII) All expenses relating to the cancellation of an Original Share Certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable security is provided by the applicant therefor.

Article 49 Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name (title) of a bona fide purchaser who obtains the aforesaid replacement share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he/she is a bona fide purchaser) shall not be removed from the register of shareholders.

Article 50 The Company shall not be liable for any damages suffered by any person arising from the cancellation of the Original Share Certificate or the issuance of a replacement share certificate, unless the claimant can prove that the Company has committed a fraudulent act.

If the Company issues warrants to bearer instrument holders, it shall not issue any new warrants to replace the lost original ones, unless the Company without any reasonable doubts confirms that the original warrants have been damaged.

Chapter 8 Rights and Obligations of Shareholders

Article 51 A shareholder of the Company is a person who lawfully holds shares of the Company and has his/her name (title) recorded in the register of shareholders.

A shareholder shall enjoy rights and undertake obligations in accordance with the class and amount of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

If the shareholder of the Company is a legal entity, the rights shall be enforced by its legal representative or a proxy of such legal representative.

The Company shall not exercise any rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.

Article 52 The ordinary shareholders of the Company shall enjoy the following rights:

(I) the right to receive dividends and other means of profit distributions in proportion to their shareholdings;

(II) the right to attend or appoint proxies to attend general meetings and to exercise the voting rights;

(III) the right to supervise and manage the Company's business activities, to present proposals or to raise enquiries;

(IV) the right to transfer, gift or pledge the shares in accordance with laws, administrative regulations and provisions of the Articles of Association;

(V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:

1. the right to obtain a copy of the Articles of Association, subject to payment of cost;

2. the right to inspect and copy, subject to payment of a reasonable charge:

(1) the register of all classes of shareholders;

(2) personal particulars of the Company's Directors, Supervisors, general manager and other senior management members, including:

(a) present and former name and alias;

(b) principal address (domicile);

(c) nationality;

(d) primary and all other part-time occupations and duties;

(e) identification documents and the numbers thereof.

(3) reports showing the status of the Company's issued share capital;

(4) reports showing the aggregate nominal value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the last accounting year and the aggregate amount incurred by the Company for this purpose (with a breakdown between domestic shares and foreign shares);

(5) minutes of shareholders' general meetings (only available for inspection to shareholders);

(6) copies of the Company's resolutions of shareholders' general meetings, Board meetings and meeting of Supervisory Committee;

(7) the latest audited financial statements, and reports of Board of Directors, auditors and Supervisory Committee of the Company;

(8) a copy of the latest annual inspection form that has been filed with the PRC Administration for Industry and Commerce or other competent authorities;

3. Counterfoils of corporate bonds.

Documents of item (1) and (5) mentioned above and any other applicable documents shall be made available by the Company, according to the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and the shareholders to inspect free of charge (provided that minutes of general meetings are available for inspection by the shareholders only), and for the shareholders to make copies at reasonable cost. When a shareholder requests to inspect the relevant information mentioned in the preceding paragraphs or obtain such materials, he/she shall provide the Company with such written documents evidencing the class and amount of shares he/she holds in the Company. The Company may provide such information per the shareholder's request after verifying his/her identity.

(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;

(VII) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares;

(VIII) the right to initiate legal proceedings to the People's Court against acts which are detrimental to the interests of the Company or infringe the lawful interests of shareholders, and to claim the relevant interests pursuant to the Company Law or other laws and administrative regulations;

(IX) other rights under laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed and the Articles of Association.

The Company shall not exercise any rights to freeze or otherwise prejudice any rights attached to the shares held by any person who directly or indirectly has interest in the Company solely for the reason that such person fails to disclose to the Company any such interests.

Article 53 The ordinary shareholders of the Company shall have the following obligations:

(I) to abide by laws, administrative regulations and the Articles of Association;

(II) to execute resolutions of the shareholders' general meeting and to preserve the legitimate interests of the Company;

(III) to pay capital contribution for the shares subscribed for in the prescribed method of subscription;

(IV) except as otherwise provided by laws and regulations, withdrawal of share capital shall not be permitted;

(V) not to abuse shareholder's right to prejudice the interests of the Company or other shareholders; not to abuse the independent status of legal person of the Company and shareholder's limited liability to prejudice the interests of the creditors of the Company. Shareholders of the Company who abuse their shareholders' rights and thereby causing loss to the Company or other shareholders shall be liable for compensation according to the law. Where shareholders of the Company abuse the independent status of legal person of the Company and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;

(VI) to undertake responsibilities for the Company within the scope of shares subscribed;

(VII) to fulfill other obligations as stipulated by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed and the Articles of Association.

Shareholders shall not be liable for further contribution to share capital other than the conditions agreed to as a subscriber of the shares at the time of subscription.

Article 54 The controlling shareholders or the de facto controller(s) of the Company shall not use their related (connected) relationship to prejudice the interests of the Company. In violation of such provisions, he/she shall be liable to compensate the Company for the losses thereof.

The controlling shareholders and the de facto controller(s) of the Company have the duty to act in good faith towards the Company and other shareholders. The controlling shareholders shall exercise their rights as capital contributors in strict compliance with laws, and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation and loan guarantee to the detriment of the legal interests of the Company and other shareholders, nor shall they grant any approval on any resolutions on election of personnel at shareholders' general meetings and any resolutions on the appointment of any personnel by the Board of Directors, or appoint or remove any senior management members of the Company without the approval of shareholders' general meeting and the Board of Directors, or misappropriate or control any assets or other interests of the Company or intervene the finance and accounting related activities of the Company or influence the independence of the Company's operation and management or damage the legal interests of the Company by any other means.

Article 55 Except for the obligations imposed by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed, the controlling shareholders, in exercising their right as shareholders, shall not exercise their voting right to make decisions in respect of the following matters in a manner prejudicial to the interests of all or some shareholders of the Company:

(I) to relieve a Director or Supervisor of his/her duty to act honestly in the best interests of the Company;

(II) to approve a Director or Supervisor (for his/her own benefit or for the benefit of another person) to deprive the Company of its assets in any manner, including but not limited to, any opportunity favorable to the Company;

(III) to approve a Director or Supervisor (for his/her own benefit or for the benefit of another person) to deprive another shareholder of his/her individual interest, including (but not limited to) any allocation right and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting for approval in accordance with the Articles of Association.

Article 56 A "controlling shareholder" mentioned in the preceding paragraphs means a shareholder who satisfies any one of the following conditions:

(I) any person acting alone or in concert with others who has the power to elect more than half of the Directors;

(II) any person acting alone or in concert with others who has the power to exercise or control the exercise of thirty percent or more of the voting rights of the Company;

(III) any person acting alone or in concert with others who holds thirty percent or more of the outstanding shares of the Company;

(IV) any person acting alone or in concert with others who has actual control over the Company in any other manner.

Chapter 9 Shareholders' General Meeting

Article 57 The shareholders' general meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:

(I) to decide the Company's operational policies and investment plans;

(II) to elect and change the Directors and Supervisors who are not employee representative and decide on the remunerations of Directors and Supervisors;

(III) to examine and approve reports of the Board of Directors;

(IV) to examine and approve reports of the Supervisory Committee;

(V) to examine and approve the proposed annual financial budgets, final accounts, balance sheets, profit statements and other financial statements of the Company;

(VI) to examine and approve the profit distribution plans and loss recovery plans of the Company;

(VII) to examine and approve the annual reports of the Company;

(VIII) to make resolutions on the increase or reduction of the registered capital of the Company as well as issuance of any classes of shares, warrants, and other similar securities;

(IX) to make resolutions on the merger, division, dissolution, liquidation or change in the form of the Company;

(X) to make resolutions on the issuance of corporate bonds and other securities and listing of the Company;

(XI) to make resolutions on the engagement, removal, or discontinuance of engagement of accounting firms by the Company;

(XII) to amend the Articles of Association;

(XIII) to examine the proposals by the shareholders severally or jointly holding three percent or more of the voting shares of the Company;

(XIV) to examine the matters relating to the purchases and disposals of the Company's material assets or the provisions of guarantees within one year with an amount exceeding thirty percent of the Company's latest audited total assets;

(XV) to examine the share incentive schemes;

(XVI) to examine the matters required to be resolved at the shareholders' general meeting pursuant to laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed or the Articles of Association, such as investment, acquisition or disposal of assets, financing, related (connected) transactions and other matters.

When the shareholders' general meeting reviews matters of related (connected) transactions, related (connected) shareholders shall not attend the voting procedure, and the number of voting shares they represent shall not be counted in the total number of valid votes, if required by applicable laws, regulations or listing rules of stock exchange in the place(s) where the Company's shares are listed; resolution of the shareholders' general meeting shall fully explain the situation of non-related shareholders' voting. Related (connected) shareholders shall abstain from voting and if not, other shareholders present or chairman of the general meeting are entitled to require the related (connected) shareholders to do so. After the related (connected) shareholders have abstained from voting, other shareholders shall carry out the voting procedure subject to their voting rights, and pass corresponding resolutions in accordance with the provisions of the Articles of Association; the abstention of the related (connected) shareholders and the voting procedure shall be recorded in the meeting minutes.

Resolutions of the shareholders' general meeting on related (connected) transactions shall only be effective when adopted by more than one half of the voting rights held by non-related (connected) shareholders attending the shareholders' general meeting. However, when related (connected) transactions involve matters that shall be resolved by special resolutions in accordance with the Articles of Association, resolutions of the shareholders' general meeting shall only be effective when adopted by more than two-thirds of the voting rights held by non-related (connected) shareholders attending the shareholders' general meeting.

The shareholders' general meeting can authorize or entrust the Board or any person authorized by the Board to handle the matters authorized or entrusted thereby, provided that the laws, administrative regulations, departmental rules, normative documents or relevant securities regulatory rules and provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed are not violated.

The shareholders' general meeting can authorize or entrust the Board to handle the matters authorized or entrusted thereby, including but not limited to the following matters at the shareholders' general meeting:

1. Subject to the applicable laws, regulations and listing rules, to give a general mandate to the Board to issue, allot and deal with additional H Shares not exceeding twenty percent of the H Shares in issue on the date of passing the shareholders' resolution on the general mandate (or other proportions as required by the applicable laws, regulations and securities regulatory rules in the place(s) where the Company's shares are listed) and authorize the Board of Directors to make corresponding amendments to the Articles of Association as it deems fit so as to reflect the new capital structure upon the allotment or issuance of shares;

2. To authorize the Board, within the cap amount of debt issuance, to determine the specific terms and the relevant matters in relation to the issuance of the debt financing instruments such as domestic short-term financial bonds, medium-term notes, corporate bonds, overseas USD bonds based on the needs for production, operation and capital expenditure as well as the market conditions, including (but not limited to) the determination of the amount, interest rate, term, target and use of proceeds of the bonds being actually issued, as well as the preparation, signing and disclosure of all necessary documents thereof subject to the aforementioned limit.

Article 58 The Company shall formulate rules of procedure for shareholders' general meetings defining in details the convening and voting procedure of shareholders' general meetings, covering notification, registration, consideration of proposal, voting, counting of ballots, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement etc., and the principle and contents of authorization of the Board of Directors on shareholders' general meetings should be clear and specific. The rules of procedure for shareholders' general meetings shall be appendix to the Articles of Association and shall be formulated by the Board and approved in the shareholders' general meeting.

Article 59 The provision of any external guarantee by the Company shall be considered and approved by the Board. The guarantee offered by the Company to a shareholder or de facto controller of the Company shall be approved by resolution in shareholders' general meeting.

When the shareholders' general meeting is considering a proposal to provide guarantee for any shareholder, de facto controller and its related (connected) parties, the said shareholder or the shareholder controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal shall be subject to approval by more than half of the voting rights of the other attending shareholders. The announcement of any resolution made at the shareholders' general meeting shall adequately disclose information relating to voting by non-related (connected) shareholders.

If a Director, general manager and any other senior management member violate the requirements on the approval authority and consideration procedures for external guarantees as specified in laws, administrative regulations or the Articles of Association, thereby causing the Company to suffer a loss, he/she shall be held liable for compensation, and the Company may institute a legal action against him or her according to the laws.

Article 60 The Company shall not enter into contracts with a party (other than a Director, Supervisor, the general manager and other senior management member) in relation to handover of the administration of all business or the important business of the Company to that party without the prior approval of the shareholders' general meeting by special resolution.

Article 61 The shareholders' general meetings consist of annual shareholders' general meetings and extraordinary shareholders' general meetings. The annual shareholders' general meeting shall be held once every year and within six months from the end of the previous accounting year.

The extraordinary shareholders' general meeting shall be convened as and when necessary. In the occurrence of any of the following events, the Board of Directors shall convene an extraordinary shareholders' general meeting within two months:

(I) when the number of Directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;

(II) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;

(III) when shareholder(s) individually or jointly holding ten percent or more of the Company's issued shares carrying voting rights request(s) in writing to convene an extraordinary shareholders' general meeting (the number of shares held shall be the figure as at the date of the written request from the shareholder);

(IV) when deemed necessary by the Board or when proposed by the Supervisory Committee;

(V) other circumstances stipulated by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed or the Articles of Association.

Article 62 To hold an annual shareholders' general meeting, the Company shall notify the shareholders the time, venue and matters to be reviewed at least twenty-one clear days before the meeting is held; to hold an extraordinary shareholders' general meeting, the shareholders shall be notified at least fifteen days before the meeting is held. If laws, regulations, securities regulatory rules in the place(s) where the Company's shares are listed and other normative documents contain any other provisions, such provisions shall prevail.

Article 63 When a shareholders' general meeting is convened by the Company, the Board, Supervisory Committee and shareholders who individually or jointly hold three percent or more of the shares of the Company, shall be entitled to make proposals to the Company.

Shareholders, who individually or jointly hold three percent or more of the shares of the Company, may submit ad hoc proposals in writing to the convener ten days before the convening of the shareholders' general meeting. The convener shall issue a supplemental notice of the shareholders' general meeting within two days after the receipt of the proposals. The Company shall include matters as proposed in the proposals that are within the scope of authority of the shareholders' general meeting in the agenda of such meeting, and announce the content of the ad hoc proposals.

Save as the circumstances stipulated in the preceding paragraph, the convener, after issuing the notice of the shareholders' general meeting, shall neither modify the proposals stated in the notice of shareholders' general meetings nor add new proposals.

The shareholders' general meeting shall not vote or resolve on any proposals which are not contained in a notice of the shareholders' general meeting or are not in compliance with the Articles of Association.

Article 64 Notice of a shareholders' general meeting shall satisfy the following requirements:

(I) be in writing;

(II) specify the venue, date and time of the meeting; when a shareholders' general meeting adopts online voting or voting via telecommunication, the time, voting procedure and matters to be reviewed shall also be indicated in the notice;

(III) matters to be considered at the meeting;

(IV) any information and explanations necessary to be made available to the shareholders for such shareholders to make sound decisions about the matters to be discussed. This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and serious explanations about the reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring;

(V) in the event that any of the Directors, Supervisors, general manager and other senior management members has material interests in matters to be discussed, the nature and extent of the interests shall be disclosed. If the matters to be discussed affect any Director, Supervisor, general manager and other senior management member as a shareholder in a manner different from the manner they affect other shareholders of the same class, the difference shall be explained;

(VI) the full text of any special resolution to be proposed for approval at the meeting;

(VII) a prominent statement that all shareholders that are eligible for attending the meeting and voting thereof are entitled to appoint one or more proxies to attend and vote at such meeting on his/her behalf, and that such proxy does not need to be a member of the Company;

(VIII) the time and venue for lodging a proxy form for voting at the meeting;

(IX) the record date of the shareholders entitled to attend the shareholders' general meeting;

(X) the name and phone number of permanent contact person for the meeting;

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

Article 65 The notice of the shareholders' general meeting shall be served on the shareholders (whether or not such shareholder is entitled to vote at the shareholders' general meeting) by hand or postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.

The announcement referred in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once such an announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' general meeting.

Under the circumstances that laws, regulations and requirements of securities regulatory rules in the place(s) where the Company's shares are listed are observed and relevant procedures are executed, for holders of H shares, the Company may also serve the notice of the shareholders' general meeting by publishing on the Company's website and websites designated by Hong Kong Stock Exchange, or in other manners as permitted under the Hong Kong Listing Rules and the Articles of Association, in replacement of serving on the holders of H shares by hand or postage prepaid mail.

Article 66 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Article 67 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or more persons (who may not be shareholders) to act as his or her proxy to attend and vote on his or her behalf. Such proxy may, pursuant to the instructions of the shareholder(s), exercise (including but not limited to) the following rights:

(I) the shareholder's right to speak at the shareholders' general meeting;

(II) the right to demand a poll by himself/herself or jointly with others;

(III) the right to exercise voting rights by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.

If the shareholder is an authorized clearing house (or its proxy) as defined by relevant rules in Hong Kong made from time to time, such shareholder is entitled to appoint one or more persons or representatives of the Company it deems suitable to act as its proxy in any shareholders' general meeting or shareholders' class meeting and creditors' meeting, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the authorized clearing house. The proxies so appointed may attend meetings (without certifying their due authorization by show of share certificate, notarized power of attorney and/or further evidence) and exercise rights on behalf of the authorized clearing house (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.

Article 68 The appointment of a proxy shall be in writing and signed by the appointing shareholder or his/her attorney duly appointed in writing; where the appointing shareholder is a legal person, such appointment shall be affixed with its seal or made by its Director or person duly authorized signing forms of appointing representatives.

Article 69 The proxy form for voting shall be deposited at the domicile of the Company or 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 designated voting time. Where the proxy form is signed by another person authorized by the appointer, the power of attorney authorizing the person to sign or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form for voting, shall be lodged at the same time at the domicile of the Company or such other place as specified in the notice of the meeting.

Where the appointer is a legal person, its legal representative or the person authorized by the resolutions of the Board or other decision-making body shall be entitled to attend the general meeting of the Company as a representative of the appointer, and shall be deemed to have attended the meeting in person.

Article 70 Any proxy form issued to a shareholder by the Board of the Company for appointing a proxy of shareholder shall be in such form that allows the shareholder to freely instruct the proxy to cast affirmative or negative votes, and give separate instructions in respect of each individual matters to be voted on at the meeting. Such a form shall contain a statement that the proxy may vote as he deems fit in the absence of the shareholder's instruction.

Article 71 Where the appointer has died, become incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to voting, a vote given by the proxy in accordance with the power of attorney shall remain valid as long as no written notice of such event has been received by the Company before commencement of the meeting.

Article 72 Resolutions of the shareholders' general meeting include ordinary resolutions and special resolutions.

Ordinary resolutions at a shareholders' general meeting shall be adopted by more than one half of the voting rights held by shareholders (including their proxies) attending the shareholders' general meeting.

Special resolutions at a shareholders' general meeting shall be adopted by two-thirds or more of the voting rights held by shareholders (including their proxies) attending the shareholders' general meeting.

Shareholders attending a shareholders' general meeting (including their proxies) shall expressly specify whether they are in favor of or against any matter which is being voted for. If a shareholder or his proxy casts abstention vote or abstains from voting, the voting results representing the shares held by such voter shall be counted as "abstention". Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstention". When the Company counts the votes in respect of the relevant matter, the abstention vote shall be counted as votes with voting rights and participated in the poll.

Article 73 Shareholders (including their proxies) who vote at a shareholders' general meeting shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share. However, shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' general meeting.

Pursuant to the applicable laws and regulations and the listing rules of the stock exchange of the place(s) where the Company's shares are listed, where any shareholder shall abstain from voting on any particular resolution or is restricted to vote only for or against such resolution, any vote cast by such shareholder or proxy thereof in violation of such requirement or restriction shall not be counted in the voting results.

Article 74 In accordance with relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, the chairman of the meeting shall decide in the principle of good faith to allow voting by a show of hands for proposals purely regarding procedural or administrative matters. Except for the situations abovementioned, any vote made by shareholders at a shareholders' general meeting shall be conducted by polls.

In the case of a poll, the Company shall appoint a scrutinizer for counting votes in accordance with the securities regulatory rules of the place(s) where the Company's shares are listed and shall disclose relevant votes as required by laws, administrative regulations, relevant competent authority or securities regulatory rules of the place(s) where the Company's shares are listed.

Article 75 If the matter required to be voted by way of a poll relates to election of chairman or adjournment of meeting, a poll shall be conducted immediately; in respect of other matters required to be voted by way of a poll, the chairman may decide the time of a poll, and the meeting may proceed to discuss other matters. The voting results shall still be deemed as resolutions passed at the said meeting.

Article 76 When voting by a poll, shareholders (including their proxies) entitled to two or more votes need not cast all their votes in favor or against in the same way.

The shareholders' general meeting shall vote on all the proposed resolutions separately.

Article 77 When the number of votes against and in favor are equal, either by a show of hands or by a poll, the chairman of the meeting shall be entitled to an additional vote.

Article 78 The following matters shall be resolved by way of ordinary resolutions at a shareholders' general meeting:

(I) to determine the business policies and investment plans of the Company;

(II) work reports of the Board and the Supervisory Committee;

(III) profit distribution plan and loss recovery plan formulated by the Board;

(IV) election and substitution of Directors and non-employee representative Supervisors, and to decide the dismissal of the members of the Board and Supervisory Committee and remuneration and payment methods thereof;

(V) annual financial budget report, final accounts report, balance sheets, income statements and other financial statements of the Company;

(VI) to review and approve the Company's annual report;

(VII) to resolve on whether the Company shall hire, dismiss or not continue to hire an accounting firm;

(VIII) to review the Company's employee incentive plans, while the relevant requirement of Article 79 on special resolutions shall be applied if the employee incentive plans involve any increase or reduction of registered capital of the Company, and issuance of any kinds of shares, warrants and other similar securities;

(IX) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.

Article 79 The following matters shall be resolved by way of special resolutions at a shareholders' general meeting:

(I) increase or reduction of registered capital of the Company and issue of shares of any class, stock warrants or other similar securities;

(II) issuance of corporate bonds;

(III) division, merger, dissolution, liquidation or change in the corporate form of the Company;

(IV) amendments to the Articles of Association of the Company and other constitutional documents;

(V) the matters relating to the purchases and disposals of the Company's material assets or the provisions of guarantees within one year with an amount exceeding thirty percent of the Company's latest audited total assets;

(VI) other matters as resolved by an ordinary resolution at shareholders' general meetings that will have a material impact on the Company and accordingly shall be approved by a special resolution;

(VII) matters requiring approval by special resolutions in accordance with laws, administrative regulations, departmental rules, normative documents or relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed or the Articles of Association.

Article 80 The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may require convening an extraordinary shareholders' general meeting or shareholders' class meeting, and shall follow the procedures below:

(I) The Supervisory Committee and shareholder(s) individually or jointly holding ten percent or more of the Company's total voting shares may sign one or more written requests in the same format requesting the Board of Directors to convene an extraordinary shareholders' general meeting or a shareholders' class meeting and stating the matters to be considered at the meeting. The Board of Directors shall convene an extraordinary shareholders' general meeting or a shareholders' class meeting as soon as possible after receipt of the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.

(II) If the Board of Directors fails to issue a notice of convening such meeting within 30 days after the receipt of the above written request, the Supervisory Committee and shareholder(s) who made such request may convene the meeting of their own accord within four months upon the Board of Directors having received such request. The convening procedures shall, to the greatest extent possible, be identical to procedures according to which general meetings are to be convened by the Board of Directors.

Where the Supervisory Committee or shareholders convene and preside over a meeting by itself or themselves as the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred therefrom shall be borne by the Company and deducted from the amounts payable by the Company to the defaulting Directors.

Article 81 The shareholders' general meeting shall be convened by the Chairman of the Board, who shall also act as the chairman of the meeting. If the Chairman is unable to attend the meeting for any reason, the Board may appoint a Director of the Company to convene and act as the chairman of the meeting on his/her behalf. In the event that no chairman of the meeting is appointed, the attending shareholders shall elect one person to act as the chairman. If, for any reason, the shareholders fail to elect a chairman, the shareholder (including proxy) holding the largest number of voting shares among the attending shareholders shall be the chairman of the meeting.

Where the Board of Directors is incapable of performing or does not perform its duties of convening the shareholders' general meeting, the Supervisory Committee shall convene and preside over such meeting in a timely manner. In case the Supervisory Committee fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than ten percent of the Company's shares for more than 90 days consecutively may unilaterally convene and preside over such meeting.

A shareholders' general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one Supervisor shall be elected jointly by more than half of the Supervisors to preside over the meeting.

The shareholders' general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener. If no chairman of the meeting is appointed, the attending shareholders may elect one person to act as the chairman of the meeting. If for any reason the shareholders fail to elect the chairman of the meeting, the attending shareholder (including proxy) holding the largest number of shares with voting rights shall be the chairman of the meeting.

The expenses necessary for the shareholders' general meeting convened by the Supervisory Committee or shareholders itself/themselves in accordance with the regulations shall be borne by the Company and deducted from the amount payable by the Company to the delinquent directors.

Article 82 At a shareholders' general meeting, the approach and procedures for nomination of Directors and Supervisors (except for employee representative Supervisors) are as follows:

(I) shareholders, incumbent executive Directors, and more than three incumbent non-executive Directors (excluding independent non-executive Directors) who individually or collectively hold more than three percent of the total outstanding voting shares of the Company for 120 consecutive days may recommend director candidates; shareholders and incumbent non-employee representative Supervisors who individually or collectively hold more than three percent of the total outstanding voting shares of the Company for 120 consecutive days may recommend candidates for non-employee representative Supervisors;

(II) as per the number of members as specified in the Articles of Association and the number of Directors to be elected, upon the qualification examination by the Nomination Committee, the Board of Directors shall, in accordance with the laws, regulations and the Articles of Association, propose the list of director candidates, which, after being approved by the Board of Directors through resolution, shall be submitted by the Board of Directors to the shareholders' general meeting for election and voting by way of proposal;

(III) as per the number of members as specified in the Articles of Association and the number of Supervisors to be elected, the Supervisory Committee shall, in accordance with the laws, regulations and the Articles of Association, propose the list of candidates for non-employee representative Supervisors, which, after being approved by the Supervisory Committee through resolution, shall be submitted by the Supervisory Committee to the shareholders' general meeting for election and voting by way of proposal;

(IV) at the shareholders' general meeting, voting for each Director or Supervisor candidate shall be handled as separate matters;

(V) in the case of ad hoc addition or replacement of any Director or Supervisor, such election or replacement shall be made at the shareholders' general meeting.

However, shareholders individually or collectively holding more than three percent of the total outstanding voting shares of the Company for 120 consecutive days may recommend candidates for Directors or Supervisors to the shareholders' general meeting by exercising the power of making a provisional proposal as conferred in Article 63 of the Articles of Association.

Article 83 The chairman of the meeting shall be responsible for deciding whether a resolution of the shareholders' general meeting is passed. His decision shall be final and conclusive, and shall be declared at the meeting and recorded in the minutes of the meeting.

Article 84 If the chairman of the meeting has any doubt as to the voting result regarding a resolution, he may have the votes counted. If the chairman of the meeting does not have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting has the right to demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.

Article 85 If votes are counted at the shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting.

The shareholders' general meeting shall keep minutes of resolutions on matters discussed at the meeting. The chairman of the meeting and the attending Directors shall sign the minutes of such meetings. The minutes of the meetings together with the attendance records signed by the attending shareholders and proxy forms shall be kept at the address of the Company.

Article 86 Photocopies of the minutes of the meetings shall, during business hours of the Company, be open for inspection by any shareholder without charge. If any shareholder demands from the Company a photocopy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable fees.

Chapter 10 Special Procedures for Voting by Class Shareholders

Article 87 Shareholders holding different classes of shares shall be class shareholders.

Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations, securities regulatory rules in the place(s) where the Company's shares are listed and the Articles of Association.

In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. Where the share capital of the Company includes shares without voting rights, the words "non-voting" must appear in the designation of such shares.

Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".

Article 88 The Company shall not proceed to change or abrogate the rights of class shareholders unless such proposed change or abrogation has been approved by way of a special resolution at a shareholders' general meeting and by a separate shareholder meeting convened by the class shareholders so affected in accordance with Articles 90 to 93 hereof. The following circumstances shall be deemed as change or abrogation of the rights of a certain class shareholder:

(I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;

(II) to change all or part of the shares of such class into shares of another class, or to change all or part of the shares of another class into shares of that class or to grant relevant conversion rights;

(III) to cancel or reduce rights to accrued dividends or cumulative dividends attached to shares of the said class;

(IV) to reduce or cancel rights attached to the shares of the said class to preferentially receive dividends or to preferentially receive distributions of assets in liquidation of the Company;

(V) to add, cancel or reduce share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of the said class;

(VI) to cancel or reduce rights to receive company payables in a particular currency attached to the shares of the said class;

(VII) to create a new class of shares with voting right, distribution right or other privileges equal or superior to those of the shares of the said class;

(VIII) to restrict or impose additional restrictions to the transfer or ownership of shares of the said class;

(IX) to issue rights to subscribe for, or convert into, shares of the said or another class;

(X) to increase the rights and privileges of shares of another class;

(XI) to restructure the Company in such a way to cause shareholders of different classes to undertake liabilities disproportionately during the restructuring;

(XII) to amend or cancel provisions of this Chapter.

Article 89 Shareholders of the affected class, whether or not with the rights to vote at shareholders' general meetings originally, shall have the right to vote at shareholders' class meetings in respect of matters referred to in items (II) to (VIII), (XI) and (XII) of the preceding Article, except that interested shareholders shall not vote at such shareholders' class meetings.

The term "interested shareholders" in the preceding paragraph shall mean:

(I) in case of a buy-back of shares by the Company by way of a general offer to all shareholders in equal proportion or by way of open market transactions on a stock exchange in accordance with Article 26 of the Articles of Association, the controlling shareholder as defined in Article 56 of the Articles of Association shall be the "interested shareholder";

(II) in case of a buy-back of shares by the Company by an off-market agreement in accordance with Article 26 of the Articles of Association, shareholders related to such agreement shall be the "interested shareholders";

(III) in case of a proposed restructuring of the Company, shareholders who assume a relatively lower proportion of obligation than the obligations imposed on other shareholders of that class or who have an interest different from that of other shareholders of that class shall be the "interested shareholders".

Article 90 Resolutions of a shareholders' class meeting shall be passed only by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with the preceding Article.

Article 91 To hold a shareholders' class meeting, the Company shall send a notice in writing in accordance with requirements provided in the Articles of Associations on time limit for the notification about holding general meetings, and inform all registered shareholders of such class of the matters to review, the date, and venue of the meeting. Where the laws and regulations, rules of stock exchange in the place(s) where the Company's shares are listed, and other normative documents contain any other provisions in respect of relevant matters abovementioned, such provisions shall prevail.

Where the listing rules of stock exchange in the place(s) where the Company's shares are listed contain any special provisions in respect of relevant matters abovementioned, such provisions shall prevail.

Article 92 The notice of a shareholders' class meeting shall be sent to the shareholders entitled to vote at such meeting only.

The procedure of a shareholders' class meeting shall, to the greatest extent possible, be identical with the procedure of a shareholders' general meeting. Provisions of the Articles of Association relevant to procedure for the holding of a shareholders' general meeting shall be applicable to a shareholders' class meeting.

Article 93 In addition to holders of other classes of shares, holders of domestic shares and unlisted foreign shares belong to the same class of shareholders. However, holders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.

In the following circumstances, the special procedures for voting by class shareholders shall not apply:

(I) with the approval by a special resolution at the shareholders' general meeting, the Company issues domestic shares or overseas-listed foreign shares alone or at the same time at each interval of twelve months and the number of the proposed domestic shares and overseas-listed foreign shares to be issued does not exceed twenty percent of the respective outstanding shares of such class;

(II) the Company has made the plans to issue domestic shares or overseas-listed foreign shares at the time of incorporation and the implementation of such plan is completed within fifteen months from the date of approval by the securities regulatory authorities of the State Council;

(III) with the approval of the securities regulatory authorities of the State Council, the holders of the domestic shares of the Company transfer their shares to overseas investors and such shares are listed and traded on overseas stock exchanges;

(IV) to amend matters in the Articles of Association regarding the convening, holding and authorization of shareholders' class general meeting, in accordance with the amendment of the laws, regulations, rules and securities regulatory rules in the place(s) where the Company's shares are listed made from time to time.

Chapter 11 Board of Directors

Section 1 Directors

Article 94 Directors shall be elected at the shareholders' general meeting with a term of three years. A Director may serve consecutive terms if he/she is re-elected upon the expiry of his/her term. Before the expiration of the term of office of a Director, the shareholders' general meeting cannot remove him/her without reasonable reasons.

A Director need not hold any shares in the Company.

Article 95 The term of office of a Director shall start from the date on which the said Director assumes office to the expiry of the current term of the Board of Directors. If the term of office of a Director expires but re-election is not made in a timely manner, the said Director shall continue to perform the duties as a Director pursuant to the laws, administrative regulations, departmental rules, securities regulatory rules in the place(s) where the Company's shares are listed and the Articles of Association until a new Director is elected and assumes his/her office.

Article 96 Subject to the relevant laws and administrative regulations, a Director, including managing Director or other executive Director, may be removed by an ordinary resolution in a shareholders' general meeting before the expiration of his/her term of office (but without prejudice to the claim which such Director may file for damages under any contract).

Article 97 A Director may resign before expiration of his/her term of office. The resigning Director shall submit a written resignation to the Board of Directors.

In the event that the resignation of any Director results in the number of members of the Board of Directors falling below the quorum, the said Director shall continue to perform duties as a Director pursuant to the laws, administrative regulations, departmental rules, securities regulatory rules in the place(s) where the Company's shares are listed and the Articles of Association until a new Director is elected and assumes his/her office. The remaining Directors shall convene an extraordinary shareholders' general meeting as soon as possible to elect a Director to fill the vacancy caused by the resignation.

Save for the circumstances stated in the preceding paragraph, the resignation of a Director shall become effective upon submission of his/her resignation to the Board of Directors.

If the Board of Directors appoints new Directors to fill the casual vacancies of the Board or to increase the number of seats on the Board of Directors, the newly appointed Directors shall go through the procedures for nomination and election of Directors in accordance with the provisions of these Articles of Association. When a Director's resignation takes effect or his term of office expires, he shall complete all the handover procedures with the Board of Directors, and his duties of loyalty and confidentiality to the Company and its shareholders shall not be automatically discharged upon expiry of his term of office, but shall remain in force for a reasonable period of time as stipulated in these Articles of Association.

Article 98 In accordance with laws, administrative regulations, departmental rules, normative documents, the relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed and the provisions of these Articles of Association, the Director shall have the following duties of loyalty to the Company:

(I) He shall not abuse his powers to accept bribes or other unlawful income, or expropriate the Company's property;

(II) He shall not misappropriate the funds of the Company;

(III) He shall not open any account in his own name or in the name of any other individual for the deposit of the Company's assets or funds;

(IV) He shall not loan the Company's funds to others or provide guarantees in favor of others supported by the Company's property in violation of these Articles of Association or without approval of the shareholders' general meeting or the Board of Directors;

(V) He shall not enter into contracts or transactions with the Company in violation of these Articles of Association or without approval of the shareholders' general meeting;

(VI) He shall not take advantage of his position to procure business opportunities for himself or others that should have otherwise been available to the Company or operate businesses similar to that of the Company for himself or on behalf of others without the approval of the shareholders' general meeting;

(VII) He shall not accept for his own benefit commissions from others dealing with the Company;

(VIII) He shall not disclose the Company's secrets without authorization;

(IX) He shall not use his affiliated relationships to harm the interests of the Company;

(X) The Directors shall comply with other duties of loyalty imposed by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed and stipulated in these Articles of Association.

Any income derived by a Director in violation of this Article shall belong to the Company, and such Director shall be liable for compensation for any loss of the Company arising therefrom.

Article 99 In accordance with laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed and the provisions of these Articles of Association, the Directors shall owe the following diligent obligations to the Company:

(I) exercising the rights accorded by the Company prudently, conscientiously and diligently to ensure that the commercial operations of the Company comply with laws, administrative regulations and departmental rules of the State and the requirements of various economic policies of the State and the commercial activities shall not exceed the scope of business stipulated in the business license;

(II) treating all shareholders impartially;

(III) timely keeping abreast of the Company's business operations and management situations;

(IV) signing written confirmation opinions on the regular reports of the Company so as to ensure that the information disclosed by the Company is true, accurate and complete;

(V) providing relevant information and materials to the Supervisory Committee and not preventing the Supervisory Committee or Supervisors from exercising its/their functions and powers;

(VI) other obligations of diligence as stipulated by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory institutions of the place(s) where the Company's shares are listed and the Articles of Association.

Article 100 A Director shall continue to perform his/her duties as a Director in accordance with requirements of the laws, administrative regulations, departmental rules, relevant securities regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association until a re-elected Director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

Article 101 If any Director fails to attend in person or appoint other Directors as his/her representative to attend meetings of the Board of Directors for three consecutive times, such Director shall be deemed to have failed to perform his/her duties, and the Board of Directors shall propose the shareholders' general meeting to replace such Director.

Article 102 Prior to the expiration of his term of office, any Director who has withdrawn from his or her office without permission, or who violates the requirements of laws, administrative regulations, departmental rules or the Articles of Association during the course of performing his duties of the Company, and causing the Company to suffer a loss, he/she shall be held liable for compensation.

Article 103 No director shall act on behalf of the Company or the Board of Directors in his personal capacity, unless specified under the Articles of Association or legally authorized by the Board of Directors. In the event that a Director is acting in his personal capacity, but may be reasonably deemed to be acting on the behalf of the Company or the Board of Directors by a third party, such Director shall state his stance and capacity in advance.

Article 104 The Company shall have independent non-executive Directors, who shall constitute more than one-third of and be not less than three members of the Board.

The functions and powers of independent non-executive Directors and related matters shall be executed in accordance with laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, and the Articles of Association. The appointment of independent non-executive Directors shall comply with the independence requirements of Hong Kong Listing Rules. Except as otherwise provided by this section, the provisions relating to the qualifications and obligations of Directors in Chapter 11 of the Articles of Association shall apply to independent non-executive Directors.

At least one of the independent non-executive Directors of the Company shall be a financial or accounting professional and meet the requirements of Rule 3.10(2) of the Hong Kong Listing Rules (or as amended from time to time).

Independent non-executive Directors shall perform their duties honestly and faithfully, safeguard the Company's interests and in particular, prevent encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.

Article 105 Independent non-executive Directors may resign before expiration of their term of office.

Section 2 Board of Directors

Article 106 The Company shall have a Board of Directors, which shall comprise 11 Directors. The Company shall have two executive Directors, five non-executive Directors and four independent non-executive Directors. Independent non-executive Directors may report directly to the shareholders' general meeting and other relevant regulatory authorities.

The Board of Directors shall have one Chairman of the Board. The Chairman of the Board shall be elected and removed by more than half of all the Directors. The term of office of the Chairman shall be 3 years and is renewable upon re-election.

Article 107 The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:

(I) to convene a shareholders' general meeting and submit a work report to the shareholders' general meeting;

(II) to implement the resolutions of a shareholders' general meeting;

(III) to decide on the operation plan and investment scheme of the Company;

(IV) to prepare the draft annual budget and final accounts of the Company;

(V) to prepare the profit distribution plan and loss recovery plan of the Company;

(VI) to prepare the plan for the Company to increase or reduce its registered capital, issuance of bonds or other securities and listing plans;

(VII) to formulate plans for merger, divisions, dissolution of the Company and change of the Company's form;

(VIII) to formulate plans for major assets acquisition and disposal, repurchase of the shares of the Company;

(IX) to decide on the establishment of the internal management organizations of the Company;

(X) to appoint or remove the general manager of the Company; to appoint or remove a deputy general manager pursuant to the nominations of the general manager; to decide on the remuneration and rewards and penalties of them; and based on the Company's need, to appoint other senior management members within the scope of its authorization in accordance with relevant laws and regulations;

(XI) to establish a basic management system of the Company;

(XII) to prepare plans to amend these Articles of Association;

(XIII) to prepare share incentive schemes;

(XIV) to review matters which need to be submitted to the shareholders' general meeting for approval and be publicized or disclosed in accordance with listing rules of the stock exchange where the Company's shares are listed, including investment, acquisition or disposal of asset, financing and related (connected) transactions;

(XV) to review matters which need not be submitted to the shareholders' general meeting for approval but shall be publicized or disclosed in accordance with listing rules of the stock exchange where the Company's shares are listed, including investment, acquisition or disposal of assets, financing and related (connected) transactions;

(XVI) to decide on other major matters of the Company except for those as required by relevant laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed and the provisions of the Articles of Association to be passed by resolutions at the shareholders' general meetings;

(XVII) to exercise other functions and powers conferred by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, these Articles of Association or the shareholders' general meetings.

With the exception of items (VI), (VII) and (XII) which shall be approved by not less than two-thirds of the Directors, the resolutions of the Board of Directors under the preceding paragraphs shall be approved by more than half of the Directors.

Subject to laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed and these Articles of Association, the Board of Directors may delegate one or more of these functions and powers to the Chairman, the general manager, other senior management members or other persons authorized by the Board of Directors.

The above-mentioned functions and powers exercised by the Board of Directors, or any transaction or arrangement of the Company, shall be submitted to the shareholders' general meeting for consideration if they are required to be considered by the shareholders' general meeting according to the securities regulatory rules of the place(s) where the Company's shares are listed. Matters exceeding the scope of the authority of the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration.

Article 108 The Board of Directors of the Company shall set up special committees such as Audit Committee, Remuneration and Appraisal Committee, and Nomination Committee, and may also set up other special committees as required. The special committees are special working bodies under the Board of Directors which provide advice or advisory opinions for the Board of Directors on material decisions. The special committees shall not make any resolution in the name of the Board of Directors, but may exercise decision-making power on authorized matters in accordance with special powers bestowed by the Board of Directors. The Board of Directors is responsible for formulating the working procedures of the special committees and regulating their operation.

Article 109 The Board of Directors shall not, without the approval of the shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of fixed assets to be disposed of and the value of fixed assets disposed of within 4 months before the proposed disposal exceeds thirty-three percent of the value of the fixed assets as shown in the balance sheet most recently considered by the shareholders' general meeting.

The disposal of fixed assets referred to in this Article includes an act involving the transfer of interests in certain assets, but does not include the provision of guarantees with fixed assets.

The validity of the transactions carried out by the Company in the disposal of fixed assets shall not be affected by a breach of the first paragraph of this Article.

Article 110 The Chairman of the Board of Directors shall exercise the following functions and powers:

(I) To preside over the shareholders' general meetings and to convene and preside over the meetings of the Board of Directors;

(II) To supervise and inspect the implementation of resolutions of the Board of Directors;

(III) To sign securities and other important documents issued by the Company;

(IV) To exercise the functions and powers of the legal representative;

(V) To exercise special discretionary power on affairs of the Company in accordance with laws and in the interests of the Company in the event of force majeure or serious emergency which prevents the timely convening of the meeting of the Board of Directors, and to report to the Board of Directors promptly afterwards;

(VI) To organize the development of systems for the operation of the Board of Directors, and to coordinate the operation of the Board of Directors;

(VII) To hear regular or irregular work reports from the senior management members of the Company, and to provide guidance on the implementation of resolutions of the Board of Directors;

(VIII) To exercise other functions and powers granted by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, these Articles of Association and the Board of Directors.

If the Chairman is unable to perform his duties or fails to perform his duties, more than half of the Directors shall jointly elect a Director to perform the duties of the Chairman. The Board of Directors may authorize the Chairman to exercise part of its functions and powers during the intersessional period as required.

Article 111 The Board meetings shall be classified into regular meetings and extraordinary meetings. The Board of Directors shall hold at least four meetings every year, approximately once a quarter. Board meetings shall be convened by the Chairman. Notices shall be given not less than 14 days in advance for regular Board meetings (excluding the day on which the meeting is held), and notices shall be given not less than three days in advance for extraordinary Board meetings; the above time limit for notice may be waived upon consent of all Directors of the Company. In case of emergency and an extraordinary Board meeting is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other oral means at any time, but the convener shall provide an explanation at the meeting.

In any of the following circumstances, the Chairman of the Board of Directors shall convene an extraordinary Board meeting within 10 days upon receipt of the proposal:

- (I) when proposed by shareholders representing more than one-tenth of the voting rights;
- (II) when proposed by more than one-third of the Directors jointly;
- (III) when proposed by the Supervisory Committee;
- (IV) when deemed necessary by the Chairman;
- (V) when proposed by more than half of the independent non-executive Directors;
- (VI) other circumstances as specified in the Articles of Association.

In respect of any important issue to be decided by the Board of the Company, a notice and adequate information shall be sent to all the Directors before the deadline specified in the Articles of Association, in strict accordance with the specified procedure. Directors may require the provision of supplementary information. Where more than one-fourth of Directors or more than two independent non-executive Directors deem the information as inadequate or they cannot make judgments on relevant issues for other reasons, they may jointly propose to adjourn the Board meeting or suspend discussing some topics considered at the said meeting, and the Board shall adopt such a proposal.

Article 112 The notice of a regular or extraordinary meeting of the Board of Directors shall be served by personal delivery, mail, fax or other written means. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be given by telephone or by other verbal means, but the convener shall give explanations at the meeting.

A written notice of Board meeting shall include the following particulars:

- (I) the date and venue of the meeting;
- (II) topics for discussion;
- (III) the date on which the notice is served.

The notice of meeting shall be deemed to have been issued to a Director who attends the meeting and does not raise objection to the non-receipt of such notice prior to or at the time of his arrival at the meeting.

The regular or extraordinary meeting of the Board may be held by telephone conference, video conference or similar communication equipment so long as all Directors present at the meeting can clearly hear and communicate with each other. All Directors attending the meeting in such ways shall be deemed to be personally present at the meeting.

Save otherwise specified by laws and regulations or securities regulatory rules of the place(s) where the Company's shares are listed, the Board may adopt written resolutions in lieu of a Board meeting. A written resolution shall be deemed adopted upon affixing of signature by Directors of a quorum at the properly constituted and convened Board meeting as stipulated by laws, regulations and the Articles of Association. Such written resolutions shall be filed together with meeting minutes of the Board and other archives of the Company and shall have the same binding force and validity as the resolutions made by Directors attending Board meetings in person.

Article 113 The Board meeting can be held only when there are more than one half of the Directors (including entrusted Directors attending the meeting pursuant to Article 114 of the Articles of Association) attending the meeting.

Every Director is entitled to one vote. Except otherwise provided in the Articles of Association, resolutions made by the Board must be passed by more than one half of all Directors. When the number of votes against and in favor are equal, the Chairman of the Board shall be entitled to an additional vote.

Apart from certain exceptions specified in Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, a Director shall not vote on any resolution approving any contract or arrangement or any other proposed resolution of the Board in which he/she or any of his/her close associates (as defined in Hong Kong Listing Rules) is materially interested, or if a Director is connected to companies involved in a resolution of the Board meeting and has a material interest in a resolution or there are other circumstances stipulated by laws, such Director shall abstain from voting on the resolution and shall not exercise the voting rights on behalf of other Directors. When calculating the quorum of Directors present at the meeting, such Director shall not be counted.

Resolutions on related (connected) transactions of the Company made by the Board of Directors shall not come into force unless they are signed by the independent non-executive Directors. During the consideration of a related (connected) transaction by the Board of Directors of the Company, related (connected) Directors shall abstain from voting thereon and shall not exercise voting rights on behalf of other Directors. If the number of non-related (connected) Directors attending the meeting is less than three, the transaction shall be submitted to the Company's shareholders' general meeting for consideration. Such Board meeting may be held if more than half of the non-connected Directors are present and the resolutions shall be passed by more than half of the non-connected Directors in the event that the Directors abstain from voting. Related (connected) Directors shall include the Directors in any of the following circumstances: (I) the counterparties; (II) having direct or indirect control over the counterparties; (III) taking office at the counterparties, or at a legal person or any other organization which can directly or indirectly control the counterparties, or a legal person or any other organization which is under direct or indirect control of the counterparties; (IV) close family members of the counterparties or their direct or indirect controllers; (V) close family members of the Directors, Supervisors or senior management members of the counterparties or their direct or indirect controllers; (VI) persons whose independent business judgment may be affected for other reasons as identified by the Company; (VII) other circumstances where the Directors shall abstain due to the related (connected) relationship between the Directors and the matters involved in the proposal of the meeting as stipulated by the securities regulatory rules (including but not limited to the Hong Kong Listing Rules) of the place(s) where the Company's shares are listed and the Articles of Association.

Article 114 The Directors shall attend a Board meeting in person. If a Director is unable to attend the meeting for any reasons, he/she may appoint another Director in writing to attend on his/her behalf. The authorization letter shall contain the scope of authorization and validity period, and shall be signed or sealed by the principal.

The Director attending the meeting on behalf of another Director shall exercise the rights of Director within the scope of authorization. If a Director fails to attend a Board meeting or appoint a proxy to attend the meeting, such Director shall be deemed to have waived his/her right to vote at such meeting.

Article 115 The Board and any special committee thereof shall keep minutes of decisions on matters discussed at the meetings and record in detail the matters considered and the decisions reached at the meetings, including any concerns or objections raised by the Directors. After conclusion of a Board meeting, the first draft and final draft of the meeting minutes shall be sent to all the Directors successively within a reasonable period of time, with the first draft to be commented on by the Directors and the final draft as records.

The Directors attending the meeting and the person taking the minutes shall sign the minutes of the meeting. The minutes of the meeting shall be kept as archives of the Company by a representative designated by the Board of Directors.

Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations, securities regulatory rules of the place(s) where the Company's shares are listed or the Articles of Association, and as a result of which the Company sustains serious losses, the Directors participating in the resolution are liable to compensate the Company. However, if it can be proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be relieved from that liability.

The opinions of the independent non-executive Directors shall be set out in the resolutions of the Board of Directors.

Chapter 12 The Secretary to the Board of Directors of the Company

Article 116 The secretary to the Board of Directors is a senior management member of the Company.

Article 117 The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed or removed by the Board of Directors. His/her primary duties include:

(I) to ensure that the Company has complete constitutional documents and records;

(II) to ensure that the Company legally prepares and submits reports and documents as required by the competent authorities;

(III) to ensure that the Company's register of shareholders is established appropriately and that the persons who have the right of access to the relevant records and documents of the Company obtain the same in due time;

(IV) to be responsible for the preparation of the shareholders' general meetings and the meetings of the Board of Directors of the Company, the preservation of the documents and the management of the information on the Company's shareholders;

(V) to handle the information disclosure and other issues, establish a sound information disclosure system, attend all the meetings of the Company involving information disclosure, and stay informed of material operating decisions of the Company and related information; to lead the formulation and implementation of information disclosure management system and internal reporting system concerning material information and urge the Company and the related parties to fulfil their information disclosure obligations according to the laws;

(VI) to deal with and coordinate the public relationship between the Company and relevant competent authorities, intermediaries and media;

(VII) to perform other functions and powers conferred by the Board of Directors and required by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed and the Articles of Association.

Article 118 A Director or senior management member of the Company may act concurrently as the secretary to the Board of Directors of the Company. No accountant of the accounting firm engaged by the Company shall concurrently act as the secretary to the Board of Directors of the Company.

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

Chapter 13 General Manager and Other Senior Management Members

Article 119 The Company shall have a general manager, who shall be appointed or dismissed by the Board of Directors.

The Company shall have a number of deputy general managers who shall be appointed or dismissed by the Board of Directors upon nomination by the general manager.

If necessary, the Company may have other additional senior management members, which shall be appointed by the Board of Directors or the general manager respectively in accordance with the relevant laws, regulations and the provisions of the Articles of Association.

A Director may serve concurrently as the general manager and other senior management member.

The general manager, deputy general manager and other persons (if any) expressly appointed by the Board of Directors or the general manager as senior management members of the Company in accordance with the laws, regulations and the Articles of Association shall be the senior management members of the Company. The general manager and other senior management members shall be appointed for a term of three years and may serve consecutive terms upon reappointment.

Article 120 The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

(I) To preside over the production and operation management of the Company, arrange for the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;

(II) To arrange for the implementation of the Company's annual operation plans and investment plans;

(III) To formulate proposals for the establishment of the Company's internal management organs;

(IV) To formulate the Company's basic management system;

(V) To formulate specific rules and regulations of the Company;

(VI) To propose to the Board of Directors to appoint or dismiss the deputy general manager of the Company;

(VII) To appoint or dismiss other senior management members other than those required to be appointed or dismissed by the Board of Directors;

(VIII) To exercise other functions and powers conferred by the Articles of Association or the Board of Directors.

The general manager shall attend Board meetings and, if the general manager is not a Director, he shall not have voting right at Board meetings.

Article 121 The general manager of the Company, when exercising his/her functions and powers, shall perform the obligations of integrity and diligence in accordance with laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, and the Articles of Association.

Chapter 14 Supervisory Committee

Article 122 The Company shall establish a supervisory committee, which exercises supervisory functions in accordance with laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed and the Articles of Association.

Article 123 The Supervisory Committee consists of three members and one of them shall be the chairman of the Supervisory Committee. The term of office of a Supervisor shall be three years, renewable upon re-election and re-appointment.

The appointment and dismissal of the chairman of the Supervisory Committee shall be subject to the approval of two-thirds or more of its members by voting.

Article 124 Members of the Supervisory Committee consist of two shareholder representative Supervisors and one employee representative Supervisor. The shareholder representative Supervisors shall be elected and dismissed by the shareholders' general meeting, while the employee representative Supervisor shall be democratically elected by the employee representative conference, employee general membership meeting of the Company or other forms.

Article 125 The Directors, the general manager and other senior management members of the Company shall not serve concurrently as Supervisors.

Article 126 The meetings of the Supervisory Committee are divided into regular meetings and extraordinary meetings. The Supervisory Committee shall hold a regular meeting at least every six months and the meeting shall be convened and presided over by the chairman of the Supervisory Committee. Notice of the meeting shall be served to all Supervisors in writing 10 days prior to the date of the meeting. If the chairman of the Supervisory Committee is unable or fails to perform his duties, a Supervisor who has been elected by more than half of the Supervisors shall convene and preside over the meeting of the Supervisory Committee.

The Supervisors can propose to convene extraordinary meetings of the Supervisory Committee.

In convening the extraordinary meetings of the Supervisory Committee, the members of the Supervisory Committee shall give the written notice of the meeting to all Supervisors by hand, fax, e-mail or other means three days in advance. If the notice is not delivered by hand, a subsequent telephone call shall be made for confirmation and corresponding records shall be made.

Where an extraordinary meeting of the Supervisory Committee is required to be convened as soon as possible in emergency, the notice of meeting may be delivered by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.

Article 127 The Supervisory Committee shall be accountable to the shareholders' general meeting, and exercise the following duties and powers according to the laws:

(I) to review the financial position of the Company;

(II) to supervise the performance of Directors and senior management members of the Company if they violate laws, administrative regulations or the Articles of Association in fulfilling their duties to the Company, and propose dismissal of Directors and senior management members that have violated laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting;

(III) to demand rectification by Directors and senior management members of the Company when the acts of such persons are prejudicial to the Company's interest;

(IV) to review financial information such as financial reports, business reports, and profit distribution plans as proposed by the Board to the shareholders' general meetings, and to engage certified public accountants and practicing auditors to assist with further examination in the name of the Company if there are any queries;

(V) to propose the convening of an extraordinary shareholders' general meeting, and to convene and preside over the shareholders' general meeting when the Board fails to perform such duties;

(VI) to put forward proposals to shareholders' general meetings;

(VII) to propose the convening of extraordinary meetings of the Board of Directors;

(VIII) to negotiate with Directors on behalf of the Company or initiate litigation against Directors and senior management members;

(IX) other duties and powers conferred by laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed and the Articles of Association.

Supervisors may present at meetings of the Board of Directors.

Article 128 Meetings of Supervisory Committee shall not be held unless over two-thirds of Supervisors are present. Voting on meetings of the Supervisory Committee shall be conducted by open ballot, and each Supervisor shall have one vote. Supervisors shall attend the meetings of the Supervisory Committee in person. If a Supervisor is not able to attend the meeting for any reason, he/she may appoint in writing other Supervisors to attend the meeting on his/her behalf. The scope of authorization shall be specified in the proxy.

Resolutions of the Supervisory Committee shall be passed by the affirmative votes of two-thirds or more of the members of Supervisory Committee.

Article 129 Minutes shall be recorded for meetings of the Supervisory Committee and shall be signed by the attending Supervisors and the recorder. The minutes of meetings of the Supervisory Committee shall be kept by a person designated by the chairman of the Supervisory Committee as corporate files.

Article 130 In the event that the Supervisory Committee discovers any unusual operation of the Company, it may conduct an investigation, and the Company shall bear all reasonable fees incurred for the employment of professionals such as lawyers, certified public accountants or practicing auditors by the Supervisory Committee in the exercise of its duties and powers.

Article 131 Supervisors shall faithfully perform their supervisory duties in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities in the place(s) where the Company's shares are listed and the Articles of Association.

Chapter 15 Qualifications and Obligations of Directors, Supervisors, General Manager, and Other Senior Management Members of the Company

Article 132 Upon occurrence of any of the following events, the following persons may not serve as a Director, a Supervisor, the general manager, or other senior management member of the Company:

(I) a person who has no civil capacity or has limited civil capacity;

(II) a person who has been sentenced to penalties due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socio-economic order, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;

(III) a person who is a former Director, factory manager or general manager of a company or enterprise which has entered into bankruptcy and liquidation due to poor management and who is personally liable for the bankruptcy and liquidation of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of such company or enterprise;

(IV) a person who is a former legal representative of a company or enterprise the business license of which was revoked due to violation of law and who is personally liable for such violation, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;

(V) a person who is liable for a relatively large amount of debts that are overdue;

(VI) a person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;

(VII) a person who, according to laws and administrative regulations, is not permitted to be the leader of an enterprise;

(VIII) a person who is not a natural person;

(IX) a person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves fraudulent or dishonest act, where less than 5 years have elapsed since the date of such conviction;

(X) other persons stipulated in the listing rules of the stock exchange where the Company's shares are listed or the relevant laws and regulations of the place(s) where the Company's shares are listed.

Article 133 The validity of an act carried out by a Director, general manager and other senior management members of the Company on behalf of the Company as against a bona fide third party shall not be affected by any irregularity in his employment, election or qualification.

Article 134 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange where the Company's shares are listed, each of the Company's Directors, Supervisors, general managers and other senior management members owes the following obligations to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:

(I) not to exceed the Company's scope of business specified in its business license;

(II) to act bona fide in the best interests of the Company;

(III) not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;

(IV) not to expropriate the personal rights and interests of shareholders, including (but not limited to) rights to distribution and voting rights, except in a restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with the Articles of Association.

Article 135 Each of the Company's Director, Supervisor, general manager and other senior management member owes the duty to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances in the exercise of his powers or discharge of his obligations.

Article 136 Each of the Company's Director, Supervisor, general manager and other senior management member shall perform his duties on the principle of good faith, and shall not put himself in a position where his interests and his duties may conflict. This principle includes (but not limited to) discharging the following obligations:

(I) to act bona fide in the best interests of the Company;

(II) to exercise his powers within his terms of reference and not to act ultra vires;

(III) to exercise the discretion vested in him personally and not to allow himself to act under the control of any other party; and unless permitted by laws, administrative regulations or with the informed consent of the shareholders given in a shareholders' general meeting, not to delegate the exercise of his discretion to any other party;

(IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;

(V) unless otherwise provided in the Articles of Association or with the informed consent of the shareholders given in a shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company;

(VI) not to use the Company's property in any way for his own benefit without the informed consent of the shareholders given in a shareholders' general meeting;

(VII) not to abuse his powers to accept bribes or other unlawful income, not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;

(VIII) not to accept commissions in connection with the Company's transactions without the informed consent of the shareholders given in a shareholders' general meeting;

(IX) to comply with the Articles of Association, perform his duties faithfully and protect the Company's interests and not to exploit his position and power in the Company for his own benefit;

(X) not to compete with the Company in any way without the informed consent of the shareholders given in a shareholders' general meeting;

(XI) not to misappropriate the Company's funds or to lend the Company's funds to any other person, not to open any account in his own name or in any other name for the deposit of the Company's assets, not to use the Company's assets to provide guarantee(s) for the debt(s) of any shareholder of the Company or any other individuals;

(XII) not to use his relationship with any related party to harm the interests of the Company;

(XIII) not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders given at a shareholders' general meeting; not to use such information other than for the Company's benefit; however, disclosure of such information to the court or other governmental authorities is permitted if:

1. The law so requires;
2. Public interest so requests;
3. The interests of the relevant Director, Supervisor, general manager and other senior management member so require.

Any gain arising from the breach of this Article by the persons mentioned in this Article shall belong to the Company. Such persons shall be liable for compensation for any loss of the Company arising therefrom.

Article 137 Each Director, Supervisor, general manager and other senior management member of the Company shall not direct the following persons or institutions (hereinafter referred to as the "Related Parties") to do anything that such Director, Supervisor, general manager or other senior management member cannot do:

(I) the spouse or minor child of the Company's Director, Supervisor, general manager and other senior management member;

(II) the trustee of the Company's Director, Supervisor, general manager and other senior management member or any person referred to in sub-paragraph (I) of this Article;

(III) the partner of the Company's Director, Supervisor, general manager and other senior management member or any person referred to in sub-paragraphs (I) and (II) of this Article;

(IV) a company in which the Company's Director, Supervisor, general manager and other senior management member, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other Directors, Supervisors, general managers and other senior management members of the Company, has de facto control;

(V) the Directors, Supervisors, general managers and other senior management members of the controlled company referred to in sub-paragraph (IV) of this Article.

Article 138 The fiduciary duties of a Director, Supervisor, general manager and other senior management member of the Company do not necessarily cease upon termination of their tenures. The duty of confidentiality in respect to trade secrets of the Company survives the termination of their tenures. Other duties may continue for such period as the principle of fairness may require, depending on the length of time that has elapsed between occurrence of the event concerned and their departure from office and the circumstances and conditions under which their relationship with the Company has been terminated.

Article 139 Except for circumstances prescribed in Article 55 hereof, a Director, Supervisor, general manager and other senior management member of the Company may be relieved of liability for breach of a particular duty with the informed consent of the shareholders given in a shareholders' general meeting.

Article 140 In the event that any of the Directors, Supervisors, general manager and other senior management members of the Company is directly or indirectly materially interested in an existing or proposed contract, transaction or arrangement with the Company (including associations and circumstances where he/she or any of his/her close associates, as defined under Hong Kong Listing Rules, has substantial interests in the said contract, transaction or arrangement, other than employment contracts entered into between the Company and its Directors, Supervisors, general manager and other senior management members), he/she shall disclose the nature and extent of such interests to the Board of Directors at the earliest opportunity, whether or not the relevant issues are subject to the approval of the Board of Directors under normal circumstances.

Unless the interested Director, Supervisor, general manager and other senior management member of the Company has disclosed his/her interests to the Board of Directors as required by the preceding paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he/she was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested Director, Supervisor, general manager and other senior management member.

A Director, Supervisor, the general manager and other senior management member of the Company are deemed to be interested in a contract, transaction or arrangement in which his/her Related Parties is interested.

Article 141 Where a Director, Supervisor, the general manager and other senior management member of the Company give the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in the contract, transaction or arrangement which may subsequently be made by the Company, such notice shall be deemed to be a disclosure for the purpose of the preceding Article of this Chapter, so far as the contents stated in such notice are concerned, provided that such notice shall have been given before the date on which the relevant contract, transaction or arrangement is taken into consideration by the Company for the first time.

Article 142 The Company shall not in any manner pay taxes for its Directors, Supervisors, the general manager and other senior management members.

Article 143 The Company shall not directly or indirectly make a loan to or provide any guarantee for a loan to a Director, Supervisor, general manager or other senior management member of the Company or its parent company or to the Related Parties thereof.

The foregoing provision is not applicable in the following circumstances:

(I) the provision by the Company of a loan or a guarantee for a loan to its subsidiaries;

(II) the provision by the Company of a loan or a guarantee for a loan or any other funds to any of its Directors, Supervisors, the general manager and other senior management members pursuant to their employment contracts which were approved by the shareholders in a shareholders' general meeting for him/her to settle expenditures incurred for the purpose of the Company or in performing his/her duties and responsibilities to the Company;

(III) if the ordinary scope of business of the Company includes the provision of loans or guarantees for loans, the Company may provide a loan or a guarantee for a loan to any of its Directors, Supervisors, the general manager and other senior management members and their Related Parties, provided that the provision of loans or guarantees for loans is on normal commercial terms.

Article 144 A loan made by the Company in breach of the preceding Article shall be repayable forthwith by the recipient of the loan regardless of the terms of the loan.

Article 145 A guarantee for a loan provided by the Company in breach of the first paragraph of Article 143 shall not be enforceable against the Company, unless:

(I) the lender was not aware of the relevant circumstances when he/she provided a loan to the Related Parties of any of the Directors, Supervisors, general managers and other senior management members of the Company or of its parent company;

(II) the collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.

Article 146 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of undertaking of liability or provisions of property by the guarantor in order to guarantee the performance of the obligation by the obligor.

Article 147 Where a Director, a Supervisor, the general manager and other senior management member of the Company are in breach of his/her obligations owed to the Company, the Company has, in addition to any rights and remedies provided for in the laws and administrative regulations, the right to take the following measures:

(I) to require such Director, Supervisor, general manager and other senior management member involved to compensate for losses sustained by the Company as a result of such breach;

(II) to rescind any contract or transaction that has been entered into by the Company with such Director, Supervisor, general manager and other senior management member involved, or with a third party (where such third party has known or should have known that such Director, Supervisor, general manager and other senior management member involved that represents the Company has breached his/her duties owed to the Company);

(III) to require such Director, Supervisor, general manager and other senior management member involved to surrender profits obtained as a result of the breach of his/her obligations;

(IV) to recover any monies received by such Director, Supervisor, general manager and other senior management member involved that should have been received by the Company, including (but not limited to) commissions;

(V) to demand the return of interest earned or which may have been earned by such Director, Supervisor, general manager and other senior management member involved on the monies that should have been paid to the Company;

(VI) to request for judgment through legal proceedings that the properties acquired by Directors, Supervisors, general manager and other senior management members through their breach of duties shall belong to the Company.

Article 148 The Company shall enter into a contract in writing with every Director, Supervisor and senior management member containing at least the following provisions:

(I) an undertaking by the Director, Supervisor or senior management member to the Company to observe the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers and the Code on Share Repurchases approved by the Securities and Futures Commission of Hong Kong (as amended from time to time) and other rules of the Hong Kong Stock Exchange, and an agreement that the Company shall have the remedies provided in the Articles of Association, and that neither the contract nor his/her office is capable of assignment;

(II) an undertaking made by the Director, Supervisor or senior management member to the Company acting for each shareholder to observe and perform his/her due obligations to the shareholders in accordance with the Articles of Association;

(III) an arbitration clause as provided in Article 191 of the Articles of Association.

Article 149 With prior approval given at a shareholders' general meeting, the Company shall enter into written contracts relating to emoluments with the Directors and Supervisors. The aforesaid emoluments include:

(I) emoluments in respect to his/her service as Director, Supervisor or senior management member of the Company;

(II) emoluments in respect to his/her service as Director, Supervisor or senior management member of any subsidiary of the Company;

(III) emoluments in respect to the provision of other services in connection with the management of the Company and any of its subsidiaries;

(IV) payment by way of compensation for loss of office or in connection with his/her retirement from office.

No litigation shall be brought by the Directors or Supervisors against the Company for any benefit due to him/her in respect of the abovementioned matters except pursuant to the contracts mentioned above.

Article 150 The contracts entered into between the Company and its Directors or Supervisors concerning emoluments shall prescribe that in the event that the Company is being acquired, the Company's Directors and Supervisors shall, subject to the prior approval of shareholders in a shareholders' general meeting, have the right to receive compensation or other payment in respect to his/her loss of office or retirement. For the purposes of the foregoing, the Company is being acquired under any of the following circumstances:

(I) tender offer of any person to all the shareholders;

(II) tender offer of any person for the purpose to become a controlling shareholder. The definition of a controlling shareholder is the same as that in Article 56 of the Articles of Association.

If the relevant Director or Supervisor does not comply with this Article, any monies so received by him/her shall go to those persons who have sold their shares as a result of the acceptance of such offer, and the expenses incurred in distributing such monies on a pro rata basis among those persons shall be borne by the relevant Director or Supervisor and shall not be paid out of such monies.

Chapter 16 Financial and Accounting System and Profit Distribution

Article 151 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations, departmental rules, normative documents and PRC accounting standards formulated by the competent financial authorities under the State Council.

Article 152 The Company shall prepare a financial report at the end of each accounting year, and such financial report shall be audited by an accounting firm in compliance with laws. The financial report of the Company shall include the following financial and accounting statements and associated breakdowns:

(I) balance sheet;

(II) statement of profit or loss;

(III) cash flow statement;

(IV) notes to the financial and accounting statements;

(V) statement of profit distribution.

The accounting year of the Company is Gregorian calendar year, i.e. from January 1 to December 31 every year. The Company shall use Renminbi as the recording currency and the accounts shall be written in Chinese.

Article 153 The Board of Directors of the Company shall submit the financial report prepared by the Company under relevant laws, administrative regulations and normative documents issued by local government and competent authorities to shareholders at each annual shareholders' general meeting.

Article 154 The financial report of the Company shall be kept at the Company and shall be made available to the shareholders twenty days before the annual shareholders' general meeting is held. Each shareholder of the Company shall have the right to obtain the financial report mentioned in this Chapter.

The Company shall send the report mentioned above or the report of the Board of Directors together with the balance sheet (including all documents which are required to be attached to the balance sheet under the laws) and profit and loss statement, statement of income and expenditure or financial summary report to each holder of overseas listed foreign shares by prepaid mail at least twenty-one days before the convening of the annual shareholders' general meeting. The address of the recipient shall be the registered address as shown on the register of shareholders. Under the circumstance that relevant procedures are observed, reports abovementioned can also be sent in the form of publishing on the website of HKEX in accordance with Hong Kong Listing Rules.

Article 155 The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations, as well as the international accounting standards or those of the place(s) outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. The Company shall distribute the after-tax profits of the relevant accounting year as per the less of the after-tax profits in the aforesaid two financial statements.

Article 156 Any interim results or financial information published or disclosed by the Company must also be prepared in accordance with the PRC accounting standards and regulations, and also in accordance with either international accounting standards or those of the place(s) outside the PRC where the Company's shares are listed.

Article 157 The Company shall publish two financial reports in each accounting year; the interim financial report shall be published within sixty days after the end of the first six months of an accounting year; the annual financial report shall be published within one hundred and twenty days after the end of the accounting year.

Where the securities regulatory authorities in the place(s) where the Company's shares are listed have other provisions, such provisions shall prevail.

Article 158 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 159 The Company shall, when distributing its after-tax profits of the year, withdraw ten percent of the profits into the Company's statutory reserve fund. The Company may not withdraw a statutory reserve fund if the cumulative amount has reached fifty percent or more of the Company's registered capital.

If the Company's statutory reserve fund could not cover the losses of the preceding year, profit of the year shall be used to cover the losses before withdrawing, according to the foregoing provision, the statutory reserve fund.

After the Company has withdrawn the statutory reserve fund from the after-tax profits, the Company may also withdraw discretionary reserve fund from the after-tax profits upon the approval of the shareholders' general meeting.

After losses have been covered and the reserve fund has been allocated, if any remaining after-tax profits shall be distributed, they shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in the Articles of Association.

Where the shareholders' general meeting distributes profits to shareholders before losses have been covered and the statutory reserve fund has been allocated, which is in violation of the foregoing provision, the shareholders concerned shall refund to the Company the profits distributed in violation of the provision.

The shares of the Company held by the Company shall not be subject to profit distribution.

Article 160 Capital reserve fund includes the following items:

(I) premium received when shares are issued at a premium to their par value;

(II) any other income required by the competent financial authorities under the State Council to be included in the capital reserve fund.

Article 161 The reserve funds of the Company shall only serve the following purposes:

(I) to make up for losses. However, the capital reserve fund shall not be used to make up for the losses;

(II) to increase capital. When the statutory reserve fund is capitalized to increase capital, the amount of the said fund left shall not be less than twenty-five percent of the registered capital of the Company prior to the increase;

(III) to enlarge production and operation capacity of the Company.

Article 162 The Company may distribute dividends in either of the following forms:

(I) cash;

(II) shares.

Dividends on ordinary shares shall be denominated and declared in Renminbi. Dividends on domestic shares shall be paid in Renminbi. Dividends or other distributions on overseas listed foreign shares shall be paid in the currency of the place where the foreign shares are listed (or, if there is more than one such place, in the currency of the main place where those foreign shares are listed as determined by the Board of the Company).

The foreign currency required for the payment of dividends and other monies by the Company to the holders of overseas listed foreign shares shall be obtained pursuant to relevant state regulations on foreign exchange.

The Company shall withhold and pay taxes payable by the shareholders for their dividend income in accordance with relevant PRC tax laws.

Article 163 The Company shall appoint collection agents for shareholders of overseas listed foreign shares. The collection agents shall, on behalf of the related shareholders, collect distributed dividends and other payables by the Company for the overseas listed foreign shares.

The collection agents appointed by the Company shall be in compliance with the requirements of the laws or stock exchange at the place where the Company is listed.

The collection agents appointed by the Company for shareholders of overseas listed foreign shares, which are listed in Hong Kong, shall be trust companies registered pursuant to Trustee Ordinance of Hong Kong.

The Company may exercise the power to cease sending dividend warrants to holders of overseas listed foreign shares by post if such warrants have been left uncashed for two consecutive times. Nevertheless, the Company may exercise such power after the first occasion on which such undelivered warrants are returned.

The Company may exercise the power to sell the shares held by a holder of overseas listed foreign shares who is untraceable in such ways as the Board of Directors thinks fit, provided that the following conditions shall be complied with:

(I) at least three dividends have been distributed in respect of such shares during the period of 12 years, and no dividend has been claimed by the shareholder during that period; and

(II) upon the expiry of the 12-year period, the Company shall make an announcement in one or more newspapers at the place where the Company is listed stating the Company's intention to sell the shares, and notify the Hong Kong Stock Exchange.

Subject to the relevant laws and regulations of the PRC and the provisions of the Hong Kong Stock Exchange, the Company may exercise the power to claim over unclaimed dividends, provided that such power shall not be exercised until before the expiration of the applicable limitation period.

Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Chapter 17 Appointment of Accounting Firm

Article 164 The Company shall appoint an independent accounting firm that complies with the relevant national regulations to audit the Company's annual financial reports and to review other financial reports of the Company.

The first accounting firm of the Company may be appointed at the inaugural meeting prior to the first annual shareholders' general meeting. The accounting firm so appointed shall hold office until the conclusion of the first annual shareholders' general meeting.

If the inaugural meeting does not exercise its power under the preceding paragraph, the Board of Directors shall exercise such power.

Article 165 The appointment of an accounting firm by the Company shall be decided by the shareholders' general meeting. The term of appointment of an accounting firm appointed by the Company shall commence from the end of the annual shareholders' general meeting until the end of the next annual shareholders' general meeting.

Article 166 The accounting firm appointed by the Company shall have the following rights:

(I) the right to access at any time to the books, records or vouchers of the Company, and the right to require the Directors, general managers or other senior management members of the Company to provide relevant information and explanations;

(II) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;

(III) the right to attend general meetings, receive a notice or other information concerning any meetings which shareholders have the right to receive, and to be heard at any shareholders' general meetings on any matter which relates to it as the accounting firm of the Company.

Article 167 If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. However, if there is another incumbent accounting firm while such vacancy still exists, such accounting firm shall continue to act.

Article 168 The shareholders' general meeting may, by means of an ordinary resolution, remove any accounting firm prior to the expiration of its term of office, irrespective of the provisions in the contract between the accounting firm and the Company. If the accounting firm has the right to claim compensation against the Company for its removal, that right shall not be affected thereby.

Article 169 The remuneration of an accounting firm or the way to set the remuneration shall be determined by the shareholders' general meeting.

Article 170 The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholders' general meeting and filed with the securities regulatory authorities of the State Council.

Where a resolution at the shareholders' general meeting is intended to be passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, or to reappoint an accounting firm that was appointed by the Board of Directors to fill a vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:

(I) Before the notice of shareholders' general meeting is given, a copy of the proposal on appointment or removal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year.

Leaving includes leaving by removal, resignation and retirement.

(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:

1. in any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations; and

2. attach a copy of the representations to the notice and send it to every shareholder entitled to notice of shareholders' general meeting in the manner stipulated in the Articles of Association.

(III) If the Company fails to send out the accounting firm's representations in the manner set out in sub-paragraph (II) of the preceding paragraph, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.

(IV) An accounting firm that is leaving its post shall be entitled to attend:

1. the shareholders' general meeting at which its term of office would otherwise have expired;

2. the shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; and

3. the shareholders' general meeting that is convened as a result of its resignation.

The accounting firm that is leaving its post shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.

Article 171 If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it should notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns from its office, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.

The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:

(I) a statement to the effect that there are no circumstances connected with its resignation that it considers should be brought to the attention of the shareholders or creditors of the Company; or

(II) a statement of any such circumstances that should be explained.

The Company shall, within 14 days of the receipt of the written notice referred to in the preceding paragraph, send a copy of the notice to the relevant competent authority. If the notice contains a statement under sub-paragraph (II) of the preceding paragraph, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every shareholder who is entitled to receive the financial report of the Company according to the address registered in the register of shareholders.

If the accounting firm's notice of resignation contains a statement under sub-paragraph (II) of the second paragraph of this Article, the accounting firm may request the Board of Directors to convene an extraordinary shareholders' general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.

Chapter 18 Merger and Division of the Company

Article 172 In the event of the merger or division of the Company, the Company's Board of Directors shall put forward a proposal and shall be approved in accordance with the procedures stipulated in the Company's Articles of Association. The Company shall then go through the relevant approval formalities pursuant to the law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to such plan to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be contained in special documents which shall be available for inspection by the shareholders.

The aforesaid documents shall also be sent to each holder of overseas listed foreign shares by post. The address of the recipient shall be the registered address as shown in the register of shareholders.

Article 173 Companies can be merged in two forms: merger by absorption or through the establishment of a newly merged entity.

In the event of a merger of the Company, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and a property inventory. The Company shall notify its creditors within 10 days from the date on which a resolution of the merger is adopted and shall publish an announcement in a newspaper at least three times within 30 days from the date of such resolution.

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

Article 174 In the event of a division of the Company, its properties shall be divided up accordingly.

In the event of a division of the Company, the parties to the division shall enter into a division agreement, and prepare a balance sheet and a property inventory. The Company shall notify its creditors within 10 days from the date on which a resolution of the division is adopted and shall publish an announcement in a newspaper at least three times within 30 days from the date of such resolution.

The entities after the division of the Company shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement pertaining to the payment of debts between the Company and its creditors prior to the division.

Article 175 Where the Company undergoes a merger or division, changes in the registered particulars of the Company shall be registered with the company registration authorities in accordance with the laws. Where the Company is dissolved, cancellation of its registration shall be conducted in accordance with the laws. Where a new company is established, its establishment shall be registered in accordance with the laws.

Chapter 19 Dissolution and Liquidation of the Company

Article 176 The Company shall be dissolved and liquidated according to laws in any of the following circumstances:

(I) the shareholders' general meeting has resolved to dissolve the Company;

(II) merger or division of the Company requires a dissolution;

(III) the Company is declared bankrupt in accordance with the law because it is unable to pay its debts as they fall due;

(IV) the business license is revoked in accordance with the law, or the Company is ordered to close or is cancelled;

(V) if the Company gets into serious trouble in operations and management and continuation may incur material losses to the interests of the shareholders, and no solution can be found through any other means, the shareholders holding ten percent or more of the total voting rights of the Company may request the People's Court to dissolve the Company;

(VI) the term of its operations specified in the Articles of Association has expired or other circumstance for dissolution specified in the Articles of Association has occurred.

Article 177 Where the Company is dissolved under the circumstances set out in items (II), (IV) and (V) of the preceding Article, the Company shall establish a liquidation committee within fifteen days, and the composition of the liquidation committee shall be determined by ordinary resolution at the shareholders' general meeting.

Where the Company is dissolved under the circumstance set out in item (III) of the preceding Article, the People's Court shall, according to relevant laws, organize shareholders, relevant authorities and relevant professionals to form a liquidation committee to process the liquidation.

Article 178 Where the Board resolves to liquidate the Company for any reason other than bankruptcy, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the liquidation to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company shall be able to pay its debts in full within twelve months from the commencement of the liquidation.

Upon the resolution for liquidation is passed at the shareholders' general meeting, all functions and powers of the Board of the Company shall cease immediately.

The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting and make a report at least once every year to the shareholders' general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation, and present a final report to the shareholders' general meeting upon completion of the liquidation.

Article 179 The liquidation committee shall notify the creditors within 10 days of its establishment and publish an announcement in newspapers within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days from the receipt of notice or within 45 days from the date of the announcement if the creditors have not received the notice.

When submitting their claims, creditors shall explain matters relating to their rights and provide evidential documents. The liquidation committee shall register the creditor's rights.

The liquidation committee shall not make any settlement to creditors during the period of the claim.

Article 180 The liquidation committee may exercise following powers during the liquidation period:

(I) to sort out the Company's assets and prepare a balance sheet and a property inventory respectively;

(II) to inform creditors by notice and announcement;

(III) to deal with and settle the Company's outstanding business in relation to the liquidation;

(IV) to pay outstanding taxes, and to pay taxes incurred during the liquidation process;

(V) to settle claims and debts;

(VI) to handle the remaining assets of the Company after repayment of debts;

(VII) to represent the Company in civil proceedings.

Article 181 After the liquidation committee has sorted out the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the shareholders' general meeting or relevant competent authorities for confirmation.

The assets of the Company shall be submitted for liquidation in the following order: payment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts.

The remaining assets of the Company after repayment of its debts in accordance with the preceding provision shall be distributed to the shareholders of the Company according to the class of shares held by them and in proportion to their respective shareholdings.

During the liquidation period, the Company remains in existence; however, it shall not commence any new business activity.

The Company's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.

Article 182 In liquidation due to dissolution of the Company, after the liquidation committee has sorted out the assets of the Company and prepared a balance sheet and a property inventory, if it is found that the Company does not have sufficient assets to meet its liabilities, it must immediately apply to a People's Court for a declaration of bankruptcy.

After the Company is declared bankrupt by a ruling from a People's Court, the liquidation committee shall hand over all affairs of the liquidation to the People's Court.

Article 183 Following the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by a certified public accountant of the PRC, and then submitted to the shareholders' general meeting or to the relevant competent authorities for confirmation.

Within 30 days of the date of confirmation by the shareholders' general meeting or the relevant competent authorities, the liquidation committee shall submit the aforesaid documents to the company registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.

Chapter 20 Procedures for Amendment of Articles of Association

Article 184 The Company may amend the Articles of Association pursuant to the laws, administrative regulations, departmental rules, normative documents, relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed and the provisions of the Articles of Association.

Article 185 The Company shall amend the Articles of Association in any of the following circumstances:

(I) after amendments are made to the Company Law, or relevant laws, administrative regulations and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, the provisions of the Articles of Association run counter to the said amendments;

(II) the conditions of the Company have changed, and such change is not covered in the Articles of Association;

(III) the shareholders' general meeting has resolved to amend the Articles of Association.

Article 186 The Articles of Association shall be amended as per the following procedures:

(I) the Board of Directors shall firstly adopt a resolution to amend the Articles of Associations and prepare amendments to the Articles of Associations;

(II) the Board of Directors shall convene a shareholders' general meeting for voting on such amendments to the Articles of Associations;

(III) the shareholders' general meeting shall approve such amendments to the Articles of Associations by a special resolution;

(IV) the Company shall file the amended Articles of Association with the company registration authority.

Article 187 The amendments to the Articles of Association required to be submitted to the competent authorities for approval shall take effect upon approval by the competent authorities; where amendments involve registration of the Company, the relevant changes shall be registered pursuant to laws.

Chapter 21 Notice

Article 188 The notice of the Company may be served as follows:

(I) by personal delivery;

(II) by mail;

(III) by fax or email;

(IV) by announcement on the websites designated by the Company and Hong Kong Stock Exchange in accordance with the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;

(V) by announcement;

(VI) by other means agreed in advance between the Company and the recipient or approved by the recipient upon receipt of the notice;

(VII) by other means approved by the relevant competent authorities of the place(s) where the Company's shares are listed or specified in the Articles of Association.

Save as otherwise specified in the context, the "announcement" as mentioned in the Articles of Association, in respect of the announcement sent to holders of domestic shares and holders of unlisted foreign shares or required to be sent in China pursuant to relevant regulations and the Articles of Association, refers to announcement published in the newspapers or websites in China as specified in the PRC laws and regulations or designated, approved or permitted by the securities regulatory authorities of the State Council; in respect of the announcement sent to holders of H Shares or required to be sent in Hong Kong pursuant to relevant regulations and the Articles of Association, the announcement shall be published in the newspapers and/or other designated media (including websites) as required in the relevant listing rules.

Unless otherwise specified in the Articles of Association, any notice sent by the Company to holders of H Shares by way of announcement shall, as required in the Hong Kong Listing Rules, be submitted in electronic form available for real-time publication to the Hong Kong Stock Exchange on the same day through the electronic registration system of the Hong Kong Stock Exchange for publication on the website of the Hong Kong Stock Exchange, or the announcement may be published in the newspapers (including advertisements in newspapers) as required by Hong Kong Listing Rules. The announcement shall at the same time be published on the Company's website. In addition, unless otherwise specified in the Articles of Association, the said notice shall be sent by personal delivery or prepaid mail to the registered addresses in the register of holders of overseas listed foreign shares, so that the shareholders are fully informed and have enough time to exercise their rights or act in accordance with the notice.

The holders of overseas listed foreign shares of the Company may obtain in written form (by electronic means or by post) the corporate communications that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. The holders of overseas listed foreign shares may, in a reasonable period, also notify the Company in writing in advance to revise the means of receiving the aforesaid information and the relevant version thereof according to proper procedures.

Shareholders or Directors who wish to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidence showing the same has been served to the correct address by ordinary means or by prepaid mail within the specified period of time.

Although the Company is required to provide and/or send written corporate communications to shareholders according to the preceding paragraph, as for the means by which the Company provides and/or sends corporate communications to shareholders according to the Hong Kong Listing Rules, if the Company has obtained the shareholders' prior written consent or implied consent according to relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, it may send or provide corporate communications to shareholders of the Company by electronic means or via publication on the website of the Company. Corporate communications include but are not limited to circulars, annual reports (including annual financial reports), interim reports (including interim financial reports), Board of Directors' report (together with balance sheet and income statement), notice of shareholders' general meeting and other corporate communications specified in the Hong Kong Listing Rules.

Any notice sent by the Company to holders of domestic shares and holders of unlisted foreign shares shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. Once the notice is published, all holders of domestic shares and holders of unlisted foreign shares shall be deemed to have received the relevant notice.

Article 189 Unless otherwise specified in the Articles of Association, the various means of sending notices specified in the preceding paragraph shall apply to the notices of shareholders' general meetings, Board meetings and meetings of the Supervisory Committee convened by the Company.

Article 190 Where the notice is sent by person, the recipient shall sign (or seal) the receipt acknowledgement and the date of the signature of such recipient shall be the date of service; where the notice is sent by post, it shall be clearly addressed with postage prepaid, and placed in an envelope, and the notice shall be deemed sent when the envelope containing it is put into the mailbox, and the date of service shall be the 48th hour from the date when the said envelope is put into the mailbox; where the notice is sent by fax, e-mail or website, the date of sending shall be date of service; where the notice is sent by way of announcement, the date of the first announcement shall be the date of service. Such announcement shall be published in the newspapers that satisfy the relevant requirements.

Chapter 22 Settlement of Disputes

Article 191 The Company is subject to the following rules on dispute settlement:

(I) Whenever any disputes or claims of rights concerning the affairs of the Company arise between (1) the Company and its Directors or senior management members; and (2) holders of overseas-listed foreign shares and the Company, holders of overseas-listed foreign shares and the Company's Directors, Supervisors, the general manager or other senior management members, or holders of overseas-listed foreign shares and holders of domestic shares or holders of unlisted foreign shares, in respect to any rights or obligations under written contracts between the Company and its Directors, Supervisors or senior management members, the Articles of Association, the Company Law and other relevant laws, administrative regulations, and relevant provisions of the securities regulatory authorities of the place(s) where the Company's shares are listed, such disputes or claims of rights shall be referred by the relevant parties to arbitration.

When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons who have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall, where such person is in the capacity of the Company or the Company's shareholders, Directors, Supervisors, the general manager or other senior management members, comply with the arbitration.

Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.

(II) A claimant may elect for arbitration to be carried out at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules, or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the claimant has submitted the dispute or claim for arbitration, the other party must carry out arbitration in the arbitration institution selected by the claimant.

If the claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may request that the arbitration take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.

(III) If any dispute or claim for rights referred to in sub-paragraph (I) above is settled by way of arbitration, the laws of the PRC (excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan region) shall apply, unless otherwise provided in the laws and administrative regulations.

(IV) The award of an arbitral body shall be final and conclusive and binding on all parties.

(V) The said arbitration agreement is reached between the Directors or senior management members and the Company, with the Company representing both itself and each shareholder;

(VI) Any arbitration submitted shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publicize its award.

Chapter 23 Supplementary Provisions

Article 192 The terms “over”, “within” and “under” in the Articles of Association shall include the number itself; and the terms “less than”, “beyond”, “lower than” and “more than” shall not include the number itself.

For the purpose of the Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor”.

For the purpose of the Articles of Association, the “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through investment relationship, agreement or other arrangement.

For the purpose of the Articles of Association, “related (connected) transaction” has the meaning set out in the Hong Kong Listing Rules.

Article 193 The Articles of Association are written in Chinese. Should there be any discrepancy between the versions in other languages and the Chinese version, the Chinese version shall prevail.

Article 194 After approved by a resolution of the shareholders’ general meeting, the Articles of Association shall become effective from the date of listing of the Company’s publicly-traded H shares on the Hong Kong Stock Exchange.

Article 195 The power of interpretation of the Articles of Association shall be vested in the Board of Directors of the Company. Any matters not covered in the Articles of Association shall be submitted by the Board of Directors to the shareholders’ general meeting for consideration and approval.