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**西安海天天綫科技股份有限公司**

**XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.\***

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

**(Stock Code: 8227)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND ABOLISHMENT OF THE ESTABLISHMENT  
OF THE SUPERVISORY COMMITTEE; AND  
PROPOSED RE-ELECTION AND  
APPOINTMENT OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Xi'an Haitian Antenna Technologies Co., Ltd.\* (the “**Company**”) is pleased to announce that resolutions will be proposed at an annual general meeting of the Company to be held on 27 June 2025 (the “**AGM**”) for the purpose of considering and, if thought fit, approving, among other things, (a) the proposed amendments to the articles of association of the Company (the “**Articles and Association**”) and abolishment of the Establishment of the Supervisory Committee and (b) the proposed re-election of the existing Directors of the Company who offered for re-election and appointment of the newly nominated Directors to constitute the ninth session of the Board, and authorising the Board to enter into the service agreements with and fix the remuneration of the Directors of the ninth session of the Board.

\* For identification purpose only

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE ESTABLISHMENT OF THE SUPERVISORY COMMITTEE**

Pursuant to the Company Law of the People's Republic of China with effect from 1 July 2024 and the provision of abolishing the establishment of the supervisory committee in the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) with effect from 17 December 2024, the Company intends to make amendments to certain clauses of the Articles of Association. The proposed amendments are mainly about the abolishment of the establishment of the Supervisory Committee; the clarification of the functional positioning of the audit committee of the Company; and other corresponding and miscellaneous amendments. Details of the proposed amendments to the Articles of Association are set out in Appendix to this announcement.

A special resolution will be proposed in the AGM to seek for passing the amendments to the Articles of Association and the amendments on the abolishment of the establishment of the Supervisory Committee.

Besides, in view of the above new regulatory requirements and in consideration of the upcoming expiry of terms of each supervisor of the Supervisory Committee, the Company intends to, subject to the approval of the amendments to the Articles of Association by Shareholders, abolish the establishment of the Supervisory Committee. If the resolution on the proposed amendments to the Articles of Association and the abolishment of the establishment of the Supervisory Committee is approved by Shareholders, all current supervisors of the Company will then retire.

## **PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS**

Pursuant to the Articles of Association, the Board shall comprise 9 Directors, 2 of whom shall be executive Directors, 4 of whom shall be non-executive Directors and 3 of whom shall be independent non-executive Directors. The term of each session of the Board shall be 3 years. Upon expiry of the term, the Directors shall be eligible for re-election. The Directors, shall be elected by the Shareholders at the general meeting.

The term of the eighth session of the Board will be expired on 27 June 2025. Due to other work commitment and having considered the contributions required to perform duties to the Company, Professor Shi Ping and Mr. Tu Jijun, both being independent non-executive Directors of the Company, will not offer themselves for re-election as the Directors at the AGM. They confirmed that there is no disagreement with the Board and there is no other matter in relation to their retirement other than the information disclosed therein which needs to be brought to the attention of the Shareholders. The Board would like to take this opportunity to express its appreciation for their contributions to the Company during the term of office.

Based on the review by the nomination committee of the Board, the existing Directors who offered for re-election and the newly nominated Directors are recommended for election as the Directors of the ninth session of the Board at the AGM. The term of the ninth session of the Board will be for a term of 3 years which is proposed to commence on 28 June 2025.

The biographical particulars of the Directors proposed to be re-elected and appointed at the AGM are as follows:

### **Executive Directors**

**Mr. Xiao Bing (肖兵先生)**, aged 59, is a son of Professor Xiao Liangyong, the founder of the Company. Mr. Xiao studied in radio technology under the Adult Education College of Xidian University\* (西安電子科技大學) from 1984 to 1987 and obtained a Master of Business Administration from China Europe International Business School in 2006. He worked in Xi'an General Factory of Oil Instruments\* (西安石油勘探儀器總廠) from 1987 to 1992, served as the manager of Xi'an Haitian Communications Equipment Factory\* (西安海天通訊設備廠) from 1992 to 1999 and was the general manager of Xi'an Haitian Communications Equipment Company Limited\* (西安海天通訊設備有限公司) from 1999 to 2000. Mr. Xiao joined the Group as an assistant to chairman of the Board since 1999, and was appointed as the general manager of the Company and elected as an executive Director since October 2000. Mr. Xiao was the chairman of the Board from August 2004 to November 2007 and from 31 December 2012 to 28 June 2016, was the vice chairman of the Board from 29 June 2016 to 31 December 2018, and has been the chairman of the Board since 1 January 2019.

As at the Latest Practicable Date, 328,363,637 Domestic Shares are held by Xi'an Tian An Corporate Management and Consulting Co., Ltd.\* (西安天安企業管理諮詢有限公司) ("**Tian An Corporate**"), which is beneficially owned as to 60% by Mr. Xiao Bing (肖兵先生) and 40% by his spouse Ms. Chen Jing (陳靜女士). 157,468,698 Domestic Shares are held by Xi'an Xiao's Antenna Technologies Co., Ltd.\* (西安肖氏天綫科技有限公司) ("**Xiao Antenna**"), which is beneficially owned as to 31% by his father Professor Xiao Liangyong (肖良勇教授) and as to 30% by his spouse Ms. Chen Jing. On 10 August 2023, Professor Xiao Liangyong transferred his 31% share of Xiao Antenna to Ms. Chen Jing. By virtue of the SFO, Mr. Xiao Bing is deemed to be interested in the same 328,363,637 and 157,468,698 Domestic Shares. In the 2nd quarter of 2023, Mr. Xiao Bing transferred his 57,000,000 and 8,000,000 Domestic Shares to Mr. Chen Ren and Ms. Ma Xiuling, respectively.

**Mr. Chen Ji (陳繼先生)**, aged 49, obtained a Bachelor of Economics from Shanghai University of Finance and Economics\* (上海財經大學) in 1997, a Bachelor of Laws from East China University of Political Science and Law\* (華東政法學院) in 2005, a Master of Business Administration from Shanghai University of Finance and Economics in 2008 and a Master of Laws from Fudan University\* (復旦大學) in 2009. Mr. Chen has extensive experiences in finance, internal control and management. Mr. Chen worked for Air China Limited Shanghai Branch Office\* (中國國際航空股份有限公司上海基地) as the office supervisor from July 1997 to August 2001. Mr. Chen served as a senior manager of finance department and a partner of Xinzhuo (China) Consulting Co., Ltd.\* (信卓(中國)諮詢有限公司) from December 2003 to January 2006. He joined Shanghai Hui Da Feng Law Firm\* (上海市滙達豐律師事務所) as a paralegal since February 2006 and became a lawyer and a partner, and was the founder partner of Shanghai Heng Lu Lawyers Alliance (Group) Firm\* (上海恒律聯盟律師(集團)事務所) in October 2010. Mr. Chen was the vice chairman of Shanghai Zhongji Investment Holding Co., Ltd.\* (上海中技投資控股股份有限公司), a company listed on The Shanghai Stock Exchange, for the period from November 2012 to November 2014. Mr. Chen was appointed as a director and elected as the chairman and the chief executive officer of Zhejiang Xinlian Co., Ltd.\* (浙江信聯股份有限公司) on 2 March 2015 and 3 March 2015 respectively. Mr. Chen served as a director of Cloud Live Technology Group Co., Ltd.\* (中科雲網科技集團股份有限公司), a company listed on The Shenzhen Stock Exchange, from November 2016 to March 2018, as the vice chairman from June 2017 to March 2018, and has been the chairman and the chief executive since 1 November 2018. Since June 2018, Mr. Chen has served as the chief representative of the Greater China region of the Bilateral Research Institute in the United States. Mr. Chen was an independent non-executive Director from 10 August 2012 to 13 April 2015, was appointed as an executive Director with effect from 13 April 2015, was the chairman of the Board from 29 June 2016 to 31 December 2018, and has been the vice chairman of the Board since 1 January 2019.

As at the Latest Practicable Date, 254,844,804 Domestic Shares are held by Shanghai Gaoxiang Investment Management Co., Ltd.\* (上海高湘投資管理有限公司) (“**Gaoxiang Investment**”), which is beneficially owned by Mr. Chen Ji (陳繼先生) and his spouse Ms. Sun Xiangjun (孫湘君女士) in equal share. The Domestic Shares held by Shanghai Hongzhen Ningshang Investment Management Partnership (limited partnership)\* (上海泓甄寧尚投資管理合夥企業(有限合夥)) (“**Shanghai Hongzhen Ningshang**”) reduced from 18,500,000 to 18,000,000. In the 2nd quarter of 2023, Shanghai Hongzhen Ningshang transferred its 500,000 Domestic Shares to Mr. Song Xiangyu. Shanghai Hongzhen Ningshang is beneficially owned as to 83.33% by Mr. Chen Ji and 16.67% by Shanghai Hongzhen Investment Management Co., Ltd.\* (上海泓甄投資管理有限公司) (“**Shanghai Hongzhen Investment**”), and Shanghai Hongzhen Investment is beneficially owned as to 60% by Gaoxiang Investment. By virtue of the SFO, Mr. Chen Ji is deemed to be interested in the same 254,844,804 and 18,000,000 Domestic Shares.

## Non-executive Directors

**Mr. Li Wenqi (李文琦先生)**, aged 59, graduated from Shaanxi College of Finance and Economics\* (陝西財經學院, now known as Xi'an Jiaotong University\* (西安交通大學)). He worked for Shaanxi Silk Import & Export Corporation\* (陝西省絲綢進出口公司), which is one of the promoters of the Company, as the deputy chief of planning and finance department from October 1987 to April 1994, the manager of planning and finance department from April 1994 to October 1997, an assistant to general manager and the manager of planning and finance department from October 1997 to May 2001. He has served as the chief accountant and the manager of planning and finance department of Shaanxi Kaisei Group Co., Ltd.\* (陝西開成集團有限責任公司) since May 2001, and the general manager of Shaanxi Kaisei Group Co., Ltd. since September 2015. Mr. Li has joined the Company as a non-executive Director since October 2000.

**Mr. Zuo Hong (左宏先生)**, aged 61, graduated from Xidian University\* (西安電子科技大學) and obtained the qualification of Senior Engineer in 2005. He was the instructor of Xi'an Armed Police Corps. He took the position of supervisor and chief technical director of the engineering and technology department in Xi'an Huiliaing Electronic Technologies Co., Ltd.\* (西安慧良電子科技有限公司) in 1995 and 1997 respectively. He was the chairman and the general manager of Xi'an Tianditong Communication Development Co., Ltd.\* (西安天地通通信發展有限公司) in September 1999. Mr. Zuo was appointed as the general manager of Xi'an Haitian Communication System Engineering Co., Ltd.\* (西安海天通信系統工程有限公司), a subsidiary of the Company, in July 2006 and as an assistant to the chief executive director of Xi'an Hi-tech Communication Software Co., Ltd.\* (西安海泰科通訊軟件有限公司), a subsidiary of the Company, in December 2006. He served as the head of the sales and marketing department of the Company in 2007, was the general manager of the Company from 31 December 2012 to 13 July 2016, and has become the vice general manager of the Company since 13 July 2016. Mr. Zuo was an executive Director for the period from 20 May 2007 to 8 April 2014, and has been appointed as a non-executive Director since 29 June 2016.

**Mr. Sun Yikuan (孫義寬先生)**, aged 54, graduated from Dongbei University of Finance and Economics\* (東北財經大學) in 2004 majoring in business administration with a bachelor degree. Mr. Sun worked at Xi'an Graphite Products Factory\* (西安石墨製品廠) from February 1990 to January 1994; Haikou Daxin Urban Credit Cooperative\* (海口大信城市信用社) as an assistant to manager of capital planning department from January 1994 to September 1997; Hainan Hong Kong and Macau International Trust and Investment Co., Ltd.\* (海南港澳國際信托投資有限公司) as a senior manager of capital planning department from October 1997 to October 2001; Western Investment Group Industrial Co., Ltd.\* (西部投資集團實業有限公司) as the deputy manager of capital planning department from October 2001 to February 2003; and the industrial investment fund department of Shaanxi Province Industrial Investment Management Co., Ltd.\* (陝西省產業投資管理有限公司) from February 2003 to April 2006. Mr. Sun joined Xi'an International Medical Investment Co., Ltd.\* (西安國際醫學投資股份有限公司), which is one of the promoters of the Company, in April 2006, and successively served as a project manager of the investment planning department, a supervisor and an executive officer of Kaiyuan Mall Baozhen Co., Ltd.\* (開元商城寶鵲有限公司), a supervisor of Xi'an International Medical Centre Co., Ltd.\* (西安國際醫學中心有限公司), a director of Shangluo International Medical Centre Hospital Co., Ltd.\* (商洛國際醫學中心醫院有限公司), and an assistant to the president of Xi'an International Medical Investment Co., Ltd. until May 2018. From May 2018 to May 2021, Mr. Sun served as the chairman of the labour union, an assistant to the president and a supervisor of Xi'an International Medical Investment Co., Ltd. Mr. Sun has become the vice-president of Xi'an International Medical Investment Co., Ltd. since May 2021. Mr. Sun joined the Company as a non-executive Director with effect from 29 June 2022.



**Mr. Chen Ren (陳仁)**, aged 58, graduated from University of Electronic Science and Technology (formerly known as: Chengdu Institute of Telecommunications Engineering), majoring in electronic engineering. Mr. Chen is currently the chairman of Chengdu Datu Zhitong Technology Co., Ltd. (成都達拓智通科技有限公司) and the chairman and general manager of Chengdu Wuji Hexin Intelligent System Co., Ltd. (成都悟己和信智能系統有限公司). Mr. Chen has previously served as managing director of Sichuan Fengguo Network Technology Co., Ltd. (四川鋒果網絡科技有限公司); deputy general manager of Sichuan Chuangli Information Technology Co., Ltd. (四川創力信息技術有限公司); chairman and general manager of Chengdu Zhongyan Technology Co., Ltd. (成都眾焱科技有限公司); deputy general manager of Guangzhou Bangxun Technology Co., Ltd. (廣州邦訊技術有限公司); chairman and general manager of Shenzhen Xiantaike Technology Co., Ltd. (深圳先泰科科技有限公司); deputy general manager of Shenzhen Shekou Jinnuo Technology Co., Ltd. (深圳蛇口金諾科技有限公司); head of the manufacturing department, head of the planning department and the assistant to the general manager of Shekou Taifeng Electronics Co., Ltd. (蛇口泰豐電子有限公司), manufacturing engineer and quality management engineer of Weili Electronics Company (偉力電子公司) and Yada Electronics Company (雅達電子公司); and a teaching assistant in the Department of Radar and Department of Electronic Engineering at University of Electronic Science and Technology of China (電子科技大學). Mr. Chen has joined the Company as a non-executive Director since 3 April 2023.



## **Independent non-executive Directors**

**Mr. Liu Lidong (劉立東先生)**, aged 54, graduated from Beijing College of Posts and Telecommunications\* (北京郵電學院), now known as Beijing University of Posts and Telecommunications\* (北京郵電大學), with bachelor degree in computer communication in July 1992, and obtained a master degree in business administration from Tsinghua University in July 2006. Mr. Liu served as an engineer, supervisor, manager and department head of Guangdong Mobile Communications Co., Ltd. Shenzhen Branch\* (廣東移動通信有限責任公司深圳分公司) successively from 1992 to 2006; served as the general manager of Guangdong Mobile Communications Co., Ltd. Meizhou Branch\* (廣東移動通信有限責任公司梅州分公司) from 2006 to 2007; served as the regional general manager and integrated department general manager of CMPark Co., Ltd.\* (中國移動辛姆巴科有限公司) successively from 2007 to 2009; and served as the executive of Yinsheng Electronic Payment Technologies Co., Ltd\* (銀盛電子支付科技有限公司) from 2009 to 2011. Mr. Liu has served as an executive director in Shenzhen Yangyi Technologies Co., Ltd.\* (深圳市揚易科技有限公司) since 2011, and has served as the chairman and director of Guangzhou Liuhe Information Technologies Co., Ltd.\* (廣州六合信息科技股份有限公司) since 2016. Mr. Liu was appointed as an independent non-executive Director of the Company with effect from 10 May 2021.

**Ms. Wang Qian (王倩女士)**, aged 37, graduated with a diploma in accounting from Shandong Agricultural Management Cadre College in June 2009, obtained a bachelor's degree from Xi'an Jiaotong University in January 2013, obtained the qualification of intermediate accountant in September 2017, and obtained the certificate of tax accountant in November 2024; worked in the Finance Department of Xi'an Company of Yuanda Group, from July 2013 to March 2018, worked in the Finance Department of Xi'an Yinji Industrial Co., Ltd., from April 2018 to June 2024, worked in the Finance Department of Xi'an Company of Sunac China Northwest Region, and from July 2024 to January 2025, worked in Construction Engineering Co., Ltd.

**Mr. Zhang Yi (張毅先生)**, aged 56, graduated from the Accounting Department of Shaanxi Higher Finance College with a bachelor's degree in accounting in July 1992 and obtained his accountant qualification (intermediate) in November 1998. From August 1992 to January 1996, Mr. Zhang worked in the finance department of Xi'an Tangcheng Group Co., Ltd. From January 1996 to January 2003, he worked as a consultant in the finance department of Xi'an Kaiyuan Mall Shopping Center. From January 2003 to March 2010, he worked in the finance department of our company as a leader. Since March 2010, Mr. Zhang has worked in the Finance Department of Shaanxi Feilong Furniture and Decoration Co., Ltd. From August 2015 to June 2022, Mr. Zhang served as a supervisor of the Company.

The Board has assessed the above proposed independent non-executive Directors individually, regarding their contributions to the Company during the term of office, independence, biographical particulars including but not limit to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge, and roles in the Board diversity.

The Company is of the view that the above proposed independent non-executive Directors meet the independence requirements of the GEM Listing Rules, while Ms. Wang Qian has the appropriate professional qualifications and accounting or related financial management expertise to be the Chairman of the Audit Committee of the Company as required by the GEM Listing Rules. In addition, professional qualifications, job history and work experience of Mr. Liu, Ms. Wang and Mr. Zhang are beneficial to the operations and governance of the Company and have significant contribution to the Board diversity.

Save as disclosed herein, to the best of the Directors' knowledge, information and belief having made reasonable enquiry, as at the Latest Practicable Date, the above proposed Directors (i) had no relationship with any Directors and senior management or substantial shareholders or controlling shareholders of the Company; (ii) had no interest in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any position with the Group and did not have any other directorship held in listed public companies in the last 3 years.

Save as disclosed herein, the Company considers that in relation to the re-election and appointment of the above proposed Directors, there is no information which is discloseable pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

## PROPOSED SERVICE AGREEMENTS AND REMUNERATION OF DIRECTORS

The Company proposes to enter into service agreements with the Directors of the ninth session of the Board, for a term of 3 years commencing from 28 June 2025 to 27 June 2028, with the terms and conditions which it, in its absolute discretion, may deem appropriate, and to do all such acts and things which it, in its absolute discretion, may deem necessary or desirable in connection with the re-election and appointment of the Directors of the ninth session of the Board.

The proposed remuneration of the Directors of the ninth session of the Board is to be determined on the basis of the prevailing market rate and experience for its election. Pursuant to the proposed service agreements of the Directors of the ninth session of the Board, they are entitled to receive annual remuneration as follows:

Executive Directors	Mr. Xiao Bing (肖兵先生)	RMB96,000
	Mr. Chen Ji (陳繼先生)	RMB60,000
Non-executive Directors	Mr. Li Wenqi (李文琦先生)	RMB12,000
	Mr. Zuo Hong (左宏先生)	RMB12,000
	Mr. Sun Yikuan (孫義寬先生)	RMB12,000
	Mr. Chen Ren (陳仁先生)	RMB12,000
Independent non-executive Directors	Mr. Liu Lidong (劉立東先生)	RMB12,000
	Ms. Wang Qian (王倩女士)	RMB12,000
	Mr. Zhang Yi (張毅先生)	RMB12,000

## THE GENERAL

A circular containing, among other things, further information regarding the proposed amendments to the Articles and Association and abolishment of the establishment of the Supervisory Committee; the proposed re-election of the existing Directors who offered for re-election and appointment of the newly nominated Directors to constitute the ninth session of the Board, the proposed service agreements and the proposed remuneration of the Directors of the ninth session of the Board, together with the notice of the AGM, will be despatched to the Shareholders on 5 June 2025.

By order of the Board  
**Xi'an Haitian Antenna Technologies Co., Ltd.\***  
**Xiao Bing**  
*Chairman*

Xi'an, the PRC, 5 June 2025

*As at the date of this announcement, the Board comprises Mr. Xiao Bing (肖兵先生) and Mr. Chen Ji (陳繼先生) being executive Directors; Mr. Li Wenqi (李文琦先生), Mr. Zuo Hong (左宏先生), Mr. Chen Ren (陳仁先生) and Mr. Sun Yikuan (孫義寬先生) being non-executive Directors; and Professor Shi Ping (師萍教授), Mr. Tu Jijun (涂繼軍先生) and Mr. Liu Lidong (劉立東先生) being independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.xaht.com>.*

\* for identification purpose only

## APPENDIX

The proposed amendments to the Articles of Association are as follows:

	<b>Before Amendments</b>
Chapter 13 (pg. i)	Supervisory Committee
Chapter 14 (pg. i)	Qualifications and Obligations of Directors, Supervisors, General Manager and Other Senior Management Officers of the Company
Article 9	<p>These Articles of Association are binding on the Company and its shareholders, directors, supervisors, general manager and other senior management officers; all of whom are entitled to claim rights concerning the affairs of the Company in accordance with these Articles.</p> <p>These Articles of Association are actionable by a shareholder against the Company and vice versa, by shareholders against each other, by a shareholder against the directors, supervisors, general manager and other senior management officers of the Company.</p> <p>The aforesaid proceedings include lodging a lawsuit in a court or applying for an arbitration in an arbitration institution.</p> <p>(Article 7 of the Mandatory Provisions)</p>
Article 30	<p>The Company shall ensure that all of its overseas listed foreign shares listed in Hong Kong include the statements stipulated below and must instruct and cause its share registrar to refuse the registration by any person as a holder of the subscription, purchase or transfer of any of its shares unless and until such person delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</p> <p>(1) the acquirer agrees with the Company and each shareholder of the Company, and the Company also agrees with each shareholder, to observe and comply with the Company Law and other relevant laws, administrative regulations and these Articles of Association;</p>

	<p>(2) the acquirer agrees with the Company, each shareholder, director, supervisor and management officer of the Company and the Company on behalf of itself and of each director, supervisor and management officer agrees with each shareholder to refer all disputes and claims arising from these Articles of Association or any rights or obligations incident with or regulated by the Company Law and other relevant laws and administrative regulations to arbitration in accordance with these Articles of Association. Any reference to arbitration shall be deemed to authorize the arbitration to conduct the hearing in open session and to publish the award;</p> <p>(3) the acquirer agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder(s);</p> <p>(4) the acquirer authorizes the Company on his behalf to enter into a contract with each director and management officer of the Company and such directors and management officers shall undertake to observe and comply with their obligations to shareholders stipulated in these Articles of Association.</p>
Article 57	<p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) The right of dividends and other distributions in proportion to the number of shares held;</p> <p>(2) The right to attend or appoint a proxy to attend shareholders' meetings and to vote thereat;</p> <p>(3) The right of supervisory management over the Company's business operations, and the right to present proposals or enquiries;</p> <p>(4) The right to transfer his shares in accordance with laws, administrative regulations and these Articles of Association;</p>

	<p>(5) The right to obtain relevant information in accordance with the provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain a copy of the Articles of Association, subject to payment of a fee;</li> <li>2. the right to inspect and copy, subject to payment of a reasonable fee: <ol style="list-style-type: none"> <li>(1) all parts of the register of shareholders;</li> <li>(2) personal particulars of each of the directors, supervisors, general manager and other senior management officer of the Company, including: <ol style="list-style-type: none"> <li>(a) present and former name and alias;</li> <li>(b) principal address (residence);</li> <li>(c) nationality;</li> <li>(d) primary and all other part-time occupations and duties;</li> <li>(e) identification documents and their relevant numbers;</li> </ol> </li> <li>(3) the state of the Company's share capital;</li> <li>(4) in case of the company repurchased its own shares, a report for the total face value, quantities, the highest price and lowest price of shares repurchased of each category, and the full cost paid by the company since the previous fiscal year;</li> <li>(5) minutes of the general meeting;</li> </ol> </li> </ol>
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	<p>(6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus property of the Company in accordance with the proportion of shares held;</p> <p>(7) Other rights conferred by laws, administrative regulations and these Articles of Association.</p> <p>The exercise of the above power shall not be frozen or otherwise impaired by reason only that the person or persons who are interested directly or indirectly in the shares have failed to disclose their interests to the Company.</p> <p>(Article 45 of the Mandatory Provisions)</p>
Article 59	<p>In addition to the obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to relieve a director, supervisor of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director, supervisor (for his own or others' benefit), in any guise, of the Company's assets, including but not limited to opportunities beneficial to the Company;</p> <p>(3) to approve the expropriation by a director, supervisor (for his own or others' benefit) of the individual rights of other shareholders, including but not limited to rights to distributions and voting rights save pursuant to a restructuring submitted to general meeting for approval in accordance with these Articles of Association.</p> <p>(Article 47 of the Mandatory Provisions)</p>

Article 62	<p>The general meeting shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) To decide on the Company's operational policies and investment plans;</li> <li>(2) To elect and replace the directors and decide on matters relating to the remuneration of directors;</li> <li>(3) To elect and replace the supervisors who are representatives of shareholders, and to decide on matters relating to the remuneration of supervisors;</li> <li>(4) To examine and approve reports of the Board;</li> <li>(5) To examine and approve reports of the supervisory committee;</li> <li>(6) To examine and approve the Company's proposed annual financial budget and final accounts;</li> <li>(7) To examine and approve the Company's proposals for profit distribution and for recovery of losses;</li> <li>(8) To decide on increase or reduction in the Company's registered capital;</li> <li>(9) To decide on matters such as merger, demerger, dissolution and liquidation of the Company;</li> <li>(10) To decide on the issue of bonds by the Company;</li> <li>(11) To decide on the appointment, dismissal and non-reappointment of the accounting firm;</li> <li>(12) To amend the Articles of Association;</li> <li>(13) To consider motions raised by shareholders who represent 5% (including 5%) or more of the total shares of the Company carrying voting rights;</li> </ol>
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	<p>(14) To decide on other matters which require resolutions of the general meetings according to the relevant laws, administrative regulations and these Articles.</p> <p>(Article 50 of the Mandatory Provisions)</p>
Article 63	<p>The Company shall not, without the prior approval of the general meeting, enter into any contract with any person other than a director, supervisor, general manager, deputy general manager or other senior management officer whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.</p> <p>(Article 51 of the Mandatory Provisions)</p>
Article 64	<p>General meetings are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board. Annual general meetings are held once every year and within six months from the end of the preceding financial year.</p> <p>Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months:</p> <ol style="list-style-type: none"> <li>(1) The number of directors is less than that is required by the Company Law or two-third of the number of directors specified in the Articles of Association;</li> <li>(2) The accrued losses of the Company amount to one-third of the total amount of its share capital;</li> <li>(3) Shareholder(s) holding 10% (including 10%) or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</li> <li>(4) It is deemed necessary by the board or proposed by the supervisory committee to convene an extraordinary general meeting;</li> <li>(5) More than two independent non-executive directors propose to convene the meeting.</li> </ol> <p>(Article 52 of the Mandatory Provisions)</p>

Article 68	<p>A notice of meeting of shareholders shall:</p> <ol style="list-style-type: none"> <li>(1) be in writing;</li> <li>(2) specify the place, the date and time of the meeting;</li> <li>(3) state the matters to be considered at the meeting;</li> <li>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</li> <li>(5) contain a disclosure of the nature and extent of any material interests of any director, supervisor, general manager and other senior management officer in the proposed transaction and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</li> <li>(6) contain the full text of any special resolution to be proposed at the meeting;</li> <li>(7) contain a conspicuous statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf and that a proxy need not be a shareholder;</li> <li>(8) specify the time and place for lodging proxy forms for the relevant meeting.</li> </ol> <p>(Article 56 of the Mandatory Provisions)</p>
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Article 83	<p>The following matters shall be resolved by an ordinary resolution at the general meeting:</p> <ol style="list-style-type: none"> <li>(1) Work reports of the board and the supervisory committee;</li> <li>(2) Plans formulated by the board for distribution of profits and for recovery of losses;</li> <li>(3) Appointment and removal of the members of the board and of the supervisory committee, their remuneration and method of payment;</li> <li>(4) Annual financial budget and final reports, balance sheets, profit and loss statements and other financial statements of the Company;</li> <li>(5) Matters other than those specified by laws, administrative regulations or these Articles of Association to be resolved by special resolutions.</li> </ol> <p>(Article 70 of the Mandatory Provisions)</p>
Article 123	<p>The Company shall have a supervisory committee. Its responsibilities are to exercise supervision over the board and its members and senior management officers including general manager, deputy general manager and financial controller.</p> <p>(Article 103 of the Mandatory Provisions)</p>
Article 124	<p>The supervisory committee shall comprise of 3 supervisors, with a term of office of 3 years and be eligible for re-election.</p> <p>The supervisory committee shall have one chairman. The appointment and removal of the chairman of the supervisory committee shall be approved by two-third (including two-third) or above of the members of supervisory committee. The chairman of the supervisory committee shall have a term of office of 3 years and be eligible for re-election.</p> <p>(Article 104 of the Mandatory Provisions)</p>

Article 125	<p>The members of the supervisory committee shall consist of 1 shareholder representative supervisor, 1 independent supervisor and 1 representative of staff and workers of the Company. The shareholder representative supervisor and independent supervisor shall be elected and removed at the general meeting, and the representative of staff and workers shall be democratically elected and removed by staff and workers.</p> <p>The supervisory committee shall have more than one-half of their members as external members (those members not holding office in the Company). The external members shall consist of 1 independent supervisor (this supervisor who is independent from the shareholders and not holding office in the Company). The external supervisors shall have the right to report to the general meeting of the honesty, diligence and performance of the management officers of the Company.</p> <p>(Article 105 of the Mandatory Provisions)</p>
Article 126	<p>Directors, general manager, deputy general manager, financial controller and other senior management officers of the Company shall not act concurrently as supervisors.</p> <p>(Article 106 of the Mandatory Provisions)</p>
Article 127	<p>The supervisory committee shall hold meetings at least twice every year and shall be convened by the chairman of the supervisory committee.</p> <p>(Article 107 of the Mandatory Provisions)</p>
Article 128	<p>The supervisory committee is accountable to general meeting and shall exercise the following functions and powers in accordance with laws:</p> <ol style="list-style-type: none"> <li>(1) to examine the Company's financial affairs;</li> <li>(2) to supervise the directors, general manager and other senior management officers of the Company to see whether they violate any laws, administrative regulations or these Articles of Association in performing their duties;</li> </ol>

	<p>(3) when the directors, general manager and other senior management officers are performing acts which are harmful to the Company, to require the aforesaid persons to rectify their acts;</p> <p>(4) to verify financial information including financial reports, business reports, profit distribution plans proposed to be tabled at a general meeting by the board and appoint, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information should any queries arise;</p> <p>(5) to propose to convene an extraordinary general meetings;</p> <p>(6) to represent the Company in negotiating with any directors or lodge a lawsuit against any director;</p> <p>(7) other functions and powers as stipulated in these Articles of Association.</p> <p>The supervisory committee may opine on the appointment of the accounting firm appointed by the Company, and where necessary, may otherwise appoint accounting firm in the name of the Company to separately audit the accounts of the Company, and may directly report to the securities supervisory and regulatory body under the State Council and to other relevant departments.</p> <p>External supervisors shall report independently to the general meeting in relation to the performance of diligence and honesty of the Company's senior management officers. Supervisors are entitled to observe board meetings.</p> <p>(Article 108 of the Mandatory Provisions)</p>
Article 129	<p>Resolutions of the supervisory committee shall be passed by two-third (including two-third) or more of all supervisors.</p> <p>(Article 109 of the Mandatory Provisions)</p>



Article 130	<p>All reasonable fees incurred in respect of the employment of professionals such as lawyers, registered accountants or practicing auditors by the supervisory committee in exercising their functions and powers shall be borne by the Company.</p> <p>(Article 110 of the Mandatory Provisions)</p>
Article 131	<p>Supervisors are required to faithfully perform their supervisory duties in accordance with laws, administrative regulations and these Articles of Association.</p> <p>(Article 111 of the Mandatory Provisions)</p>
Article 132	<p>A person shall not serve as a director, supervisor, general manager, deputy general manager or other senior management officers upon the occurrence of any of the following events;</p> <ol style="list-style-type: none"> <li>(1) The person is without civil capacity or with restricted civil capacity;</li> <li>(2) The person has committed the offence of corruption, bribery, taking of property, misappropriation of property or destruction of the social economic order, and has been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence; or has been deprived of their political rights due to criminal offence, where less than five years have elapsed since the date of the completion of implementation of this deprivation;</li> <li>(3) The person is former director, factory director or managers of a company or corporate which has become bankrupt and been liquidated due to a mismanagement and be personally liable for the bankruptcy of such company or corporate, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of such company or corporate;</li> <li>(4) The person is legal representatives of a company or corporate which had its business license revoked due to violation of the law and be personally liable, where less than three years have elapsed since the date of the revocation of the business license of such company or corporate;</li> </ol>

	<p>(5) The person has a large amount of debt due and outstanding;</p> <p>(6) The person has been involved in criminal offences subject to investigation by judicial authorities and the case has yet been settled;</p> <p>(7) The person is not eligible for acting in the leadership of a corporate according to laws or administrative regulations;</p> <p>(8) The person is not a natural person;</p> <p>(9) The person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty, where less than five years have elapsed since the date of judgment.</p> <p>(Article 112 of the Mandatory Provisions)</p>
Article 134	<p>In addition to the obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchanges on which shares of the Company are listed, each of the directors, supervisors, general manager and other senior management officers of the Company owes a duty to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <p>(1) Not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(2) To act honestly in the best interests of the Company;</p> <p>(3) Not to expropriate in any guise the Company's property, including but not limited to the opportunities beneficial to the Company;</p> <p>(4) Not to expropriate the individual rights of shareholders, including but not limited to rights of distribution and voting rights, save pursuant to a restructuring of the Company submitted to general meeting for approval in accordance with these Articles of Association.</p> <p>(Article 114 of the Mandatory Provisions)</p>

Article 135	<p>Each of the directors, supervisors, general manager and other senior management officers of the Company owes a duty, in the exercise of his powers or discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p>(Article 115 of the Mandatory Provisions)</p>
Article 136	<p>Director, supervisor, general manager and other senior management officer owes a duty, in the exercise of his powers, to observe his fiduciary obligations and not to place himself in a position where his duty and his interest may conflict. This principle includes, without limitation, the following obligations;</p> <ol style="list-style-type: none"> <li>(1) to act honesty in what he considers to be in the best interests of the Company;</li> <li>(2) to exercise the powers within his authority without abuse;</li> <li>(3) to exercise the discretion vested in him personally and not allow himself to act under the direction of another and, unless and to the extent permitted by law, administrative regulations or the informed consent of shareholders in general meeting, not to delegate the exercise of his discretion;</li> <li>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</li> <li>(5) except in accordance with these Articles of Association or otherwise permitted by informed shareholders in general meeting, not to enter into any contract, transaction or arrangement with the Company;</li> <li>(6) unless otherwise permitted by informed shareholders in general meeting, not to use the Company's property for his own benefit in any manner;</li> <li>(7) not to obtain monies from bribery or other illegal income by using his authority or to expropriate in any manner the Company's property, including, without limitation, the opportunities beneficial to the Company;</li> </ol>

- (8) unless otherwise permitted by informed shareholders in general meeting, not to accept commission in connection with the Company's transactions;
- (9) to abide by these Articles of Association, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;
- (10) not to compete with the Company in any way unless with the informed consent of shareholders given in general meeting;
- (11) not to embezzle the Company's capitals or lend monies to others, and not to deposit the Company's assets in accounts opened in his own name or in the name of other persons and not to use the Company's assets to provide security for the debts of the Company's shareholders or other individuals;
- (12) unless otherwise permitted by informed shareholders in general meeting, not to disclose confidential information of the Company acquired by him in the course of and during his term of office and not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of such information to the court or other governmental authorities is permitted, if:
  - 1. disclosure is made under compulsion of law;
  - 2. there is a duty to the public to disclose;
  - 3. such disclosure is necessary to protect the interests of such director, supervisor, general manager and other senior management officer.

(Article 116 of the Mandatory Provisions)

Article 137	<p>A Director, supervisor, general manager and other senior management officer of the Company shall not cause the following person or organization connected with him (“<b>Relevant Person</b>”) to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> <li>(1) the spouse or minor child of the director, supervisor, general manager and other senior management officer of the Company;</li> <li>(2) a person acting in the capacity of trustee of the director, supervisor, general manager and other senior management officer of the Company or any person referred to in (1) of this article above;</li> <li>(3) a person who is a partner of the director, supervisor, general manager and other senior management officer of the Company or any person referred to in (1) or (2) of this article above;</li> <li>(4) a company in which the director, supervisor, general manager and other senior management officer of the Company, alone or jointly with one or more persons referred to in (1), (2), (3) of this Article above or other companies in which the director, supervisor, general manager and other senior management officer of the Company, has de facto control;</li> <li>(5) a director, supervisor, general manager and other senior management officer of a company referred to in (4) of this Article above.</li> </ol> <p>(Article 117 of the Mandatory Provisions)</p>
Article 138	<p>The fiduciary obligations of the director, supervisor, general manager and other senior management officer of the Company do not necessarily cease with the termination of his term of office. Their duties of confidence in relation to trade secrets of the Company survive the termination of their term of office. Other duties may continue for such period as fairness may require depending on the time lapse between such termination and the act concerned and the circumstances and the terms under which the relationship with the Company was terminated.</p> <p>(Article 118 of the Mandatory Provisions)</p>

Article 139	<p>Subject to the provisions in Article 59 of these Articles of Association, the directors, supervisors, general manager and other senior management officers of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders in general meeting.</p> <p>(Article 119 of the Mandatory Provisions)</p>
Article 140	<p>Where the director, supervisor, general manager and other senior management officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall declare the nature and extent of his interest to the board at the earliest opportunity, whether or not the aforesaid matters are under normal circumstances subject to the approval of the board.</p> <p>Subject to such exceptions specified in the Articles of Association as the Stock Exchange may approve, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Rules Governing Listing of Securities on the Growth Enterprise Market of Hong Kong Stock Exchange) has a material interest nor shall he be counted in the quorum present at the meeting, save and except for the following:</p> <ol style="list-style-type: none"> <li>(1) 1. the giving of any security or indemnity either to the director or his associate(s) in respect of monies lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the issuer or any of its subsidiaries; or</li> <li>2. the giving of any security or indemnity to a third part in respect of a debt or obligation of the issuer or any of its subsidiaries for which the director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</li> </ol>

	<p>(2) any proposal concerning an offer of shares or debentures or other securities of or by the issuer or any other company which the issuer may promote or be interested in for subscription or purchase where the director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(3) any proposal concerning any other company in which the director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his associate(s) is/are beneficially interested in shares of that company, provided that the director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associates is derived) or of the voting rights;</p> <p>(4) any proposal or arrangement concerning the benefit of employees of the issuer or its subsidiaries including:</p> <ol style="list-style-type: none"> <li>1. the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the director may benefit; or</li> <li>2. the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the issuer or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</li> </ol>
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	<p>(5) any contract or arrangement in which the director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the issuer by virtue only of his/their interests in shares or debentures or other securities of the issuer.</p> <p>Unless the interested director, supervisor, general manager and other senior management officer has disclosed his interest in accordance with the preceding paragraph of this Articles and the contract, transaction or arrangement has been approved by the board at a meeting in which he is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, supervisor, general manager, deputy general manager and other management officer concerned.</p> <p>The director, supervisor, general manager and other senior management officer of the Company shall be deemed to be interested in a contract, transaction or arrangement in which a person connected with him is interested.</p> <p>(Article 120 of the Mandatory Provisions)</p>
Article 141	<p>Where the director, supervisor, general manager, deputy general manager and other senior management officer of the Company gives to the board a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purpose of the preceding Articles in this Chapter to be a sufficient declaration of his interest, so far as attributable to those facts, in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p> <p>(Article 121 of the Mandatory Provisions)</p>

Article 142	<p>The Company shall not in any manner pay taxes for a director, supervisor, general manager and other senior management officer.</p> <p>(Article 122 of the Mandatory Provisions)</p>
Article 143	<p>The Company shall not directly nor indirectly make a loan to or provide any guarantee in connection with the making of a loan to the director, supervisor, general manager and other senior management officer of the Company or of the Company's holding company or a person connected with any of them.</p> <p>The following circumstances are not subject to such prohibition:</p> <ol style="list-style-type: none"> <li>(1) the provision by the Company of a loan or a guarantee in connection with the making of a loan to its subsidiaries;</li> <li>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other monies to any of its director, supervisor, general manager and other senior management officer to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting;</li> </ol>
Article 144	<p>If the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with a loan to any of its Director, supervisor, general manager and other senior management officer or his associate(s) in the ordinary course of its business on normal commercial terms.</p> <p>(Article 123 of the Mandatory Provisions)</p>

Article 146	<p>A guarantee provided by the Company in breach of the prohibition described in the first clause in Article 143 of these Articles of Association shall be unenforceable against the Company, unless:</p> <ol style="list-style-type: none"> <li>(1) the guarantee was provided in connection with a loan to an associate of the director, supervisor, general manager, deputy general manager and other senior management officer of the Company or its holding company and at the time the lender was not aware of the relevant circumstances;</li> <li>(2) the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</li> </ol> <p>(Article 125 of the Mandatory Provisions)</p>
Article 148	<p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager and other senior management officer of the Company is in breach of his duties to the Company, the Company has a right to:</p> <ol style="list-style-type: none"> <li>(1) claim damages from such director, supervisor, general manager and other senior management officer in compensation for losses sustained by the Company as a result of such breach;</li> <li>(2) rescind any contract or transaction entered into by the Company with such director, supervisor, general manager and other senior management officer or with a third party (where such third party knows or should know that there is such a breach of obligations by such director, supervisor, general manager, deputy general manager and other senior management officer);</li> <li>(3) demand an account of the profits made by such director, supervisor, general manager and other senior management officer in breach of his obligations;</li> </ol>

	<p>(4) recover any monies received by such director, supervisor, general manager and other senior management officer which should otherwise have been received by the Company, including but not limited to commissions;</p> <p>(5) request such director, supervisor, general manager and other senior management officer to return the interests accrued or may be accrued on the monies which should have been paid to the Company.</p> <p>(Article 127 of the Mandatory Provisions)</p>
Article 149	<p>The Company shall, with the prior approval of general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated, including:</p> <p>(1) emoluments in respect of his service as director, supervisor or senior management officer of the Company;</p> <p>(2) emoluments in respect of his service as director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(3) emoluments in respect of the provisions of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(4) Payment by way of compensation for loss of office, or his retirement from office of such director or supervisor.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director, supervisor against the Company for interests due to him in respect of the above matters.</p> <p>(Article 128 of the Mandatory Provisions)</p>

Article 150	<p>The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. A "takeover of the Company" referred to in this paragraph means any of the following:</p> <ol style="list-style-type: none"> <li>(1) an offer made by any person to all shareholders;</li> <li>(2) an offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning set out in Article 59 in these Articles.</li> </ol> <p>If the relevant director or supervisor does not comply with the above, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum on pro rata amongst those persons shall be borne by the relevant director or supervisor and shall not be paid out of the sum distributed.</p> <p>(Article 129 of the Mandatory Provisions)</p>
Article 201	<p>The Company shall act according to following principles to settle disputes:</p> <ol style="list-style-type: none"> <li>(1) Whenever any disputes or claims arising between holders of overseas listed foreign shares and the Company, between holders of overseas listed foreign shares and the Company's directors, supervisors, general manager or other senior management officers, or between holders of overseas listed foreign shares and holders of domestic shares based on these Articles of Association or any rights or obligations conferred by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</li> </ol>

Where a dispute or claim of rights mentioned above is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all parties who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall abide by the arbitration, provided that such parties shall be the Company or the Company's shareholder, director, supervisor, general manager or other senior management officer.

Disputes in relation to the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.

- (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.

If a claimant elects arbitration at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center.

- (3) If any disputes or claims of rights are settled by way of arbitration in accordance with clause (1) above, the laws of the People's Republic of China shall apply, save as otherwise provided by laws and administrative regulations.
- (4) The award of an arbitration body shall be final and conclusive and binding on all parties.

(Article 163 of the Mandatory Provisions)

	<b>After Amendments</b>
Chapter 13 (pg. i)	Audit Committee
Chapter 14 (pg. i)	Qualifications and Obligations of Directors, <del>Supervisors</del> , General Manager and Other Senior Management Officers of the Company
Article 9	<p>These Articles of Association are binding on the Company and its shareholders, directors, <del>supervisors</del>, general manager and other senior management officers; all of whom are entitled to claim rights concerning the affairs of the Company in accordance with these Articles.</p> <p>These Articles of Association are actionable by a shareholder against the Company and vice versa, by shareholders against each other, by a shareholder against the directors, <del>supervisors</del>, general manager and other senior management officers of the Company.</p> <p>The aforesaid proceedings include lodging a lawsuit in a court or applying for an arbitration in an arbitration institution.</p> <p>(Article 7 of the Mandatory Provisions)</p>
Article 30	<p>The Company shall ensure that all of its overseas listed foreign shares listed in Hong Kong include the statements stipulated below and must instruct and cause its share registrar to refuse the registration by any person as a holder of the subscription, purchase or transfer of any of its shares unless and until such person delivers to such share registrar a signed form in respect of such shares bearing statements to the following effect:</p> <p>(1) the acquirer agrees with the Company and each shareholder of the Company, and the Company also agrees with each shareholder, to observe and comply with the Company Law and other relevant laws, administrative regulations and these Articles of Association;</p>



Article 30	<p>(2) the acquirer agrees with the Company, each shareholder, director, <del>supervisor</del> and management officer of the Company and the Company on behalf of itself and of each director, <del>supervisor</del> and management officer agrees with each shareholder to refer all disputes and claims arising from these Articles of Association or any rights or obligations incident with or regulated by the Company Law and other relevant laws and administrative regulations to arbitration in accordance with these Articles of Association. Any reference to arbitration shall be deemed to authorize the arbitration to conduct the hearing in open session and to publish the award;</p> <p>(3) the acquirer agrees with the Company and each shareholder of the Company that the shares of the Company are freely transferable by the holder(s);</p> <p>(4) the acquirer authorizes the Company on his behalf to enter into a contract with each director and management officer of the Company and such directors and management officers shall undertake to observe and comply with their obligations to shareholders stipulated in these Articles of Association.</p>
Article 57	<p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) The right of dividends and other distributions in proportion to the number of shares held;</p> <p>(2) The right to attend or appoint a proxy to attend shareholders' meetings and to vote thereat;</p> <p>(3) The right of supervisory management over the Company's business operations, and the right to present proposals or enquiries;</p> <p>(4) The right to transfer his shares in accordance with laws, administrative regulations and these Articles of Association;</p>

	<p>(5) The right to obtain relevant information in accordance with the provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. the right to obtain a copy of the Articles of Association, subject to payment of a fee;</li> <li>2. the right to inspect and copy, subject to payment of a reasonable fee: <ol style="list-style-type: none"> <li>(1) all parts of the register of shareholders;</li> <li>(2) personal particulars of each of the directors, <del>supervisors</del>, general manager and other senior management officer of the Company, including: <ol style="list-style-type: none"> <li>(a) present and former name and alias;</li> <li>(b) principal address (residence);</li> <li>(c) nationality;</li> <li>(d) primary and all other part-time occupations and duties;</li> <li>(e) identification documents and their relevant numbers;</li> </ol> </li> <li>(3) the state of the Company's share capital;</li> <li>(4) in case of the company repurchased its own shares, a report for the total face value, quantities, the highest price and lowest price of shares repurchased of each category, and the full cost paid by the company since the previous fiscal year;</li> <li>(5) minutes of the general meeting;</li> </ol> </li> </ol>
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	<p>(6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus property of the Company in accordance with the proportion of shares held;</p> <p>(7) Other rights conferred by laws, administrative regulations and these Articles of Association.</p> <p>The exercise of the above power shall not be frozen or otherwise impaired by reason only that the person or persons who are interested directly or indirectly in the shares have failed to disclose their interests to the Company.</p> <p>(Article 45 of the Mandatory Provisions)</p>
Article 59	<p>In addition to the obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <p>(1) to relieve a director,<del>supervisor</del> of his duty to act honestly in the best interests of the Company;</p> <p>(2) to approve the expropriation by a director,<del>supervisor</del> (for his own or others' benefit), in any guise, of the Company's assets, including but not limited to opportunities beneficial to the Company;</p> <p>(3) to approve the expropriation by a director,<del>supervisor</del> (for his own or others' benefit) of the individual rights of other shareholders, including but not limited to rights to distributions and voting rights save pursuant to a restructuring submitted to general meeting for approval in accordance with these Articles of Association.</p> <p>(Article 47 of the Mandatory Provisions)</p>

Article 62	<p>The general meeting shall exercise the following functions and powers:</p> <ul style="list-style-type: none"> <li>(1) To decide on the Company's operational policies and investment plans;</li> <li>(2) To elect and replace the directors and decide on matters relating to the remuneration of directors;</li> <li><del>(3) To elect and replace the supervisors who are representatives of shareholders, and to decide on matters relating to the remuneration of supervisors;</del></li> <li><del>(4)</del><u>(3)</u> To examine and approve reports of the Board;</li> <li><del>(5) To examine and approve reports of the supervisory committee;</del></li> <li><del>(6)</del><u>(4)</u> To examine and approve the Company's proposed annual financial budget and final accounts;</li> <li><del>(7)</del><u>(5)</u> To examine and approve the Company's proposals for profit distribution and for recovery of losses;</li> <li><del>(8)</del><u>(6)</u> To decide on increase or reduction in the Company's registered capital;</li> <li><del>(9)</del><u>(7)</u> To decide on matters such as merger, demerger, dissolution and liquidation of the Company;</li> <li><del>(10)</del><u>(8)</u> To decide on the issue of bonds by the Company;</li> <li><del>(11)</del><u>(9)</u> To decide on the appointment, dismissal and non-reappointment of the accounting firm;</li> <li><del>(12)</del><u>(10)</u> To amend the Articles of Association;</li> </ul>
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	<p>(13)(11) To consider motions raised by shareholders who represent 5% (including 5%) or more of the total shares of the Company carrying voting rights;</p> <p>(14)(12) To decide on other matters which require resolutions of the general meetings according to the relevant laws, administrative regulations and these Articles.</p> <p>(Article 50 of the Mandatory Provisions)</p>
Article 63	<p>The Company shall not, without the prior approval of the general meeting, enter into any contract with any person other than a director, <del>supervisor</del>, general manager, deputy general manager or other senior management officer whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.</p> <p>(Article 51 of the Mandatory Provisions)</p>
Article 64	<p>General meetings are divided into annual general meetings and extraordinary general meetings. General meetings shall be convened by the board. Annual general meetings are held once every year and within six months from the end of the preceding financial year.</p> <p>Under any of the following circumstances, the board shall convene an extraordinary general meeting within two months:</p> <ol style="list-style-type: none"> <li>(1) The number of directors is less than that is required by the Company Law or two-third of the number of directors specified in the Articles of Association;</li> <li>(2) The accrued losses of the Company amount to one-third of the total amount of its share capital;</li> </ol>

Article 64	<p>(3) Shareholder(s) holding 10% (including 10%) or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;</p> <p>(4) It is deemed necessary by the board <del>or proposed by the supervisory committee</del> to convene an extraordinary general meeting;</p> <p>(5) More than two independent non-executive directors propose to convene the meeting.</p> <p>(Article 52 of the Mandatory Provisions)</p>
Article 68	<p>A notice of meeting of shareholders shall:</p> <p>(1) be in writing;</p> <p>(2) specify the place, the date and time of the meeting;</p> <p>(3) state the matters to be considered at the meeting;</p> <p>(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganise the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;</p> <p>(5) contain a disclosure of the nature and extent of any material interests of any director, <del>supervisor</del>, general manager and other senior management officer in the proposed transaction and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p>

	<p>(6) contain the full text of any special resolution to be proposed at the meeting;</p> <p>(7) contain a conspicuous statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf and that a proxy need not be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting.</p> <p>(Article 56 of the Mandatory Provisions)</p>
Article 83	<p>The following matters shall be resolved by an ordinary resolution at the general meeting:</p> <p>(1) Work reports of the board <del>and the supervisory committee</del>;</p> <p>(2) Plans formulated by the board for distribution of profits and for recovery of losses;</p> <p>(3) Appointment and removal of the members of the board <del>and of the supervisory committee</del>, their remuneration and method of payment;</p> <p>(4) Annual financial budget and final reports, balance sheets, profit and loss statements and other financial statements of the Company;</p> <p>(5) Matters other than those specified by laws, administrative regulations or these Articles of Association to be resolved by special resolutions.</p> <p>(Article 70 of the Mandatory Provisions)</p>

Chapter 13	Audit Committee
Article 123	<p>The Company has set up an audit committee composed of directors in the Board of Directors to exercise the powers and functions of the supervisory committee as stipulated in the Company Law, and the Company does not have a Supervisory Committee or Supervisors.</p> <p>(Article 103 of the Mandatory Provisions)</p>
Article 124	<p>The audit committee shall consist of three or more members, and a majority of the members shall not hold positions other than directorships in the Company and shall not have any relationship with the Company that may affect their independent and objective judgment.</p> <p>(Article 104 of the Mandatory Provisions)</p>
Article 125	<p>Resolutions of the audit committee shall be passed by a majority of the members of the audit committee. Voting on resolutions of the audit committee shall be on a one-person-one-vote basis.</p> <p>(Article 105 of the Mandatory Provisions)</p>
<del>Article 126</del>	<p><del>Directors, general manager, deputy general manager, financial controller and other senior management officers of the Company shall not act concurrently as supervisors.</del></p> <p>(Article 106 of the Mandatory Provisions)</p>
<del>Article 127</del>	<p><del>The supervisory committee shall hold meetings at least twice every year and shall be convened by the chairman of the supervisory committee.</del></p> <p>(Article 107 of the Mandatory Provisions)</p>



Article 128	<p><del>The supervisory committee is accountable to general meeting and shall exercise the following functions and powers in accordance with laws:</del></p> <ul style="list-style-type: none"> <li><del>(1) to examine the Company's financial affairs;</del></li> <li><del>(2) to supervise the directors, general manager and other senior management officers of the Company to see whether they violate any laws, administrative regulations or these Articles of Association in performing their duties;</del></li> <li><del>(3) when the directors, general manager and other senior management officers are performing acts which are harmful to the Company, to require the aforesaid persons to rectify their acts;</del></li> <li><del>(4) to verify financial information including financial reports, business reports, profit distribution plans proposed to be tabled at a general meeting by the board and appoint, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information should any queries arise;</del></li> <li><del>(5) to propose to convene an extraordinary general meetings;</del></li> <li><del>(6) to represent the Company in negotiating with any directors or lodge a lawsuit against any director;</del></li> <li><del>(7) other functions and powers as stipulated in these Articles of Association.</del></li> </ul> <p><del>The supervisory committee may opine on the appointment of the accounting firm appointed by the Company, and where necessary, may otherwise appoint accounting firm in the name of the Company to separately audit the accounts of the Company, and may directly report to the securities supervisory and regulatory body under the State Council and to other relevant departments.</del></p> <p><del>External supervisors shall report independently to the general meeting in relation to the performance of diligence and honesty of the Company's senior management officers. Supervisors are entitled to observe board meetings.</del></p> <p><del>(Article 108 of the Mandatory Provisions)</del></p>
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Article 129	<p><del>Resolutions of the supervisory committee shall be passed by two-third (including two-third) or more of all supervisors.</del></p> <p>(Article 109 of the Mandatory Provisions)</p>
Article 130	<p><del>All reasonable fees incurred in respect of the employment of professionals such as lawyers, registered accountants or practicing auditors by the supervisory committee in exercising their functions and powers shall be borne by the Company.</del></p> <p>(Article 110 of the Mandatory Provisions)</p>
Article 131	<p><del>Supervisors are required to faithfully perform their supervisory duties in accordance with laws, administrative regulations and these Articles of Association.</del></p> <p>(Article 111 of the Mandatory Provisions)</p>
Chapter 14	Qualifications and Obligations of Directors, <del>Supervisors</del> , General Manager and Other Senior Management Officers of the Company
Article 132 <u>126</u>	<p>A person shall not serve as a director, <del>supervisor</del>, general manager, deputy general manager or other senior management officers upon the occurrence of any of the following events;</p> <ol style="list-style-type: none"> <li>(1) The person is without civil capacity or with restricted civil capacity;</li> <li>(2) The person has committed the offence of corruption, bribery, taking of property, misappropriation of property or destruction of the social economic order, and has been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence; or has been deprived of their political rights due to criminal offence, where less than five years have elapsed since the date of the completion of implementation of this deprivation;</li> <li>(3) The person is former director, factory director or managers of a company or corporate which has become bankrupt and been liquidated due to a mismanagement and be personally liable for the bankruptcy of such company or corporate, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of such company or corporate;</li> </ol>

	<p>(4) The person is legal representatives of a company or corporate which had its business license revoked due to violation of the law and be personally liable, where less than three years have elapsed since the date of the revocation of the business license of such company or corporate;</p> <p>(5) The person has a large amount of debt due and outstanding;</p> <p>(6) The person has been involved in criminal offences subject to investigation by judicial authorities and the case has yet been settled;</p> <p>(7) The person is not eligible for acting in the leadership of a corporate according to laws or administrative regulations;</p> <p>(8) The person is not a natural person;</p> <p>(9) The person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty, where less than five years have elapsed since the date of judgment.</p> <p>(Article 112 of the Mandatory Provisions)</p>
Article <del>133</del> <u>127</u>	<p>The validity of an act of a director, general manager and other senior management officers on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p> <p>(Article 113 of the Mandatory Provisions)</p>

<p>Article <del>134</del><u>128</u></p>	<p>In addition to the obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchanges on which shares of the Company are listed, each of the directors, <del>supervisors</del>, general manager and other senior management officers of the Company owes a duty to each shareholder, in the exercise of the functions and powers entrusted to him by the Company:</p> <ol style="list-style-type: none"> <li>(1) Not to cause the Company to exceed the scope of business stipulated in its business license;</li> <li>(2) To act honestly in the best interests of the Company;</li> <li>(3) Not to expropriate in any guise the Company's property, including but not limited to the opportunities beneficial to the Company;</li> <li>(4) Not to expropriate the individual rights of shareholders, including but not limited to rights of distribution and voting rights, save pursuant to a restructuring of the Company submitted to general meeting for approval in accordance with these Articles of Association.</li> </ol> <p>(Article 114 of the Mandatory Provisions)</p>
<p>Article <del>135</del><u>129</u></p>	<p>Each of the directors, <del>supervisors</del>, general manager and other senior management officers of the Company owes a duty, in the exercise of his powers or discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p>(Article 115 of the Mandatory Provisions)</p>

<p>Article <del>136</del><u>130</u></p>	<p>Director, <del>supervisor</del>, general manager and other senior management officer owes a duty, in the exercise of his powers, to observe his fiduciary obligations and not to place himself in a position where his duty and his interest may conflict. This principle includes, without limitation, the following obligations;</p> <ol style="list-style-type: none"> <li>(1) to act honesty in what he considers to be in the best interests of the Company;</li> <li>(2) to exercise the powers within his authority without abuse;</li> <li>(3) to exercise the discretion vested in him personally and not allow himself to act under the direction of another and, unless and to the extent permitted by law, administrative regulations or the informed consent of shareholders in general meeting, not to delegate the exercise of his discretion;</li> <li>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</li> <li>(5) except in accordance with these Articles of Association or otherwise permitted by informed shareholders in general meeting, not to enter into any contract, transaction or arrangement with the Company;</li> <li>(6) unless otherwise permitted by informed shareholders in general meeting, not to use the Company's property for his own benefit in any manner;</li> <li>(7) not to obtain monies from bribery or other illegal income by using his authority or to expropriate in any manner the Company's property, including, without limitation, the opportunities beneficial to the Company;</li> <li>(8) unless otherwise permitted by informed shareholders in general meeting, not to accept commission in connection with the Company's transactions;</li> </ol>
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	<p>(9) to abide by these Articles of Association, faithfully execute his official duties and protect the Company’s interests, and not to exploit his position and power in the Company to advance his own private interests;</p> <p>(10) not to compete with the Company in any way unless with the informed consent of shareholders given in general meeting;</p> <p>(11) not to embezzle the Company’s capitals or lend monies to others, and not to deposit the Company’s assets in accounts opened in his own name or in the name of other persons and not to use the Company’s assets to provide security for the debts of the Company’s shareholders or other individuals;</p> <p>(12) unless otherwise permitted by informed shareholders in general meeting, not to disclose confidential information of the Company acquired by him in the course of and during his term of office and not to use such information other than in furtherance of the interests of the Company, save and except that disclosure of such information to the court or other governmental authorities is permitted, if:</p> <ol style="list-style-type: none"> <li>1. disclosure is made under compulsion of law;</li> <li>2. there is a duty to the public to disclose;</li> <li>3. such disclosure is necessary to protect the interests of such director, <del>supervisor</del>, general manager and other senior management officer.</li> </ol> <p>(Article 116 of the Mandatory Provisions)</p>
Article 137 <u>131</u>	<p>A Director, <del>supervisor</del>, general manager and other senior management officer of the Company shall not cause the following person or organization connected with him (“<b>Relevant Person</b>”) to do what he is prohibited from doing:</p> <ol style="list-style-type: none"> <li>(1) the spouse or minor child of the director, <del>supervisor</del>, general manager and other senior management officer of the Company;</li> <li>(2) a person acting in the capacity of trustee of the director, <del>supervisor</del>, general manager and other senior management officer of the Company or any person referred to in (1) of this article above;</li> </ol>

	<p>(3) a person who is a partner of the director, <del>supervisor</del>, general manager and other senior management officer of the Company or any person referred to in (1) or (2) of this article above;</p> <p>(4) a company in which the director, <del>supervisor</del>, general manager and other senior management officer of the Company, alone or jointly with one or more persons referred to in (1), (2), (3) of this Article above or other companies in which the director, <del>supervisor</del>, general manager and other senior management officer of the Company, has de facto control;</p> <p>(5) a director, <del>supervisor</del>, general manager and other senior management officer of a company referred to in (4) of this Article above.</p> <p>(Article 117 of the Mandatory Provisions)</p>
Article <del>138</del> <u>132</u>	<p>The fiduciary obligations of the director, <del>supervisor</del>, general manager and other senior management officer of the Company do not necessarily cease with the termination of his term of office. Their duties of confidence in relation to trade secrets of the Company survive the termination of their term of office. Other duties may continue for such period as fairness may require depending on the time lapse between such termination and the act concerned and the circumstances and the terms under which the relationship with the Company was terminated.</p> <p>(Article 118 of the Mandatory Provisions)</p>
Article <del>139</del> <u>133</u>	<p>Subject to the provisions in Article 59 of these Articles of Association, the directors, <del>supervisors</del>, general manager and other senior management officers of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders in general meeting.</p> <p>(Article 119 of the Mandatory Provisions)</p>
Article <del>140</del> <u>134</u>	<p>Where the director, <del>supervisor</del>, general manager and other senior management officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, other than his contract of service, he shall declare the nature and extent of his interest to the board at the earliest opportunity, whether or not the aforesaid matters are under normal circumstances subject to the approval of the board.</p>

Subject to such exceptions specified in the Articles of Association as the Stock Exchange may approve, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as defined in the Rules Governing Listing of Securities on the Growth Enterprise Market of Hong Kong Stock Exchange) has a material interest nor shall he be counted in the quorum present at the meeting, save and except for the following:

- (1)
  1. the giving of any security or indemnity either to the director or his associate(s) in respect of monies lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the issuer or any of its subsidiaries; or
  2. the giving of any security or indemnity to a third part in respect of a debt or obligation of the issuer or any of its subsidiaries for which the director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (2) any proposal concerning an offer of shares or debentures or other securities of or by the issuer or any other company which the issuer may promote or be interested in for subscription or purchase where the director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (3) any proposal concerning any other company in which the director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his associate(s) is/are beneficially interested in shares of that company, provided that the director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associates is derived) or of the voting rights;



- (4) any proposal or arrangement concerning the benefit of employees of the issuer or its subsidiaries including:
1. the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the director may benefit; or
  2. the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the issuer or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (5) any contract or arrangement in which the director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the issuer by virtue only of his/their interests in shares or debentures or other securities of the issuer.

Unless the interested director, ~~supervisor~~, general manager and other senior management officer has disclosed his interest in accordance with the preceding paragraph of this Articles and the contract, transaction or arrangement has been approved by the board at a meeting in which he is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, ~~supervisor~~, general manager, deputy general manager and other management officer concerned.

The director, ~~supervisor~~, general manager and other senior management officer of the Company shall be deemed to be interested in a contract, transaction or arrangement in which a person connected with him is interested.

(Article 120 of the Mandatory Provisions)

<p>Article <del>141</del><u>135</u></p>	<p>Where the director, <del>supervisor</del>, general manager, deputy general manager and other senior management officer of the Company gives to the board a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, that notice shall be deemed for the purpose of the preceding Articles in this Chapter to be a sufficient declaration of his interest, so far as attributable to those facts, in relation to any contract, transaction or arrangement of that description which may subsequently be made by the Company, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p> <p>(Article 121 of the Mandatory Provisions)</p>
<p>Article <del>142</del><u>136</u></p>	<p>The Company shall not in any manner pay taxes for a director, <del>supervisor</del>, general manager and other senior management officer.</p> <p>(Article 122 of the Mandatory Provisions)</p>
<p>Article <del>143</del><u>137</u></p>	<p>The Company shall not directly nor indirectly make a loan to or provide any guarantee in connection with the making of a loan to the director, <del>supervisor</del>, general manager and other senior management officer of the Company or of the Company's holding company or a person connected with any of them.</p> <p>The following circumstances are not subject to such prohibition:</p> <ol style="list-style-type: none"> <li>(1) the provision by the Company of a loan or a guarantee in connection with the making of a loan to its subsidiaries;</li> <li>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other monies to any of its director, <del>supervisor</del>, general manager and other senior management officer to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting;</li> </ol>

Article <del>144</del> <u>138</u>	<p>If the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with a loan to any of its Director, <del>supervisor</del>, general manager and other senior management officer or his associate(s) in the ordinary course of its business on normal commercial terms.</p> <p>(Article 123 of the Mandatory Provisions)</p>
Article <del>145</del> <u>139</u>	<p>A loan made by the Company in breach of the prohibition described above shall be repayable forthwith by the recipient of the loan regardless of the terms of the loan.</p> <p>(Article 124 of the Mandatory Provisions)</p>
Article <del>146</del> <u>140</u>	<p>A guarantee provided by the Company in breach of the prohibition described in the first clause in Article 143 of these Articles of Association shall be unenforceable against the Company, unless:</p> <ol style="list-style-type: none"> <li>(1) the guarantee was provided in connection with a loan to an associate of the director, <del>supervisor</del>, general manager, deputy general manager and other senior management officer of the Company or its holding company and at the time the lender was not aware of the relevant circumstances;</li> <li>(2) the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</li> </ol> <p>(Article 125 of the Mandatory Provisions)</p>
Article <del>147</del> <u>141</u>	<p>For the purpose of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the performance of obligations by the obligor.</p> <p>(Article 126 of the Mandatory Provisions)</p>

<p>Article <del>148</del><u>142</u></p>	<p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, <del>supervisor</del>, general manager and other senior management officer of the Company is in breach of his duties to the Company, the Company has a right to:</p> <ol style="list-style-type: none"> <li>(1) claim damages from such director, <del>supervisor</del>, general manager and other senior management officer in compensation for losses sustained by the Company as a result of such breach;</li> <li>(2) rescind any contract or transaction entered into by the Company with such director, <del>supervisor</del>, general manager and other senior management officer or with a third party (where such third party knows or should know that there is such a breach of obligations by such director, <del>supervisor</del>, general manager, deputy general manager and other senior management officer);</li> <li>(3) demand an account of the profits made by such director, <del>supervisor</del>, general manager and other senior management officer in breach of his obligations;</li> <li>(4) recover any monies received by such director, <del>supervisor</del>, general manager and other senior management officer which should otherwise have been received by the Company, including but not limited to commissions;</li> <li>(5) request such director, <del>supervisor</del>, general manager and other senior management officer to return the interests accrued or may be accrued on the monies which should have been paid to the Company.</li> </ol> <p>(Article 127 of the Mandatory Provisions)</p>
<p>Article <del>149</del><u>143</u></p>	<p>The Company shall, with the prior approval of general meeting, enter into a contract in writing with a director <del>or supervisor</del> wherein his emoluments are stipulated, including:</p> <ol style="list-style-type: none"> <li>(1) emoluments in respect of his service as director, <del>supervisor</del> or senior management officer of the Company;</li> <li>(2) emoluments in respect of his service as director, <del>supervisor</del> or senior management officer of any subsidiary of the Company;</li> </ol>

	<p>(3) emoluments in respect of the provisions of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(4) Payment by way of compensation for loss of office, or his retirement from office of such director <del>or supervisor</del>.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director, <del>supervisor</del> against the Company for interests due to him in respect of the above matters.</p> <p>(Article 128 of the Mandatory Provisions)</p>
Article 150 <u>144</u>	<p>The contract concerning the emoluments between the Company and its directors <del>or supervisors</del> should provide that in the event of a takeover of the Company, the Company's directors <del>and supervisors</del> shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. A "takeover of the Company" referred to in this paragraph means any of the following:</p> <p>(1) an offer made by any person to all shareholders;</p> <p>(2) an offer made by any person with a view to the offeror becoming a "controlling shareholder" within the meaning set out in Article 59 in these Articles.</p> <p>If the relevant director <del>or supervisor</del> does not comply with the above, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum on pro rata amongst those persons shall be borne by the relevant director <del>or supervisor</del> and shall not be paid out of the sum distributed.</p> <p>(Article 129 of the Mandatory Provisions)</p>

Article 201	<p>The Company shall act according to following principles to settle disputes:</p> <p>(1) Whenever any disputes or claims arising between holders of overseas listed foreign shares and the Company, between holders of overseas listed foreign shares and the Company's directors,<del>supervisors</del>, general manager or other senior management officers, or between holders of overseas listed foreign shares and holders of domestic shares based on these Articles of Association or any rights or obligations conferred by the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights mentioned above is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all parties who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall abide by the arbitration, provided that such parties shall be the Company or the Company's shareholder, director,<del>supervisor</del>, general manager or other senior management officer.</p> <p>Disputes in relation to the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.</p> <p>(2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its securities arbitration rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant.</p> <p>If a claimant elects arbitration at Hong Kong International Arbitration Center, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center.</p>
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	<p>(3) If any disputes or claims of rights are settled by way of arbitration in accordance with clause (1) above, the laws of the People's Republic of China shall apply, save as otherwise provided by laws and administrative regulations.</p> <p>(4) The award of an arbitration body shall be final and conclusive and binding on all parties.</p> <p>(Article 163 of the Mandatory Provisions)</p>
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