

APPENDIX III

SUMMARY OF ARTICLES OF ASSOCIATION

Issuance of Shares

The shares of the Company shall be issued under the principles of openness, fairness and justice. Each share of the same class shall carry the same rights. Shares of the same class in each issuance shall be issued under the same terms and at the same price. Subscribers shall pay the same price for each share subscribed for.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

According to the operation and development needs of the Company, subject to the provisions of laws and regulations, the Company may increase the share capital in the following ways upon approval of a resolution at a general meeting:

- (1) issuing shares to non-specific targets;
- (2) issuing shares to specific targets;
- (3) distributing bonus shares to existing Shareholders;
- (4) converting reserve funds into share capital;
- (5) other methods permitted by laws, administrative regulations, and approved by the securities regulatory authorities and the stock exchanges of the place where the shares of the Company are listed.

The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures stipulated by the Company Law, the Hong Kong Listing Rules, other relevant regulations and the Articles of Association.

The Company shall not repurchase its own shares, except in any of the following circumstances:

- (1) reducing the registered capital of the Company;
- (2) merging with another company holding shares in the Company;
- (3) using the shares for employee share ownership plans or equity incentive plans;
- (4) Shareholders objecting to a resolution of the general meeting on the merger or division of the Company and requesting the Company to repurchase their shares;
- (5) using the shares for the conversion of corporate bonds convertible into shares issued by the Company;
- (6) as is necessary to maintain the value of the Company and the interests of the Shareholders.

The repurchase of the Company's shares by the Company may be conducted through public centralized trading, or by other methods stipulated by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and approved by the CSRC and the Hong Kong Stock Exchange, and shall be conducted in compliance with applicable laws, regulations, and the securities regulatory rules of the place where the shares of the Company are listed.

Where the Company repurchases its own shares under the circumstances prescribed in items (3), (5) and (6) above, such repurchase shall be conducted through public centralized trading.

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Where the Company repurchases its own shares under the circumstances prescribed in items (1) and (2) above, it shall be subject to a resolution of the general meeting; where the Company repurchases its own shares under the circumstances prescribed in items (3), (5) and (6) above, it shall be resolved by a meeting of the Board with the attendance of more than two-thirds of the Directors, in accordance with the provisions of the Articles of Association or the authorization of the general meeting.

On the premise of complying with the securities regulatory rules of the place where the shares of the Company are listed, after the Company has repurchased its own shares pursuant to the aforementioned circumstances, the shares repurchased under the circumstance of item (1) shall be cancelled within 10 days from the date of repurchase; the shares repurchased under the circumstances of items (2) and (4) shall be transferred or cancelled within 6 months; for shares repurchased under the circumstances of items (3), (5) and (6), the aggregate number of shares held by the Company shall not exceed 10% of the total number of its issued shares, and such shares shall be transferred or cancelled within 3 years.

TRANSFER OF SHARES

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

The Directors and senior management of the Company shall declare to the Company their holdings of shares of the Company and any changes thereto. During each year of their tenures as determined upon their appointment, the shares transferred by them each year shall not exceed 25% of the total number of the shares of the same class of the Company held by them; the shares of the Company held by them shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The aforementioned persons shall not transfer their shares in the Company within 6 months from their departure from the Company. Where the listing rules of the place where the shares of the Company are listed provide otherwise on the restriction on transfer of the Company's shares, such provisions shall prevail.

Where a Shareholder holding 5% or more of the shares of the Company (except for recognized clearing houses and their nominees), a Director or a member of senior management of the Company, sells the shares of the Company or other securities with the nature of equity held by them within 6 months after purchasing them, or purchases them again within 6 months after selling them, the gains generated therefrom shall belong to the Company, and the Board of the Company will recover such gains from the above-mentioned parties. However, this shall not apply to a securities company holding more than 5% of the shares as a result of purchasing unsold shares after an underwriting offering, or in other circumstances prescribed by the CSRC. Where the listing rules of the place where the shares of the Company are listed provide otherwise on the restriction on transfer of the Company's shares, such provisions shall prevail.

The shares or other securities with the nature of equity held by a Director, senior management member or natural-person Shareholder as referred to in the preceding paragraph shall include those held by their spouses, parents and children, and those held using the accounts of others.

If the Board of the Company fails to comply with the aforementioned provisions, the Shareholders shall have the right to request the Board to execute the same within 30 days. If the Board of the Company fails to execute within the aforesaid time limit, the Shareholders shall have the right to initiate litigation directly in a People's Court in their own names for the interests of the Company. If the Board of the Company fails to comply with the aforementioned provisions, the responsible Directors shall bear joint and several liability in accordance with the law.

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES OF THE COMPANY

The Company or its subsidiaries (including the affiliated enterprises of the Company) shall not provide financial assistance in the form of gifts, advance of funds, guarantees, loans, etc., to any person for the acquisition of the shares of the Company or its parent company, except where the Company implements an employee share ownership plan.

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For the benefit of the Company, subject to a resolution of the general meeting, or a resolution made by the Board in accordance with the Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to others for acquiring the shares of the Company or its parent company, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. The resolution of the Board shall be passed by two-thirds or more of all the Directors. Where the Company or its subsidiaries (including the affiliated enterprises of the Company) engages in any action under this provision, it shall comply with the provisions of laws, administrative regulations, the CSRC, and the securities regulatory authorities and stock exchanges of the place where the shares of the Company are listed.

SHAREHOLDERS

The Company shall establish a register of Shareholders based on the certificates provided by the securities depository and clearing institutions of the place where the shares of the Company are listed. The register of Shareholders shall be sufficient evidence that the Shareholders hold the Company's shares. The original register of Shareholders of H shares listed in Hong Kong shall be maintained in Hong Kong and available for inspection by the Shareholders; provided that the Company may suspend the registration of Shareholders in accordance with applicable laws, regulations and the securities regulatory rules of the place where the shares of the Company are listed. The Shareholders shall enjoy rights and assume obligations in accordance with the class of shares held by them; Shareholders holding the same class of shares shall enjoy equal rights and assume equal obligations. For the purpose of this provision, the A shares and H shares of the Company are deemed as shares of the same class.

The Shareholders of the Company shall enjoy the following rights:

- (1) receiving dividends and other forms of profit distribution in proportion to the shares held by them;
- (2) lawfully requesting to hold, convening, presiding over, attending or appointing a Shareholder proxy to attend the general meeting, and exercising the corresponding voting rights;
- (3) supervising the Company's operations, providing suggestions or raising enquiries;
- (4) transferring, gifting or pledging the shares held by them in accordance with laws, administrative regulations, and the Articles of Association;
- (5) inspecting and copying the Articles of Association, register of Shareholders, minutes of the general meetings, resolutions of the meetings of the Board, and financial accounting reports, and eligible Shareholders may inspect the accounting books and accounting vouchers of the Company;
- (6) participating in the distribution of the Company's residual assets in proportion to the shares held by them upon the termination or liquidation of the Company;
- (7) requesting the Company to acquire the shares from Shareholders who vote against a resolution of the general meeting on the merger or division of the Company;
- (8) other rights stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

Where Shareholders request to inspect or copy relevant materials of the Company, they shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law, and the securities regulatory rules of the place where the shares of the Company are listed.

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Where a Shareholder request access to or reproduction of the relevant information or request for materials referred to in the preceding provision, they shall provide the Company with written documents certifying the class and number of shares of the Company held by them. Upon verification of their status as shareholders, the Company shall provide the same in accordance with the Shareholder's request.

Where the content of a resolution of the general meeting or the Board of the Company violates laws, administrative regulations, or the securities regulatory rules of the place where the shares of the Company are listed, the Shareholders are entitled to request the People's Court to declare it invalid. If the convening procedures or voting methods of a general meeting or a meeting of the Board violate laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association, or where the content of a resolution violates the Articles of Association, the Shareholders shall be entitled to request the People's Court to revoke the resolution within 60 days from the date on which the resolution is made. However, this shall not apply if the convening procedure or voting method of the general meeting or the meeting of the Board only has a minor flaw which does not materially affect the resolution.

If a Director or a senior management member (other than a member of the Audit Committee) violates the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association while performing their duties for the Company, thereby causing losses to the Company, a Shareholder holding, individually or jointly, 1% or more of the Company's shares for 180 or more consecutive days is entitled to request the Audit Committee in writing to file an action with a People's Court; if a member of the Audit Committee violates the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association while performing their duties for the Company, thereby causing losses to the Company, the aforementioned Shareholder may request the Board in writing to file an action with a People's Court.

If the Audit Committee or the Board refuses to file an action upon receiving a written request from the Shareholder as described in the preceding paragraph, or fails to file an action within 30 days of receiving such request, or under emergency circumstances where failure to immediately file an action would cause irreparable damage to the Company's interests, the Shareholder as described in the preceding paragraph shall be entitled to file an action directly in a People's Court in their own name in the interests of the Company.

The Shareholders of the Company shall assume the following obligations:

- (1) abiding by laws, administrative regulations, and the Articles of Association;
- (2) paying share capital according to the shares subscribed for and the subscription methods;
- (3) not withdrawing their share capital except under the circumstances prescribed by laws and regulations;
- (4) not abusing their Shareholder rights to damage the interests of the Company or other Shareholders; not abusing the independent legal person status of the Company or the limited liability of Shareholders to damage the interests of the creditors of the Company;
- (5) other obligations prescribed by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

If a Shareholder of the Company abuses their Shareholder rights, thereby causing loss to the Company or other Shareholders, they shall be held liable for compensation in accordance with the law. If a Shareholder of the Company abuses the independent legal person status of the Company and the limited liability of Shareholders to evade debts, thereby severely damaging the interests of the creditors of the Company, they shall bear joint and several liability for the debts of the Company.

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The Controlling Shareholder and actual controller of the Company shall exercise their rights and perform their obligations in accordance with the provisions of laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed, and safeguard the interests of the listed company.

Where the Company does not have a Controlling Shareholder or actual controller, the aforementioned provisions shall apply to the relevant parties as prescribed by laws, administrative regulations, the CSRC and the stock exchange.

Where the Controlling Shareholder or the actual controller transfers any shares held by them in the Company, they shall comply with the restrictive provisions on share transfer set forth in laws, administrative regulations, and the provisions of the securities regulatory authorities and the stock exchange of the place where the shares of the Company are listed, as well as the undertakings made by them regarding the restriction on share transfer.

GENERAL MEETING

a) General Provisions of the General Meeting

The general meeting of the Company is composed of all Shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:

- (1) to elect and replace Directors, and to decide on matters concerning the remuneration of Directors;
- (2) to examine and approve the reports of the Board;
- (3) to examine and approve the profit distribution plans and loss recovery plans of the Company;
- (4) to pass resolutions on the increase or reduction of the registered capital of the Company;
- (5) to pass resolutions on the issuance of corporate bonds;
- (6) to pass resolutions on the merger, division, dissolution, liquidation, or change in the corporate form of the Company;
- (7) to amend the Articles of Association;
- (8) to pass resolutions on the engagement or dismissal of accounting firms undertaking the auditing business of the Company;
- (9) to examine and approve the guarantee matters stipulated in the Articles of Association;
- (10) to examine matters where the Company purchases or disposes of material assets within one year exceeding 30% of the latest audited total assets of the Company;
- (11) to examine and approve matters relating to changes in the use of proceeds;
- (12) to examine the equity incentive plans and employee share ownership plans;
- (13) to examine other matters that shall be decided by the general meeting as prescribed by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

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

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Transactions entered into by the Company (excluding the provision of guarantees and financial assistance) that meet one of the following criteria shall be subject to the deliberation and approval by the general meeting:

- (1) the total assets involved in the transaction account for 50% or more of the latest audited total assets of the Company. If the total assets involved in the transaction have both book value and appraised value, the higher value shall be used as the basis of calculation;
- (2) the operating revenue related to the subject matter of the transaction (such as equity interest) for the latest financial year accounts for 50% or more of the audited operating revenue of the Company for the latest financial year, and the absolute amount exceeds RMB50 million;
- (3) the net profit related to the subject matter of the transaction (such as equity interest) for the latest financial year accounts for 50% or more of the audited net profit of the Company for the latest financial year, and the absolute amount exceeds RMB5 million;
- (4) the transaction consideration (including assumed liabilities and expenses) accounts for 50% or more of the latest audited net assets of the Company, and the absolute amount exceeds RMB50 million;
- (5) the profit generated from the transaction accounts for 50% or more of the audited net profit of the Company for the latest financial year, and the absolute amount exceeds RMB5 million.

If any data involved in the calculation of the above indicators is a negative value, its absolute value shall be taken for the calculation.

The following external guarantees provided by the Company shall be submitted to the general meeting for consideration after being considered and approved by the Board:

- (1) any single guarantee with an amount exceeding 10% of the latest audited net assets of the Company;
- (2) any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has 50% of the latest audited net assets of the Company;
- (3) any guarantee to be provided to a guaranteed party whose gearing ratio exceeds 70%;
- (4) guarantees where the guarantee amount provided within twelve consecutive months exceeds 50% of the latest audited net assets of the Company and the absolute amount exceeds RMB50 million;
- (5) any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 30% of the latest audited total assets of the Company;
- (6) guarantees where the guarantee amount provided within twelve consecutive months exceeds 30% of the latest audited total assets of the Company;
- (7) any guarantee to be provided to Shareholders, the actual controller and their related persons or connected persons, except for transactions exempt from compliance with shareholder approval requirements under the Hong Kong Listing Rules;
- (8) other guarantee matters subject to approval by the general meeting as prescribed by laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed.

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When considering guarantee matters, the Board must obtain the approval of more than two-thirds of the Directors attending the Board meeting. When the general meeting considers the guarantee matter set out in item (6) above, it shall be passed by more than two-thirds of the voting rights held by the Shareholders attending the meeting.

When the general meeting considers a proposal to provide a guarantee to a Shareholder, an actual controller and their related persons, such Shareholder, or the Shareholder controlled by such actual controller, shall not participate in the voting on such proposal, and such proposal shall be passed by more than half of the voting rights held by the other Shareholders attending the general meeting.

Where the Company provides guarantees to its wholly-owned subsidiaries, or provides guarantees to its controlled subsidiaries provided that other shareholders of such controlled subsidiaries offer proportionate guarantees in accordance with their entitled equity interests, if falling under items (1) to (4) above, they may be exempted from submission for review by the general meeting.

If the Company provides guarantees to the Controlling Shareholder, actual controller and their related parties, the Controlling Shareholder, actual controller and their related parties shall provide counter-guarantees.

General meetings are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and shall be held within 6 months following the end of the previous fiscal year.

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

- (1) the number of Directors falls short of the quorum prescribed in the Company Law or is less than two-thirds of the number prescribed in the Articles of Association;
- (2) the uncovered losses of the Company reach one-third of its total share capital;
- (3) upon the request by Shareholders individually or collectively holding 10% or more of the shares of the Company (excluding treasury shares);
- (4) the Board deems it necessary;
- (5) the Audit Committee proposes to convene such meeting;
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

b) Convening of the General Meeting

The Board shall convene the general meeting on time within the prescribed time limit.

With the consent of more than half of all independent Directors, the independent Directors have the right to propose to the Board to convene an extraordinary general meeting. Regarding the proposal of independent Directors to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, provide written feedback of its agreement or disagreement to convene the extraordinary general meeting within 10 days of receiving such proposal. If the Board agrees to convene the extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days after the resolution of the Board is passed; if the Board does not agree to convene the extraordinary general meeting, it shall state the reasons and make an announcement.

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If the Audit Committee proposes to the Board to convene an extraordinary general meeting, such proposal shall be submitted to the Board in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, provide written feedback of its agreement or disagreement to convene the extraordinary general meeting within 10 days of receiving the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days after the resolution of the Board is passed; any alteration to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board does not agree to convene the extraordinary general meeting or fails to provide feedback within 10 days of receiving the proposal, the Board shall be deemed to be unable or to have failed to perform its duty to convene the general meeting, and the Audit Committee may convene and preside over the meeting on its own.

If Shareholders individually or collectively holding 10% or more of the Company’s shares (excluding treasury shares) request the Board to convene an extraordinary general meeting, such request shall be submitted in writing to the Board. The Board shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, provide written feedback of its agreement or disagreement to convene the extraordinary general meeting within 10 days of receiving the request.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days after the resolution of the Board is passed; any alteration to the original request in the notice shall be subject to the consent of the relevant Shareholders.

If the Board does not agree to convene the extraordinary general meeting or fails to provide feedback within 10 days of receiving the request, Shareholders individually or collectively holding 10% or more of the Company’s shares (excluding treasury shares) shall submit a written request to the Audit Committee to propose the convening of an extraordinary general meeting.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice convening the general meeting within 5 days of receiving the request; any alteration to the original request in the notice shall be subject to the consent of the relevant Shareholders.

If the Audit Committee fails to issue the notice of the general meeting within the prescribed period, it shall be deemed that the Audit Committee will not convene and preside over the general meeting, and Shareholders individually or collectively holding 10% or more of the Company’s shares (excluding treasury shares) for 90 consecutive days or more may convene and preside over the meeting on their own.

c) Proposals and Notices of the General Meeting

Where the Company convenes a general meeting, the Board, the Audit Committee, and Shareholders individually or collectively holding 1% or more of the Company’s shares shall have the right to submit proposals to the Company.

Shareholders individually or collectively holding 1% or more of the Company’s shares may submit temporary proposals in writing to the convener 10 days before the general meeting is convened. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposals to make an announcement on the content of the temporary proposals, and submit such temporary proposals to the general meeting for consideration. However, this does not apply if the temporary proposals violate the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association, or if they are not within the scope of the general meeting’s authority. If the general meeting is required to be postponed due to the

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publication of the supplementary notice in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the general meeting shall be postponed in accordance with such securities regulatory rules.

Except for the circumstances set out in the preceding paragraph, the convener shall not amend the proposals already stated in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.

Proposals which are not set out in the notice of the general meeting or which do not comply with the Articles of Association shall not be voted on or resolved at the general meeting.

The convener shall notify all Shareholders by way of an announcement 21 days prior to the annual general meeting, and for an extraordinary general meeting, shall notify all Shareholders by way of an announcement 15 days prior to the meeting. In calculating the starting period, the Company shall not include the date on which the meeting is held.

The notice of the general meeting shall include the following contents:

- (1) the time, venue, and duration of the meeting;
- (2) the matters and proposals submitted to the meeting for consideration;
- (3) a prominent written statement that: all ordinary Shareholders and Shareholders holding shares with special voting rights and other Shareholders shall be entitled to attend the general meeting, and may appoint proxies in writing to attend and vote at the meeting, and such Shareholder proxies need not be Shareholders of the Company;
- (4) the record date of registration of Shareholders entitled to attend the general meeting;
- (5) the names and telephone numbers of the regular contact persons for the meeting affairs;
- (6) the voting time and procedures by network or other means.

Once the notice of the general meeting is issued, without a justifiable reason, the general meeting shall not be postponed or cancelled, and the proposals listed in the notice of the general meeting shall not be cancelled. Should an event of postponement or cancellation occur, the convener shall make an announcement and explain the reasons at least 2 working days prior to the originally scheduled convening date. Where the securities regulatory rules of the place where the shares of the Company are listed prescribe specific provisions on the procedures for postponing or cancelling a general meeting, such provisions shall prevail, provided that they do not violate domestic regulatory requirements.

d) Convening of the General Meeting

All ordinary Shareholders or their proxies registered on the register of Shareholders on the record date shall be entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association (unless an individual Shareholder is required to abstain from voting on specific matters pursuant to the securities regulatory rules of the place where the shares of the Company are listed).

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

The general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is unable to or does not perform his/her duties, a Director jointly elected by more than half of the Directors shall preside over the meeting.

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A general meeting convened by the Audit Committee on its own shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable to or does not perform his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting.

A general meeting convened by the Shareholders on their own shall be presided over by the convener or a representative elected by the convener.

During a general meeting, if the presiding officer of the meeting violates the rules of procedure and prevents the meeting from proceeding, upon the agreement of more than half of the Shareholders present and entitled to vote, the general meeting may elect one person to act as the chairman of the meeting to proceed with the meeting.

The Company shall formulate the rules of procedure for general meetings, which shall prescribe in detail the convening, holding, and voting procedures of the general meetings, including notification, registration, review of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, recording and signing of meeting minutes, announcements, etc., as well as the principles of authorization by the general meeting to the Board, and the content of the authorization shall be clear and specific. The rules of procedure for general meetings shall be formulated by the Board and approved by the general meeting as an appendix to the Articles of Association.

e) Voting at the General Meeting

Resolutions of the general meeting are classified into ordinary resolutions and special resolutions.

An ordinary resolution at a general meeting shall be passed by more than half of the voting rights held by the Shareholders (including Shareholders attending the general meeting by proxy) present at the general meeting.

A special resolution at a general meeting shall be passed by more than two-thirds of the voting rights held by the Shareholders (including Shareholders attending the general meeting by proxy) present at the general meeting.

The following matters shall be passed by an ordinary resolution at a general meeting:

- (1) work reports of the Board;
- (2) profit distribution plans and loss recovery plans formulated by the Board;
- (3) appointment and removal of members of the Board, as well as their remuneration and the methods of payment thereof;
- (4) appointment, dismissal, and remuneration of the auditor;
- (5) other matters other than those required by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association to be passed by a special resolution.

The following matters shall be passed by a special resolution at a general meeting:

- (1) the increase or reduction of the registered capital of the Company;
- (2) the division, spin-off, merger, dissolution, change of corporate form and liquidation (including voluntary winding-up) of the Company;
- (3) the amendment to the Articles of Association;

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- (4) the purchase or disposal of material assets or the provision of guarantees by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (5) the equity incentive plan;
- (6) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, and other matters which are considered by the general meeting by way of an ordinary resolution to have a material impact on the Company and require approval by a special resolution.

In the event of a hostile takeover of the Company, where the acquirer and/or parties acting in concert with it submit proposals involving the above matters and other matters relating to connected transactions, external investments (including entrusted wealth management, etc.), provision of financial assistance, restructuring of creditor’s rights or debts, execution of management contracts (including entrusted operations, commissioned operations, etc.), transfer of research and development projects, licensing of intellectual property rights, removal of Directors or members of the Audit Committee, and amendments to the anti-hostile takeover provisions in the Articles of Association, such proposals shall be passed by not less than three-quarters of the voting rights held by the Shareholders (including proxies) present at the general meeting.

Shareholders (including Shareholders attending the general meeting by proxy) shall exercise their voting rights based on the number of voting shares they represent, and each share shall be entitled to one vote. Where permitted by the applicable securities regulatory rules of the place where the shares of the Company are listed, when casting votes, a Shareholder (including a proxy) who has two or more votes is not required to cast all his/her/its votes as affirmative, negative, or abstention votes. Where the securities regulatory rules of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

When the general meeting considers material matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate vote counting shall be publicly disclosed in a timely manner.

The shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be counted in the total number of voting shares present at the general meeting.

Where a Shareholder purchases voting shares of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares present at the general meeting.

The Board, independent Directors, Shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the provisions of the CSRC may publicly solicit voting rights from Shareholders. While soliciting voting rights from Shareholders, information such as specific voting intentions shall be fully disclosed to the persons from whom voting rights are being solicited. Solicitation of voting rights from Shareholders for consideration or in disguised forms of consideration is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding requirement on the solicitation of voting rights.

In accordance with relevant laws and regulations and the requirements of the securities regulatory rules of the place where the shares of the Company are listed, where any Shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholders in contravention of such requirement or restriction shall not be counted in the voting results.

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When the general meeting considers matters relating to connected transactions, connected Shareholders shall not participate in voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement on the resolutions of the general meeting shall fully disclose the voting results of the non-connected Shareholders.

DIRECTORS

The Directors of the Company shall be natural persons. A person shall be disqualified from being a Director of the Company if any of the following circumstances applies:

- (1) he/she has no civil capacity or has restricted civil capacity;
- (2) he/she has been sentenced to criminal penalty due to corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the market economic order of socialism, or has been deprived of political rights due to criminal offences, and less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation or he/she was granted probation, and less than 2 years have elapsed since the expiration of the probation period;
- (3) he/she served as a former director, factory manager or manager of a company or enterprise which was bankrupt and liquidated, and was personally liable for the bankruptcy of such company or enterprise, and less than 3 years have elapsed since the completion of the bankruptcy liquidation of such company or enterprise;
- (4) he/she served as a former legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of laws, and was personally liable therefor, and less than 3 years have elapsed since the date of the revocation of the business license and the order to close down of such company or enterprise;
- (5) he/she has a relatively large amount of personal debt due and unpaid, and has been listed as a dishonest judgment debtor by the People’s Court;
- (6) he/she has been imposed a ban from entering the securities market by the CSRC, and the term of such ban has not expired;
- (7) he/she has been publicly identified by a stock exchange as unfit to serve as a director, senior management member, etc. of a listed company, and the term has not expired;
- (8) other circumstances as prescribed by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the shares of the Company are listed.

Any election, delegation or appointment of a Director in violation of the provision above shall be invalid. If any of the circumstances under the provision above occurs to a Director during his/her term of office, the Company shall remove him/her from office and cease his/her performance of duties.

Directors shall be elected or replaced by the general meeting, and may be removed from their office by the general meeting prior to the expiration of their term of office. The term of office of a Director shall be 3 years, and upon the expiration of the term, a Director shall be eligible for re-election and re-appointment.

The term of office of a Director shall commence from the date of his/her assumption of office until the expiration of the term of the current Board. Where the term of office of a Director expires but re-election is not made in a timely manner, the original Director shall continue to perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association until the re-elected Director assumes office.

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The number of Directors replaced by the Company within any continuous 24-month period shall not exceed one-half of the total number of Directors; if the number of Directors falls below the number stipulated in the Articles of Association due to the resignation of Directors, or the removal of Directors due to their violation of laws, administrative regulations or the provisions of the Articles of Association, the Company may elect additional Directors and shall not be subject to such one-half limit. Directors who are re-elected and re-appointed shall not be regarded as replaced or additionally elected Directors as stipulated in this paragraph.

A Director may concurrently serve as a senior management member, provided that the total number of Directors who concurrently serve as senior management members and Directors who are employee representatives shall not exceed one-half of the total number of Directors of the Company.

In the event of a hostile takeover of the Company, upon the expiration of the term of the current Board at the time of the occurrence of the hostile takeover or upon its early re-election, at least two-thirds of the candidates for the members of the succeeding Board shall be the existing members of the Board; the total number of Directors re-elected at the general meeting in any given year before the expiration of the term of the succeeding Board shall not exceed one-quarter of the total number of the members of the Board as stipulated in these Articles of Association.

In the event of a hostile takeover of the Company, if any Director is removed from office during his/her term of office without any illegal or criminal act, or without any lack of qualification or capability to serve as a Director of the Company, or without any violation of the provisions of the Articles of Association, the Company shall pay compensation to such Director equivalent to 10 times the total pre-tax remuneration received by such Director during his/her years of service as a Director of the Company. If such Director has entered into an employment contract with the Company, upon the termination of the employment contract, the Company shall also pay economic compensation or damages in accordance with the provisions of the Labor Contract Law of the People's Republic of China and other relevant laws and regulations.

Directors owe the following duties of diligence to the Company:

- (1) to exercise the rights conferred by the Company with due caution, care and diligence to ensure that the commercial activities of the Company comply with the requirements of national laws, administrative regulations and various national economic policies, and that its commercial activities do not exceed the business scope stipulated in the business license;
- (2) to treat all Shareholders equally;
- (3) to keep abreast of the business operation and management of the Company in a timely manner;
- (4) to sign written confirmations in respect of the periodic reports of the Company and ensure that the information disclosed by the Company is true, accurate and complete;
- (5) to provide relevant information and materials to the Audit Committee truthfully, and not to hinder the Audit Committee in exercising its functions and powers;
- (6) not to provide any form of convenience or assistance that prejudices the legitimate rights and interests of the Company or its Shareholders to any organization or individual proposing to carry out or carrying out a hostile takeover of the Company, or for their takeover activities;
- (7) other duties of diligence stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

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A Director may resign prior to the expiration of his/her term of office. To resign, a Director shall submit a written resignation report to the Company. The resignation shall become effective on the date when the Company receives the resignation report, and the Company will disclose the relevant information within 2 trading days or within the period required by the securities regulatory rules of the place where the shares of the Company are listed. Where the resignation of a Director results in the composition of the Board failing to comply with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, the original Director shall continue to perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association until the re-elected Director assumes office.

Unless otherwise provided in the Articles of Association or legally authorized by the Board, no Director shall act on behalf of the Company or the Board in his/her own name. When a Director acts in his/her own name, if a third party could reasonably believe that such Director is acting on behalf of the Company or the Board, such Director shall declare his/her position and identity in advance.

BOARD

The Company shall establish a Board. The Board shall consist of 9 Directors, including 3 independent Directors and 1 employee Director. There shall be 1 chairman of the Board, and the chairman shall be elected by the Board with the approval of more than half of all the Directors.

The employee representative(s) in the Board shall be democratically elected by the employees of the Company through the employee representatives’ meeting, the employees’ meeting or other forms, and such election shall not be subject to consideration by the general meeting.

The Board shall exercise the following functions and powers:

- (1) to convene the general meeting and report on its work to the general meeting;
- (2) to implement the resolutions of the general meeting;
- (3) to determine the business plans and investment plans of the Company;
- (4) to formulate the profit distribution plans and loss recovery plans of the Company;
- (5) to formulate plans for the Company’s increase or reduction of registered capital, issuance of bonds or other securities, and listing;
- (6) to formulate plans for material acquisitions, purchases of shares of the Company, or merger, division, dissolution and change of corporate form of the Company;
- (7) to decide on matters such as external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope authorized by the general meeting;
- (8) to decide on the establishment of the Company’s internal management structure;
- (9) to decide on the appointment or dismissal of the general manager, the secretary to the Board and other senior management members of the Company, and to decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the deputy general manager, the person in charge of finance and other senior management members of the Company based on the nominations of the general manager, and to decide on their remuneration, rewards and punishments;

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- (10) to formulate the basic management systems of the Company;
- (11) to formulate proposals for amending the Articles of Association;
- (12) to manage the information disclosure matters of the Company;
- (13) to propose to the general meeting the appointment or replacement of the accounting firm that audits the Company;
- (14) to listen to the work report of the general manager of the Company and inspect the work of the general manager;
- (15) other functions and powers granted by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, the Articles of Association or the general meeting.

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

The Board shall hold at least four regular meetings each year, to be convened by the chairman of the Board. Notice of the meeting shall be given to all Directors by personal delivery, mail, fax, e-mail, telephone, short message or electronic communication means 14 days prior to the convening of the meeting. Shareholder(s) representing one-tenth or more of the voting rights (excluding treasury shares), one-third or more of the Directors, or the Audit Committee may propose the convening of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over a meeting of the Board within 10 days upon receipt of such proposal.

A meeting of the Board shall be held only if it is attended by more than half of the Directors. Any resolution made by the Board must be passed by more than half of all Directors. Voting on resolutions of the Board shall be conducted on the basis of one vote per person.

Where a Director has a connected relationship with the enterprise or individual involved in the matters to be resolved at the meeting of the Board, such Director shall report to the Board in writing in a timely manner. The connected Director shall not exercise his/her voting rights on such resolution, nor shall he/she exercise voting rights as a proxy for other Directors. Such meeting of the Board may be held if attended by more than half of the non-connected Directors, and the resolutions made at the meeting of the Board must be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the meeting of the Board is less than 3, the matter shall be submitted to the general meeting for consideration.

When the Board considers matters relating to connected transactions, Directors (including authorized proxies) who have a connected relationship with such connected matters may attend the meeting of the Board and may express their views to the attending Directors in accordance with the meeting procedures, but must abstain from voting.

SENIOR MANAGEMENT

The Company shall have one general manager; and executive deputy general manager(s), deputy general manager(s), the secretary to the Board, a chief financial officer, assistant(s) to the general manager, a chief engineer and deputy chief engineer(s) shall be appointed according to actual needs. The aforesaid personnel are the senior management members of the Company, and shall all be appointed and dismissed by the Board.

The provisions of the Articles of Association regarding the duties of loyalty and diligence of Directors shall also apply to the senior management members.

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The general manager shall be accountable to the Board and shall exercise the following functions and powers:

- (1) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board, and to report work to the Board;
- (2) to organize the implementation of the annual business plans and investment plans of the Company;
- (3) to draft plans for the establishment of the internal management structure of the Company;
- (4) to draft the basic management systems of the Company;
- (5) to formulate the specific rules and regulations of the Company;
- (6) to propose to the Board the appointment or dismissal of the deputy general manager(s) and the person in charge of finance of the Company;
- (7) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal is required to be decided by the Board;
- (8) other functions and powers granted by the Articles of Association or the Board.

The general manager shall attend the meetings of the Board as a non-voting delegate.

The senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders.

Where the senior management members of the Company fail to faithfully perform their duties or breach their fiduciary duties, thereby causing damage to the interests of the Company and the public Shareholders, they shall be liable for compensation in accordance with the law.

AUDIT COMMITTEE

The Board of the Company establishes an Audit Committee, which exercises the functions and powers of a supervisory committee as stipulated in the Company Law.

The Audit Committee shall consist of 3 members, who shall be Directors not holding senior management positions in the Company, of which at least 2 shall be independent Directors. A professional among the independent Directors who possesses accounting or financial management expertise as stipulated by the securities regulatory rules of the place where the shares of the Company are listed shall serve as the convener.

The Audit Committee is responsible for reviewing the financial information of the Company and its disclosure, and supervising and evaluating internal and external audit work and internal control. The following matters shall be subject to the consent of more than half of all members of the Audit Committee before being submitted to the Board for consideration:

- (1) the disclosure of financial and accounting reports and financial information in periodic reports, and internal control evaluation reports;
- (2) the appointment or dismissal of the accounting firm undertaking the audit business for the listed company;
- (3) the appointment or dismissal of the person in charge of finance of the listed company;

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- (4) changes in accounting policies, changes in accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;
- (5) other matters stipulated by laws, administrative regulations, the CSRC, the stock exchange of the place where the shares of the Company are listed and the Articles of Association.

The Audit Committee shall hold at least one meeting every quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee shall be held only if it is attended by at least two-thirds of its members.

Any resolution made by the Audit Committee shall be passed by more than half of the members of the Audit Committee. Voting on resolutions of the Audit Committee shall be conducted on the basis of one vote per person. The working rules of the Audit Committee shall be formulated by the Board.

FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

a) Financial and Accounting Systems

The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations, the provisions of relevant state departments and the securities regulatory rules of the place where the shares of the Company are listed.

The Company shall submit and disclose its annual report to the dispatched office of the CSRC and the stock exchange of the place where the shares of the Company are listed within 4 months from the end of each financial year, and submit and disclose its interim report to the dispatched office of the CSRC and the stock exchange of the place where the shares of the Company are listed within 2 months from the end of the first half of each financial year.

The Company shall not establish account books other than statutory account books. The funds of the Company shall not be deposited in any account opened in the name of any individual.

b) Profit Distribution

When distributing its after-tax profits of the current year, the Company shall allocate 10% of the profits to its statutory reserve fund. If the cumulative amount of the Company's statutory reserve fund reaches 50% or more of the registered capital of the Company, no further allocation is required.

Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous years, the profits of the current year shall be used to make up for such losses before the allocation to the statutory reserve fund in accordance with the aforementioned provisions.

After allocating to the statutory reserve fund from the after-tax profits, the Company may, subject to a resolution of the general meeting, also allocate to the discretionary reserve fund from the after-tax profits.

The remaining after-tax profits after making up for losses and allocating to the reserve funds shall be distributed in proportion to the shares held by the Shareholders, unless the Articles of Association stipulate that the distribution shall not be made in proportion to the shareholdings.

Where the general meeting distributes profits to the Shareholders in violation of the Company Law, the Shareholders must return the profits distributed in violation of the provisions to the Company; if losses are caused to the Company, the Shareholders and the responsible Directors and senior management members shall be liable for compensation.

The shares of the Company held by the Company itself shall not participate in profit distribution.

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The Company shall appoint one or more receiving agents in Hong Kong for the holders of H shares. The receiving agent shall receive and hold, on behalf of the relevant holders of H shares, the dividends distributed and other amounts payable by the Company in respect of the H shares, pending payment to such holders of H shares. The receiving agent appointed by the Company shall comply with the requirements of laws, regulations and the securities regulatory rules of the place where the shares of the Company are listed.

c) Internal Audit

The Company shall implement an internal audit system to clarify the leadership system, duties and authorities, personnel deployment, funding guarantee, application of audit results and accountability of the internal audit work.

The internal audit department shall be accountable to the Board.

d) Appointment of Accounting Firm

The Company shall appoint an accounting firm that complies with the provisions of the Securities Law and the securities regulatory rules of the place where the shares of the Company are listed to conduct businesses such as the audit of accounting statements, verification of net assets and other relevant advisory services. The term of appointment shall be 1 year, and is renewable.

The appointment or dismissal of an accounting firm by the Company shall be decided by the general meeting. The Board shall not appoint any accounting firm prior to the decision of the general meeting.

The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, account books, financial and accounting reports and other accounting materials, and that it engages without any refusal, withholding, and misrepresentation.

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

a) Merger, Division, Capital Increase and Capital Reduction

The merger of the Company may take the form of either merger by absorption or merger by new establishment. A company absorbing other company(ies) is a merger by absorption, and the absorbed company(ies) shall be dissolved. Two or more companies merging to establish a new company is a merger by new establishment, and the merging parties shall be dissolved.

In the event of a merger, the merging parties shall enter into a merger agreement, and prepare a balance sheet and a detailed inventory of assets. The Company shall notify its creditors within 10 days from the date of passing the resolution on the merger, and shall make an announcement in newspapers designated by the CSRC such as Securities Times or on the National Enterprise Credit Information Publicity System within 30 days thereof. The creditors may, within 30 days from the date of receipt of the notice, or within 45 days from the date of the announcement if they do not receive the notice, require the Company to settle its debts or provide corresponding guarantees.

Upon the merger, the claims and debts of each of the merging parties shall be succeeded to by the surviving company or the newly established company after the merger.

In the event of a division of the Company, its assets shall be divided accordingly. For the division of the Company, a balance sheet and a detailed inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of passing the resolution on the division, and shall make an announcement in newspapers designated by the CSRC such as Securities Times or on the National

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Enterprise Credit Information Publicity System within 30 days thereof. The companies after the division shall bear joint and several liabilities for the debts of the Company prior to the division, unless otherwise stipulated in a written agreement on debt settlement reached between the Company and its creditors prior to the division.

Where the Company reduces its registered capital, it shall prepare a balance sheet and a detailed inventory of assets. The Company shall notify its creditors within 10 days from the date of passing the resolution on the reduction of registered capital, and shall make an announcement in newspapers designated by the CSRC such as Securities Times or on the National Enterprise Credit Information Publicity System within 30 days thereof. The creditors shall, within 30 days from the date of receipt of the notice, or within 45 days from the date of the announcement if they do not receive the notice, have the right to require the Company to settle its debts or provide corresponding guarantees. When the Company reduces its registered capital, the capital contributions or shares shall be reduced accordingly in proportion to the shares held by the Shareholders, unless otherwise provided by laws or these Articles of Association.

When the Company issues new shares to increase its registered capital, the Shareholders shall not have the pre-emptive right to subscribe for the new shares, unless otherwise provided by these Articles of Association or resolved by the general meeting that the Shareholders have such pre-emptive right.

b) Dissolution and Liquidation

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

- (1) the expiration of the business period stipulated in the Articles of Association or the occurrence of other reasons for dissolution stipulated in the Articles of Association;
- (2) a resolution on dissolution is passed by the general meeting;
- (3) dissolution is necessary due to a merger or division of the Company;
- (4) its business license is revoked, or it is ordered to close down or is cancelled in accordance with the law;
- (5) the Company experiences serious difficulties in its operation and management, its continued existence will cause material losses to the interests of the Shareholders, and such difficulties cannot be resolved through other means, in which case Shareholders holding 10% or more of the voting rights (excluding treasury shares) of the Company may apply to the People's Court to dissolve the Company.

Where any of the reasons for dissolution stipulated in the preceding paragraph occurs to the Company, it shall make the reasons for dissolution public through the National Enterprise Credit Information Publicity System within 10 days.

Where the Company is dissolved pursuant to items (1), (2), (4) and (5) of the Articles of Association, a liquidation shall be carried out. The Directors, being the persons obliged to liquidate the Company, shall form a liquidation committee to conduct the liquidation within 15 days from the date of the occurrence of the reasons for dissolution.

The liquidation committee shall comprise the Directors, unless otherwise stipulated in the Articles of Association or unless other persons are elected by a resolution of the general meeting.

If the persons obliged to liquidate the Company fail to perform their liquidation obligations in a timely manner, thereby causing losses to the Company or its creditors, they shall be liable for compensation.

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The liquidation committee shall notify the creditors within 10 days from the date of its establishment, and shall make an announcement in newspapers designated by the CSRC such as Securities Times or on the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice, or within 45 days from the date of the announcement if they do not receive the notice.

When declaring their claims, the creditors shall explain the relevant matters relating to the claims and provide supporting materials. The liquidation committee shall register the claims.

During the period of declaration of claims, the liquidation committee shall not make any settlement with the creditors.

After sorting out the assets of the Company and preparing a balance sheet and a detailed inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the general meeting or the People’s Court for confirmation.

The remaining assets of the Company after paying the liquidation expenses, employees’ wages, social insurance premiums and statutory compensation, paying outstanding taxes and settling the debts of the Company 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 the liquidation.

The assets of the Company shall not be distributed to the Shareholders before the settlement in accordance with the provisions of the preceding paragraph.

If the liquidation committee, after sorting out the assets of the Company and preparing a balance sheet and a detailed inventory of assets, discovers that the assets of the Company are insufficient to settle its debts, it shall apply to the People’s Court for bankruptcy liquidation in accordance with the law.

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

Upon the completion of the liquidation of the Company, the liquidation committee 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.

Where the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

- (1) after the amendment to the Company Law or relevant laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed, the matters stipulated in the Articles of Association conflict with the provisions of the revised laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed;
- (2) changes have occurred in the Company’s circumstances, which are inconsistent with the matters stated in the Articles of Association;
- (3) the general meeting has resolved to amend the Articles of Association.

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Where the amendments to the Articles of Association passed by the resolution of the general meeting are subject to the examination and approval of the competent authorities, such amendments shall be submitted to the competent authorities for approval; where matters concerning the registration of the Company are involved, change of registration shall be processed in accordance with the law.

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

Where the matters involving the amendment to the Articles of Association fall within the information required to be disclosed by laws, regulations or the securities regulatory rules of the place where the shares of the Company are listed, an announcement shall be made in accordance with the relevant regulations.