



杭州启明醫療器械股份有限公司
Venus Medtech (Hangzhou) Inc.

ARTICLES OF ASSOCIATION

**(Considered and approved at the extraordinary general meeting held on
5 December 2024)**

The English version is for reference only. Should there be any inconsistency between the English and Chinese versions, the latter shall prevail.

Chapter 1 General Provisions

Article 1 The Articles of Association are formulated pursuant to the prevailing and effective Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), Trial Measures for the Administration of Overseas Issuance of Securities and Listing of Domestic Enterprises, 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 laws, administrative regulations, departmental rules and regulatory documents (collectively, hereinafter referred to as the "laws and regulations").

Article 2 Venus Medtech (Hangzhou) Inc. (hereinafter referred to as the "Company") is a joint stock limited liability company established in accordance with the Company Law and other laws and regulations of the People's Republic of China (hereinafter referred to as the "PRC").

The Company was established as a joint stock limited liability company by way of conversion from the original Venus Medtech (Hangzhou) Inc. (hereinafter referred to as "Venus Inc.") with all shareholders as promoters and underwent an overall change and promotion for establishment by converting the book value of audited net assets of Venus Inc. as at 31 August 2018 into shares at the ratio of 1.6656:1, and was registered with the Market Regulation Authority of Hangzhou High-Tech Industry Development Zone (Binjiang) on 29 November 2018 and received its business license. At present, the registration of the Company has been changed to the Zhejiang Province Market Supervision and Administration Bureau and the Company's Uniform Social Credit Code was 91330100691707450N.

Article 3 The Company had a total of 42 promoters, including: Horizon Binjiang LLC, Mr. Zhenjun Zi, Golden Heat Management Company Limited, Adventure 03 Limited, DNA 01 (Hong Kong) Limited, Shenzhen Dinova Ruihe Venture Investment L.P., Zhejiang Dinova Ruiying Venture Investment L.P., Ming Zhi Investments (BVI) Limited, QM22 (BVI) Limited, Suzhou Qiming Ronghe Venture Investment Fund (Limited Partnership), SCC VENTURE IV-BRIGHT (HK) LIMITED, Tibet Fenglong Xinglian Investment Center (Limited Partnership), Beijing Genesis Capital Investment (Holding) Co., Ltd., Blaze 02 Limited, Sloan New Products Investment Company Limited, Prime State Ventures Limited, Broad Street Investments Holding (Singapore) Pte. Ltd., MBD Bridge Street 2015 Investments (Singapore) Pte. Ltd., Hangzhou Mingnuo Investment Partnership (Limited Partnership), Hangzhou Qifei Investment Partnership (Limited Partnership), Hangzhou Qihe Investment Partnership (Limited Partnership), Hangzhou Qilai Investment Partnership (Limited Partnership), Hangzhou Qili Investment Partnership (Limited Partnership), Hangzhou Qينو Investment Partnership (Limited Partnership), Hangzhou Qisheng Investment Partnership (Limited Partnership), Hangzhou Qixin Investment Partnership (Limited Partnership), Hangzhou Qichu Investment Partnership (Limited Partnership), Mars Holding Limited, Mercury Holding Limited, Blue Summit Management Limited, Jupiter Holding Limited, Ningbo Yuming Investment Management Partnership (Limited Partnership), KYW Fitness & Wellness Management Limited, Shenzhen Futian Tongchuang Weiye Big Health Business Investment Partnership (Limited Partnership), Hangzhou Kouwen Shareholding Investment Partnership (Limited Partnership), Hangzhou Erlangshen Investment Partnership (Limited Partnership), Jiaxing Dechanghong Investment Partnership (Limited Partnership), Muheng Capital Partners (Hong Kong) Limited, MZX Hong Kong Limited, Legend Architectural Design Corporation Limited, Poseidon Capital Partners Management Limited, Ms. Meihua Zhao.

Article 4 The registered name of the Company is: 杭州啓明醫療器械股份有限公司

The English name of the Company is: Venus Medtech (Hangzhou) Inc.

Article 5 Address of the Company: Room 311, 3rd Floor, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou City, Zhejiang Province.

Postal Code: 310051

Telephone No.: 0571-81398035

Facsimile No.: 0571-87772179

Article 6 The general manager of the Company is the legal representative of the Company. If the general manager resigns, he is deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall identify a new legal representative within 30 days from the date of the legal representative's resignation.

Article 7 The Company is a perpetual joint stock limited liability company.

Article 8 All assets of the Company are divided into equal shares, and the shareholders are liable to the Company to the extent of the shares subscribed by them, and the Company is liable for its debts with all its assets.

Article 9 After consideration and approval by the general meeting of the Company and approval by the relevant national authority, the Articles of Association shall take effect and be adopted from the date of listing of H Shares issued by the Company on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") and shall replace the original Articles of Association filed with the competent administrative department for industry and commerce.

From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document which regulates the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders, and between the shareholders.

Article 10 The Articles of Association are legally binding on the Company, its shareholders, directors, supervisors, general managers and other senior management; each of the aforesaid personnel are entitled to claim rights on matters relating to the Company and are obliged to undertake the corresponding obligations in accordance with the Articles of Association.

The shareholders may sue the Company pursuant to the Articles of Association; the Company may sue the shareholders, directors, supervisors, general managers and other senior management pursuant to the Articles of Association; each shareholder may sue other shareholders pursuant to the Articles of Association; and the shareholders may sue the directors, supervisors, general managers and other senior management of the Company pursuant to the Articles of Association.

For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings in a court or the application to an arbitration organization for arbitration.

Article 11 The Company may invest in other enterprises. Where the laws stipulate that the Company shall not be a contributor that is jointly and severally liable for the debts of the investee, such stipulation shall apply.

Article 12 The term “senior management” in the Articles of Association refers to the general manager, deputy general manager, secretary to the Board, chief financial officer and other personnel determined by the Board.

Chapter 2 Business Objectives and Scope of Business

Article 13 The business objectives of the Company are: based on the vision of enhancing economic cooperation and technological exchange, adopt advanced and applicable technologies and scientific business management measures to increase economic benefits and enable all parties to receive satisfactory gains.

Article 14 The scope of business of the Company covers: development of technologies, technological services, technological consultancy and transfer of results for Class I, II and III medical devices and related products; production and sales of Class I, II and III medical devices and related products and provision of relevant ancillary services; imports and exports of goods and technologies (except for imports and exports of goods and technologies prohibited by the State or for which administrative approval is required); investment management and investment consultancy (excluding securities and futures) (Financing deposits, financing guarantee, entrusted wealth management and other financial services shall not be provided to the general public without approval from the financial and other regulatory authorities) (except for those subject to special management measures on market entry under national rules).

Chapter 3 Shares and Registered Capital

Article 15 The Company shall have ordinary shares at all times. The Company may create other classes of shares according to its needs, subject to compliance with laws and regulations and the requirements of the securities regulatory authorities.

Article 16 The shares of the Company shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.

Shares of the same class issued at the same time shall be issued on the same terms and at the same price per share; subscribers shall pay the same price per share for the shares subscribed for.

Article 17 The shares of the Company shall be in the form of share certificates. All the shares issued by the Company shall have a par value which shall be RMB1 for each share.

Article 18 The shares issued by the Company to investors for subscription in RMB are known as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currency are known as “foreign shares”. The foreign shares that are listed overseas are known as “overseas-listed foreign shares”; foreign shares that are not listed overseas are known as “unlisted foreign shares”. After filing with the securities regulatory authorities under the State Council and being approved by the overseas securities regulatory authorities, domestic shares and unlisted foreign shares that can be listed and traded on overseas stock exchanges, and overseas-listed foreign shares are of the same class, and are collectively referred to as “overseas-listed shares”.

The term “foreign currency” in the preceding paragraph refers to the lawful currency in other countries or regions (other than RMB), which is recognized by the competent authority of the State Administration of Foreign Exchange and acceptable for use to pay for the shares of the Company.

The foreign shares issued by the Company and listed on the Hong Kong Stock Exchange are known in abbreviation as “H Shares”. These are shares which have been approved for listing on the Hong Kong Stock Exchange, have a par value denominated in RMB, and are subscribed to and traded in Hong Kong dollars.

Shareholders of domestic shares and shareholders of foreign shares are entitled to equal rights and subject to equal obligations.

After filing with the securities regulatory authorities under the State Council, holders of unlisted shares of the Company may have their shares listed and traded on overseas stock exchange(s); domestic shareholders and holders of unlisted foreign shares of the Company may transfer all or part of their shares held to overseas investors for listing and trading on overseas stock exchanges; all or part of the domestic shares and unlisted foreign shares may be converted into overseas-listed shares that can be listed and traded on overseas securities exchange(s). The above-mentioned shares converted, or upon conversion, for listing and trading on overseas stock exchanges are also subject to the regulatory procedures, provisions and requirements of overseas securities markets. The above-mentioned listing and trading of converted shares on overseas stock exchanges, or conversion of domestic shares and unlisted foreign shares into overseas-listed shares for listing and trading on overseas stock exchanges, are not required to be approved by voting in a general meeting. After domestic shares and unlisted foreign shares are converted into overseas-listed shares, they become the same class of shares as original overseas-listed foreign shares.

Article 19 The registered capital of the Company is RMB441,011,443.

Article 20 The Company issued 300,000,000 shares to promoters when it was converted into a joint stock limited liability company through overall alteration, representing 100% of the total number of issuable ordinary shares of the Company at that time, and the promoters converted the net assets of Venus Inc. into share capital. After conversion into a joint stock limited liability company upon overall alteration, the number of shares and percentage of shareholdings held by each of the promoters are as follows:

No.	Name of promoter	Number of shares held (shares)	Percentage of shareholding (%)	Method of capital contribution	Date of capital contribution
1	Horizon Binjiang LLC	47,954,404	15.9850	By conversion of net assets into shares	29 November 2018
2	Mr. Zhenjun Zi	30,923,302	10.3077	By conversion of net assets into shares	29 November 2018
3	Golden Heat Management Company Limited	8,991,326	2.9971	By conversion of net assets into shares	29 November 2018
4	Adventure 03 Limited	9,000,636	3.0002	By conversion of net assets into shares	29 November 2018
5	DNA 01 (Hong Kong) Limited	2,056,615	0.6855	By conversion of net assets into shares	29 November 2018
6	Shenzhen Dinova Ruihe Venture Investment L.P.	1,687,358	0.5625	By conversion of net assets into shares	29 November 2018
7	Zhejiang Dinova Ruiying Venture Investment L.P.	6,977,955	2.3260	By conversion of net assets into shares	29 November 2018
8	Ming Zhi Investments (BVI) Limited	47,131,229	15.7104	By conversion of net assets into shares	29 November 2018
9	QM22 (BVI) Limited	20,396,751	6.7989	By conversion of net assets into shares	29 November 2018
10	Suzhou Qiming Ronghe Venture Investment Fund (Limited Partnership)	2,320,859	0.7736	By conversion of net assets into shares	29 November 2018
11	SCC VENTURE IV-BRIGHT (HK) LIMITED	18,522,220	6.1741	By conversion of net assets into shares	29 November 2018
12	Tibet Fenglong Xinglian Investment Center (Limited Partnership)	2,856,436	0.9521	By conversion of net assets into shares	29 November 2018
13	Beijing Genesis Capital Investment (Holding) Co., Ltd.	714,113	0.2380	By conversion of net assets into shares	29 November 2018
14	Ms. Meihua Zhao	1,606,747	0.5356	By conversion of net assets into shares	29 November 2018
15	Blaze 02 Limited	714,113	0.2380	By conversion of net assets into shares	29 November 2018
16	Sloan New Products Investment Company Limited	1,435,358	0.4785	By conversion of net assets into shares	29 November 2018

No.	Name of promoter	Number of shares held (shares)	Percentage of shareholding (%)	Method of capital contribution	Date of capital contribution
17	Prime State Ventures Limited	714,113	0.2380	By conversion of net assets into shares	29 November 2018
18	Broad Street Investments Holding (Singapore) Pte. Ltd.	28,172,649	9.3909	By conversion of net assets into shares	29 November 2018
19	MBD Bridge Street 2015 Investments (Singapore) Pte. Ltd.	2,943,409	0.9811	By conversion of net assets into shares	29 November 2018
20	Hangzhou Mingnuo Investment Partnership (Limited Partnership)	1,078,709	0.3596	By conversion of net assets into shares	29 November 2018
21	Hangzhou Qifei Investment Partnership (Limited Partnership)	1,078,709	0.3596	By conversion of net assets into shares	29 November 2018
22	Hangzhou Qihe Investment Partnership (Limited Partnership)	1,078,709	0.3596	By conversion of net assets into shares	29 November 2018
23	Hangzhou Qilai Investment Partnership (Limited Partnership)	539,355	0.1798	By conversion of net assets into shares	29 November 2018
24	Hangzhou Qili Investment Partnership (Limited Partnership)	539,355	0.1798	By conversion of net assets into shares	29 November 2018
25	Hangzhou Qinuo Investment Partnership (Limited Partnership)	269,678	0.0899	By conversion of net assets into shares	29 November 2018
26	Hangzhou Qisheng Investment Partnership (Limited Partnership)	269,678	0.0899	By conversion of net assets into shares	29 November 2018
27	Hangzhou Qixin Investment Partnership (Limited Partnership)	134,835	0.0449	By conversion of net assets into shares	29 November 2018
28	Hangzhou Qichu Investment Partnership (Limited Partnership)	1,240,630	0.4135	By conversion of net assets into shares	29 November 2018
29	Mars Holding Limited	3,649,247	1.2164	By conversion of net assets into shares	29 November 2018
30	Mercury Holding Limited	4,584,495	1.5282	By conversion of net assets into shares	29 November 2018

No.	Name of promoter	Number of shares held (shares)	Percentage of shareholding (%)	Method of capital contribution	Date of capital contribution
31	Blue Summit Management Limited	5,291,069	1.7637	By conversion of net assets into shares	29 November 2018
32	Jupiter Holding Limited	539,355	0.1798	By conversion of net assets into shares	29 November 2018
33	Ningbo Yuming Investment Management Partnership (Limited Partnership)	339,023	0.1130	By conversion of net assets into shares	29 November 2018
34	KYW Fitness & Wellness Management Limited	678,038	0.2260	By conversion of net assets into shares	29 November 2018
35	Shenzhen Futian Tongchuang Weiye Big Health Business Investment Partnership (Limited Partnership)	1,678,940	0.5596	By conversion of net assets into shares	29 November 2018
36	Hangzhou Kouwen Shareholding Investment Partnership (Limited Partnership)	3,357,887	1.1193	By conversion of net assets into shares	29 November 2018
37	Hangzhou Erlangshen Investment Partnership (Limited Partnership)	559,645	0.1865	By conversion of net assets into shares	29 November 2018
38	Jiaxing Dechanghong Investment Partnership (Limited Partnership)	13,628,724	4.5429	By conversion of net assets into shares	29 November 2018
39	Muheng Capital Partners (Hong Kong) Limited	16,694,252	5.5648	By conversion of net assets into shares	29 November 2018
40	MZX Hong Kong Limited	900,002	0.3000	By conversion of net assets into shares	29 November 2018
41	Legend Architectural Design Co., Ltd	6,000,062	2.0000	By conversion of net assets into shares	29 November 2018
42	Poseidon Capital Partners Management Limited	750,010	0.2500	By conversion of net assets into shares	29 November 2018
	Total	300,000,000	100.00		

Article 21 The total number of shares of the Company is 441,011,443. The share capital structure of the Company shall comprise of: 441,011,443 ordinary shares, including 1,208 Unlisted Foreign Shares, and 441,010,235 H Shares.

Chapter 4 Increase, Reduction and Repurchase of Shares

Article 22 Based on operational and developmental needs, the Company may increase share capital, after a separate resolution is passed by the general meeting and pursuant to the laws and regulations and the relevant provisions the Articles of Association, by the following methods:

- (1) Public issuance of shares;
- (2) Non-public issuance of shares;
- (3) Giving new shares to existing shareholders;
- (4) Converting the reserve funds into share capital;
- (5) Other means stipulated by the law and administrative regulations and approved by the relevant regulatory authorities.

Increasing capital by issuing new shares shall be carried out by the Company in accordance with the procedures as specified under the relevant laws and regulations of the PRC and the laws and regulations and listing rules of the place where the Company's shares are listed, after having been approved in accordance with the Articles of Association and the relevant requirements of the place where the Company's shares are listed.

Article 23 The Company may reduce its registered capital pursuant to the provisions of the Articles of Association. If the Company reduces its registered capital, such reduction shall be made in accordance with the requirements of the Company Law and other related regulations and the procedures stipulated in the Articles of Association.

Article 24 If the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared.

The Company shall notify the creditors within 10 days, and publish an announcement in the newspapers or the National Enterprise Credit Information Publicity System within 30 days, from the date of passing the resolution at the general meeting for reduction of capital by the Company. A creditor may, within 30 days after receipt of the notice or, in the case of failure to receive such notice, within 45 days from the date of announcement, require the Company to repay its debts or to provide corresponding guarantee for such debt.

The reduced registered capital of the Company may not be less than the statutory minimum amount. If the Company reduces its registered capital, it shall reduce its shares in proportion to the shares held by its shareholders, unless otherwise provided by the laws or the Articles of Association.

Article 25 The Company may not acquire its own shares, except in one of the following circumstances:

- (1) Reduction of the registered capital of the Company;
- (2) Merger with other companies holding shares in the Company;
- (3) Apply the shares to employee share ownership plan or share incentive plan;
- (4) Apply the shares to convert convertible corporate bonds issued by the Company into shares;
- (5) The share repurchase is necessary to maintain the value of the Company and the interests of its shareholders;
- (6) Shareholders who dissent the resolution passed by the general meeting on the merger or division of the Company and request the Company to purchase their shares.

If the Company repurchases its own shares due to reasons specified in items (1) to (5) in the preceding paragraph, a resolution shall be passed by the general meeting.

After the Company has repurchased its own shares pursuant to the provisions in the first paragraph of this Article, in the event of item (1), the repurchased shares shall be cancelled within 10 days from the date of repurchase; in the event of items (2) and (6), the repurchased shares shall be transferred or cancelled within 6 months; in the event of items (3), (4) and (5), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and the repurchased shares shall be transferred or cancelled within 3 years.

The acquisition of the Company's shares by the Company may be conducted through open and centralized trading, or by other means recognized by laws and regulations and the China Securities Regulatory Commission as well as the place where the Company's shares are listed. Where the Company acquires its own shares as a result of the circumstances set forth in items (3), (4) and (5) of the first paragraph of this Article, it shall do so by means of open and centralized trading.

Notwithstanding the foregoing, if the applicable laws and regulations, other provisions of the Articles of Association and the laws of the place where the Company's shares are listed or the securities regulatory authorities provide otherwise in respect of the foregoing matters relating to the repurchase of the Company's shares, the Company shall comply with the provisions thereof.

After the Company has repurchased its own shares, the Company shall perform its information disclosure obligations in accordance with the provisions of the Securities Law of the PRC, the Hong Kong Listing Rules and other applicable laws and regulations as well as the regulatory requirements of the place where the Company's shares are listed.

Article 26 If the Company cancels the shares legally repurchased, it shall apply to the original company registration authority for a change of registration in registered capital in accordance with the laws and issue a relevant announcement thereof.

The total par value of the cancelled shares should be deducted from the Company's registered capital. The repurchase of the Company's H shares shall comply with the Hong Kong Listing Rules and other relevant laws, regulations and regulatory requirements of the place where the Company's H shares are listed.

Chapter 5 Transfer and Pledge of Shares

Article 27 Shares which were issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date when the shares of the Company are listed and traded on the stock exchange.

Each of the directors, supervisors and senior management of the Company shall report to the Company his shareholding in the Company and any changes thereof, and during his term of office as determined upon appointment, the number of shares transferred in each year shall not exceed 25% of the total number of shares held by him in the Company, and the shares in the Company held by him are not transferable within one year from the date when the shares of the Company are listed and traded on the stock exchange. The shares of the Company held by the aforementioned officer shall not be transferred within six months after termination of his position.

If the shares are pledged within the lock-up period prescribed by laws and regulations, the pledgee may not exercise the pledge right within the lock-up period.

Article 28 Unless otherwise specified by laws and regulations, Hong Kong Listing Rules and the Articles of Association, the shares held by shareholders of the Company may be freely transferable and are not subject to any liens attached. The transfer of shares by shareholders shall be conducted on a stock exchange established by law or in other ways prescribed by the State Council.

Article 29 All transfers of H shares shall adopt written instruments of transfer in an ordinary or usual form or in any other form acceptable to the Board (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with Hong Kong laws from time to time (hereinafter referred to as the "recognized clearing house") or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.

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

Article 30 The Company shall not accept the shares of the Company as a pledged security.

Chapter 6 Financial Assistance for Purchase of Company Shares

Article 31 The Company or its subsidiaries shall not provide any financial assistance in any form at any time to any person who purchases or intends to purchase the shares of the Company. The aforesaid purchaser shall include any person who directly or indirectly assumes obligations due to the purchase of shares of the Company.

The Company or its subsidiaries shall not provide financial assistance in any form at any time to the aforesaid obligor in order to mitigate or discharge the obligations of such obligor.

This Article does not apply to the circumstances described in Article 33 of the Articles of Association.

Article 32 Financial assistance mentioned in the Articles of Association includes (but is not limited to) the following methods:

- (1) gifts;
- (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), compensation (other than compensation given for acts where the Company is at fault) or the release or waiver of any rights;
- (3) the provision of loans or entering into contracts under which the obligations of the Company are to be fulfilled before those of other parties, and the change in the parties to such loans or contracts and the transfer of rights in such loans or contracts;
- (4) the provision of any other form of financial assistance in circumstances where the Company is insolvent, has no net assets or the net assets of the Company will be reduced significantly as a result.

The assumption of obligations mentioned in this Article shall include the obligations undertaken by an obligor due to the signing of contract or making of an arrangement (regardless of whether such contract or arrangement may be enforceable, and regardless of whether such obligations are assumed by the obligor individually or jointly with any other persons) or due to a change in his financial position by any other means.

Article 33 The following acts are not deemed to be acts prohibited by Article 31 in the Articles of Association:

- (1) the relevant financial assistance provided by the Company is truly in the interest of the Company, by resolution of the general meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to others for the acquisition of the Company's shares, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total amount of the issued share capital of the Company; the above resolution of the Board shall be passed by more than two-thirds of all directors;
- (2) the provision of funds by the Company for employee stock ownership plans (but should not lead to a reduction in the net assets of the Company, or even though a reduction is resulted, such financial assistance is financed by the distributable profit of the Company).

If violation of the above provisions causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.

Chapter 7 Share Certificate and Register of Shareholders

Article 34 Share certificates of the Company shall be in registered form. In addition to the particulars specified under the Company Law, the share certificates of the Company shall also include other particulars required to be stated therein by the stock exchange of the place where the shares of the Company are listed.

The overseas-listed shares issued by the Company may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and securities registration and depository practices of the place of listing.

Article 35 During the period when the H Shares are listed on the Hong Kong Stock Exchange, the Company must ensure that the relevant documents of H Shares shall include the following statements, and must instruct and procure its share registrar to refuse the registration of subscription, purchase or transfer of its shares in the name of any individual holders, unless and until such individual holder delivers to the share registrar the duly signed forms in respect of such shares and such forms shall include the following statements:

- (1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders, shall agree to observe and comply with the requirements of the Company Law and other relevant laws and regulations, and the provisions of the Articles of Association.
- (2) The share purchasers and the Company, each of the shareholders, directors, supervisors and senior management of the Company shall agree, and the Company acting on its own behalf and for the benefit of each director, supervisor and senior management shall agree with each shareholder, that all disputes or claims arisen out of the rights or obligations provided by the Articles of Association, the Company Law, other relevant laws or administrative regulations or in relation to the affairs of the Company shall be submitted to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitral tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.

- (3) The share purchasers and the Company and each of the shareholders agree that the shares of the Company may be freely transferable by the respective holders.
- (4) The share purchasers authorize the Company to enter into contracts with each of the directors and senior management. Such directors and senior management shall undertake to observe and fulfill their responsibilities to the shareholders under the Articles of Association.

Article 36 The Company shall prepare a register of shareholders and keep it at the Company. The register of shareholders shall contain the following particulars:

- (1) The name and domicile of each shareholder;
- (2) The type and number of shares subscribed by each shareholder;
- (3) The number of the share certificate if it is issued in paper form;
- (4) The date on which each shareholder acquires the shares.

The register of shareholders is sufficient evidence to prove the holding of shares of the Company by the shareholders, except where evidence to the contrary is available.

Article 37 The Company may, pursuant to an understanding or agreement reached between the securities regulatory authorities under the State Council and a securities regulatory organization outside the PRC, keep its original register of holders of overseas-listed shares outside the PRC, and entrust the administration thereof to an agent outside the PRC. The original register of shareholders of H shares shall be kept in Hong Kong.

The Company shall keep at its domicile a duplicate of the register of holders of overseas-listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas-listed shares and its duplicate are consistent at all times. The register of shareholders maintained in Hong Kong shall be open to inspection by shareholders but the Company may be permitted to close the register of shareholders in accordance with the equivalent provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

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

Article 38 To the extent that any applicable laws and regulations stipulated by the securities regulatory authority at the location where the Company's shares are listed and the stock exchange provides for suspension of share transfer registration procedures, such regulations shall be followed.

Article 39 When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the Board or general meeting shall determine the record date. At the close of trading on the record date, those whose names appear on the register shall be shareholders of the Company.

Article 40 Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the “Relevant Shares”) if his share certificate (the “Original Share Certificate”) is lost.

Where a domestic shareholder or a holder of unlisted foreign shares has lost his share certificate, an application for the issue of a replacement domestic share certificate or a replacement share certificate of unlisted foreign shares shall be dealt with in accordance with the relevant provisions of the Company Law.

Where a shareholder of overseas-listed shares has lost his share certificate, an application for the issue of a replacement overseas-listed share certificate shall be dealt with in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders of overseas-listed shares is kept.

Chapter 8 Rights and Obligations of Shareholders

Article 41 The Company’s shareholders are persons who lawfully hold shares of the Company and whose names have been entered in the register of shareholders.

Shareholders shall enjoy rights and assume obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and undertake equal obligations.

Where more than two persons are registered as joint shareholders of any shares, they shall be deemed as joint holders of the relevant shares, and shall be restricted by the following terms:

- (1) The Company shall not register more than four persons as joint shareholders of any shares;
- (2) All joint shareholders of any shares shall bear joint and several liabilities for all payable amounts in respect of the relevant shares;
- (3) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as the owner(s) of the shares. However, for the purpose of revising the register of shareholders, the Board is entitled to demand the surviving shareholders to present a death certificate of the deceased as the Board thinks fit;

- (4) For joint shareholders of any shares, only the person whose name stands first in the register of shareholders shall be entitled to receive share certificates of the relevant shares, receive notices from the Company and attend the general meeting of the Company or exercise his voting rights in respect of the relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any one of the joint shareholders may sign a form of proxy, but when more than one joint shareholders attend the meeting in person or by proxies, the vote cast by the senior joint shareholder, whether in person or by proxy, shall be accepted as the only vote cast on behalf of the remaining shareholders. For this purpose, the seniority of shareholders is determined according to the order of appearance of the names of the joint shareholders in respect of the relevant shares in the register of shareholders.

If any one of the joint shareholders issues a receipt to the Company in respect of any payment of dividends, bonus or return on capital to such joint shareholders, such receipt shall be deemed as a valid receipt issued by such joint shareholders to the Company.

Article 42 Ordinary shareholders of the Company shall enjoy the following rights:

- (1) To receive dividends and other profit distributions on the basis of the number of shares held by them;
- (2) To request, convene, hold, participate or send proxy to attend general meetings and exercise the speaking rights and pro-rata voting rights in accordance with the law;
- (3) To monitor, make suggestions or ask questions in relation to the business operation activities of the Company;
- (4) To transfer, donate or pledge shares in his/her possession in accordance with the laws, regulations and provisions of the Articles of Association;
- (5) To obtain relevant information in accordance with the laws, regulations and provisions of the Articles of Association, including:
 1. To obtain a duplicate copy of the Articles of Association after payment of a charge to cover the costs;
 2. Being entitled to access and, after payment of a reasonable charge, make a copy of:
 - (i) all parts of the register of shareholders;
 - (ii) resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, financial accounting report, minutes of general meetings;
 - (iii) the audited financial statements and the reports of the Board, Supervisory Committee and auditors of the Company for the latest period;

- (iv) the latest corporate annual report/annual return for the latest period which has been filed with the administration for industry and commerce or other competent authorities;

The Company is required to make available the documents as set out above, except for item (ii), at the Hong Kong address of the Company for inspection by the general public and the shareholders free of charge.

- 3. Shareholders who have individually or collectively held more than 3% of the Company's shares for more than 180 consecutive days shall have the right to inspect the Company's accounting books and documents upon written request and explanation of the purpose in accordance with the laws;
- (6) When the Company terminates or liquidates, receive its portion of remaining assets of the Company according to the proportion of shares held;
- (7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to repurchase his shares subject to fulfillment of the required procedures for share repurchase by the Company in accordance with the Articles of Association and the relevant laws and regulations;
- (8) Shareholders who, individually or jointly, own more than 1% of the shares of the Company are entitled to make ad hoc proposals for submission to the Board 10 days before the date of convening the general meeting;
- (9) Other rights conferred by laws, regulations and the Articles of Association.

Where any directly or indirectly interested persons exercise the rights attached to the shares of the Company without disclosure of such interests to the Company, the Company shall not freeze or otherwise prejudice any right of such person attached to the shares solely for this reason.

If a shareholder requests to inspect the Company's accounting books and documents in accordance with the provisions of the preceding paragraph, he or she shall submit a written request to the Company, stating the purpose. If the Company has reasonable grounds to believe that a shareholder's inspection of the accounting books and documents has an improper purpose and may jeopardize the legitimate interests of the Company, the Company may refuse such request and shall, within 15 days from the date of the shareholder's written request, reply to the shareholder in writing and state the reasons. If the Company refuses the request for inspection, the shareholders may file a lawsuit with the people's court.

Article 43 If the content of the resolution of the general meeting or the Board of the Company violates laws or administrative regulations, the shareholders shall have the right to request the people's court to invalidate the resolution.

If the procedures for convening a meeting or the voting method of the general meeting or the Board of the Company violate the laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders shall have the right to request the people's court to revoke it within 60 days from the date on which the resolution is made, unless the procedures for convening the general meeting or the meeting of the Board or the voting method are only slightly defective and do not materially affect the resolution.

Article 44 If the directors or senior management violate the laws, administrative regulations or the provisions of the Articles of Association in the execution of their duties and cause losses to the Company, the shareholders who have held, individually or collectively, more than 1% of the shares of the Company for more than 180 consecutive days shall have the right to request the Supervisory Committee in writing to file a lawsuit with the people's court; and if the Supervisory Committee violates the laws, administrative regulations or the provisions of the Articles of Association in the execution of its duties and causes losses to the Company, the shareholders may request the Board in writing to file a lawsuit with the people's court.

If the Supervisory Committee or the Board refuses to file a lawsuit upon receipt of a written request from a shareholder as stipulated in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the shareholder as stipulated in the preceding paragraph shall have the right to file a lawsuit in his or her own name for the benefit of the Company directly with the people's court.

If other persons infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may file a lawsuit with the people's court in accordance with the provisions of the preceding two paragraphs.

If the directors, supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or if other persons have infringed upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and have caused losses, shareholders who have held, individually or collectively, more than 1% of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs, request, in writing, that the supervisory committee or board of directors of the wholly-owned subsidiary file a lawsuit with the people's court or file a lawsuit directly with the people's court in their own name.

Article 45 In the event that the directors or senior management violate the laws, administrative regulations or the provisions of the Articles of Association and jeopardize the interests of the shareholders, the shareholders may file a lawsuit with the people's court.

Article 46 Ordinary shareholders of the Company shall undertake the following obligations:

- (1) Comply with laws, regulations and the Articles of Association;
- (2) Pay for the shares based on the shares subscribed and the method of subscription;
- (3) Not surrender the shares to the Company except under circumstances prescribed by laws and regulations;
- (4) Not abuse the rights as a shareholder to harm the interests of the Company or other shareholders. If a shareholder of the Company abuses his rights as a shareholder and causes losses to the Company or other shareholders, such shareholder shall be liable for damages in accordance with the law. If a shareholder of the Company abuses its corporate legal person status and limited liability of being a shareholder to evade indebtedness and causes serious harm to the interests of the creditors of the Company, such shareholder shall be subject to joint and several liabilities for the indebtedness of the Company;
- (5) Other obligations to be undertaken by shareholders as required under the laws, regulations and the Articles of Association.

Article 47 A shareholder holding more than 5% of the Company's voting shares who pledges his/her shares shall make a written report to the Company on the date such fact occurs.

Article 48 Controlling shareholders and de facto controllers of the Company shall not take advantage of their connected relationships to jeopardize the interests of the Company. Those who violate the provisions and cause losses to the Company shall be liable for compensation.

The controlling shareholders and de facto controllers of the Company have fiduciary duties to the Company and all shareholders of the Company. Controlling shareholders shall exercise the rights of contributors in strict accordance with the laws, and shall not jeopardize the legitimate rights and interests of the Company and the public shareholders by way of profit distribution, asset reorganization, external investment, capital appropriation, loan guarantee, etc., and shall not utilize their controlling position to jeopardize the interests of the Company and other shareholders.

Chapter 9 General Meeting

Section 1 General Provisions on General Meeting

Article 49 The general meeting shall be the organ of highest authority of the Company and shall exercise the following functions and powers in accordance with the law.

- (1) Elect and replace directors, decide on remuneration matters of the relevant directors;
- (2) Elect and replace supervisors who are not employee representatives, decide on remuneration matters of the relevant supervisors;

- (3) Consider and approve the reports of the Board;
- (4) Consider and approve the reports of the Supervisory Committee;
- (5) Consider and approve the profit distribution plan and loss compensation plan of the Company;
- (6) Pass resolutions on the increase or reduction of registered capital or share capital of the Company;
- (7) Pass resolutions on the matters of merger, division, dissolution, liquidation or variation of corporate forms of the Company;
- (8) Pass resolutions on the issuance of bonds, any class of shares, warrants and other securities and listing;
- (9) Pass resolutions on the appointment, dismissal or non-renewal of accounting firms;
- (10) Make amendments to the Articles of Association;
- (11) Consider the proposals from shareholders who, individually or jointly, hold more than 1% of the shares of the Company with voting rights;
- (12) Consider and approve the repurchase of the shares of the Company;
- (13) Consider and approve the matters relating to the Company's purchase or sale of material assets within one year, external investment or guarantee amount exceeding 30% of the audited total assets of the Company for the latest period;
- (14) Consider and approve the external guarantees subject to approval at the general meeting as stipulated in the Articles of Association;
- (15) Resolutions on other matters that should be approved by a general meeting as required by laws, regulations, listing rules of stock exchange of the place where the shares of the Company are listed.

The general meeting may authorize the Board to make resolutions on the issuance of corporate bonds.

Subject to the relevant laws and regulations and the relevant provisions of the laws and regulations and listing rules of the place where the Company's shares are listed, the general meeting may authorize or delegate to the Board to handle the matters it has authorized or delegated to it, including but not limited to the granting by the general meeting to the Board, subject to applicable laws and regulations and the listing rules, of a general mandate for a period of three years to issue, allot and deal with additional shares in a number not exceeding fifty percent (50%) of the Company's issued shares (or any other lower percentage as provided in the applicable laws and regulations, or the listing rules of the place where the Company's shares are listed) as of the date of passing the resolution. For authorization granted to the Board by the general meeting, if the matter to be authorized is one that requires to be passed by an ordinary resolution, it should be passed by more than one-half of the shareholders (including proxies) with voting rights attending the general meeting; if the matter is required to be passed by a special resolution, it should be passed by more than two-thirds of the shareholders (including proxies) with voting rights attending the general meeting. The details of the authorization should be described in a clear and specific manner.

Article 50 Unless otherwise provided in the Articles of Association, matters of external guarantee of the Company must be considered and approved by the Board.

The following external guarantees made by the Company shall be subject to the consideration and approval at the general meeting:

- (1) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets;
- (2) Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 30% of the latest audited total assets;
- (3) Any guarantee provided by the Company within one year in an amount exceeding 30% of the Company's latest audited total assets;
- (4) Guarantees provided for guarantee recipients with a gearing ratio of over 70%;
- (5) A single guarantee with an amount exceeding 10% of the latest audited net assets;
- (6) Guarantees provided to shareholders, de facto controllers and their related parties;
- (7) Other external guarantees subject to consideration at the general meeting as required by laws and regulations and the listing rules of the stock exchange where the Company's shares are listed.

When considering a proposal on the provision of guarantee for a shareholder or de facto controller in the general meeting, such shareholder or shareholders controlled by such de facto controller shall not vote on the resolution, such resolution shall be passed by more than one-half of the voting rights held by other shareholders attending the general meeting.

Where special rules are provided in the listing rules of the stock exchange of the place where the shares of the Company are listed, such special rules shall apply.

Article 51 Except in special circumstances, such as when the Company is in crisis, without approval by the general meeting by way of a special resolution, the Company shall not enter into contract with any person other than a director or senior management to handover the management of all or a significant part of the operations of the Company to such person.

Article 52 General meetings include annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and shall be held within six months from the end of the preceding accounting year.

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

- (1) when the number of directors is less than the number prescribed by the Company Law or less than two-thirds of the number as required by the Articles of Association;
- (2) when the uncompensated losses of the Company reach one-third of the total share capital;
- (3) when shareholders, individually or jointly, hold more than 10% of the shares of the Company with voting rights, request in writing to convene an extraordinary general meeting;
- (4) when the Board considers necessary or when the Supervisory Committee proposes to convene a general meeting;
- (5) when more than two independent non-executive directors propose to convene a general meeting;
- (6) other circumstances as prescribed by laws, regulations, listing rules of stock exchange of the place where the shares of the Company are listed or the Articles of Association.

Under circumstances mentioned in items (3), (4) and (5) above, the matters proposed by the party requesting to convene a general meeting should be included in the agenda of the general meeting.

Section 2 Convening, Proposal and Notice of General Meeting

Article 53 The venue of the general meeting of the Company shall be the domicile of the Company or such place as specified in the notice of general meeting.

The general meeting will be held at a venue in the form of a physical meeting. The Company may provide the internet or other means approved by the securities regulatory authorities of the place where the Company's shares are listed to facilitate shareholders' participation in the general meeting. Shareholders who participate in the general meeting through the above means are deemed to have attended that meeting.

Article 54 General meetings are convened by the Board in accordance with the law, the chairman of the Board shall act as chairman of the meeting and shall preside over the meeting. When the chairman of the Board is unable to attend the meeting for any reason, more than half of the members of the Board may designate one director of the Company to convene the meeting on their behalf and act as chairman of the meeting. If the Board fails to designate a chairman for the meeting, more than half of the shareholders attending the meeting may elect one person to act as chairman of the meeting and preside over the meeting. If the shareholders fail to elect a chairman of the meeting due to whatever reason, the shareholder (including proxy) who holds the largest number of shares with voting rights attending the meeting shall act as the chairman of the meeting (other than HKSCC Nominees).

The chairman of the Supervisory Committee shall preside at any general meeting convened by the Supervisory Committee on its own. In the event that the chairman of the Supervisory Committee is unable to perform his/her duties or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.

A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenors.

If the chairman of the general meeting violates the rules of procedure and makes it impossible for the general meeting to continue, the general meeting may elect a person to act as the chairman of the meeting and continue the meeting with the consent of more than half of the voting shareholders attending the general meeting on site.

Article 55 Two or more independent non-executive directors have the right to propose to the Board to convene an extraordinary general meeting. In response to the proposal of independent non-executive directors requesting the convening of an extraordinary general meeting, the Board shall, in accordance with the 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, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within five days after the Board's resolution is made; if the Board does not agree to convene an extraordinary general meeting, it will provide explanation and make a public announcement.

If the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall apply.

Article 56 The Supervisory Committee shall have the right to propose to the Board to convene an extraordinary general meeting, which shall be submitted in writing to the Board. The Board shall, in accordance with the 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, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within five days after the Board's resolution is made, and any changes to the original proposal in the notice shall be approved by the Supervisory Committee. If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within ten days of receipt of the proposal, it shall be deemed that the Board is unable to fulfill or fails to fulfill its duty to convene the general meeting, and the Supervisory Committee may convene and preside over the meeting on its own.

Article 57 Shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board to convene an extraordinary general meeting, which shall be submitted in writing to the Board. The Board shall, in accordance with the 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, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days upon receipt of the request.

If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five days after the Board's resolution is made, and any changes to the original request in the notice shall be approved by the relevant shareholders. If the Board does not agree to convene an extraordinary general meeting, or fails to provide feedback within ten days upon receipt of the request, the shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall submit the request in writing to the Supervisory Committee.

If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five days upon receipt of the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. If the Supervisory Committee fails to give notice of general meeting within the prescribed period, it shall be deemed that the Supervisory Committee does not convene and preside over the general meeting, and shareholders holding individually or collectively more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting on their own.

Article 58 If the Supervisory Committee or the shareholders decide to convene a general meeting on their own, they must notify the Board in writing.

If shareholders convene a general meeting on their own, the percentage of shares held by the convening shareholders shall not be less than 10% before the announcement of the resolution of the general meeting.

The Board and the secretary to the Board will cooperate in respect of the general meetings convened by the Supervisory Committee or the shareholders on their own; the Board will provide the register of shareholders as at the record date; and the expenses necessary for the meeting will be borne by the Company.

Article 59 A notice shall be given by the convener 20 days before the annual general meeting to notify each shareholder of the time and venue of the meeting and matters to be deliberated, and a notice shall be given 15 days before the extraordinary general meeting to notify each shareholder of the time and venue of the meeting and matters to be deliberated.

Article 60 When the Company convenes a general meeting, the Board, the Supervisory Committee and the shareholders who, individually or jointly, hold more than 1% of the total number of shares of the Company with voting rights, shall have the right to submit new proposals in writing to the Company. Proposals which are within the scope of powers and responsibilities of the general meeting shall be included in the agenda of the meeting by the Company.

The shareholders who, individually or jointly, hold more than 1% of the total number of shares of the Company with voting rights, may propose ad hoc proposals and submit in writing to the convener 10 days prior to the date of general meeting. The convener shall issue a supplemental notice of general meeting within two days upon receipt of the proposals to announce the details of the ad hoc proposals, unless the ad hoc proposals are in violation of laws, administrative regulations or the provisions of the Articles of Association, or do not fall within the scope of authority of the general meeting.

In addition to the provisions of the preceding paragraph, after the notice of general meeting has been issued, the convener shall not alter the proposals or additional proposals specified in the notice of general meeting.

Proposals which are not specified in the notice of general meeting or do not comply with the requirements of the Articles of Association shall not be voted and adopted by resolution in the general meeting.

Article 61 Proposals for a general meeting shall comply with the following conditions:

- (1) the contents are not in conflict with the provisions of laws, regulations and the Articles of Association, and are within the scope of business of the Company and within the scope of powers and responsibilities of the general meeting;
- (2) the matters have definite topics and specific resolutions;
- (3) are submitted to the Board in writing.

Article 62 The notice of general meeting shall satisfy the following requirements:

- (1) It shall be made by way of announcement;
- (2) It specifies the place, date and time of the meeting;
- (3) It specifies the matters to be deliberated at the meeting;

- (4) Provision to the shareholders of the detailed information and explanations necessary for the shareholders to make sound decisions about the matters to be deliberated. This principle includes, but is not limited to, the provision of the detailed terms and contracts, if any, of the proposed transactions and proper explanations about related causes and effects when the Company proposes merger, repurchase of shares, reorganization of share capital or other restructuring;
- (5) If any of the directors, supervisors, general managers or other senior management has material interest in the matter to be deliberated, the nature and extent of the interest shall be disclosed. If the matter to be deliberated affects any director, supervisor, general manager or other senior management as a shareholder in a manner different from how it affects other shareholders of the same class, the difference shall be explained;
- (6) Inclusion of the full text of any special resolution to be proposed for adoption at the meeting;
- (7) A prominent explanation that all shareholders are entitled to attend the general meeting, a shareholder who is entitled to attend and vote at the general meeting may appoint one or more proxies in writing to attend and vote at the meeting on his behalf and it is not necessary for such proxies to be shareholders;
- (8) It specifies the delivery time and place of the form of proxy for voting at the meeting;
- (9) It specifies the record date for shareholders who are entitled to attend the meeting;
- (10) It contains the name and contact methods of the contact person for meeting affairs;
- (11) Voting times and voting procedures by internet or other means.

Article 63 If the general meeting intends to discuss matters relating to the election of directors and supervisors, the notice of the general meeting will fully disclose the details of the candidates for directors and supervisors, including at least the following:

- (1) Personal information such as educational background, work experience and concurrent positions;
- (2) Whether there is any connected relationship with the Company or its controlling shareholders and de facto controllers;
- (3) Disclosure of the number of shares held in the Company;

- (4) Whether or not he/she has been subject to any penalties imposed by securities regulatory authorities and other relevant authorities and disciplinary actions by the stock exchange;
- (5) Information required to be disclosed under the Hong Kong Listing Rules in relation to newly appointed, re-elected or re-designated directors or supervisors.

Each candidate for director or supervisor shall be proposed in a separate proposal, except for the election of directors and supervisors under the cumulative voting system.

Article 64 Subject to compliance with the laws and regulations and the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, the Company may give notice of a general meeting by posting it on the Company's website and the designated website of the Hong Kong Stock Exchange, or in any other manner permitted by the Hong Kong Listing Rules and the Articles of Association.

Article 65 After giving notice of a general meeting, the general meeting shall not be adjourned or cancelled without a valid reason, and the proposals set out in the notice of the general meeting shall not be cancelled. In the event of an adjournment or cancellation, the convenor shall make an announcement at least two working days prior to the original date of the meeting and provide explanation.

Section 3 Convening of, Voting at and the Passing of Resolutions at General Meetings

Article 66 All shareholders or their proxies registered on the record date are entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

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

Article 67 Any shareholder who is entitled to attend the general meeting and has the right to vote may appoint one or more proxies (whether or not shareholders) to attend and vote on his behalf. Such proxies shall exercise the following rights in accordance with the authorization of shareholders:

- (1) The shareholder's right to speak at the general meeting;
- (2) The right to demand, by himself or jointly with others, voting by poll;
- (3) Unless otherwise provided in the listing rules of the stock exchange on which the shares of the Company are listed or in other laws and regulations, the right to vote may be exercised by poll, but when a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.

Article 68 Individual shareholders attending the meeting in person shall present their own identity cards or other valid documents or certificates that can indicate their identity; if a proxy attends the meeting, he/she shall present his/her own valid identity card and the power of attorney of the shareholder.

Corporate shareholders shall be represented at the meeting by a legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and a valid certificate proving his/her qualification as a legal representative; if he/she appoints a proxy to attend the meeting, the proxy shall present his/her identity card and a written power of attorney issued by the legal representative of the corporate shareholder in accordance with the laws.

Article 69 A shareholder shall appoint a proxy by an instrument in writing to be signed by the appointing shareholder or an agent authorized in writing. If the appointing shareholder is a corporate legal person, the seal of the corporate legal person should be affixed thereto or the instrument of proxy shall be signed by its director or a duly authorized agent.

Article 70 The instrument of proxy issued by a shareholder to appoint another person to attend a general meeting shall contain the following information:

- (1) The name of the proxy;
- (2) The number of shares of the principal represented by the proxy, or if several persons are appointed as proxies, the number of shares represented by each proxy;
- (3) Whether the proxy has voting rights;
- (4) Instructions to vote separately in favour of, against or abstain from voting on each of the matters included in the agenda of the general meeting for consideration;
- (5) The date of issuance and validity period of the instrument of proxy;
- (6) The signature (or seal) of the principal. If the proxy is a corporate shareholder, the seal of the legal entity shall be affixed.

Article 71 The instrument of proxy for voting shall be deposited at the domicile address of the Company or other place as specified in the notice of meeting at least 24 hours prior to the convening of the relevant meeting relevant to the instrument of proxy or 24 hours prior to the specified voting time. If the instrument of proxy is signed by another person authorized by the appointer, the power of attorney authorizing the signatory or other authorizing documents shall be notarized. The notarized power of attorney or other authorizing documents shall be deposited, together with the instrument of proxy for voting, at the domicile address of the Company or other place as specified in the notice of meeting.

If the appointer is a corporate legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall attend the general meeting on its behalf. If the appointer is an unincorporated organization, the person in charge of the organization or the person authorized by the resolution of the decision-making body shall attend the general meeting of the Company as the representative.

If the shareholder is a recognized clearing house (or its proxy) as defined in the relevant ordinance enacted from time to time in Hong Kong, such shareholder may authorize one or more persons who are considered to be suitable to attend any general meeting or creditors' meeting and exercise the right to speak and vote on its behalf, however if more than one person are authorized, the instrument of proxy shall specify the class and number of shares authorized in respect of each proxy. The authorized person may exercise the right on behalf of the recognized clearing house (or its proxy) (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if he is an individual shareholder of the Company.

Article 72 The form of proxy issued by the Board to shareholders for appointing proxies of shareholders shall allow the shareholders to elect freely on giving for or against voting instructions to the proxy and the respective instructions on each of the issues to be voted relating to each topic of deliberation at the meeting. The instrument of proxy shall specify if no instrument is given by the shareholder, the proxy may vote at its own will.

Article 73 If the appointer has died, has lost capacity to act, has withdrawn the appointment, has withdrawn the authorization to sign, or has transferred the relevant shares prior to voting, as long as the Company has not received any notice in writing regarding these matters prior to commencement of the relevant meeting, the vote cast by the proxy in accordance with the instrument of proxy remains valid.

Article 74 The Company shall be responsible for the preparation of the register of attendees of the meeting. The register of the meeting shall contain the name (or the name of the organization), identity card number, residential address, the number of voting shares held or represented, and the name (or the name of the organization) of the appointer of proxy, etc.

Article 75 The convenor will verify the legitimacy of the shareholders' qualifications on the basis of the valid register of shareholders and register the names of the shareholders and the number of voting shares held by them. The registration of the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held.

Article 76 When the general meeting is convened, all directors, supervisors and secretary to the Board of the Company shall attend the meeting, and the general manager and other senior management shall be present at the meeting.

Article 77 At the annual general meeting, the Board and the Supervisory Committee shall make a report to the general meeting on their work in the past year. Each independent non-executive director shall also make a report on his/her duties.

Article 78 Directors, supervisors and senior management shall provide explanations and clarifications in response to shareholders' inquiries and suggestions at the general meeting.

Article 79 The chairman of the meeting shall announce the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held before voting, and the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held shall be based on the registration of the meeting.

Article 80 The general meeting shall have minutes, which shall be taken by the secretary to the Board.

The minutes shall contain the following information:

- (1) The time, venue, agenda and name of the convenor of the meeting;
- (2) The names of the chairman of the meeting and the directors, supervisors, managers and other senior management attending or present at the meeting;
- (3) The number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentage of the total number of shares of the Company;
- (4) The deliberation of each proposal, the main points of the speeches made and the voting results;
- (5) Shareholders' inquiries or suggestions and the corresponding replies or explanations;
- (6) The names of the vote counters and scrutineers;
- (7) Other contents that are required to be included in the minutes of the meeting in accordance with the relevant regulations.

Article 81 The convenor shall ensure that the contents of the minutes are true, accurate and complete. The directors, supervisors, secretary to the Board of Directors, the convenor or his/her representative and the chairman of the meeting attending the meeting shall sign on the minutes of the meeting. The minutes shall be kept together with the signature book of the shareholders attending the meeting on-site and the proxy forms, as well as the valid information on voting by internet and other means, for a period of at least ten years.

Article 82 The convenor shall ensure that the general meeting is held continuously until a final resolution is formed. If a general meeting is suspended or a resolution cannot be reached due to force majeure or other special reasons, necessary measures shall be taken to resume the general meeting as soon as possible or to terminate the general meeting directly, and a timely announcement shall be made.

Article 83 Resolutions of general meeting include ordinary resolutions and special resolutions.

An ordinary resolution approved by a general meeting shall be passed by more than one-half of the voting rights held by the shareholders (including proxies) attending the general meeting.

A special resolution approved by a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) attending the general meeting.

Article 84 A shareholder (including a proxy) who votes at the general meeting shall exercise the voting rights conferred by the number of shares with voting rights represented by him, and each share carries one vote.

The shares of the Company held by the Company itself do not carry voting rights, and such portion of shares will not be counted in the total number of shares with voting rights.

When matters relating to connected transactions are considered at a general meeting, connected shareholders shall not participate in the voting and the number of voting shares represented by them shall not be counted towards the total number of valid votes. If it is provided in the Hong Kong Listing Rules that any shareholder is required to abstain from voting on certain resolution, or any shareholder is restricted to only vote for (or against) a certain resolution, in case of any violation of the relevant provision or restriction, the vote cast by the shareholder or his proxies shall not be counted.

Resolutions covered under Rules 2.2 and 2.10 of the Code on Takeovers and Mergers and Rule 3.3 of the Code on Share Buy-backs of the Hong Kong Securities and Futures Commission, and other resolutions that should only be passed by the H shareholders in accordance with the relevant provisions of the Hong Kong Listing Rules, the Code on Takeovers and Mergers and the Code on Share Buy-backs as amended from time to time, should be passed by, and only by the H shareholders at the general meeting.

Article 85 Resolutions submitted for voting at the general meeting of the Company are required to be voted by way of registered poll, unless otherwise provided by the listing rules of the stock exchange or other laws and regulations of the place where the Company's shares are listed.

Article 86 In the voting process, if a shareholder (including a proxy) has two or more votes, it is not necessary for him to cast all votes for or against a resolution.

The same vote may only be cast once at the physical meeting or by online voting or other means. In the event of multiple casting of the same vote, only the first casting of such vote shall be counted.

Article 87 The following matters shall be approved by ordinary resolutions in a general meeting:

- (1) election and replacement of directors and decision on remuneration matters of the relevant directors;
- (2) election and replacement of non-employee representative supervisors and decision on remuneration matters of the relevant supervisors;
- (3) approval of reports of the Board and the Supervisory Committee;
- (4) approval of the profit distribution plan and loss compensation plan of the Company;
- (5) resolution on the appointment, dismissal or non-renewal of accounting firms by the Company;
- (6) annual report of the Company;
- (7) other matters except for those required to be passed by special resolutions in accordance with the laws, regulations, listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association.

Article 88 The following matters shall be approved by special resolutions in a general meeting:

- (1) an increase or reduction in the registered capital or share capital of the Company;
- (2) the issuance and listing of corporate bonds, any class of shares, warrants or other securities;
- (3) the division, merger, dissolution, liquidation or change in corporate form of the Company;

- (4) amendment of the Articles of Association;
- (5) consideration and approval for the repurchase of shares of the Company;
- (6) consideration and approval of matters regarding the purchase and sale of significant assets within one year, external investment or amount of guarantee exceeding 30% of the audited total assets of the Company for the latest period;
- (7) other matters required to be passed by special resolutions under the laws, regulations, listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association and confirmed by ordinary resolutions in a general meeting of their material impact on the Company.

Article 89 The list of candidates for directors and supervisors shall be submitted to the general meeting for voting by way of proposal.

Article 90 Except for the cumulative voting system, the general meeting will vote on all proposals one by one, and if there are different proposals on the same matter, the proposals will be voted on in the order in which they were submitted. The general meeting will not set aside or withhold voting on the proposals, unless the general meeting is suspended or unable to reach a resolution due to special reasons such as force majeure.

When a proposal is considered at a general meeting of shareholders, no changes shall be made to the proposal; otherwise, the relevant changes shall be deemed to be a new proposal and cannot be voted on at the current general meeting.

Article 91 Before a proposal is voted on at a general meeting, two representatives of shareholders shall be elected to participate in vote counting and scrutinizing. Where the matter under consideration is related to shareholders, the relevant shareholders and their proxies shall not participate in vote counting and scrutinizing.

When a proposal is voted on at a general meeting, the representatives of shareholders and supervisors shall be jointly responsible for vote counting and scrutinizing, and the voting results shall be announced on the spot, and the voting results of the resolutions shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who vote through the internet or by other means are entitled to check their votes through the relevant voting system.

Article 92 The general meeting shall end on-site no earlier than online or otherwise, and the chairman of the meeting shall announce the vote on each proposal and the result thereof, and whether or not the proposal has been approved based on the voting result.

Before the official announcement of the voting results, the Company, vote counters, scrutineers, substantial shareholders, network service providers and other relevant parties involved in the on-site, internet and other voting methods of the general meeting shall be obliged to maintain confidentiality with respect to the voting situation.

Article 93 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: approval, objection or abstention, unless the securities depositary and clearing agency, as the nominal holder of the shares under the Mainland-Hong Kong Stock Connect, makes a declaration based on the intention of the actual holder.

Votes that are not filled in, incorrectly filled in, illegible, or not cast shall be deemed to be a waiver of the voter's right to vote, and the voting result for the number of shares held by the voter shall be counted as an "abstention".

Article 94 If the chairman of the meeting has any doubt on the voting result of the resolution put to vote, he may re-count the number of votes; if the chairman of the meeting does not re-count the votes, the shareholders or proxies attending the meeting who dissents the result announced by the chairman of the meeting shall have the right to demand a re-counting immediately after announcing the result, and the chairman of the meeting shall conduct a re-counting immediately.

Article 95 If the general meeting conducts a re-counting, the result of re-counting should be recorded in the minutes of meeting.

Article 96 Resolutions of general meetings shall be announced in a timely manner in accordance with relevant laws and regulations and the relevant provisions of the Hong Kong Listing Rules, and the announcements shall set out the number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentage in the total number of voting shares of the Company, the voting method, the voting results of each proposal and the details of each resolution passed, and other contents required to be announced under the Hong Kong Listing Rules.

Article 97 If the proposal is not passed, or if the current general meeting changes the resolution of the previous general meeting, a special notice shall be made in the announcement of the resolution of the general meeting.

Article 98 If the general meeting approves the proposals for the election of directors and supervisors, the new directors and supervisors shall assume office at the time specified in the resolutions of the general meeting; if the resolutions of the general meeting do not specify the time of assumption of office, the new directors and supervisors shall assume office after the resolutions of the general meeting are made.

Article 99 If the general meeting approves a proposal for cash distribution, stock dividends or conversion of capital reserves to share capital, the Company will implement the specific plan within two months after conclusion of the general meeting.

Chapter 10 Board of Directors

Article 100 The Board is composed of eight directors, including one chairman.

The directors of the Company comprise executive directors, non-executive directors and independent non-executive directors, and the number of independent non-executive directors shall account for at least one-third of the members of the Board and shall not be less than three persons.

Article 101 Directors are elected by the general meeting with a term of office of three years, and are eligible for consecutive appointment if re-elected, unless otherwise provided by the laws and regulations, the Hong Kong Listing Rules and the Articles of Association.

The chairman is elected and dismissed by more than one-half of all directors, whom shall have a term of office of three years, and be eligible for consecutive appointment if re-elected.

If a re-election is not held timely after expiration of the term of a director, or the number of Board members falls below the statutory minimum due to the resignation of a director during his term of office, before the re-elected director takes office, the original director shall continue to perform the duties of a director in accordance with laws, regulations and the Articles of Association.

Provided no other requirements in the relevant laws, regulations and the listing rules of the stock exchange where the shares of the Company are listed, and subject to compliance with the relevant laws and regulations by the general meeting, a director before expiration of his term of office may be removed by way of an ordinary resolution (but the claims for compensation pursuant to any contract will not be affected).

The written notices regarding the intention to nominate a candidate for director and the acceptance of nomination by such candidate shall be given to the Company no less than 7 days prior to the date of convening the shareholders' general meeting provided that such notices shall not be given before the shareholders' general meeting notice.

Directors are not required to be holders of shares of the Company.

A director may be concurrently served by general manager or other senior management personnel, but the total number of directors concurrently serving as general managers or other senior management shall not exceed one-half of the total number of directors of the Company.

Article 102 Each director shall have the qualifications for appointment as required under the laws of the PRC and shall not be a person who is forbidden to act as director as provided under the laws of the PRC.

The powers of independent non-executive directors and the relevant matters shall be subject to the relevant requirements of laws and regulations and the listing rules of the stock exchange where the shares of the Company are listed.

Article 103 The Board exercises the following functions and powers:

- (1) responsible for convening general meetings and report its work to the general meeting;
- (2) implementing resolutions of the general meeting;
- (3) making decisions on the operation plans and investment plans of the Company;
- (4) formulating profit distribution plans and loss compensation plans of the Company;
- (5) formulating plans to increase or reduce registered capital of the Company and the plans to issue corporate bonds and other securities;
- (6) formulating proposals for the merger, division, dissolution, liquidation or change of corporate forms of the Company;
- (7) making decision on the internal management structure and mechanisms of the Company;
- (8) appointment or dismissal of the general manager of the Company, and the appointment or dismissal of the deputy general manager, secretary to the Board, chief financial officer and other personnel who should be appointed or dismissed by the Board according to the nominations made by the general manager, and making decisions on their remuneration matters;
- (9) formulating the basic management system of the Company;
- (10) formulating the proposal of amendments to the Articles of Association;
- (11) formulating the share repurchase plan of the Company;
- (12) managing the information disclosure matters of the Company;
- (13) proposing to the general meeting for appointment or change of the accounting firm responsible for the Company's audit;
- (14) receiving reports on the work of the general manager of the Company and supervising the work of the general manager;
- (15) other powers conferred by laws and regulations, the listing rules of the stock exchange of the place where the shares of the Company are listed, the Articles of Association or the general meeting.

When the Board makes decisions on matters as mentioned in the preceding paragraph, except for items (5), (6), (10) and (11) which are required to be approved by the votes of more than two-thirds of all directors, the other items may be approved by the votes of more than one-half of all directors.

Article 104 The Board of the Company shall establish an audit committee, a nomination committee and a remuneration and assessment committee. The special committees are accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and decision. All members of the special committees shall be directors, and independent non-executive directors shall account for a majority of the members of the special committees. The Board is responsible for formulating the terms of reference of the special committees to regulate the operation of the special committees.

Article 105 The chairman of the Board exercises the following functions and powers:

- (1) preside over general meetings, convene and preside over Board meetings;
- (2) supervise and examine the implementation of Board resolutions;
- (3) other functions and powers conferred by the Board.

When the chairman is unable to perform his duties, a director elected by more than one-half of all directors may act on his behalf.

Article 106 Meetings of the Board shall be convened at least four times per year and shall be presided by the chairman of the Board. When the chairman is unable or fails to perform his duties, Board meetings shall be convened and presided over by a director elected by more than one-half of all directors to convene and preside over the meeting.

When a proposal is made by shareholders with more than one-tenth of voting rights, or more than one-third of all directors, or the Supervisory Committee, or more than one-half of independent non-executive directors, or when the chairman of the Board considers it as necessary, an extraordinary Board meeting may be convened. The chairman of the Board shall convene and preside over an extraordinary Board meeting within 10 days upon receipt of the proposal.

The general manager and the supervisors may attend the Board meetings.

Article 107 The notice of a regular Board meeting shall be delivered to all directors, supervisors and the general manager 14 days prior to the date of holding the meeting.

The notice of an extraordinary Board meeting shall be delivered to all directors, supervisors and the general manager 5 days prior to the date of holding the meeting.

The notices of regular and extraordinary Board meetings shall set out the reasonable details of the agenda of the meetings and shall at least include the following contents:

- (1) date and place of the meeting;
- (2) duration of the meeting;

- (3) reasons and agenda;
- (4) method of holding the meeting;
- (5) date of issuing the notice.

Article 108 Unless otherwise provided in the Articles of Association, a Board meeting may be convened only when more than one-half of the directors are present.

Directors may participate in Board meetings through a telephone conference or video conference participated by various parties, the participation in a Board meeting by this method shall constitute a presence at the meeting in accordance with the provisions of this Article.

Board meeting adopts voting by open ballot, each director has one vote. When the Board approves a resolution, it must be passed by more than one-half of all directors.

A director who is related to an enterprise involved in a matter resolved at a Board meeting may not exercise his/her voting rights on the resolution, nor may he/she exercise his/her voting rights on behalf of other directors. The Board meeting can be held with the attendance of more than half of the unrelated directors, and the resolution made at the Board meeting shall be passed by more than half of the unrelated directors. If the number of unrelated directors attending the board meeting is less than three, the matter shall be submitted to the general meeting for consideration.

Other than exceptions specifically prescribed in the Articles of Association of the Company as approved by the Hong Kong Stock Exchange or the Hong Kong Listing Rules, a director shall not vote on Board resolutions approving contracts or arrangements or any other proposals in which he or any of his close associates has material interest; in ascertaining whether a quorum for the meeting is present, he himself shall not be counted therein.

For any matters of material importance that have to be decided by the Board, sufficient data should be provided to the directors. Directors may request for the provision of supplementary materials. When more than one-fourth of the directors or more than two independent non-executive directors consider that the information is insufficient or the arguments are not clear, they may jointly propose to delay the convening of a Board meeting or to postpone that part of discussion by the Board meeting, and the Board shall accept such a request.

Article 109 Directors shall attend the Board meetings in person. If a director cannot attend a meeting due to any reasons, he may appoint another director in writing to attend the meeting and vote on his behalf, the instrument of proxy shall state the name of the appointee, matters to be handled by the proxy, the scope of authorization and the effective period, and such instrument shall be signed or sealed by the appointing director.

The proxy director who attends the meeting shall exercise the rights of the director within the scope of authorization. If a director is unable to attend a particular Board meeting and fails to appoint a proxy to attend, he should be deemed to have waived his voting rights in that meeting.

Article 110 The Board shall record the decisions on the matters considered at the meeting as the minutes of meeting. The attending directors and recording person at the meeting should sign on the minutes of meeting. The minutes of Board meetings shall be kept in files by the Company as archives for a period of not less than 10 years.

Article 111 The minutes of the Board meeting shall include the following:

- (1) The date and venue of the meeting and the name of the convenor;
- (2) The names of the directors attending the meeting and the names of the directors (proxies) appointed by others to attend the Board meeting;
- (3) Agenda of the meeting;
- (4) The main points of the directors' speeches;
- (5) The voting method and result of each resolution (the voting result shall contain the number of votes in favour of, against or abstaining from voting).

Article 112 Directors shall be responsible for resolutions passed by the Board meeting. If a Board resolution is in breach of the laws, regulations or the Articles of Association and causes the Company to suffer serious losses, the directors who have participated in passing the resolution shall be liable for compensation to the Company. However, if it can be proved that such director has expressed dissent and has been recorded in the minutes of meeting, then such director may be exempt from liability.

Chapter 11 Secretary to the Board

Article 113 The Company has a secretary to the Board. The secretary to the Board is a senior management of the Company, and will be appointed or dismissed by the Board.

Article 114 The secretary to the Board shall be natural persons who have necessary professional knowledge and experience and appointed by the Board. The major duties include:

- (1) to ensure the Company has complete organization documents and records;
- (2) to ensure the Company prepares and delivers reports and documents required by competent authorities in accordance with the laws;
- (3) to ensure that the register of shareholders of the Company are duly established, to ensure that persons who are entitled to receive the relevant records and documents of the Company will be able to receive the relevant records and documents in a timely manner;
- (4) to be responsible for coordinating and organizing matters of information disclosure of the Company;
- (5) other functions and duties provided in the Articles of Association or delegated by the Board.

Article 115 Directors or senior management of the Company may act concurrently as secretary to the Board. The accountants of the accounting firm engaged by the Company shall not concurrently act as secretary to the Board.

Chapter 12 General Manager

Article 116 The Company has one general manager, who will be appointed or dismissed by the Board.

The Company has one chief financial officer, who will be nominated by the general manager and appointed, or dismissed, by the Board.

The general manager and other senior management shall have a term of three years per session, and may be eligible for consecutive appointment upon renewal.

Article 117 The general manager is directly accountable to the Board and exercises the following functions and powers:

- (1) to oversee the production, operation and management of the Company, to organize and implement the resolutions of the Board;
- (2) to organize and implement the annual operation plan and investment plans of the Company;
- (3) to formulate proposals of internal management structure and mechanisms of the Company;
- (4) to formulate proposals on the basic management system of the Company;
- (5) to enact the basic rules and regulations of the Company;
- (6) to propose the appointment or dismissal of deputy general managers and chief financial officer of the Company;
- (7) to appoint or dismiss the responsible management other than those to be appointed or dismissed by the Board;
- (8) other functions and powers conferred by the Articles of Association and the Board.

The general manager shall attend Board meetings; managers who are not directors do not have voting rights in the Board meetings.

Article 118 When the general manager exercises his functions and duties, he should perform the obligations of fiduciary and diligence in accordance with the requirements of laws, regulations and Articles of Association.

Article 119 If the general manager is involved in malpractices or serious misconduct, he may be replaced at any time after a resolution is passed by the Board meeting.

Article 120 A general manager may resign before the expiration of his or her term of office. The specific procedures and methods regarding the resignation of the general manager shall be agreed upon in the relevant contract between the general manager and the Company.

Chapter 13 Supervisory Committee

Article 121 The Company has a supervisory committee. The supervisory committee is composed of three members, one of whom acts as the chairman of the supervisory committee. The term of office of a supervisor is three years, upon expiration, a supervisor is eligible for consecutive appointment if re-elected.

Article 122 The members of the supervisory committee comprise two non-employee representative supervisors and one employee representative supervisor. The non-employee representative supervisors are elected and dismissed by the general meeting, the employee representative supervisor is elected and removed democratically by employees of the Company.

The appointment or dismissal of the chairman of the supervisory committee shall be approved by the votes of more than half of all members of the supervisory committee.

Article 123 The directors, general manager, chief financial officer and other senior management of the Company are forbidden to act as supervisors concurrently.

Article 124 The supervisory committee convenes at least two meetings per year. The meetings will be convened by the chairman of the supervisory committee. Supervisors may also propose to convene an extraordinary meeting of the supervisory committee. When the chairman of the supervisory committee is unable or fails to perform his duties, a supervisor elected jointly by more than one-half of the supervisors may convene and preside over the meetings of the supervisory committee.

Article 125 A notice of regular meeting of the supervisory committee shall be issued to all supervisors 14 days prior to the date of holding the meeting.

A notice of extraordinary meeting of the supervisory committee shall be issued to all supervisors 5 days prior to the date of holding the meeting.

The notices of regular and extraordinary meetings of the supervisory committee shall specify the reasonable details of the agenda of the meetings and shall at least include the following contents:

- (1) date and place of the meeting;
- (2) duration of the meeting;
- (3) reasons and agenda;
- (4) method of holding the meeting;
- (5) date of issuing the notice.

Article 126 A meeting of the supervisory committee may be held only when more than two-thirds of the supervisors are present.

Supervisors may participate in a meeting of the supervisory committee through a telephone conference or video conference participated by various parties. The participation in a meeting of the supervisory committee by this method shall constitute a presence at the meeting in accordance with the provisions of this Article.

Supervisory committee meeting adopts voting by open ballot, each supervisor has one vote. When the supervisory committee approves a resolution, it must be passed by the votes of more than half of all members of the supervisory committee.

Article 127 The supervisory committee is accountable to the general meeting and exercises the following functions and powers in accordance with the laws:

- (1) examine the financial affairs of the Company;
- (2) supervise the actions of directors, general manager and other senior management of the Company in the course of performing their duties and propose the dismissal of directors and senior management who violate laws, administrative regulations, the Articles of Association or resolutions of the general meeting;
- (3) when the acts of directors, general manager and other senior management are harmful to the interests of the Company, demand rectification from the aforesaid persons;
- (4) verify the financial information, such as financial report, operation report and profit distribution plan, proposed to be submitted to the general meeting by the Board, if any queries arise, a certified public accountant or practising auditor may be appointed in the name of the Company to conduct re-examination;
- (5) propose the convening of an extraordinary general meeting and convene and preside over a general meeting when the Board fails to fulfill its duty to convene and preside over a general meeting as stipulated in the Company Law and the Articles of Association;
- (6) submit proposals to the general meeting;
- (7) initiate litigation against directors and senior management in accordance with the provisions of the Company Law;
- (8) other functions and powers stipulated in laws, regulations and the Articles of Association.

Supervisors shall attend Board meetings.

The Supervisory Committee may request the directors and senior management to submit reports on the performance of their duties. Directors and senior management shall truthfully provide the Supervisory Committee with relevant information and data and shall not impede the Supervisory Committee from exercising its powers.

Article 128 Meetings of the supervisory committee shall be attended by the supervisors in person. If a supervisor is unable to attend due to any reasons, he may appoint another supervisor in writing to attend the meeting and vote on his behalf. The instrument of proxy shall specify the name of the proxy, the authorized matters, the scope of authorization and the valid period, and shall be signed or sealed by the appointing supervisor.

The proxy supervisor attending the meeting on his behalf shall exercise the rights of a supervisor within the scope of authorization. If a supervisor fails to attend a supervisory committee meeting and has not appointed any proxy to attend instead, such supervisor shall be deemed to have waived his voting rights in that meeting.

Article 129 The supervisory committee shall record the decisions on the matters considered at the meeting as the minutes of meeting. The attending supervisors and recording person at the meeting should sign on the minutes of meeting. The minutes of meetings of the supervisory committee shall be kept in files by the Company as archives for a period of not less than 10 years.

Article 130 The reasonable expenses arising from the appointment of professionals, including lawyers, certified public accountants and practising auditors, by the supervisory committee in exercising its powers shall be borne by the Company.

Article 131 The supervisors shall perform supervisory duties honestly in accordance with the laws, regulations and the Articles of Association.

Chapter 14 Qualifications and Obligations of the Directors, Supervisors and Senior Management

Article 132 A person may not serve as a director, supervisor, general manager or other senior management under any of the following circumstances:

- (1) A person without capacity or with restricted capacity for civil acts;
- (2) A person who is involved in corruption, bribery, infringement of property, misappropriation of property or sabotaging the order of socialist market economy and has been punished because of such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed since the date of completion of such punishment or deprivation, and in case of a suspended sentence, less than two years have elapsed since the date of expiration of the probationary period;
- (3) A person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of such company or enterprise;
- (4) A person who is a former legal representative of a company or enterprise which had its business license revoked due to violation of the law and who is personally liable, where less than 3 years have elapsed since the date of the revocation of the business license or being ordered for closure;

- (5) A person who has a relatively large amount of debts due and outstanding and is listed as a judgment defaulter by the people's court;
- (6) A person who is punished by the securities regulatory authority under the State Council and prohibited from entering the securities market, where the period of punishment has not yet expired;
- (7) Circumstances specified by laws and regulations, listing rules of stock exchange in the place where the shares of the Company are listed or requirements of relevant laws and regulations of the place where the shares of the Company are listed.

If any director, supervisor, general manager or other senior management has been elected, appointed or employed in violation of the provisions of this Article, such election, appointment or employment shall be void and invalid. If such circumstances arise during the term of office of any director, supervisor, general manager or other senior management, the Company shall remove such person from office.

Article 133 Directors, supervisors and senior management of the Company shall abide by the laws, administrative regulations and the Articles of Association.

Article 134 Directors, supervisors and senior management have a fiduciary duty to the Company and shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not utilize their positions to gain undue advantage.

Directors, supervisors and senior management have a duty of diligence to the Company and shall exercise the reasonable care normally expected of a manager in performing their duties in the best interests of the Company.

The provisions of the preceding two paragraphs shall apply if the controlling shareholders or de facto controllers of the Company do not serve as directors of the Company but actually manage the affairs of the Company.

Article 135 Directors, supervisors and senior management shall not engage in the following acts:

- (1) embezzle the Company's property or misappropriate the Company's funds;
- (2) deposit the Company's funds in any account opened in his/her own name or in the name of any other individual;
- (3) use his or her authority to offer bribes or receive other illegal income;
- (4) accept commissions for transactions between others and the Company for his or her own use;
- (5) disclose the Company's secrets without authorization;
- (6) other acts that violate the fiduciary duty to the Company.

Article 136 Directors, supervisors and senior management, who directly or indirectly enter into contracts or conduct transactions with the Company, shall report to the Board or the general meeting on matters relating to the entering into of contracts or the conduct of transactions, which shall be passed by way of a resolution of the Board or the general meeting in accordance with the provisions of the Articles of Association.

The provisions of the preceding paragraph shall apply to the entering into of contracts or transactions with the Company by close family members of the directors, supervisors and senior management, enterprises directly or indirectly controlled by the directors, supervisors and senior management or their close family members, and connected persons who have other relationships with the directors, supervisors and senior management.

Article 137 Directors, supervisors and senior management shall not take advantage of their positions to seek business opportunities belonging to the Company for themselves or others, except for any of the following circumstances:

- (1) reporting to the Board or the general meeting and passing a resolution by the Board or the general meeting in accordance with the provisions of the Articles of Association;
- (2) the business opportunity cannot be utilized by the Company in accordance with the provisions of laws, administrative regulations or the Articles of Association.

Article 138 Directors, supervisors and senior management shall not engage in or operate for others any business of the same kind as that of the Company in which they are employed without reporting to the Board or the general meeting and passing a resolution by the Board or the general meeting in accordance with the provisions of the Articles of Association.

Article 139 Income derived by directors, supervisors and senior management in violation of the provisions of Articles 135 to 138 of the Articles of Association shall belong to the Company.

Article 140 If the general meeting requests the presence of directors, supervisors and senior management, the directors, supervisors and senior management shall be present at the meeting and be available for questioning by the shareholders.

Article 141 Directors, supervisors and senior management shall be liable for compensation for any losses caused to the Company as a result of the performance of their duties in violation of laws, administrative regulations or the Articles of Association.

Article 142 In case the directors or senior management are involved in the circumstances stipulated in the preceding Article, the shareholders who have individually or collectively held more than 1% of the shares of the Company for more than 180 consecutive days may request the Supervisory Committee in writing to file a lawsuit with the people's court; and in case the supervisors are involved in the circumstances stipulated in the preceding Article, the aforesaid shareholders may request the Board in writing to file a lawsuit with the people's court.

If the Supervisory Committee or the Board refuses to file a lawsuit upon receipt of a written request from the shareholders as stipulated in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the shareholders as stipulated in the preceding paragraph shall have the right to file a lawsuit directly to the people's court in their own names for the interests of the Company.

If others infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may file a lawsuit with the people's court in accordance with the provisions of the preceding two paragraphs.

If the directors, supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances stipulated in the preceding Article, or if others infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders who have held, individually or collectively, more than 1% of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs, request the supervisory committee and board of directors of the wholly-owned subsidiary in writing to file a lawsuit with the people's court or directly file a lawsuit with the people's court in their own names.

Article 143 If the directors or senior management violate the provisions of laws, administrative regulations or the Articles of Association and jeopardize the interests of the shareholders, the shareholders may file a lawsuit with the people's court.

Article 144 If the directors or senior management perform their duties in a way that causes damage to others, the Company shall be liable for compensation; the directors or senior management shall also be liable for compensation if there is intent or gross negligence on their part.

Article 145 Controlling shareholders and de facto controllers of the Company who instruct directors and senior management to engage in acts detrimental to the interests of the Company or its shareholders shall be jointly and severally liable with such directors and senior management.

Article 146 The Company may take out liability insurance for the compensation liabilities incurred by the directors for performing the duties of the Company during their terms.

After the Company has taken out or renewed liability insurance for its directors, the Board shall report to the general meeting on the amount of liability insurance taken out, the scope of coverage, and the insurance premium rate.

Chapter 15 Financial Accounting System and Profit Distribution

Article 147 The Company shall formulate its own financial and accounting systems in accordance with provisions of the laws, regulations and the laws and regulations and listing rules of the place where the Company's shares are listed.

Article 148 The accounting year of the Company is from 1 January to 31 December. All accounting vouchers, notes and receipts, reporting statements and accounting books are written in Chinese language.

Article 149 The Company shall prepare a financial report at the end of each accounting year, and verification and review of the financial report shall be conducted in accordance with the laws.

The financial report of the Company shall include the following contents:

- (1) a balance sheet;
- (2) a statement of profit;
- (3) a statement of cash flows;
- (4) a statement of changes in equity;
- (5) notes to financial statements.

The Company shall report, disclose and/or submit to shareholders annual reports, interim reports, results announcements and other documents in accordance with the relevant laws and regulations of the place where the Company's shares are listed, the Hong Kong Listing Rules and other relevant regulations.

Article 150 At each annual general meeting, the Board shall submit a financial report prepared by the Company in accordance with the relevant laws and regulations to the shareholders.

Article 151 The financial report of the Company shall be made available in the Company for inspection by shareholders 20 days prior to the date of the annual general meeting. Each shareholder of the Company is entitled to receive a copy of the financial report as mentioned in this Chapter.

Except provided otherwise in the Articles of Association, the Company shall deliver to each shareholder of overseas-listed shares a copy of the directors' report together with the aforesaid financial report by means permitted by the laws and regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed (including by way of publication on the website of the Company and on the website designated by the stock exchange of the place where the shares of the Company are listed) at least 21 days prior to the date of convening the general meeting. If there are other requirements of securities regulatory authority of the place where the shares of the Company are listed, such other requirements shall apply.

Article 152 The Company shall not establish account books other than the statutory account books. The Company's assets shall not be deposited in any personal account in the name of any individual.

Article 153 Capital reserve includes the following items:

- (1) premium on shares issued at a premium price;
- (2) any other income designated for the capital reserve by the regulations of the finance regulatory department of the State Council.

Article 154 The Company's profit distribution shall be in the form of cash or stock, and in principle, cash dividends shall be given priority.

The dividends and other payments the Company pays to holders of domestic shares are denominated and declared in RMB and payable in RMB within two months after the date of the announcement of the dividends. The dividends and other payments the Company pays to holders of foreign shares are denominated and declared in RMB and payable in foreign currency within two months after the date of the announcement of the dividends. The foreign currency required for the Company to pay cash dividends and other payments to shareholders of foreign shares shall be handled in accordance with the relevant foreign exchange administration regulations of the State.

Unless otherwise stipulated by relevant laws and regulations, the exchange rate for payments of cash dividends and other payments in foreign currency should adopt the average of the middle exchange rates of relevant foreign currency published on the website of the People's Bank of China for seven working days prior to the date of the announcement of dividends and other payments.

Article 155 The profits of the Company after payment of all tariff items shall be distributed in the following order:

- (1) to offset losses in prior years;
- (2) to extract 10% of the statutory reserve fund;
- (3) to extract the discretionary reserve fund;
- (4) to pay dividends to shareholders.

Article 156 If the accumulated amount of the Company's statutory reserve fund is more than 50% of the Company's registered capital, it may not be withdrawn.

If the Company's statutory reserve is not sufficient to offset the losses of the previous years, it shall offset the losses with the profits of the current year before withdrawing the statutory reserve in accordance with the provisions of the preceding paragraph.

After the statutory reserve fund is withdrawn, whether the discretionary reserve fund should be withdrawn or not shall be determined by the general meeting of shareholders.

Profit after tax remaining after the Company has offset its losses and withdrawn its reserves shall be distributed based on the percentage of shares held by the shareholders, unless the Articles of Association provides that such distribution shall not be made based on the percentage of shares held.

The Company's reserve fund may be used to offset the Company's losses, expand the Company's production operations or convert to increase the Company's capital. If the Company's losses are to be offset by reserves, the Company shall first utilize discretionary and statutory reserves; if such reserves are not sufficient to offset the losses, the Company may utilize capital reserves in accordance with relevant regulations. When the statutory reserve is transferred to increase the registered capital, the reserve retained shall not be less than 25% of the registered capital of the Company before the transfer.

If the Company still has losses after offsetting its losses in accordance with the preceding paragraph, it may reduce its registered capital to offset the losses. If the registered capital is reduced to offset the losses, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from the obligation to pay the capital contribution or the share capital.

Where the Company reduces its registered capital in accordance with the provisions of this Article, the provisions of paragraph 2 of Article 24 of the Articles of Association shall not apply, but it shall make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date on which a resolution to reduce the registered capital is made at the general meeting.

After the Company reduces its registered capital in accordance with the provisions of this Article, it shall not distribute profits until the accumulated amount of statutory and discretionary reserves reaches 50% of the Company's registered capital.

Article 157 Any amount paid up in advance of calls on any share of the Company may carry interest but shall not entitle the holders of the share to participate in a dividend subsequently declared in respect thereof such prepaid amount for said share(s).

Subject to complying with the relevant laws and regulations where the Company's shares are listed, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period.

Article 158 The Company shall appoint receiving agents on behalf of the holders of overseas-listed shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of such shares.

The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant provisions of the stock exchanges in the place where the Company is listed.

Chapter 16 Appointment of Accounting Firm

Article 159 The Company shall appoint an accounting firm which is qualified under the Securities Law, the Hong Kong Listing Rules and other relevant regulations to audit the accounting statements, verify net assets, and perform other related consulting services for a term of one year, which may be renewed.

Article 160 The accounting firm appointed by the Company shall hold office for a period commencing from the conclusion of this annual general meeting until the conclusion of the next annual general meeting.

Article 161 The accounting firm appointed by the Company shall have the following rights:

- (1) to inspect the accounting books, records and vouchers of the Company at any time; to require the directors, manager or other senior management of the Company to provide relevant information and explanation;
- (2) to require the Company to take all reasonable steps to obtain from the Company's subsidiaries such information and explanation as are necessary for the purpose of discharging its duties;
- (3) to attend the shareholders' general meetings and to receive all notices of, and other information relating to, the meeting that any shareholder is entitled to, and to speak at any general meeting in relation to matters concerning its role as the Company's appointed accounting firm.

Article 162 The Company shall ensure the provision of true and complete accounting documents, accounting books, financial accounting reports and other accounting information to the accounting firms engaged, and shall not refuse, conceal or misrepresent such information.

Article 163 Notwithstanding the terms set out in the contract between the accounting firm and the Company, shareholders at the shareholders' general meeting may, by way of ordinary resolution, resolve to remove such accounting firm before the expiration of its term of office, but without prejudice to the rights of the firm to claim for damages in respect of such removal.

Article 164 The remuneration of an accounting firm or the method of determining remuneration shall be determined by the general meeting of shareholders.

Article 165 The appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders at the shareholders' general meeting. The Board shall not appoint an accounting firm before the resolution of the general meeting.

Article 166 Prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof, and the accounting firm shall be entitled to make representations at the shareholders' general meeting. Whereas the accounting firm proposes to resign, it shall explain to the general meeting of shareholders whether the company has any improper circumstances.

Chapter 17 Merger and Division of the Company

Article 167 The merger or division of the Company shall be proposed by the Board, and upon approval in accordance with the procedures provided in the Articles of Association, it shall go through relevant examination and approval formalities according to the laws. Shareholder(s) objecting to merger or division of the Company may require the Company or the shareholders who are in favor of such merger or division to acquire his/her shares at a fair price. A special document about the content of the resolution on merger or division of the Company shall be made for inspection by the shareholders.

The aforesaid documents shall also be sent by way as permitted by the securities regulatory authority in where the Company's shares are listed to holders of overseas-listed shares of the companies listed.

Article 168 The merger of a company may be effected by way of a merger and a new consolidation.

As for a merger of the Company, all parties of the merger shall enter into a merger agreement, and prepare the balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the merger of the Company and shall publish a notice in a newspaper or the National Enterprise Credit Information Publicity System within 30 days of the date of such resolution. A creditor is able within 30 days of the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days of the date of the notice, to demand the Company to repay its debts or provide a corresponding guarantee.

After the merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.

Article 169 In the event of a merger between the Company and a company in which it holds more than 90% of the shares, the merged company is not subject to a resolution of the general meeting but shall notify other shareholders, who shall have the right to request the Company to acquire their shares at a reasonable price.

A merger by the Company may be effected without a resolution of the general meeting if the consideration to be paid for the merger does not exceed 10% of the Company's net assets.

A merger by the Company without a resolution of the general meeting in accordance with the provisions of the preceding two paragraphs shall be resolved by the Board.

Article 170 As for the division of a company, the properties thereof shall be divided accordingly.

As for the division of a company, the parties to the division shall enter into a division agreement, and the balance sheets and inventory of assets shall be prepared. The companies involved shall notify the creditors within 10 days of the date of the division of a company and shall publish a notice in a newspaper or the National Enterprise Credit Information Publicity System within 30 days of the date of such resolution.

Debts owed by the Company prior to the division shall be jointly assumed by the existing companies upon the division, save as otherwise agreed by written agreement with the Company and the creditors prior to the division.

Article 171 Where any of the registered items is changed due to a merger or division of a company, the Company shall process the changes of registration with the company registration authority. Should the Company be dissolved, it shall be deregistered according to laws. If a new company is established, it shall go through the registration for company establishment according to laws.

Chapter 18 Dissolution and Liquidation of the Company

Article 172 The Company shall be dissolved for the following reasons:

- (1) the expiration of the term of business provided for in the Articles of Association or the occurrence of other causes of dissolution provided for in the Articles of Association;
- (2) the general meeting has resolved to dissolve the Company;
- (3) merger or division of the Company entails the dissolution;
- (4) the business license is revoked or it is ordered to close down or be dissolved in accordance with the law;
- (5) when serious difficulties occur to the Company's operation and management and significant losses will be incurred to the shareholders by its continuance, and such difficulties cannot be solved by other means, the shareholders holding more than 10% of the total voting rights may request the people's court to dissolve our Company.

The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, announce the reasons for dissolution through the National Enterprise Credit Information Publicity System.

If the Company has any of the circumstances set forth in items (1) and (2) of the first paragraph of this Article and has not yet distributed its property to its shareholders, it may survive by amending the Articles of Association or by a resolution of the general meeting passed by more than two-thirds of the votes of the shareholders attending the general meeting.

Article 173 If the Company is dissolved pursuant to (1), (2), (4) and (5) to Article 172, it shall be liquidated. The directors shall be the Company's liquidation obligors, and a liquidation committee shall be established within 15 days after the dissolution circumstance arises, of which members shall be determined by the directors or the general meeting. If the liquidation committee is not duly set up or does not carry out liquidation after being set up, the interested parties may request the people's court to designate related persons to form a liquidation committee to carry out liquidation.

If the Company is dissolved pursuant to (4) to Article 172, the department or company registration authority that made the decision to revoke the business license, order closure or revocation may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out the liquidation.

If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 174 The liquidation committee shall notify all creditors of the Company within 10 days after its establishment and shall make a public announcement in a newspaper or the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice.

The creditors shall explain matters relating to their rights and provide relevant supporting documents. The liquidation committee shall register the creditor's rights.

In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.

Article 175 The liquidation committee shall perform the following duties during the liquidation:

- (1) to examine and take possession of the Company's assets and prepare a balance sheet and an inventory of assets;
- (2) to inform creditors by notice or announcement;
- (3) to deal with the outstanding affairs of the Company relating to liquidation;
- (4) to settle outstanding taxes as well as taxes arising in the course of liquidation;
- (5) to settle claims and debts of the Company;
- (6) to dispose of the remaining assets of the Company after the settlement of debts;
- (7) to represent the Company in civil proceedings.

Article 176 After the liquidation committee has examined and taken possession of the Company's assets and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation plan for approval of the shareholders' general meetings or the people's court.

The Company's property shall be settled in the following order: payment of settlement fees, employees' wages, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts.

The remaining property after repayment according to the preceding provision shall be distributed among the shareholders of the Company according to the types of shares and in proportion to the shares held by them.

During the liquidation period, the Company shall survive but shall not carry out operating activities irrelevant to the liquidation. The Company's property shall not be distributed to the shareholders before repayment according to the preceding provision.

Article 177 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and an inventory of assets, if it discovers that the Company's assets are insufficient to repay its debts in full, the liquidation committee shall apply to the people's court for bankruptcy and liquidation pursuant to law.

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

Article 178 The members of the liquidation committee shall perform their duties of liquidation with the obligations of fiduciary and diligence.

If the members of the liquidation committee are negligent in performing their liquidation duties and cause losses to the Company, they shall be liable for compensation; if they cause losses to the creditors due to willful or gross negligence, they shall be liable for compensation.

Article 179 Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report which shall be submitted to the shareholders' general meeting or the people's court for confirmation, and shall be submitted to the company registration authority for application of deregistration of the Company.

Article 180 If the Company is declared bankrupt in accordance with the laws, bankruptcy liquidation shall be carried out in accordance with the laws relating to enterprise bankruptcy.

Chapter 19 Amendments to the Articles of Association

Article 181 The Company may amend the Articles of Association in accordance with laws and rules, the listing rules of the stock exchange of the place where shares of the Company are listed and the requirements of the Articles of Association.

Article 182 The Company shall amend the Articles of Association in any of the following circumstances:

- (1) After amendments are made to the Company Law or other relevant laws and administrative regulations, the Articles of Association run counter to the said amendments;
- (2) The conditions of the Company have changed, and such change is not covered in the Articles of Association;
- (3) The shareholders' general meeting has resolved to amend the Articles of Association.

Article 183 Any amendment to the Articles of Association passed by resolution of the general meeting subject to approval by the competent authorities shall be submitted to the competent authorities for approval; if the amendment involves matters relating to company registration, the change shall be registered in accordance with the laws.

Article 184 The Board shall amend the Articles of Association in accordance with the resolution of the general meeting on amendment to the Articles of Association and the approval opinions of relevant competent authorities.

Article 185 Where the amendments to the Articles of Association involve matters requiring disclosure by law and regulations, relevant amendments shall be subject to announcement as required.

Chapter 20 Notice

Article 186 Notices of the Company can be issued via the following methods:

- (1) by personal delivery;
- (2) by pre-paid mail, facsimile or email;
- (3) by announcement;
- (4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations of relevant regulators and the Articles of Association;

- (5) by any other methods as agreed by the Company or the addressee or as accepted by the addressee after the notice is received;
- (6) any other methods approved by the relevant regulatory bodies of the place where the Company's shares are listed or required by the Articles of Association.

Unless otherwise stated, the "announcement" referred to in the Articles of Association shall mean, as to the announcements published to the holders of domestic shares and unlisted foreign shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and regulations or agreed, permitted or designated by the securities authority of the State Council; in respect of announcements made to the holders of H shares of the Company or announcements that are required to be made within Hong Kong in accordance with relevant regulations and the Articles of Association, such announcements must be published on a newspaper and/or other designated media (including on websites) as stipulated under the Hong Kong Listing Rules.

Save as otherwise specified in the Articles of Association, if the Company sends the notice to the holders of H shares by announcement, it shall, according to the requirements of the Hong Kong Listing Rules, submit an electronic version that can be immediately published to the Hong Kong Stock Exchange via the electronic publication system of the Hong Kong Stock Exchange on the same day, so that it can be published on the website of the Hong Kong Stock Exchange, or publish the announcement in the newspapers and periodicals according to the requirements of the Hong Kong Listing Rules (including publishing advertisement in newspapers and periodicals). The announcement shall also be published on the Company's website.

The holders of overseas listed shares of the Company may choose in written form to obtain (by email or by post) the information of the Company that the Company shall provide to the shareholders, and may choose to receive either or both of the Chinese and English versions. They may also change the method for receiving the aforesaid information and the language version to be received as per appropriate procedures by sending a written notice to the Company in advance within a reasonable period.

If any shareholder or director wants to prove he/she has sent any notice, document, data or written statement to the Company, he/she shall provide evidence proving that the relevant notice, document, data or written statement has been served in a usual way or by prepaid mail to the correct address within the specified time.

Regarding the method used by the Company to provide and/or send the information of the Company to the shareholders according to the requirements of the Hong Kong Listing Rules, subject to compliance with the relevant regulations of the securities regulatory authorities where the Company's shares are listed, the Company may send or provide the information of the Company to its shareholders in an electronic way (including but not limited to announcement on its website). Information of the Company refers to any document issued or to be issued by the Company for the information or action of the shareholders, and includes but is not limited to: circular, annual report, interim report, notice of a general meeting and other information set out in the Hong Kong Listing Rules.

Article 187 If the notice of the Company is sent by personal delivery, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service; if the notice of the Company is sent by post, the fifth workday after handover to the post office shall be the date of service; if the notice of the Company is sent by fax or email, the sending date of fax or email shall be the date of service; if the notice of the Company is sent by announcement, the date of first announcement shall be the date of service. Where relevant announcements are published on the newspapers complying with relevant regulations, the said notices shall be deemed as received by all relevant persons once the said notices are announced.

If the securities regulatory authority at the location where shares of the Company are listed have special provisions, such provisions shall apply.

Article 188 The accidental omission to give notice of meeting to, or the non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting held and the resolutions adopted at such meeting.

Article 189 If the relevant requirements of the securities supervisory authority where the Company's shares are listed stipulate that the Company shall send, post, distribute, announce or otherwise provide relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.

Article 190 The Company shall issue announcements and disclose information to the holders of domestic shares and unlisted foreign shares through the newspapers and websites for information disclosure designated by laws, regulations or relevant domestic supervisory authorities. If the Company is required to issue announcements to the holders of H shares according to the Articles of Association, relevant announcements shall also be published by means specified in the Hong Kong Listing Rules. All notices or other documents that must be delivered to the Hong Kong Stock Exchange under Chapter 13 of the Hong Kong Listing Rules must be written in English or attached with a corresponding English translation duly executed and certified.

Chapter 21 Supplementary Provisions

Article 191 Definition

The term “or more”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “less than”, “more than” and “over” shall all exclude the given figure.

For the purpose of the Articles of Association, “controlling shareholders”, when applying the Company Law, relevant laws and regulations and regulatory rules, shall mean shareholders whose shares account for more than 50% of the total share capital of the Company, or shareholders who hold less than 50% of the shares but whose voting rights are sufficient to exercise significant influence over the resolutions of the general meetings based on the shares held by them. When applying the Hong Kong Listing Rules and relevant laws, regulations and regulatory rules, “controlling shareholders” shall mean shareholders who are entitled to exercise or control the exercise of 30% or more of the voting rights at a general meeting or shareholders who are in a position to control a majority of the members comprising the Board of the Company.

In the Articles of Association, references to “accounting firms” shall have the same meaning as “auditors”.

The term “acting in concert” referred to in the Articles of Association represents an act that any two or more persons obtain the voting rights of the Company by way of their agreement thereon (whether in oral or written form), so as to control or consolidate their control over the Company.

The term “PRC laws” referred to in the Articles of Association represents all laws, rules, regulations and orders of the legislative, judicial, and governmental bodies of the People’s Republic of China, including statutes, written laws or other legislative measures, rules, regulations, treaties, orders and governmental decrees.

The term “working day” referred to in the Articles of Association represents any day other than Saturday, Sunday and a day on which commercial banks in the People’s Republic of China, Hong Kong, Singapore or the State of New York, U.S. are required or authorized by laws or governmental decrees not to be open for business.

The term “month” referred to in the Articles of Association represents a calendar month.

The term “RMB” referred to in the Articles of Association represents Renminbi, the lawful currency of the People’s Republic of China.

The term “subsidiary” referred to in the Articles of Association represents any other person (other than a natural person) whose accounting statements may be consolidated under the Accounting Standards of the People’s Republic of China.

The term “directly or indirectly” referred to in the Articles of Association represents directly or indirectly through one or more intermediaries or through contract or other lawful arrangements.

The term “include” referred to in the Articles of Association and similar expressions are not restrictive expressions and shall be interpreted as if “not limited to” is added immediately after the term “include”.

Article 192 The Articles of Association are written in Chinese. In case of any inconsistency between the Articles and the articles of association in any other language, the Chinese version of the Articles of Association shall prevail.

Article 193 The Board shall be responsible for the interpretation of the Articles of Association.