

APPENDIX III

SUMMARY OF ARTICLES OF ASSOCIATION

A summary of the principal provision of the Articles of Association of the Company (the “Articles of Association”) is set out below to provide an overview for investors. As this is only a summary, it does not contain all of the information that may be important to potential investors.

SHARES

Issue of Shares

The Shares of the Company take the form of registered stocks. Shares of the Company shall be issued in an open, fair and equitable manner. Each share of the same class shall be entitled to the same rights. For shares issued at the same time and within the same class, the conditions and price per share must be the same; for the shares subscribed by any entity or any individual, the price per share paid must be the same.

The shares issued by the Company shall be denominated in RMB, with the nominal value of RMB1.00 per share.

After the fulfillment of the mandatory procedures stipulated in the Overseas Listing Trial Measures and other laws, regulations, rules and regulatory documents, the Company may issue shares to domestic investors and overseas investors. The term “overseas investors” shall refer to investors from foreign countries and Hong Kong, Macao or Taiwan that subscribe for shares issued by the Company. The term “domestic investors” shall refer to investors inside the PRC, excluding the above-mentioned regions that subscribe for shares issued by the Company.

The shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. The shares issued by the Company to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. The foreign shares listed overseas shall be referred to as overseas-listed foreign shares. Shareholders of domestic shares, shareholders of unlisted foreign shares and shareholders of overseas-listed foreign shares shall enjoy equal rights in the distribution of dividends or distribution in any other forms. For the purpose of the preceding paragraph, the term “foreign currencies” shall refer to any legal currency of any country or region that can be converted freely, excluding RMB.

After the fulfillment of the mandatory procedures stipulated in the Overseas Listing Trial Measures and other applicable laws, regulations, rules and regulatory documents, shareholders of domestic shares and unlisted foreign shares of the Company may transfer all or part of unlisted shares held by them to overseas investors, and list such shares on overseas stock exchanges for trading, or convert all or part of unlisted shares into overseas-listed foreign shares, and list them on overseas stock exchanges for trading. The listing and trading of the above-mentioned shares on any overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of the overseas stock markets.

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Increase and Reduction of Shares

In accordance with the laws, regulations, rules and regulatory documents, the Company may increase the capital by the following ways upon approval by resolutions of the general meeting according to the operation and development needs of the Company:

- (I) public offering of shares;
- (II) non-public offering of shares;
- (III) offering of bonus shares to existing shareholders;
- (IV) capitalization of reserve fund into share capital;
- (V) other forms specified in laws, regulations, rules and regulatory documents or approved by the securities regulatory authority of the place where the shares of the Company are listed.

The general meeting may authorize the Board to decide on issuing shares not exceeding 50% of the issued shares within three years. However, contributions made in non-monetary assets shall be subject to approval by the general meeting. Where the Board resolves to issue shares pursuant to the authorization, resulting in a change to the Company’s registered capital or the number of issued shares, no further resolution from the general meeting shall be required to amend the corresponding provisions of the Articles of Association. Where the general meeting authorizes the Board to decide on issuing new shares, the resolution shall be passed by more than two-thirds of all directors. If the issuance of shares involves obtaining relevant approvals or prior filings as required by law, the company shall implement the issuance only after obtaining such approvals or filings in accordance with the law.

The Company may reduce its registered capital. The reduction in the registered capital shall be made in accordance with the Company Law and other relevant provisions and the procedures set out in Articles of Association.

Repurchase of Shares

The Company may acquire its shares in compliance with laws, regulations, rules and regulatory documents as well as the Hong Kong Listing Rules and the requirements of the Articles of Association, in one of the following circumstances:

- (I) to reduce the registered capital of the Company;
- (II) to merge with other companies holding the shares of the Company;
- (III) to use the shares as an employee stock ownership plan or equity incentive plan;

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- (IV) to purchase its shares from shareholders who have voted against the resolutions on the merger or division of the Company at the general meeting upon their request;
- (V) to convert the shares into convertible corporate bonds issued by the Company;
- (VI) necessary for the Company to maintain its value and protect the interests of the shareholders; and
- (VII) other circumstances stipulated by laws, regulations, rules, regulatory documents, the Hong Kong Listing Rules and other relevant requirements.

The Company may repurchase its shares through open centralized trading or other ways recognized by laws, regulations, rules and regulatory documents, and securities regulatory authorities of the place where the shares of the Company are listed.

If the Company repurchases its shares under any of the circumstances stipulated in paragraphs (III), (V) and (VI) above, it shall do so by way of open centralized trading.

Where the Company repurchases its shares under the circumstances stipulated in paragraphs (I) and (II) above, an approval shall be obtained from the general meeting; where the Company repurchases its shares under the circumstances stipulated in paragraphs (III), (V) and (VI) above, a resolution of the Board meeting shall be passed by a two-third majority of directors attending the meeting in accordance with the provisions of the Articles of Association or the authorization of the general meeting.

Upon the repurchase of shares in accordance with the law, the Company shall, within the period prescribed by laws, regulations, rules, regulatory documents and the Hong Kong Listing Rules, cancel such shares and apply to the original company registration authority for registration of the change in registered capital.

After the Company acquires the H shares of the Company in accordance with the provisions of paragraph (I) above, the Company may, at its option, cancel or hold such shares as treasury shares in accordance with the Hong Kong Listing Rules. If the directors have not specified that the relevant shares shall be held as treasury shares, such shares shall be canceled. The Company shall deposit the treasury shares in a separate account within Hong Kong Securities Clearing Company Limited that can be clearly identified as treasury shares. The Company shall not exercise any rights in respect of the treasury shares, nor declare or distribute any dividends in respect of the treasury shares. Subject to the Articles of Association and the Hong Kong Listing Rules, the Company may dispose of the treasury shares on terms and conditions determined by the directors.

Where the laws, regulations, rules, regulatory documents and the Hong Kong Listing Rules stipulate other provisions on the relevant matters involved in the foregoing share repurchase, those provisions shall prevail.

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Transfer of Shares

Shares of the Company may be transferred to other shareholders or persons other than shareholders. Shares of the Company shall be transferred in accordance with the laws, regulations, rules, regulatory documents, and the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed and the Hong Kong Stock Exchange. The transfer of overseas-listed foreign shares listed in Hong Kong shall be registered in the share registrar in Hong Kong entrusted by the Company.

All fully paid overseas-listed foreign shares listed in Hong Kong may be transferred freely according to the Articles of Association. However, unless the following conditions are met, the Board may refuse to recognize any documents for the transfer without stating any reasons:

- (I) transfer documents and other documents relating to or affecting the ownership of any shares shall be registered, and a fee shall be paid to the Company for such registration at the rate of fee prescribed in the Hong Kong Listing Rules, which shall not exceed the maximum fee prescribed from time to time in the Hong Kong Listing Rules;
- (II) transfer documents are only in relation to overseas-listed foreign shares listed in Hong Kong Stock Exchange;
- (III) the stamp duty payable under the laws of Hong Kong in respect of the transfer document has been paid;
- (IV) relevant share certificate(s) and any other evidence which the Board may reasonably request to show that the transferor has the right to transfer the shares have been provided;
- (V) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;
- (VI) the relevant shares do not have any lien attached;
- (VII) no transfer of shares shall be made to any minors or any person of unsound mind or under other legal disability;
- (VIII) the transfer of shares shall comply with all applicable laws, regulations, rules, and regulatory documents governing share transfers or changes in control.

If the Company refuses to register the transfer of shares, the Company shall, within two months from the date of the formal application for transfer, give one copy of the notice of refusal to register the transfer to the transferor and transferee. All transfer documents shall be kept at the legal address of the Company or such address as may be designated by the Board from time to time.

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All overseas-listed foreign shares listed in Hong Kong Stock Exchange shall be transferred by a transfer document in writing in any usual or common form or any other form which the Board accepts (including the prescribed form or transfer form as required by the Hong Kong Stock Exchange from time to time). The written transfer documents may only be executed by hand or (if the transferor or the transferee is a company) affixed with the company’s seal. If the transferor or transferee is a recognized clearing house as defined by the laws of Hong Kong in effect from time to time or the agent thereof, the written transfer documents may be executed by hand or by machine imprinted signatures.

All transfer documents shall be kept at the legal address of the Company, the address of the share transfer agency, or any other place specified by the Board from time to time.

Shares issued by the Company prior to its public offering shall not be transferred within one year from the date of listing and trading of the Company’s shares on a securities exchange.

Directors and other senior management of the Company shall report to the Company their holdings of the Company’s shares and any changes thereto. During their term of office as determined upon appointment, the shares transferred annually shall not exceed 25% of their total holdings of the Company’s shares. Their holdings shall not be transferred within one year from the date of listing and trading of the Company’s shares. Such persons shall not transfer their shares in the Company within six months after leaving their positions.

Where shares are pledged during the restricted transfer period stipulated by laws, regulations, rules and regulatory documents, the pledgee shall not exercise the pledge right during such restricted period.

If the securities regulatory authority of the place where the shares of the Company are listed stipulate other restrictions on the transfer of overseas-listed foreign shares, such provisions shall prevail.

Authority of Issuer’s Subsidiaries to Hold Shares of Their Parent Companies

No provisions concerning the authority of the Issuer’s subsidiaries to hold shares of their parent companies are contained in the Articles of Association.

SHAREHOLDERS AND GENERAL MEETINGS

Shareholders

The Company shall set up a register of shareholders based on the certificates provided by the securities registration agency. The register of shareholders shall be sufficient evidence proving the holding of the shares of the Company by a shareholder. A shareholder shall enjoy rights and assume obligations as per the class of the shares held by them. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

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When the Company convenes general meetings, distributes dividends, commences liquidation or engages in other conducts that require the identification of shareholders, the Board or the convener of the general meeting shall determine the date of registration of shares. Shareholders registered in the register of shareholders after the closing on the date of registration of shares shall be the shareholders enjoying the relevant rights.

The Shareholders of ordinary shares of the Company shall be entitled to the following rights:

- (I) to receive dividends and other forms of distributions in proportion to the shares they hold;
- (II) to lawfully request, convene, preside over and attend the general meetings either in person or by proxy and exercise their corresponding rights to speak and voting rights (unless individual shareholders are required to abstain from voting on certain matters under the Hong Kong Listing Rules);
- (III) to supervise, raise suggestions on or make inquiries about the operations of the Company;
- (IV) to transfer, donate or pledge their shares in accordance with laws, regulations, rules, regulatory documents, the relevant regulations of the securities regulatory authority in the place where the shares of the Company are listed and the Articles of Association;
- (V) to obtain relevant information in accordance with the Articles of Association, including:
 - 1. receiving a copy of the Articles of Association after payment of cost;
 - 2. being entitled to inspect free of charge and copy after payment of reasonable fee:
 - (1) all parts of the register of shareholders;
 - (2) personal data of directors, manager and other senior management of the Company, including:
 - (a) present and former name and alias;
 - (b) principal address (domicile);
 - (c) nationality;
 - (d) primary and all other part-time occupations and duties;
 - (e) identification documents and the number thereof.

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- (3) report of the status of the issued share capital of the Company;
- (4) report of the total nominal value, quantity, the highest and lowest price of share of each class repurchased by the Company from the last fiscal year, and the total amount paid by the Company for this purpose;
- (5) special resolutions of the general meetings of the Company;
- (6) the latest audited financial statements of the Company, and the reports of the Board, auditors and the Audit Committee of the Board;
- (7) a copy of the latest annual report filed with the State Administration for Industry & Commerce of China or other competent authorities;
- (8) counterfoils of corporate bonds, resolutions of meetings of the general meetings, resolutions of meetings of the Audit Committee of the Board; and
- (9) minutes of the general meetings.

The Company shall, in accordance with the requirements of the Hong Kong Listing Rules, publish the documents specified in paragraphs (3) to (7) of the aforementioned point 2 and other applicable documents on the websites of the Hong Kong Stock Exchange and the Company. The Company shall keep paragraphs (1) to (9) of the aforementioned point 2 at the designated address in Hong Kong for free inspection by the public and shareholders (the minutes of the general meetings are only available for shareholders to inspect and copy after paying a reasonable fee).

The Hong Kong branch register of shareholders must be available for inspection by shareholders. However, the Company may be allowed to suspend the registration of shareholders on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). In other words, the Company may, by notice, close its register of shareholders or that part of the register relating to shareholders holding any class of shares for one or more than one periods, provided that, the accumulative period of closure shall not exceed 30 days within any one year.

Subject to compliance with applicable laws, regulations, rules, regulatory documents and securities regulatory rules in the place where the shares of the Company are listed, the Company may reject the requests if the content to be inspected and copied involves the business secrets and inside information of the Company or the personal privacy of relevant personnel.

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- (VI) to participate in the distribution of the residual assets of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;
- (VII) to request the Company to purchase their shares for the shareholders who object to the resolution on merger or division made by the general meetings;
- (VIII) other rights stipulated by laws, regulations, rules, regulatory documents, the Hong Kong Listing Rules and the Articles of Association.

Shareholders of the Company shall assume the following obligations:

- (I) to abide by the laws, regulations, rules, regulatory documents and the Articles of Association;
- (II) to pay subscription monies according to the number of shares subscribed and the method of subscription;
- (III) not to withdraw the shares after the approval and registration of the Company unless required by laws, regulations, rules and regulatory documents;
- (IV) not to abuse shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to damage the interests of any creditors of the Company;
- (V) other obligations as stipulated by the laws, regulations, rules, regulatory documents, the Hong Kong Listing Rules and the Articles of Association.

When any shareholder of the Company abuses the shareholders' rights and incurs losses to the Company or other shareholders, such shareholder shall be liable for compensation in accordance with the law. Where shareholders of the Company abuse the status of the Company as an independent legal person and the limited liability of shareholders for the purposes of evading debts, thereby materially damaging the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts of the Company.

Where any shareholder holding more than 5% of the voting shares of the Company pledges the shares held by him/her, the shareholder shall submit a written report to the Company on the day on which the pledge occurs.

The controlling shareholders and actual controllers of the Company shall not use their connected relations to damage the interests of the Company. Any losses caused to the Company as a result of such violation shall be compensated.

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The controlling shareholders and actual controllers of the Company shall have fiduciary duties towards the Company and the public shareholders of the Company. The controlling shareholders shall exercise their rights as capital contributors in strict compliance with the law. The controlling shareholders, actual controllers and their connected parties shall not damage the lawful rights and interests of the Company by means of profit distribution, asset restructuring, external investment, fund appropriation, loan guarantee, etc., nor make use of their controlling position to damage the interests of the Company and its public shareholders.

Where directors or senior management violate laws, regulations, rules, regulatory documents, or the provisions of the Articles of Association in the performance of their duties and cause losses to the Company, shareholders who individually or collectively hold more than 1% of the Company's shares for a continuous period of 180 days or more may submit a written request to the Board Audit Committee to initiate litigation in the People's Court. Where the Board Audit Committee violates laws, regulations, rules, regulatory documents, or the Articles of Association in the performance of its duties and cause losses to the Company, shareholders who individually or collectively hold more than 1% of the Company's shares for a continuous period of 180 days or more may submit a written request to the Board to initiate litigation in the People's Court. If the Board Audit Committee or the Board refuses to initiate litigation upon receiving the written request from shareholders as stipulated, or fails to initiate litigation within 30 days of receiving the request, or if the situation is urgent and the failure to initiate litigation immediately would cause irreparable damage to the Company's interests, shareholders specified above shall have the right to directly initiate litigation in their own name in the People's Court for the benefit of the Company.

Demand for Payment of Share Capital and Forfeiture of Shares

No provisions concerning the demand for payment of share capital and forfeiture of shares are contained in the Articles of Association.

General Provisions for General Meetings

The general meeting is the organ of authority of the Company and shall exercise the following functions and powers according to the law:

- (I) to elect and replace directors who are not representatives of the employees and to determine matters relating to the remuneration of the directors;
- (II) to consider and approve the reports of the Board;
- (III) to consider and approve the profit distribution plans and plans for recovery of losses of the Company;
- (IV) to make resolutions on increase or reduction of the registered capital of the Company;
- (V) to make resolutions on the issuance of corporate bonds;

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- (VI) to make resolutions on the merger, demerger, dissolution, liquidation or change of corporate form of the Company;
- (VII) to amend the Articles of Association;
- (VIII) to make resolutions on the matter of the appointment and dismissal of accounting firms conducting audit services for the company;
- (IX) to consider and approve the matters of guarantee subject to the consideration of the general meeting as prescribed in the Articles of Association;
- (X) to consider the matters that the acquisition or disposal of significant assets by the Company within one year if the asset value exceeds 30% of the latest audited total assets of the Company;
- (XI) to consider and approve matters relating to the change of the purpose of raised funds;
- (XII) to consider the share incentive plans and employee shareholding schemes;
- (XIII) to consider other matters that shall be decided by the general meetings as provided by laws, regulations, rules, regulatory documents or the Articles of Association;
- (XIV) other matters required by the Hong Kong Listing Rules.

The functions and powers of the general meetings described above shall not be delegated to the Board or any other organizations or individuals through authorization.

The general meetings may, under necessary, reasonable and legal circumstances, authorize or delegate the Board to take charge of the matters he or she is authorized or delegated, including but not limited to the following matters in the general meetings:

Subject to the applicable laws, regulations, rules, regulatory documents and listing rules, general mandate is granted to the Board to issue, allot and deal with additional overseas listed shares, the quantity of which shall be no more than 20% of the issued overseas listed shares (or any other proportion regulated by applicable laws, regulations, rules, regulatory documents and listing rules in the place where the securities of the Company are listed);

The Board is authorized to decide the specific clauses and relevant matters about the issuance of debt financing instruments like domestic short-term financing bonds, medium-term notes, corporate bonds and overseas US dollars bonds within the scope of the limit for bond issuance according to the needs of production operation and capital expenditure and market conditions, including (but not limited to) determining the actual amount, interest rate, term, targets of issuance, use of proceeds of bonds to be issued within the aforesaid scope and preparing, signing and disclosing all necessary documents.

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The following external guarantees of the Company shall be reviewed and passed at the general meetings:

- (I) any guarantee provided after the total amount of external guarantees of the Company and its holding subsidiaries has exceeded 50% of the latest audited net assets;
- (II) any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the latest audited total assets;
- (III) any guarantee provided by the Company exceeding 30% of the latest audited total assets, calculated based on the principle of cumulative amounts over 12 consecutive months within a year;
- (IV) any guarantee provided for any guaranteed party with a gearing ratio of over 70%;
- (V) any single guarantee with the amount of guarantee exceeding 10% of the latest audited net assets;
- (VI) any guarantee provided to the shareholders, actual controllers and connected parties thereof;
- (VII) other guarantee stipulated by the Articles of Association.

The guarantee stipulated in paragraph (III) shall be approved by more than two-thirds of the voting rights held by shareholders present at the general meeting. When the general meeting deliberates on a guarantee proposal provided to shareholders, actual controllers, and connected parties thereof, the shareholder concerned or shareholders controlled by such actual controller shall not participate in such vote. Such vote shall be approved by more than half of the voting rights held by other shareholders present at the general meeting.

Where external guarantees provided by the Company violate approval authorities or deliberation procedures and cause losses to the Company, the relevant responsible persons shall be liable for the compensation thereto. Furthermore, the Company shall impose corresponding disciplinary actions on the relevant responsible persons based on the extent of economic losses suffered by the Company, the circumstances, and the severity of the violation.

General meetings are divided into annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once a year and be held within six months from the end of the previous fiscal year.

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

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

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- (II) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital of the Company;
- (III) upon request in writing by a shareholder alone or shareholders together holding more than 10% of the Company's shares (excluding treasury shares);
- (IV) when the Board considers it necessary;
- (V) when it is proposed by the Audit Committee;
- (VI) when it is proposed by the independent non-executive directors;
- (VII) any other circumstances stipulated bylaws, regulations, rules, regulatory documents, the Hong Kong Listing Rules or the Articles of Association.

The Company shall convene a general meeting at its domicile or other places as indicated in the notice of the general meeting.

The general meeting shall arrange a meeting venue and be convened through on-site meetings. The Company may use electronic communications (including but not limited to online voting, video communications or other methods) and other means to facilitate shareholders attending the general meeting, as appropriate. Shareholders participating in general meetings in the aforesaid manner shall be deemed to have attended the meeting. Each shareholder has the rights to speak and vote at general meetings save for individual shareholders who are required by the Hong Kong Listing Rules to abstain from voting on particular matters.

The time and venue of on-site meetings shall be selected for the convenient participation of shareholders. After the issuance of the notice of the general meeting, the venue for an on-site meeting shall not be changed without any proper reasons. In case of any necessary change of the venue, the convener shall notify shareholders and state the reasons at least two working days prior to the date of the on-site meeting.

Convening of General Meetings

Independent non-executive directors shall have the right to propose to the Board to convene extraordinary general meetings. When an independent non-executive director proposes to convene an extraordinary general meeting, the Board shall issue written feedback on consent or non-consent to the convening of the extraordinary general meeting within 10 days from the receipt of the proposal according to the laws, regulations, rules, regulatory documents and the Articles of Association. If the Board gives consent to convene an extraordinary general meeting, it shall, within five days from the passing of the board resolution, issue a notice on convening the general meetings. If the Board does not give consent to convene an extraordinary general meeting, the Board shall state the reason and issue an announcement.

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The Audit Committee shall submit a written proposal to propose the Board to convene an extraordinary general meeting. The Board shall issue written feedback on consent or non-consent to the convening of the extraordinary general meeting within 10 days from the receipt of the proposal according to the laws, regulations and the Articles of Association.

If the Board gives consent to convene an extraordinary general meeting it shall, within five days from the passing of the board resolution, issue a notice on convening the general meetings. Any changes to the original proposal in the notice shall obtain the consent of the Audit Committee.

If the Board does not give consent to convene an extraordinary general meeting or does not issue feedback within ten days from the receipt of the proposal, it shall be deemed that the Board is unable or does not perform its duty of convening general meetings, the Audit Committee may convene the general meeting on its own.

Shareholders holding more than 10% of the shares of the Company (excluding treasury shares) individually or jointly shall submit a written proposal to propose the Board to convene an extraordinary general meeting. The Board shall issue written feedback on consent or non-consent to the convening of the extraordinary general meeting within 10 days from the receipt of the proposal according to the laws, regulations, rules, regulatory documents and the Articles of Association.

If the Board gives consent to convene an extraordinary general meeting it shall, within five days from the passing of the board resolution, issue a notice on convening the general meetings. Any changes to the original proposal in the notice shall obtain the consent of the proposing shareholders.

If the Board does not give consent to convene an extraordinary general meeting or does not issue feedback within ten days from the receipt of the proposal, shareholders holding more than 10% of the shares of the Company (excluding treasury shares) individually or jointly may propose the Audit Committee to convene an extraordinary general meeting. Such proposal shall be submitted in a written form.

If the Audit Committee gives consent to convene an extraordinary general meeting it shall, within five days from the passing of the board resolution, issue a notice on convening the general meetings. Any changes to the original proposal in the notice shall obtain the consent of the relevant shareholders.

If the Audit Committee does not issue a notice on convening the general meetings within the stipulated time limit, it shall be deemed that the Audit Committee would not convene and chair a general meeting. Shareholders holding more than 10% of the shares of the Company (including preferred shares with restored voting rights, etc.) individually or jointly for a continuous period of ninety days or more may convene and chair the general meeting on their own.

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Prior to the announcement of resolutions passed by the general meeting, the shareholding percentage of the convening shareholders shall be no less than 10% (excluding treasury shares).

For the general meetings convened by shareholders, the Board and the secretary of the Board shall cooperate. The Board shall provide the register of shareholders as at the date of record.

The necessary expenses for a general meeting convened by shareholders shall be borne by the Company.

Proposals and Notices of General Meetings

The contents of the proposal shall fall within the scope of the functions and powers of the general meetings and shall have specified subjects and specific resolutions, in further compliance with the laws, regulations, rules, regulatory documents and the Articles of Association. The proposals of the general meetings shall be in writing.

When the Company convenes the general meeting, the Board and shareholders individually or jointly holding more than 1% of the shares of the Company shall have the right to make proposals.

Shareholders individually or jointly holding more than 1% of the shares of the Company may make provisional proposals and submit them to the convener in writing 10 days before a general meeting and within the time limit stipulated in the Hong Kong Listing Rules. The convener shall, in accordance with the provisions of the Company Law and the Hong Kong Listing Rules, within two days upon receipt of the proposal, issue a supplementary notice of the general meeting announcing the contents of such provisional proposals, which exclude those violating the requirements of the laws, regulations, rules, regulatory documents or the Articles of Association, or falling out of the scope of the authority of the general meeting.

Except for the situations described above, the convener shall not modify the proposals already specified in the notice of the general meeting or add new proposals subsequent to the issue of the notice of the general meeting.

The general meeting shall not vote on or resolve any proposals not incorporated in the notice or not in compliance with the Articles of Association.

The convener of the general meeting shall notify the shareholders by announcement twenty-one days prior to the annual general meeting, and shall notify the shareholders by announcement fifteen days prior to the extraordinary general meeting. The notice shall be accompanied by the form of proxy, which shall provide the options for and against all resolutions to be proposed at the meeting.

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In determining the commencement date and the period, the Company shall not include the date convening the meeting.

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

- (I) the time, address and duration of the meeting;
- (II) the matters and proposals submitted to be deliberated at the meeting;
- (III) a prominent written statement that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting. The proxy may not be a shareholder of the Company;
- (IV) the date of registration of shareholdings of shareholders who are entitled to attend the general meeting;
- (V) the name and telephone number of the permanent contact person concerning meeting matters;
- (VI) the time and procedure for voting through internet or other means;
- (VII) any other matters stipulated by laws, regulations, rules, regulatory documents, and the Hong Kong Listing Rules.

The specific details of all proposals shall be adequately and fully disclosed in the notice and supplementary notice of the general meeting.

The interval between the date of registration of shareholdings and the date of the meeting shall be no more than seven business days. The date of registration of shareholdings shall not be changed once determined except for that in accordance with the Hong Kong Listing Rules.

If the matters involving the election of directors are to be discussed at the general meeting, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors, which shall at least include the following:

- (I) personal particulars including full name, educational background, working experience, part-time jobs;
- (II) whether there is any connected relationship between such candidates and the Company or controlling shareholders and actual controller of the Company;
- (III) disclosure of their shareholdings in the Company;
- (IV) whether the candidates have been punished by the relevant regulatory authorities and other relevant authorities or reprimanded by a stock exchange;
- (V) other matters regulated by the Hong Kong Listing Rules.

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Except for the directors elected through the cumulative voting system, each candidate for director shall be individually proposed.

After the issuance of the notice for a general meeting, the general meeting shall not be postponed or canceled without any proper reasons, and the proposals specified in the notice shall not be withdrawn. In case of delay or cancelation, the convener shall give a notice to shareholders stating the reasons at least two business days before the original meeting date.

Holding of General Meetings

The Board and other conveners shall take all necessary measures to ensure that the general meeting is conducted in an orderly manner, and shall take steps to prevent any activities that interfere the general meetings, cause disturbances and infringe the legal interests of the shareholders, and report such activities to the relevant authorities for investigation and punishment.

All shareholders in the register of shareholders as at the date of record or their proxies shall have corresponding rights to attend and speak at the general meeting and exercise the voting rights according to relevant laws, regulations, rules, regulatory documents and the Articles of Association (except where a member is required, by the Hong Kong Listing Rules, to abstain from voting to approve the matter under consideration).

Shareholders may either attend and exercise the voting rights at the general meeting in person, or appoint any persons (regardless of whether such person is a shareholder of the Company) as their proxies to attend the meeting and exercise the voting rights within the scope of authorization. Any shareholder who is entitled to attend and vote at the general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy(ies) to attend and vote on his/her behalf.

When the general meetings are held, all directors and secretary of the Board of the Company shall attend the general meetings, and the general manager and other senior management shall also attend the meetings on a non-voting basis.

The general meetings shall be convened by the Board and chaired by the chairman of the Board in accordance with the laws. When the chairman of the Board is unable to perform or does not perform his or her duties, a director nominated by more than half of the directors shall chair the meeting. However, the above provision shall not apply to the general meetings convened and chaired by qualified shareholders in accordance with the Articles of Association.

The general meeting convened by the Board Audit Committee shall be chaired by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform or does not perform his or her duties, a member of the Audit Committee nominated by more than half of the Audit Committee members shall chair the meeting. The general meeting convened by shareholders shall be chaired by a representative recommended by the convener.

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Where the general meeting is unable to continue due to the chairman of the meeting violating the rules of procedure of the meeting during the meeting, the general meeting may elect a person to chair the meeting upon consent of the attending shareholders with more than half of the voting rights to continue the meeting.

The Company shall formulate the rules of procedure of the general meetings which shall set out the procedures of convening and voting at the general meetings in detail, including notices, registration, consideration for proposals, voting, vote counting, announcement on voting results, formation of the resolutions, meeting minutes and their signing, announcement and other matters, and the principles of authorization of the general meetings granted to the Board. The contents of authorization shall be clear and specific. The rules of procedure of the general meeting shall be prepared by the Board, approved at the general meeting and attached as an appendix to the Articles of Association.

Except for information that cannot be disclosed according to laws, regulations, rules and regulatory documents or information involving with trade secrets of the Company, the directors and senior management shall make explanations and statement on the inquiries and suggestions from shareholders at the general meetings.

Prior to voting, the chairman of the meeting shall announce the number of shareholders and proxies present and the total number of voting shares held by them. The number of shareholders and proxies present and the total number of voting shares held by them shall be subject to the meeting registration.

The secretary of the Board shall be responsible for the minutes of the general meetings. The minutes shall set forth the following contents:

- (I) time, place, agenda of the meeting, name of the convener;
- (II) name of the chairman of the meeting, directors, the manager and other senior management present or in attendance at the meeting;
- (III) number of shareholders and proxies present at the meeting, the total number of voting shares and the proportion of the total number of voting shares to the total shares of the Company;
- (IV) the consideration process, highlights of the speeches and voting results for each proposal;
- (V) queries or suggestions of shareholders and the corresponding replies or explanations;
- (VI) the name of lawyers (if any), counting officers and scrutinizers;
- (VII) such other matters which shall be recorded in the minutes specified by laws, regulations, rules and regulatory documents, stock exchange of the place where the shares of the Company are listed or the Articles of Association.

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Conveners of the general meetings shall ensure that the contents of the minutes are true, accurate and complete. The directors, secretary of the Board, convener or his or her representative and chairman of the meeting shall sign on the minutes. The minutes shall be kept together with the attendance record of shareholders attending the meeting, the power of attorney for proxies attending the meeting and the valid information of voting via online voting (if any) or other methods, and the shelf life shall be no less than 10 years.

The convener of the general meeting shall ensure that the general meeting is held continuously until the final resolutions are reached. In case the general meeting is adjourned or resolutions failed to be reached due to any special reasons like force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or to directly terminate the general meeting. An announcement shall be made accordingly in time.

Voting and Resolutions of General Meetings

Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions made by the general meeting shall be passed by votes representing more than half of the voting rights held by shareholders attending the general meeting (including proxies thereof).

Special resolutions made by the general meeting shall be passed by votes representing more than two thirds of the voting rights held by shareholders attending the general meeting (including proxies thereof).

The following matters shall be passed through ordinary resolutions at a general meeting:

- (I) work reports of the Board;
- (II) plans for profit distribution and recovery of losses prepared by the Board;
- (III) appointment and dismissal of the members of the Board, and their remuneration and payment methods;
- (IV) annual report of the Company;
- (V) matters other than those which shall be passed by special resolutions as specified by laws, regulations, rules, regulatory documents, the Hong Kong Listing Rules, or the Articles of Association.

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The following matters shall be approved by way of special resolutions at a general meeting:

- (I) increase or reduction in the registered capital of the Company;
- (II) any division, spin-off, merger, dissolution and liquidation or any changes in the form of the Company;
- (III) any amendment to the Articles of Association;
- (IV) any purchase or sale of major assets or any provision of guarantee within any one year in an amount in excess of 30% of the Company's audited total assets in the latest period;
- (V) any equity incentive scheme;
- (VI) other matters for which special resolutions shall be passed as required by laws, regulations, rules, regulatory documents, the Hong Kong Listing Rules or the Articles of Association, and identified by an ordinary resolution of the general meeting as having a significant impact on the Company.

BOARD OF DIRECTORS

Directors

The directors of the Company shall be natural persons. Any natural person shall not serve as a director of the Company if he or she:

- (I) has no civil capacity or has limited civil capacity;
- (II) has been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotaging the socialist market economic order, or has been deprived of his or her political rights due to any criminal conviction, where no more than five years have elapsed since the date of completion of the execution of such penalty or deprivation, or a period of two years has not yet elapsed since the date of expiration of the probation period in case of probation;
- (III) has served as a former director, the factory chief or the general manager of a company or enterprise bankrupted or liquidated, and was held personally liable for the bankruptcy, and no more than three years have elapsed since the date of completion of the bankruptcy or liquidation of such company or enterprise;
- (IV) has served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to any violation of law, and was held personally liable for the revocation, and no more than three years have elapsed since the date of cancelation of business license or being ordered to close down;

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(V) has defaulted on a personal debt in a significant amount and been listed as a dishonest person subject to enforcement by the people's court;

(VI) has been banned from entering the securities market by the relevant regulatory authorities and the period has not elapsed;

(VII) is banned under other circumstances specified in the laws, regulations, rules, regulatory documents or the Hong Kong Listing Rules.

If any director is elected or appointed in violation of the provisions of the preceding paragraph, such election, appointment or employment shall be null and void.

The Company shall dismiss a director from office if the circumstances of this Article arise during his or her term of office.

Non-employee representative Directors shall be elected or replaced at the general meeting. The general meeting may, subject to the provisions of relevant laws, regulations, rules and regulatory documents, remove any director whose term of office has not expired by ordinary resolutions (the compensation claim made by such director pursuant to any contract shall not be affected). Directors serve a term of office of three years and are eligible for re-election upon the expiration of the term. In case the term of office of an independent non-executive director exceeds nine years, the term of office shall only be renewed after fulfilling the corresponding consideration procedures under the listing rules of the place where the shares of the Company are listed.

Candidates for employee representative directors shall be nominated by the trade union of the Company and elected by the employee representative assembly of the Company, without being submitted to the general meeting for consideration or approval.

The term of office of a director shall be calculated from the date of duty assumption until the expiration of the term of office of the current session of the board. In the event re-election is not held in time upon the expiry of the term of office of directors that leads to the number of directors of the Board being lower than the quorum, the original directors shall fulfill duties of directors according to laws, regulations, rules, regulatory documents and the Articles of Association before the newly appointed or elected directors assumes the office.

A director who resigns shall submit a written notice to the Company, and the resignation shall become effective on the date the Company receives the notice. However, in the circumstances described in the preceding article, the director shall continue to perform his/her duties.

The general meeting may resolve to remove a director, and the removal shall take effect on the date of the resolution. A director who is removed before the expiration of the term of office may request compensation from the Company.

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Subject to the provisions of the relevant laws, regulations, rules, regulatory documents and regulatory provisions, if the Board appoints any new director to fill any casual vacancy of the Board, or to increase the number of directors on the Board, the term of office of the newly appointed director shall expire on the first annual general meeting after the appointment. At the same time, such director shall be eligible for re-election.

A director may be concurrently served by a general manager or other senior management, but the total number of directors concurrently serving as general managers or other senior management and directors serving as employee representatives shall not exceed 1/2 of the total number of directors of the Company.

Directors shall observe the laws, regulations, rules, regulatory documents and the Articles of Association, and shall bear the following obligations of loyalty:

- (I) Directors shall not take advantage of their powers to receive any bribes or other illegal income, and shall not embezzle any property of the Company;
- (II) Directors shall not misappropriate any funds of the Company;
- (III) Directors shall not deposit any assets or funds of the Company in any accounts opened in their own names or in the name of any other persons;
- (IV) Directors shall not directly or indirectly enter into any contracts or transactions with the Company without reporting to the Board or the general meeting on the matters relating to the entering into of such contracts or transactions and having such matters approved by a resolution of the Board or the general meeting in accordance with the provisions of the Articles of Association;
- (V) Without the consent of the general meeting, directors shall not take advantage of their powers to pursue any business opportunities, except for any of the following circumstances (1) after reporting to the Board or the general meeting and passing the resolution at the Board or the general meeting in accordance with the provisions of the Articles of Association; (2) where the Company cannot take such business opportunity in accordance with the provisions of laws, regulations, rules, regulatory documents or the Articles of Association;
- (VI) Directors shall not pocket commissions from the transactions with the Company;
- (VII) Directors shall not disclose any confidential information of the Company without authorization;
- (VIII) Directors shall not utilize its connected relationship to compromise the interest of the Company;
- (IX) Directors shall bear other obligations of loyalty specified by laws, regulations, rules, regulatory documents, the Hong Kong Listing Rules and the Articles of Association.

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

Any income derived by a director from violating the provisions of the above shall belong to the Company. The director shall also be liable for the compensation of losses suffered by the Company thereto.

Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall bear the following duty of due diligence to the Company:

- (I) Directors shall prudently, seriously and diligently exercise rights conferred by the Company to ensure that the business activities of the Company are in compliance with the requirements of national laws, administrative regulations and various economic policies and that the business activities shall not exceed the scope of business specified in the business license;
- (II) Directors shall fairly treat all shareholders of the Company;
- (III) Directors shall learn about the status of business and management of the Company in a timely manner;
- (IV) Directors shall issue a written confirmation of opinions for regular reports of the Company and ensure the authenticity, accuracy and completeness of information disclosed by the Company;
- (V) Directors shall truthfully provide the relevant information and materials to the Audit Committee of the Board, and shall not hinder the Audit Committee of the Board or its members from exercising their functions and powers;
- (VI) Directors shall fulfill other duty of due diligence stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the Articles of Association.

Where the controlling shareholder or the actual controller of a company does not hold the position of a director of the company but actually performs the company’s affairs, the provisions of the Articles of Association of the Company on the duty of loyalty and the duty of care shall apply.

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Unless otherwise stipulated in this section, the regulations relating to the qualifications and obligations of directors in the Articles of Association shall be applicable to independent non-executive directors of the Company. Independent non-executive directors shall faithfully perform their duties, safeguard the interests of the Company, protect the legal interests of shareholders of public shares, and ensure that the interests of all shareholders can be fully represented.

If any independent non-executive director fails to meet conditions for the qualifications and independence specified in the Hong Kong Listing Rules or encounters any other circumstances inappropriate for him or her to fulfill his or her duties such that the number of independent non-executive directors of the Company falls below the quorum in the Articles of Association, the Company shall inform the Hong Kong Stock Exchange immediately, and explain the relevant details and reasons in the announcement. The Company shall, within three months of the noncompliance, fill up the number of independent non-executive directors to meet requirements of the Hong Kong Listing Rules.

Any director who fails to attend two consecutive meetings of the Board in person and fails to entrust any other directors to attend on his or her behalf shall be deemed to be unable to perform his or her duties. The Board shall propose to the general meeting to remove such director.

A director may resign before the expiration of his or her term of office. The director shall submit a written resignation report to the Board. The Board shall disclose the relevant information within two days.

Where the number of directors of the Board falls below the minimum number of directors stipulated in the Company Law due to the resignation of any director, the original directors shall perform their duties according to laws, administrative regulations, departmental rules and the Articles of Association before the newly-elected director assumes the office.

Except for the circumstances specified in the preceding paragraph or a later date specified in the resignation report of the director, the resignation of the director shall become effective when the resignation report is delivered to the Board.

Upon the effectiveness of a director’s resignation or the expiration of his or her term of office, the director shall complete all handover procedures with the Board and his or her duty of loyalty to the Company and its shareholders continues for two years after the end of his or her term of office. His or her obligations to keep the trade secrets of the Company confidential shall remain valid after the expiration of his or her term of office until the relevant secrets become publicly available information.

Unless otherwise specified in the Articles of Association or duly authorized by the Board, no director shall act on behalf of the Company or the Board in his or her personal capacity. When a director acts in his or her personal capacity, and a third party may reasonably believe that such director is acting on behalf of the Company or the Board, the director shall declare his or her stance and capacity in advance.

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If the Company suffers any losses due to a director's violation of laws, administrative regulations, departmental rules or the Articles of Association in fulfilling his or her duties, the director shall be liable for compensation.

The matters relating to independent non-executive directors of the Company shall be carried out according to laws, administrative regulations and regulations of the relevant regulatory authorities and stock exchange, and shall be regulated in details in the work policy of independent non-executive directors of the Company.

Loans to Directors

No provisions concerning loans to directors are contained in the Articles of Association.

Borrowing powers

No provisions concerning borrowing powers are contained in the Articles of Association.

Board of Directors

The Company shall establish the Board, which shall be responsible for the general meeting. On the premise of fully soliciting the opinions of the company's Party organization in advance, the Board shall, in accordance with the law, independently decide on major matters of the Company or make such decisions after completing the relevant approval procedures.

The Board shall consist of nine directors and one chairman. The chairman of the Board shall be elected by more than half of the votes by the directors. The Board of the Company shall consist of four executive directors (including one employee representative director), two non-executive directors and three independent non-executive directors. Independent non-executive directors shall at least include one director with appropriate professional qualifications, or appropriate expertise in accounting or financial management. At least one independent non-executive director of the Company permanently resides in Hong Kong.

The Board shall perform the following functions:

- (I) to convene the general meetings and report to the general meetings;
- (II) to implement the resolutions of the general meetings;
- (III) to determine business operation plans and investment proposals of the Company, as well as the annual financial budget and final account proposals; to resolve on the company's external investment, asset acquisition and disposal matters in accordance with the Articles of Association or within the scope of authorization by the shareholders' meeting;
- (IV) to formulate the plans for profit distribution and recovery of losses of the Company;

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- (V) to formulate plans for increase or reduction of the registered capital of the Company, issuance of bonds or other securities and listing;
- (VI) to formulate plans for major acquisitions, purchase of shares of the Company, merger, division, dissolution or changes in the form of the Company;
- (VII) to determine the matters such as the Company's external investment, purchase or sales of assets, asset pledge, external guarantee, entrusted wealth management, connected transactions and external donation within the scope authorized by the general meeting and the Articles of Association;
- (VIII) to decide on the setup of the internal management organization of the Company;
- (IX) to determine the appointment or dismissal of the manager and secretary to the Board and other senior management of the Company, as well as to determine their remuneration and rewards and punishments; and based on the nomination of the manager, to appoint or dismiss the deputy manager, the chief financial officer and other senior management of the Company, and to determine their remuneration, rewards and punishments;
- (X) to formulate the basic management systems of the Company;
- (XI) to formulate plans for any amendments to the Articles of Association;
- (XII) to manage the disclosure of information of the Company;
- (XIII) to propose at the general meeting the appointment or replacement of the accounting firm that performs audit for the Company;
- (XIV) to receive the work report of the manager and other senior management personnel of the Company and examine on the work of the manager and other senior management personnel;
- (XV) to formulate and implement the equity incentive plan of the Company;
- (XVI) to fulfill other duties and powers granted by laws, administrative regulations, departmental rules, listing rules of the place where the shares of the Company are listed or the Articles of Association and the general meeting.

Matters set forth in items (III) and (X) of the preceding paragraph shall be adopted upon the affirmative vote of two-thirds or more of all the directors; all other matters for resolution shall be adopted upon the affirmative vote of more than half of all the directors. The limitation of the functions and powers of the Board in the Articles of Association shall not be against a bona fide third party.

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Where the Board makes decisions on the above matters that fall within the scope of the participation of the Party organization of the Company in decision-making on major issues, it shall first listen to the opinions and advice of the Party organization of the Company.

Matters exceeding the scope of authorization by the general meeting shall be submitted to the general meeting for consideration.

All material matters subject to the decision-making of the Board of the Company shall be informed to all directors within the time specified in the Articles of Association, with sufficient information submitted to directors at the same time in compliance with the regulatory procedure. The directors may request for additional information. When more than one-fourth of the directors or more than two independent non-executive directors consider that the information and materials are insufficient or there are other reasons that make it impossible for them to make a judgment on the matters concerned, they may jointly propose to postpone the meeting of the Board or to postpone the deliberation of part of the matters discussed by the Board, and the Board shall adopt such proposal.

The Board of the Company shall explain to the general meeting of the Company regarding the non-standard audit opinion issued by the certified public accountant on the financial reports of the Company.

The Board shall formulate rules of procedure for the Board to ensure the implementation of resolutions of the general meetings, improve work efficiency and guarantee the reasonable decision-making.

The rules of procedure of the Board shall be drafted by the Board and approved by the general meeting, which shall be taken as an appendix to the Articles of Association.

The Board shall organize relevant experts and professionals to assess major investment projects.

The Board shall have one chairman, who shall be a director of the Company and elected by the Board by more than half of all directors. The chairman is the director representing the Company in performing the Company's affairs.

The chairman of the Board shall exercise the following functions and powers:

- (I) to chair the general meetings, and to convene and chair the meetings of the Board;
- (II) to sign important documents of the Board;
- (III) to supervise and check the implementation of board resolutions;
- (IV) to exercise other powers granted by the Board;

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- (V) to exercise other powers granted by laws, administrative regulations, department rules, listing rules of the place where the shares of the Company are listed or the Articles of Association.

In the event that the chairman is incapable of performing or does not perform his or her duties, a directors nominated by more than half of the directors shall perform the duties.

The Board shall convene regular meetings four times a year. The meeting shall be convened by the chairman of the Board. The meeting notice shall be delivered to all directors in writing 14 days before the date of the meeting. If necessary, the meeting notice shall also be sent to the manager and other senior management of the Company.

Shareholders representing more than 1/10 of voting rights of the Company (excluding treasury shares), more than one-third of all directors or the audit committee may propose to convene an ad hoc meeting of the Board. The chairman shall convene and chair a board meeting within 10 days from the receipt of such request.

The notice on convening any ad hoc meeting of the Board shall be delivered in writing seven days before the convening of the meeting to all directors, the managers, and if necessary, other senior management of the Company.

The notice of the meeting of the Board shall include the following:

- (I) time and place of the meeting;
- (II) duration of the meeting;
- (III) reasons and issues of discussion;
- (IV) date on which the notice is given;
- (V) other matters stipulated in the Rules of Procedure for the Board of Directors.

The meeting of the Board may only proceed if more than half of all directors are present at the meeting. Unless otherwise regulated by the Articles of Association, resolutions made by the Board shall be passed by votes of more than half of all directors.

The voting on board resolutions shall adopt one vote per person.

A director with connected relationship with the companies involved with any matters in the resolution of the Board shall neither exercise the voting right for the resolution, nor exercise the voting right on behalf of any other directors, and his/her voting right shall not be counted towards the total voting rights. Such meeting of the Board shall only proceed if more than half of directors with no connected relationship present at the meeting. Except as otherwise provided herein, the resolutions of the meeting of the Board shall be passed by votes

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of more than half of directors with no connected relationship. In case there is less than three directors with no connected relationship present in the meeting, the matter shall be submitted to the general meeting for review.

The voting at the meetings of the Board shall be conducted by open ballot or by show of hands.

Unless otherwise regulated by applicable laws, administrative regulations and regulatory documents or the Hong Kong Listing Rules, subject to the thorough expression of opinions by all directors, the ad hoc meeting of the Board may be convened and pass resolutions by video conference, telephone conference or handover of written documents for signature, and all directors present at the meeting shall sign on such resolutions. If the Board has distributed the resolutions to all directors, the number of directors signing to consent the resolutions has reached the quorum, and the signed documents of the consent have been sent to the secretary of the Board through the above method, the motion will be deemed as a resolution passed by the Board, with the same legal force as the resolutions passed in the meetings of the Board convened according to the procedures regulated in relevant provisions of the Articles of Association.

The regular meetings of the Board shall not be convened in the form of handover of written documents for signature.

A director shall attend the meeting of the Board in person. Where a director is unable to attend the meeting of the Board for any reasons, he or she may appoint another director to attend on his or her behalf by a written power of attorney. The power of attorney shall specify the name of the proxy, the matters for entrustment, the scope of authorization and validity period, and shall be signed or sealed by the principal. A director who attends the meeting on behalf of another director shall exercise the rights of a director within the scope of the authorization. A director who does not attend a meeting of the Board in person or by proxy shall be deemed to have abstained from voting at such meeting.

The Board shall keep the minutes of the decisions on the matters discussed at the meeting, and all directors present at the meeting shall sign on the minutes. The minutes of the meetings of the Board shall be kept by the secretary of the Board as company files for a retention period of ten years.

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

- (I) the date, venue and name of the convener of the meeting;
- (II) the names of the directors present at the meeting, and the names of directors (proxies) present at the meeting appointed by other directors;
- (III) the meeting agenda;

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- (IV) summaries of the speeches of directors;
- (V) the voting methods and results for each resolution (the voting result shall indicate the number of votes for, against or abstention).

Special Committees of the Board

The Board of the Company shall set up four special committees including Audit Committee, Strategy Committee, Nomination Committee and Remuneration Committee. Special committees shall report to the Board, perform duties according to the Articles of Association and authorization of the Board, and submit proposals to the Board for consideration and decision. Special committees shall consist entirely of directors.

The Board shall formulate work principles for special committees and regulate the operation of special committees.

The special committees all comprise directors. The component of which are as follow:

- (I) The Audit Committee shall consist of not less than three members, all of which shall be non-executive directors, and a majority of whom shall be independent non-executive directors with at least one independent non-executive director possessing the appropriate professional qualifications or accounting or related financial management expertise. The chairman must be an independent non-executive director. A majority of the members of the Audit Committee shall not hold positions in the Company other than as directors and shall not have any relationship with the Company that may affect their independent and objective judgment. Employee representatives who are members of the Board of the Company may become members of the Audit Committee;
- (II) The Strategy Committee shall consist of at least five (inclusive) directors, and the chairperson thereof shall be the Chairman of the Board or an executive director;
- (III) The Nomination Committee shall consist of at least three (inclusive) directors, the majority of whom shall be independent non-executive directors of the Company. The chairman must be the chairman of the Board or an independent non-executive director;
- (IV) The Remuneration Committee shall consist of at least three (inclusive) directors, the majority of whom shall be independent non-executive directors of the Company. The chairman must be an independent non-executive director.

The power of the aforesaid special committees, as well as the remuneration and assessment mechanism for directors and senior management, are detailed in the working principles of the aforesaid special committees.

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Manager and Other Senior Management

The Company shall have one manager, three deputy managers, one secretary of the Board of Directors and one chief financial officer. Managers, and other senior management personnel of the Company shall be appointed or dismissed by the Board.

The circumstances specified in the Articles of Association under which a director may not serve as a director shall also apply to the manager and other senior management of the Company.

The provisions concerning the duties of due diligence of the director specified in the Articles of Association shall also apply to the manager and other senior management of the Company.

A personnel serving in the administrative capacity other than serving as the director and the supervisor in any controlling shareholders of the Company shall not serve as senior management of the Company.

The senior management of the Company shall receive remuneration from the Company only, and the controlling shareholder shall not pay any remuneration to them on behalf of the Company.

The term of office of the manager is three years and may be renewed upon reappointment by the Board.

The manager shall report to the Board, and shall exercise the following functions and powers:

- (I) to be in charge of the production operation and management work of the Company, to organize the implementation of the resolutions of the Board and to report his or her work to the Board;
- (II) to organize the implementation of the annual operation plans and investment proposals of the Company;
- (III) to draft the plan for establishing the internal management body of the Company;
- (IV) to draft the basic management system of the Company;
- (V) to develop the specific rules of the Company;
- (VI) to suggest the Board on the appointment or dismissal of any deputy manager, the chief financial officer and other senior management of the Company;

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(VII) to appoint or dismiss management other than those to be appointed or dismissed by the Board;

(VIII) to exercise other functions and powers granted by the Articles of Association or the Board.

The manager shall attend meetings of the Board.

Where the manager makes decisions on the above matters that fall within the scope of the participation of the Party organization of the Company in decision-making on major issues, it shall first listen to the opinions and advice of the Party organization of the Company.

The manager may resign before the expiration of his or her term of office. The specific procedures and methods for the resignation of the manager shall be determined according to the regulations of the employment contract between the manager and the Company. The manager shall draft the manager's work rules and submit them to the Board for approval before implementation.

The working rules for the manager shall include the following contents:

- (I) the conditions, procedures and participants for convening the manager's office meeting;
- (II) the respective specific duties and division of responsibilities of the manager and other senior management personnel;
- (III) the authority for the application of the Company's funds and assets and the execution of material contracts, as well as the reporting system to the Board;
- (IV) other matters that the Board deems necessary.

The Company shall have one secretary of the Board to take charge of the preparation of the Company's general meetings and meetings of the Board, the safekeeping of documents and management of the information of the Company's shareholders, and matters like disclosure of information.

The secretary of the Board shall comply with laws, administrative regulations, departmental rules and the Articles of Association.

In case the manager and other senior management violate the laws, administrative regulations, departmental rules or the provisions of the Articles of Association in fulfilling their duties of the Company, and as a result cause loss to the Company, they shall be liable for compensation.

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The senior management of the Company shall faithfully perform their duties and act in the best interests of the Company and all shareholders. Where any senior management of the Company fails to faithfully perform his or her duties or breaches his or her obligation of good faith and thereby causes damage to the interest of the Company and public shareholders, he or she shall be liable for compensation according to the laws. If senior management personnel, in the course of implementing the relevant resolutions, find that the implementation is not feasible, that continued implementation may jeopardize the Company's interests, or that material risks arise during the implementation, they shall promptly report the matter to the manager or the Board.

Audit Committee of the Board

The Company does not establish the board of supervisors, and the Audit Committee of the Board shall exercise the following functions and powers:

- (I) to review the regular report of the Company prepared by the Board and to provide comments in writing;
- (II) to inspect the financial position of the Company;
- (III) to supervise the performance of the directors and senior management and to advise the dismissal of any directors and senior management who violate the laws, administrative regulations, the Articles of Association or resolutions of the general meeting;
- (IV) to demand rectifications of the directors and senior management where their conducts are detrimental to the interest of the Company;
- (V) to propose to convene an extraordinary general meeting and to convene and chair the general meetings if the Board fails to do so as required by the Company Law;
- (VI) to submit proposals at a general meeting;
- (VII) to institute proceedings against directors and senior management according to the Company Law;
- (VIII) to investigate if there are any abnormalities in the operation of the Company; and if necessary, to engage professional institutions such as an accounting firm and a law firm to assist with its work at the expenses of the Company;
- (IX) to exercise other powers granted by laws, administrative regulations, departmental rules, listing rules of the place where the shares of the Company are listed or the Articles of Association and the Terms of Reference of the Audit Committee of the Board.

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The Audit Committee of the Board shall convene meetings at least twice a year. External auditors of the Company may request to convene a meeting if it thinks necessary. The Audit Committee of the Board shall formulate relevant rules of procedure to define the discussion method and voting procedure of the Audit Committee of the Board to ensure the work efficiency of the Audit Committee of the Board and that the decision-making process is conducted in a scientific manner.

The voting on the resolutions of the Audit Committee shall adopt one vote per person. A resolution made by the Audit Committee shall be approved by more than half of the members of the Audit Committee.

The following matters shall be approved by votes of more than half of all the members of the Audit Committee before the Board makes resolutions on them:

- (I) appointment or dismissal of the accounting firm providing audit services to the Company;
- (II) appointment or dismissal of the chief financial officer;
- (III) disclosure of financial accounting reports;
- (IV) other matters as stipulated by the securities regulatory authority of the State Council or the securities regulatory authority of the place where the shares of the Company are listed.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting System

The Company shall establish its financial and accounting system according to the laws, administrative regulations, departmental regulations, regulatory documents and the requirements of the relevant governmental authorities.

The accounting year of the Company is based on the calendar year system, which is from January 1 to December 31 of each calendar year. The Company shall prepare a financial accounting report at the end of each accounting year, which shall be audited by accounting firm in accordance with the laws. The financial accounting report shall be prepared according to relevant laws, administrative regulations and departmental regulations.

The Company publishes financial reports that are prepared in accordance with international accounting standards or overseas accounting standards of the place where the shares are listed twice per accounting year, i.e., an interim financial report within three months after the end of the first six months of each accounting year, and an annual financial report within four months after the end of the accounting year.

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The Company publishes result announcement twice per accounting year, i.e., an interim result announcement within two months after the end of the first six months of each accounting year, and an annual result announcement within three months after the end of the accounting year.

Where the above announcements are otherwise regulated by relevant laws, administrative regulations, the securities regulatory authority of the place where the shares of the Company are listed and the Hong Kong Stock Exchange, those provisions shall prevail.

Interim result or financial information announced or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations, as well as international accounting standards or overseas accounting standards of the place where the shares are listed.

The Company shall not keep accounts other than those required by laws. The assets of the Company shall not be kept under the name of any individuals.

In distribution of the profit after tax of the year, 10% of the profit shall be contributed to the statutory reserves of the Company. When the aggregate statutory reserves of the Company have reached more than 50% of the registered capital of the Company, the Company may cease to make further contribution.

Where the statutory reserves of the Company are not sufficient to recover the losses for the previous year, the profit of the current year shall first be used to recover the losses before contributing to the statutory reserves as stipulated above.

The Company may also contribute to the discretionary reserves from the profit after tax upon contributing to the statutory reserves, subject to the resolution of the general meeting.

The Company may distribute the profit after tax according to the proportion of shareholdings after making up for losses and contributing to the statutory reserves.

If the general meeting distributes profits to shareholders before the Company recovers losses and contributes to the statutory reserves in violation of the above provisions, the shareholders shall return the profits distributed in violation of the provisions to the Company. The shareholders and the responsible directors and senior management shall be liable for compensation if the Company suffered losses therefrom.

The shares of the Company held by the Company are not entitled to any profit distribution.

The reserves of the Company may be used to recover losses, expand the production and operation of the Company, or be converted to increase the registered capital of the Company.

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SUMMARY OF ARTICLES OF ASSOCIATION

When the reserves are used to recover the losses of the Company, the discretionary reserve and the statutory reserve shall be prioritized; the capital reserve may be used in accordance with the regulations if such reserves are not sufficient to recover the losses.

The remaining statutory reserves after the conversion into capital shall be no less than 25% of the registered capital of the Company before the conversion.

The Company may distribute dividends through the following two methods (or through both methods simultaneously):

- (I) cash
- (II) shares.

The payment of cash dividends and other payments by the Company to the shareholders of domestic shares shall be paid in RMB. The payment of cash dividends and other payments by the Company to shareholders of unlisted foreign shares shall be denominated and declared in RMB and paid in foreign currencies. The payment of cash dividends and other payments by the Company to shareholders of overseas listed shares shall be denominated and declared in RMB and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other payments by the Company to shareholders of overseas listed shares shall be handled according to the relevant national regulations on foreign exchange management.

Unless otherwise stipulated by relevant laws and administrative regulations, if the cash dividends and other payments are paid in Hong Kong dollars, the exchange rate shall be the average selling price of relevant foreign currencies announced by the People’s Bank of China one calendar week before the date of declaration of dividends and other payments.

Internal Audit

The Company shall adopt an internal audit system and designate full-time auditors to supervise the internal audits of financial incomes and expenses as well as the business activities of the Company.

The internal audit system of the Company and the duties of auditors shall come into effect upon the approval of the Board. The person in charge of audits shall be accountable to and report to the Board.

Appointment of Accounting Firm

The Company shall appoint an accounting firm that meets the requirements of laws and regulations and has a good reputation to conduct the audit of accounting statements, verification of net assets and other relevant consulting services for a period of one year, which may be renewed.

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The decision on the appointment, dismissal or non-renewal of the accounting firm shall be made by the general meeting.

The Company shall ensure that it will provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information to the accounting firm appointed without any objection, omission or falsehood.

In the event of termination of the appointment or non-renewal of the appointment of the accounting firm, the Company shall notify the accounting firm 15 days in advance. In the voting for the dismissal of the accounting firm at the general meeting, the Company shall allow the accounting firm to make its representation.

If the accounting firm proposes to resign, it shall explain to the general meeting whether there has been any impropriety on the part of the Company.

If the position of an appointed accounting firm is vacant, the Board may, before convening the general meeting, appoint an accounting firm, provided that such appointment shall be confirmed at the next general meeting. However, if the Company has other incumbent accounting firm during the vacant period, such accounting firm shall still perform their duties.

If the general meeting plans to adopt a resolution to appoint a non-incumbent accounting firm to fill any vacancy of the accounting firm, reappoint an accounting firm appointed by the board to fill a vacancy, or dismiss an accounting firm with an unexpired term, it shall follow the below provisions:

- (I) The proposal shall be sent to the accounting firm to be appointed, removed or already removed in the relevant fiscal year before the notice of the shareholders' general meeting is sent out. Removal includes dismissal, resignation and expiration of term;
- (II) If the outgoing accounting firm makes a written statement and requests the Issuer to notify shareholders of it, the Issuer shall take the following measures unless the statement is received too late:
 - 1. indicate in the resolution notice that the outgoing accounting firm has made a statement;
 - 2. send a copy of the statement to each shareholder entitled to the meeting notice.
- (III) If the Issuer fails to send the accounting firm's statement as required, the relevant accounting firm may require the statement to be read at the shareholders' general meeting and may further present its views;

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(IV) An outgoing accounting firm has the right to attend the following meetings:

1. The shareholders' general meeting where its term is to expire;
2. The shareholders' general meeting for filling the vacancy caused by its dismissal;
3. The shareholders' general meeting convened for its voluntary resignation.

An outgoing accounting firm has the right to receive all notices and relevant information of the aforesaid meetings, and to speak at such meetings on matters related to its tenure as the Issuer's former accounting firm.

An accounting firm that is resigning may leave a written notice at the registered office of the issuer. The notice shall include one of the following statements:

- (I) A statement to the effect that there are no circumstances connected with its resignation which it considers shall be brought to the notice of shareholders or creditors of the issuer;
- (II) Any statements that shall be accounted for;
- (III) Such notices shall become effective on the date on which they are deposited at the registered office of the issuer or on such later date as may be specified in the notices.

Within 14 days after receiving the above written notice, the Issuer shall send a copy of the notice to the competent authority. If the notice includes the statement mentioned in Item (II) above, the Issuer shall also send it to each shareholder entitled to the Issuer's financial reports.

If the accounting firm's resignation notice contains the statement mentioned in Item (II) above, the firm may require the board of directors to convene a temporary shareholders' meeting to hear its explanations about the relevant circumstances of its resignation.

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

Merger, Division, Capital Increase and Capital Reduction

The Company may engage in activities of merger or division according to laws.

A merger by absorption shall refer to that a company absorbs another company, and the company being absorbed shall be dissolved. A merger by establishment of a new company shall refer to that a new company is established as a result of a merger of two or more companies, and the companies being merged shall be dissolved.

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In a merger of companies, all parties to the merger shall sign a merger agreement and prepare their respective balance sheets and checklists of assets. The companies shall notify the creditors within 10 days upon the passing of the resolution about merger and publish an announcement within 30 days.

The creditors may require the Company to pay off the debts or provide corresponding guarantee within 30 days of the receipt of the notice, or within 45 days upon the date of the announcement if they do not receive the notice.

Once the companies are merged, their creditors' rights and debts shall be assumed by the surviving company or the newly formed company after the merger.

Where a company is divided, its assets shall be divided accordingly.

Where the company is divided, a balance sheet and a checklist of assets shall be prepared. The Company shall notify the creditors within 10 days upon the passing of the resolution about division and publish an announcement within 30 days.

The divided companies shall bear joint and several liability for debts of the pre-division company, unless otherwise stipulated in the written agreement between the Company and the creditors in relation to the repayment of debts prior to the division.

A company which intends to reduce its registered capital shall prepare a balance sheet and a checklist of assets.

The Company shall notify the creditors within 10 days upon the passing of the resolution about the reduction in the registered capital and publish an announcement within 30 days. The creditors shall be entitled to require the Company to pay off the debts or to provide corresponding guarantee within 30 days of the receipt of the notice, or within 45 days upon the date of the announcement if they do not receive the notice.

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

In case of merger or division, the Company shall register changes in particulars of the companies as a result of the merger or division with the company registration authority in accordance with laws. In case of dissolution, the Company shall register the cancelation of a company according to laws. In case of incorporation of a new company, the Company shall register the incorporation of a company in accordance with laws.

In case of any increase or reduction in the registered capital, the Company shall register the changes with the company registration authority in accordance with laws.

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Dissolution and Liquidation

The Company shall be dissolved for any of the following reasons:

- (I) the expiration of the business period or other reasons for dissolution specified in the Articles of Association;
- (II) the general meeting adopts a resolution to dissolve the Company;
- (III) dissolution is required due to the merger or division of the Company;
- (IV) the Company's business license is revoked, or it is ordered to close down or wind up in accordance with laws;
- (V) where the Company gets into serious trouble in operation and management and its continuation may cause substantial losses to the interests of shareholders, and no solution can be found through any other channel, shareholders holding more than 10% of the voting rights of the Company may request the People's Court to dissolve the Company.

If the Company has any reasons for dissolution specified in the preceding paragraph, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days.

In case of any situation in the paragraph (I), (II) of the above, and the property has not been distributed to shareholders, the Company may continue as a going concern by amending the Articles of Association or by resolution of the general meeting.

Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph or by resolution of the general meeting shall be approved by more than two-thirds of the voting shares held by the shareholders attending the general meeting.

If the Company is dissolved under the circumstances in paragraphs (I), (II), (IV) and (V) of the above, the Company shall establish a liquidation group within 15 days from the date of the occurrence of the cause of dissolution to carry out the liquidation. The liquidation group shall consist of persons determined by directors or by the general meeting. The liquidation obligors shall bear the liability for damages suffered by the Company or creditors due to their failure to perform the obligations of liquidation in a timely manner. If the Company fails to establish a liquidation group within the specified time, or such group does not carry out liquidation after the establishment, the interested person may apply to the People's Court for appointment of relevant persons to establish a liquidation group to carry out the liquidation.

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During the liquidation period, the Liquidation Group shall exercise the following powers and authorities:

- (I) conduct a review of the Company's property, and separately prepare a balance sheet and an inventory of property;
- (II) give notices to and issue public announcements for creditors;
- (III) settle the company's outstanding business related to the liquidation;
- (IV) pay all taxes owed by the Company and any taxes incurred in the course of the liquidation;
- (V) settle the Company's claims and debts;
- (VI) distribute the Company's remaining property after settling all debts;
- (VII) participate in civil litigation activities on behalf of the Company.

The Liquidation Group shall notify the creditors within ten days from the date of its establishment, and make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within sixty days. A creditor shall declare its claims to the Liquidation Group within thirty days from the date of receiving the notice, or within forty-five days from the date of the announcement if no such notice is received.

When declaring a claim, a creditor shall state the relevant matters concerning the claim and provide supporting documents. The Liquidation Group shall register the claims.

During the claim declaration period, the Liquidation Group shall not make any repayment to the creditors.

After reviewing the Company's property and preparing the balance sheet and inventory of property, the Liquidation Group shall formulate a liquidation plan and submit it to the shareholders' general meeting or the people's court for confirmation.

The remaining property of the Company, after separately paying the liquidation expenses, employees' wages, social insurance premiums and statutory compensation, paying off all overdue taxes, and settling the company's debts, shall be distributed in proportion to the shares held by the shareholders.

During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to liquidation. The Company's property shall not be distributed to the shareholders before the liquidation payments specified in the preceding paragraph are made in full.

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After checking the assets of the Company and preparing the balance sheet and checklist of assets, if the liquidation group discovers that the Company does not have sufficient assets to settle its debts, the liquidation group shall immediately file a bankruptcy liquidation application to the People's Court.

After the bankruptcy application is accepted by the People's Court, the liquidation group shall hand over the liquidation matters to the trustee in bankruptcy designated by the People's Court.

Upon the completion of the liquidation, the liquidation group shall prepare a liquidation report, submit it to the general meeting or the People's Court for confirmation and submit it to the company registration authority to apply for deregistration of the Company and announce the termination of the Company.

Members of the liquidation group shall perform their liquidating duties and have obligations of fidelity and diligence.

Where members of the liquidation group are remiss in performing their liquidation duties and cause losses to any property of the Company, he/she shall be liable for damages; members of the liquidation group shall be liable for compensation for losses incurred to the Company or creditors of the Company due to their intentional acts or gross negligence.

Where the Company is declared bankrupt according to laws, the Company shall implement bankruptcy liquidation according to laws relating to bankruptcy of enterprises.

Amendment to the Articles of Association

In any of the following circumstances, the Company shall amend the Articles of Association:

- (I) if upon amendments to the Company Law, laws, administrative regulations, departmental rules, regulatory documents, or listing rules of the stock exchange of the place where the shares of the Company are listed, any terms contained in the Articles of Association become inconsistent with the provisions abovementioned;
- (II) a change in the Company causes inconsistency with those contained in the Articles of Association;
- (III) a resolution being passed by the general meeting to amend the Articles of Association.

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The amendment of the Articles of Association shall be in accordance with the following procedures:

- (I) the Board shall pass a resolution about the amendment of the Articles of Association, and formulate a proposal for amending the Articles of Association;
- (II) the Board shall convene a general meeting to vote on the proposal to amend the Articles of Association;
- (III) the general meeting adopts the amendment to the Articles of Association by special resolution;
- (IV) the Company files the amended Articles of Association with the competent market supervision and management authority.

When a review and approval by the competent authority is required for the amendments to the Articles of Association passed by the general meetings, such amendments shall be submitted to the competent authority for approval. When an amendment to the Articles of Association involves registration, the Company shall also complete the registration of the amendment according to laws.

The Board shall amend the Articles of Association according to the resolution of the general meeting on the amendment of the Articles of Association and the review and approval opinions of the competent authority.

When the amendment to the Articles of Association contains information required to be disclosed by relevant laws and administrative regulations, the Company shall issue an announcement accordingly.