

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

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

Articles of Association

Approved at the Company's
annual general meeting held on 26 June 2026

In case of divergences between the Chinese version and the English version of the Articles of Association, the Chinese version will prevail in all circumstances.

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Articles of Association of Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Chapter 1 General provisions

Article 1

The Company (or “Company”) was established as a foreign investment joint stock company in the People’s Republic of China (the “PRC”) with limited liability in accordance with the “Company Law of the PRC” (the “Company Law”), the “Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (the “Special Regulations”), the “Provisional Regulations on Certain Issues Concerning the Establishment of Joint Stock Limited Companies with Foreign Investment” and other relevant laws and administrative regulation of the PRC.

The Company was set up by way of promotion after approved by the document Wai Jing Mao Zi Shen Zi no.[2000] 0012 “Foreign Investment Enterprise of the PRC” issued by the Ministry of Commerce of the PRC (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC), and was registered at the Beijing Administration for Market Regulations on 29 March 2000 for incorporation. The registration number of the business license of the Company is 110000410145505.

The promoters of the Company are as follows:

Promoter 1:

Dynamic Win Assets Limited

Legal representative: Xu Zhendong

Legal address: Unit 02, 7th Floor, Asia Pacific Centre,
8 Wyndham Street, Central, Hong Kong

Promoter 2:

Beijing Beida Jade Bird Software System Co., Ltd.

Legal representative: Yang Fuqing

Legal address: Area 8, Peking University, No.5 Haidian Road, Haidian District, Beijing

Promoter 3:

Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited

Legal representative: Xu Zhixiang

Legal address: No. 1 Yongdingmennei Dajie, Chongwen District, Beijing

Promoter 4:

Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd.

Legal representative: Hao Yilong

Legal address: Department of Microelectronics of Peking University, Haidian District,
Beijing

Promoter 5:

Beijing Beida Jade Bird Limited

Legal representative: Yang Fuqing

Legal address: No.5 Haidian Road, Haidian District, Beijing (No.3 Building, Area 9,
Beijing University)

Promoter 6:
Hinet Co., Ltd.
Legal representative: Zhao Zhong
Legal address: Tropic Isle Building, P.O. Box 438, Road Town, Tortola, British Virgin Islands

Promoter 7:
Asian Technology Investment Company Limited
Legal representative: Anthony S W Yeung
Legal address: P.O. Box 659, Road Town, Tortola, British Virgin Islands

Promoter 8:
Dragon Air Investments Limited
Legal representative: Wang Jianhua
Legal address: No. 2 Commercial Center Square P.O. Box No. 71 Alofi, Niue

Promoter 9:
New View Venture Limited
Legal representative: Lo Lin Shing
Legal address: Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands

Article 2 The registered name of the Company:
(In Chinese) : 北京北大青鳥環宇科技股份有限公司
(In English) : Beijing Beida Jade Bird Universal Sci-Tech Company Limited

Article 3 The Company's legal domicile: 3rd Floor, Beida Jade Bird Building, Yanyuan District Area 3, No.5 Haidian Road, Haidian District, Beijing
Postal Code: 100080
Telephone: 8610-62751795
Facsimile: 8610-62758434

- Article 4 The Company’s legal representative is the Chairman of the Company.
- Article 5 The Company is a joint stock limited company in perpetual existence.
- The shareholders of the Company shall enjoy rights and bear liabilities in respect of the Company limited to the amount of shares they have subscribed for, and the Company shall be liable for its debts with all of its assets.
- Article 6 From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company’s organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.
- Article 7 The Articles of Association are binding on the Company and its shareholders, Directors, general manager, deputy general manager and other senior management members, all of whom are entitled to claim rights regarding the Company’s affairs in accordance with the Articles of Association.
- In accordance with the Articles of Association, shareholders may sue the Company; whilst the Company may sue shareholders, and shareholders may sue shareholders; shareholders may sue the Directors, general manager, deputy general manager and other senior management members of the Company.
- The term “sue” referred to in the preceding paragraph include court proceedings and arbitration proceedings.
- Article 8 The Company may invest in other enterprises, but unless otherwise provided by laws, the Company shall not become a contributor bearing joint and several liability for the debts of the invested enterprises.
- Article 9 The Company is an independent legal entity, all acts of the Company shall comply with the laws and regulations of the PRC and the place of listing of overseas listed foreign invested shares, and the Company shall protect the shareholders’ legal rights. All capital of the Company is divided into shares with same par value per share. The rights and liabilities of the shareholders of the Company are limited to the shares held by them, and the Company is liable for its debts to the extent of its entire assets.
- On condition of compliance with the laws and administrative regulations of the PRC, the Company has the power to raise or borrow money. The Company’s rights of financing include (but without limitation) the issue of corporate bond, the charging or pledging of part or whole of the ownership or usage right of the Company’s assets and other rights permitted by PRC laws and administrative regulations. However, the Company shall not prejudice or abolish the rights of holders of shares of any class when exercising the said rights.

Chapter 2 Purposes and Scope of Business

- Article 10 The objective of the Company is to work with strategic partners with strong financial resources and extensive commercial network in the international platform for developing application-based embedded system products with the long-term financing channel established under the domestic and overseas financing environment, with a view to making contribution to the domestic economy and leading our high-technology industry to Asia and to the world.
- Article 11 The scope of business of the Company shall be consistent with and subject to the scope of business approved by the company registration authority of the People's Republic of China.
- The scope of main operation of the Company shall include: production of embedded electronic products and integrated system chip, research, development and production of computer software and hardware, installment, testing, maintenance of self-produced products, technological consultation and training, and sales of self-produced products.
- Article 12 The Company may adjust its business scope or investment directions or approaches according to the changes in domestic and international markets, demand of domestic and international operations and the Company's own development capabilities, subject to the passing of resolution at shareholders' general meeting and the approval by the relevant authorities.

Chapter 3 Shares and Registered Capital

- Article 13 The Company may, at any time, issue ordinary shares. The ordinary shares of the Company include domestic shares and foreign shares. The Company may, if required, issue other classes of shares in accordance with applicable laws.
- Article 14 All the shares issued by the Company shall have a par value. The par value of the shares issued by the company upon its incorporation shall be RMB1.00. Upon approved by the examination and approval authority authorized by the State, the par value of each of the shares issued by the Company shall be changed to RMB0.1.
- For the purposes of the above paragraph, the term "RMB" shall refer to the legal tender of the People's Republic of China.

Article 15 The Company may, in accordance with applicable laws, issue shares to domestic and foreign investors. When the Company issues securities in the same overseas market, it shall make filings with the China Securities Regulatory Commission (“CSRC”) in accordance with relevant regulations.

For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company, and the term “domestic investors” shall refer to investors inside the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

Article 16 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign invested shares. Foreign invested shares which are listed outside the PRC shall be referred to as overseas listed foreign invested shares.

The foreign currency referred to in the preceding paragraph is a legal tender (other than Renminbi) of other countries or regions which is recognized by the competent foreign exchange department of the State and can be used for payment of the Company’s shares.

Upon completion of overseas offering and listing of the shares of the Company and upon approvals of the State Council or its securities regulatory authorities, the Company’s shareholders may transfer all or part of their Unlisted Shares (as defined below) to foreign investors and have such shares listed and traded overseas, or the transfer of all or part of the Unlisted Shares into overseas listed foreign invested shares and the listing and trading of such shares shall not be considered as the Company’s intention to vary or abrogate the rights of class shareholders. The said shares listed on or traded in an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the relevant overseas securities market.

Listing and trading of the said shares on an overseas stock exchange or the transfer from domestic shares to foreign invested shares and the listing and trading of such shares does not need resolution through voting at a shareholders’ general meeting. The class of domestic shares and unlisted foreign invested shares (collective “Unlisted Shares”) held by the Company’s shareholders will be converted into overseas listed shares after obtaining the approval for overseas listing and trading, the class of which shall be the same as the overseas listed foreign shares.

Article 17 Upon the approval of the company examination and approval authorities that are authorized by the State Council, the total number of ordinary shares issued by the Company was 1,514,464,000 shares, among which, the number of ordinary shares issued by the Company to promoters was 700,000,000 and were subscribed as follows:

220,000,000 shares subscribed by Dynamic Win Assets Limited, representing 31.429% of the total number of issuable ordinary shares of the Company upon its incorporation;

110,000,000 shares subscribed by Beijing Beida Jade Bird Software System Co., Ltd., representing 15.714% of the total number of issuable ordinary shares of the Company upon its incorporation;

85,000,000 shares subscribed by Beijing Beida Yu Huan Microelectronics System Engineering Co., Ltd., representing 12.143% of the total number of issuable ordinary shares of the Company upon its incorporation;

75,000,000 shares subscribed by Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited, representing 10.714% of the total number of issuable ordinary shares of the Company upon its incorporation;

40,000,000 shares subscribed by Beijing Beida Jade Bird Limited representing, 5.714% of the total number of issuable ordinary shares of the Company upon its incorporation;

50,000,000 shares subscribed by Asian Technology Investment Company Limited, representing 7.142% of the total number of issuable ordinary shares of the Company upon its incorporation;

30,000,000 shares subscribed by Dragon Air Investments Limited, representing 4.286% of the total number of issuable ordinary shares of the Company upon its incorporation;

20,000,000 shares subscribed by Hinet Co., Ltd., representing 2.857% of the total number of issuable ordinary shares of the Company upon its incorporation;

70,000,000 shares subscribed by New View Venture Limited, representing 10% of the total number of issuable ordinary shares of the Company upon its incorporation.

Article 18 The number of ordinary overseas listed foreign invested shares issued upon capital increase after incorporation of the Company was 814,464,000 shares. After the capital increase, the total number of ordinary shares issued by the Company was 1,514,464,000; among which, 700,000,000 shares were held by the promoters, accounting for 46.221% of the total number of ordinary shares issued by the Company, and 814,464,000 overseas listed foreign invested shares were held by shareholders of overseas listed foreign invested shares, accounting for 53.779% of the total number of ordinary shares issued by the Company.

Article 19 Upon the approval of the competent securities regulatory authority of the State Council of the Company's proposal for issue of overseas listed foreign invested shares and domestic shares, the Board of the Company may implement arrangements for separate issue.

The Company's proposal for separate issue of overseas listed foreign invested shares and domestic shares pursuant to the preceding paragraph may be implemented within fifteen (15) months from the date of approval by the competent securities regulatory authority of the State Council.

Article 20 Where the Company issues overseas listed foreign invested shares and domestic shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several issues subject to the approval of the securities regulatory committee of the State Council.

- Article 21 The Company's registered capital is RMB137,872,000.
- Article 22 The Company may, based on its requirements for operation and development and in accordance with the relevant provisions of the Articles of Association, approve an increase of capital.
- The Company may increase its capital in the following manners:
- (1) by public issuance of shares;
 - (2) by non-public issuance of shares;
 - (3) by allotting bonus shares to its existing shareholders;
 - (4) by converting capital reserves into share capital;
 - (5) by any other means which is permitted by laws, administrative regulations.
- The Company's increase in capital by issuing new shares shall, after being approved in accordance with the provisions of the Company's Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations of the State.
- Article 23 Unless otherwise provided by laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien. The Company or its subsidiaries (including its affiliated enterprises) shall not, by way of gift, advance, guarantee, compensation or loan, provide any assistance to any person who purchases or proposes to purchase the Company's shares.
- Article 24 Upon transfer of the Company's shares, the transferees of the shares will become the holders of such shares with their names being entered into the register of shareholders.
- Article 25 All issues and transfers of overseas listed foreign invested shares shall be registered in the register of holders of overseas listed foreign invested shares kept in Hong Kong in accordance with Article 39.
- Article 26 The transfer of all or part of the shares by any holders of overseas listed foreign invested shares shall be effected by the instrument of transfer in writing generally accepted in Hong Kong. The instrument of transfer shall be signed by hand or in a machine-imprinted format by the transferor and transferee.

- Article 27 The Company shall ensure that the share certificates of all overseas listed foreign invested shares carry the following representations, and instruct and cause the share registrar of the Company to refuse to register any person as holder of any subscribed, purchased or transferred shares of the Company unless and until the person has produced to the share registrar a share certificate carrying the following representations and has signed applicable forms:
- (1) The purchaser agrees with the Company and each shareholder, and the Company agrees with each shareholder, to observe and comply with the Company Law and other relevant laws, administrative regulations as well as the Articles of Association;
 - (2) The purchaser agrees with the Company, each shareholder, Director and management members of the Company, and the Company on behalf of itself and each Director and management member, agrees with each shareholder, to refer to arbitration according to the Articles of Association for all the disputes and claims concerning the Articles of Association or any rights or obligations provided for in the Company law and other relevant laws and administrative regulations, and to authorize the arbitration to be exposed to public hearing and the result of the arbitration to be publicly announced;
 - (3) The purchaser and the Company and each shareholder of the Company agree that shares of the Company can be transferred freely by shareholders;
 - (4) The purchaser authorizes the Company to represent him/her to enter into an agreement with each of the Directors and management members of the Company whereby the Directors and management members promise to bear and comply with their duties to shareholders provided for in the Articles of Association.
- Article 28 The overseas listed foreign invested shares of the Company may be listed and traded on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”).

Chapter 4 Reduction of Capital and repurchase of shares

- Article 29 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital.
- Article 30 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.
- The Company shall notify its creditors within ten (10) days from the date of the Company’s resolution on reduction of registered capital and shall publish an announcement in the newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days. A creditor has the right, within thirty (30) days of receiving the notice, or for these who does not receive the notice, within forty-five (45) days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.

The registered capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.

Article 31

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

- (1) cancellation of shares for the purposes of reducing its capital;
- (2) merger with another company that holds share certificates of the Company;
- (3) where the shares are used for an employee share ownership plan or equity incentive plan;
- (4) where a shareholder requests the Company to repurchase its shares because the shareholder objects to a resolution of the shareholders' general meeting on a merger or division of the Company;
- (5) where the shares are used for conversion of corporate bonds issued by the Company that are convertible into shares;
- (6) where the repurchase is necessary for safeguarding the Company's value and shareholders' interests;
- (7) other circumstances as permitted by laws and administrative regulations.

Article 32

Where the Company repurchases its shares under items (1) or (2) of the preceding Article, such repurchase shall be approved by a resolution of the shareholders' general meeting. Where the Company repurchases its shares under items (3), (5) or (6) of the preceding Article, such repurchase may be approved by a resolution of the Board of Directors passed at a meeting attended by more than two-thirds of the Directors attending the meeting, in accordance with the Articles of Association or the authorization of the shareholders' general meeting.

Where the Company repurchases its shares in accordance with the preceding Article, shares repurchased under item (1) shall be cancelled within ten days from the date of repurchase; shares repurchased under items (2) or (4) shall be transferred or cancelled within six months; and for shares repurchased under items (3), (5) or (6), the total number of shares held by the Company shall not exceed ten per cent of the total number of shares issued by the Company, and such shares shall be transferred or cancelled within three years.

Shares held by the Company as a result of such repurchase, and any treasury shares, shall not carry voting rights.

The par value of the cancelled shares shall be deducted from the registered capital of the Company.

Upon completion of the reduction of registered capital and the change of registration, the Company shall make an announcement in accordance with the requirements of overseas and Hong Kong Stock Exchange listing rules, where applicable.

Where the Company repurchases its shares under items (3), (5) or (6) of the preceding Article, the repurchase shall be conducted through a public centralized trading system.

Article 33 The Company shall not accept the share certificates of the Company as the subject of a pledge.

Chapter 5 Financial Assistance for acquisition of the Company's shares

Article 34 The Company or its subsidiaries (including its affiliated enterprises) shall not, by way of gift, advance, guarantee, loan or any other means, provide financial assistance to any person for the purpose of acquiring shares of the Company or its parent company, except where the Company implements an employee share ownership plan.

For the benefit of the Company, and subject to a resolution of the shareholders' general meeting or a resolution of the Board of Directors passed in accordance with the Articles of Association or the authorization of the shareholders' general meeting, the Company may provide financial assistance to a person for the purpose of acquiring shares of the Company or its parent company. The aggregate amount of such financial assistance shall not exceed ten per cent of the total issued share capital of the Company. A resolution of the Board of Directors shall be passed by more than two-thirds of all Directors.

Article 35 The financial assistance referred to in this Chapter includes, (without limitation), the following means:

- (1) gift;
- (2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights;
- (3) provision of loan or execution of any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or contract;
- (4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.

The expression "assuming an obligation" referred to in this Chapter includes the assumption of obligations by the changing of the obligor's financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.

Chapter 6 Share certificates and register of members

Article 36 Share certificates of the Company shall be in registered form.

The following major items shall be specified on the share certificate of the Company:

- (1) the Company's name;
- (2) the date of registration of the Company;
- (3) the class of the shares, nominal value and the number of shares represented;
- (4) the serial number of the share certificate;
- (5) other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.

Article 37 The share certificates shall be signed by the Chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such other senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.

Article 38 The Company shall keep a register of shareholders which shall contain the following particulars:

- (1) the name, address (residential) of each shareholder;
- (2) the class and number of shares held by each shareholder;
- (3) the serial numbers of the shares held by each shareholder;
- (4) the date on which a person registers as a shareholder.

The register of shareholders shall be sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.

Article 39 The Company may, in accordance with the mutual understanding and agreements made between the competent securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of holders of overseas listed foreign invested shares in Hong Kong which shall be open for inspection by shareholders and appoint overseas agents to manage such register. The Company shall maintain a duplicate of the register of holders of overseas listed foreign invested shares at the Company's domicile; the appointed overseas agents shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares at all times.

If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed foreign invested shares, the original version shall prevail.

Article 40 The Company shall maintain a complete register of shareholders.

The register of shareholders shall include the following:

- (1) the register of shareholders maintained at the Company's domicile (other than those parts as stipulated in clause (2) and (3) of this Article);
- (2) the register of shareholders for the holders of overseas listed foreign invested shares of the Company maintained at the place where the overseas listed foreign invested shares are listed;
- (3) the register of shareholders maintained at such other place as the Board may consider necessary for the purpose of listing of the Company's shares.

Article 41 Different parts of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders.

Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained.

Article 42 All fully paid up overseas listed foreign invested shares are freely transferable pursuant to the Articles of Association.

However, in respect of the fully paid-up overseas listed foreign invested shares which are listed on Hong Kong Stock Exchange, the Board may refuse to recognize any instrument of transfer without giving any reason unless such transfer fulfills the following conditions:

- (1) A fee of HK\$2.5 per instrument of transfer of such higher amount as the Board may from time to time require but no more than the amount prescribed from time to time by the Hong Kong Stock Exchange has been paid to the Company for registration of the instrument of transfer and other documents related to which will affect the right of ownership of the shares;

- (2) the instrument of transfer involves only the overseas listed foreign invested shares listed on the Hong Kong Stock Exchange;
- (3) the stamp duty payable on the instrument of transfer has been paid;
- (4) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;
- (5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four (4);
- (6) the relevant shares are not subject to any lien of the Company.

Article 43 Laws and regulations of the PRC and the provisions in the relevant rules governing the listing of securities of the Hong Kong Stock Exchange regulating the arrangement of close of register of shareholders before shareholders' general meeting being convened or the record date being set by the Company for the purpose of distribution of dividends shall prevail. The duration of the above-mentioned arrangement of closure of register of shareholders shall not exceed 30 days in total within one year, but may be further extended for a maximum of 30 days after consideration and approval by a shareholder's general meeting. Upon receipt of an application for inquiry of register of shareholders during the arrangement of closure of register of shareholders, the Company shall issue to the applicant a certificate signed by the company secretary specifying the approval authority and the duration of closure of register of shareholders.

Article 44 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholdings, the Board shall decide on a date for the determination of shareholdings. Shareholders whose names appear in the register of shareholders at the close of business of such date shall be shareholders of the Company.

Article 45 Any person who objects to the register of shareholders and requests to have his name entered into or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.

Article 46 Any shareholder who is registered in or any person who requests to have his name entered in the register of shareholders may (if his share certificates (the "original certificates") are lost) apply to the Company for a replacement share certificate in respect of such shares (the "relevant shares").

If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with the provisions of Article 164 of the Company Law.

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

If a holder of overseas listed foreign invested shares which are listed on Hong Kong Stock Exchange loses his share certificates and applies for their replacements, the issue of replacement share certificates to such holders shall comply with the following requirements:

- (1) The applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.
- (2) No statement has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company comes to a decision to issue the replacement share certificate.
- (3) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty (30) days in a period of ninety (90) days.
- (4) The Company shall have, prior to the publication of its announcement of intention to issue a replacement certificate,
 1. delivered to the Hong Kong Stock Exchange a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days.
 2. In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published.
- (5) If, upon expiration of the 90-day period referred to in clause (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to his application.
- (6) Where the Company issues a replacement share certificate under this Article, it shall forthwith cancel the original share certificate and enter the cancellation and issue in the register of shareholders accordingly.
- (7) All expenses relating to the cancellation of an original share certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.

Article 47 Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he is a bona fide purchaser) shall not be removed from the register of shareholders.

Article 48 The Company shall not be liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replacement certificate, unless the claimant proves that the Company has committed fraudulent act.

Chapter 7 Shareholders' rights and obligations

Article 49 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered into the register of shareholders.

A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

For joint holding of any shares, if one of the joint shareholders is deceased, only the other existing shareholders of the joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the Board has the power to require them to provide a certificate of death of the relevant shareholder as necessary for the purpose of modifying the relevant register of shareholders. In respect of any of the joint shareholders of the shares, only the joint shareholder ranking first in the register of shareholders have the right to accept certificates of the relevant shares from the Company, receive notices of the Company, attend and vote at shareholders' general meetings of the Company of all the relevant shares. Any notice which is delivered to the aforesaid shareholder shall be considered as having been delivered to all the joint shareholders of the relevant shares.

No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share just because the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

Article 50 The ordinary shareholders of the Company shall be entitled to the following rights:

- (1) the right to dividends and other forms of profit distributions in proportion to the number of shares held;
- (2) the right to attend or appoint a proxy to attend shareholders' general meetings, to speak and to exercise the voting right at shareholders' general meetings, except where a shareholder is required by the Rules Governing the Listing of Securities on the GEM of the Hong Kong Stock Exchange ("GEM Listing Rules of the Hong Kong Stock Exchange") or other applicable laws and regulations, to abstain from voting to approve the matter under consideration;
- (3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;

- (4) the right to transfer, give as a gift or pledge the shares in accordance with the laws, administrative regulations, the securities regulatory authorities and the stock exchange in the place where the shares of the Company are listed and provisions of the Articles of Association;
- (5) the right to obtain relevant information in accordance with the laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the provisions of the Articles of Association, including:
 1. to obtain a copy of the Articles of Association, subject to payment of the cost of such copy;
 2. to inspect and copy, subject to payment of a reasonable charge:
 - (i) all parts of the register of shareholders (provided that, when inspecting the register of holders of H-shares, the Company may suspend registration in accordance with section 632 of the Hong Kong Companies Ordinance (Cap. 622));
 - (ii) minutes of shareholders' meetings, resolutions of the Board of Directors and financial and accounting reports.
- (6) shareholders who meet the prescribed conditions shall have the right to inspect the Company's accounting books and accounting vouchers;
- (7) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;
- ;
- (8) other rights conferred by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.

The shareholders of the Company requesting to inspect or obtain the above information or materials shall provide written documents proving the type and number of shares held. Upon verification of the shareholder's identity, the Company shall provide the requested information.

The shareholders requesting to inspect or copy the Company's relevant materials shall comply with the Company Law, the Securities Law and other applicable laws and administrative regulations.

Article 51

The ordinary shareholders of the Company shall assume the following obligations:

- (1) To abide by the Articles of Association;
- (2) To pay subscription monies according to the number of shares subscribed and the method of subscription;
- (3) Not to withdraw their shareholdings except in circumstances permitted by laws and regulations;
- (4) Not to abuse shareholders' rights to the detriment of the Company or other shareholders; and not to abuse the Company's independent legal person status or the limited liability of shareholders to prejudice the interests of the Company's creditors;

- (5) Other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

Where the shareholder of the Company abuses shareholders' rights and causes losses to the Company or other shareholders, such shareholder shall bear liability for compensation in accordance with the law. Where the shareholder of the Company abuses the Company's independent legal person status or the limited liability of shareholders to evade debts and seriously prejudice the interests of the Company's creditors, such shareholder shall bear joint and several liability for the Company's debts.

Article 52 In addition to 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, when exercising his rights as a shareholder, shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:

- (1) to relieve a Director of his duty to act honestly in the best interests of the Company;
- (2) to approve the deprivation by a Director (for his own benefit or for the benefit of another person), by any means, of the Company's assets, including (without limitation) opportunities beneficial to the Company;
- (3) to approve the deprivation by a Director (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for a restructuring of the Company submitted to the general meeting of shareholders for approval in accordance with the Articles of Association.

Article 53 The term "controlling shareholder" referred to in the preceding Article means a shareholder who holds more than 50% of the total share capital of the Company, or who, although holding less than 50% of the total share capital, has voting rights sufficient to exert a significant influence on the resolutions of the shareholders' general meeting.

Chapter 8 Shareholders' general meetings

Article 54 The shareholders' general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.

Article 55 The shareholders' general meeting may exercise the following functions and powers:

- (1) to elect and replace Directors who are not employee-representative Directors, and decide on matters relating to the remuneration of Directors;
- (2) to examine and approve reports of the Board;

- (3) to examine and approve the Company's profit distribution plans and plans for making up losses;
- (4) to decide on increases or reductions in the Company's registered capital;
- (5) to decide on matters such as merger, division, dissolution and liquidation of the Company;
- (6) to decide on the issue of bonds by the Company;
- (7) to adopt resolutions on the Company's appointments, dismissals or non-reappointments of accounting firms;
- (8) to amend the Articles of Association;
- (9) to examine and approve matters relating to changes in the use of proceeds from fund raising;
- (10) to examine equity incentive plans and employee share ownership plans;
- (11) to examine matters involving the purchase or sale of major assets exceeding 30% of the Company's latest audited total assets;
- (12) other matters required by laws, administrative regulations and the Articles of Association to be resolved at the general meeting of shareholders.

The shareholders' general meeting may authorize or entrust the Board of Directors to handle matters authorized or entrusted by the shareholders' general meeting.

Upon approval by a special resolution of the shareholders' general meeting, the Company may authorize the Board of Directors to issue domestic shares and overseas listed shares separately or concurrently within every twelve-month period, provided that the number of domestic shares and overseas listed shares proposed to be issued shall not exceed 20% of the respective number of shares in issue.

Upon approval by a special resolution of the shareholders' general meeting, the Company may also authorize the Board of Directors to decide, within three years, to issue shares not exceeding 50% of the total number of shares in issue. However, any non-cash asset contribution must be approved by the shareholders' general meeting.

Where the Board of Directors decides to issue shares pursuant to paragraph (3) or (4) of this Article, resulting in changes to the Company's registered capital or the number of issued shares, amendments to the corresponding provisions of the Articles of Association shall not require further approval by the shareholders' general meeting.

Article 56

Unless a prior approval is obtained in a shareholders' general meeting, the Company shall not enter into any contract with any party other than the Directors, general manager, deputy general manager and other senior management members pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business.

Article 57

The following external guarantees provided by the Company shall be subject to approval by the shareholders' general meeting:

- (1) any guarantee provided after the aggregate amount of external guarantees of the Company and its controlled subsidiaries exceeding 50% of the most recent audited net assets;
- (2) any guarantee provided after the aggregate amount of external guarantees of the Company exceeding 30% of the most recent audited total assets;
- (3) any guarantee provided where the total amount of guarantees given by the Company to others within one year exceeding 30% of the most recent audited total assets of the Company;
- (4) any guarantee provided for a guarantee recipient whose asset-liability ratio exceeding 70%;
- (5) any single guarantee with an amount exceeding 10% of the most recent audited net assets;
- (6) any guarantee provided to shareholders, actual controllers or their related parties.

Article 58

General meetings of shareholders shall be annual general meetings and special general meetings. A general meeting of shareholders shall be convened by the Board. Annual general meeting shall be held once every financial year within six months after the end of the previous accounting year.

The Board shall hold a special general meeting within two months upon the occurrence of one of the following circumstances:

- (1) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;
- (2) the uncovered losses reach of one third of the Company's total share capital;
- (3) shareholders individually or in aggregate holding not less than ten per cent (10%) (inclusive) of the Company's issued shares with voting rights request in writing to hold a special general meeting;
- (4) the Board considers it necessary to hold such a meeting;
- (5) other circumstances as provided for in laws, administrative regulations, departmental rules or the Articles of Association.

Article 59 The Board of Directors shall convene the shareholders' general meeting within the prescribed time limit.

Independent Directors, with the consent of more than half of all Independent Directors, shall have the right to propose to the Board of Directors to convene a special shareholders' general meeting. For a proposal by Independent Directors to convene a special shareholders' general meeting, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide written feedback stating whether it agrees or disagrees within ten days after receiving the proposal. If the Board of Directors agrees to convene the special shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within five days after the Board resolution is passed; if the Board of Directors disagrees, it shall state the reasons and publish an announcement.

Article 60 Where the Audit Committee proposes to convene a special shareholders' general meeting, it shall submit the proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide written feedback stating whether it agrees or disagrees within ten days after receiving the proposal.

If the Board of Directors agrees to convene the special shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within five days after the Board resolution is passed, and shall obtain the consent of the Audit Committee for any changes to the original proposal.

If the Board of Directors disagrees with convening the special shareholders' general meeting, or fails to provide feedback within ten days after receiving the proposal, it shall be deemed that the Board of Directors is unable or unwilling to perform its duty to convene the shareholders' general meeting, and the Audit Committee can convene and preside over the meeting on its own.

Article 61 Shareholders individually or jointly holding more than 10% of the Company's shares (including preferred shares with restored voting rights) who request the Board of Directors to convene a special shareholders' general meeting shall submit the request to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, provide written feedback stating whether it agrees or disagrees within ten days after receiving the request.

If the Board of Directors agrees to convene the special shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within five days after the Board resolution is passed, and shall obtain the consent of the relevant shareholders for any changes to the original request.

If the Board of Directors disagrees with convening the special shareholders' general meeting, or fails to provide feedback within ten days after receiving the request, shareholders individually or jointly holding more than 10% of the Company's shares (including preferred shares with restored voting rights) may submit a written request to the Audit Committee to convene a special shareholders' general meeting.

If the Audit Committee agrees to convene the special shareholders' general meeting, it shall issue a notice of the shareholders' general meeting within five days after receiving the request, and shall obtain the consent of the relevant shareholders for any changes to the original request.

If the Audit Committee fails to issue the notice within the prescribed time limit, it shall be deemed that the Audit Committee is unwilling to convene and preside over the meeting, and shareholders individually or jointly holding more than 10% of the Company's shares (including preferred shares with restored voting rights) for more than ninety consecutive days may convene and preside over the meeting on their own.

Article 62 Where the Audit Committee or shareholders decide to convene a shareholders' general meeting on their own, they shall notify the Board of Directors in writing.

Before the announcement of the resolutions of the shareholders' general meeting, the shareholding ratio of the shareholders convening the meeting (including preferred shares with restored voting rights) shall not be less than 10%.

For a shareholders' general meeting convened by the Audit Committee or shareholders, the Board of Directors and the Secretary to the Board of Directors shall provide cooperation. The Board of Directors shall provide the register of shareholders as of the share registration date.

The expenses required for a shareholders' general meeting convened by the Audit Committee or shareholders shall be borne by the Company.

Article 63 When the Company convenes a shareholders' general meeting, notice stating the date and place of and matters to be examined at the meeting shall be given to all shareholders twenty (20) days before the meeting by way of a written notice issued in the form of an announcement. Notice of shareholders' special general meetings shall be given to all shareholders fifteen (15) days prior to the meeting by way of a written notice issued in the form of an announcement.

A shareholders' general meeting may be held by combining on-site and online means. The on-site venue of the shareholders' general meeting shall be the domicile of the Company or the location specified in the notice of the shareholders' general meeting. A meeting venue shall be set up at the on-site location of the shareholders' general meeting. On the premise of ensuring the legality and validity of the shareholders' general meeting, and in accordance with laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed, the Company may also provide online, video, telephone or other means to facilitate shareholders' participation in the shareholders' general meeting. Shareholders participating in the shareholders' general meeting through the above means shall be deemed to be present.

The time and place of the meeting shall be selected to facilitate shareholders' attendance. After the notice of the shareholders' general meeting is issued, the on-site venue of the shareholders' general meeting shall not be changed without justifiable reasons. If a change is indeed necessary, the convener shall make an announcement at least two working days before the on-site meeting and explain the reasons.

Article 64 The content of a proposal shall fall within the scope of authority of the shareholders' general meeting, shall contain a clear topic and specific resolution matters, and shall comply with laws, administrative regulations and the Articles of Association.

When the Company convenes a shareholders' general meeting, shareholder(s) individually or in aggregate holding 1% (inclusive) or more of the total voting shares of the Company shall have the right to propose new motions in writing.

Shareholders individually or jointly holding more than 1% of the Company's shares may submit ad hoc proposals to the Board of Directors ten days before the shareholders' general meeting is held. Ad hoc proposals shall contain a clear topic and specific resolution matters. The Board of Directors shall include in the agenda of the meeting those proposals that fall within the scope of authority of the shareholders' general meeting, except where the ad hoc proposal violates laws, administrative regulations or the Articles of Association, or does not fall within the authority of the shareholders' general meeting.

Except as provided in the preceding paragraph, after the convener issues the notice of the shareholders' general meeting, the proposals listed in the notice shall not be modified nor shall new proposals be added without justifiable reasons.

Article 65 The shareholders' general meeting shall not vote on or adopt resolutions on proposals that are not specified in the notice of the shareholders' general meeting or that do not comply with the provisions of the Articles of Association.

Article 66 The notice of the shareholders' general meeting shall include the following:

- (1) the time, place and duration of the meeting;
- (2) the matters and proposals to be submitted for consideration at the meeting;
- (3) a conspicuous statement that all ordinary shareholders (including preferred shareholders with restored voting rights) and shareholders holding shares with special voting rights are entitled to attend the shareholders' general meeting, and may appoint a proxy in writing to attend the meeting and vote on their behalf, and such proxy need not be a shareholder of the Company;
- (4) the share registration date for shareholders entitled to attend the shareholders' general meeting.

Article 67 Notice of the shareholders' general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by the method of notice prescribed in the Articles of Association or by other methods permitted by the stock exchange where the Company's shares are listed.

Article 68 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Article 69 Any shareholder entitled to attend and vote at the shareholders' general meeting shall have the right to appoint one (1) or several persons (who may not be shareholders) to act as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:

- (1) the right which the shareholder has to speak at the shareholders' general meeting;
- (2) the right to demand a poll alone or jointly with others;
- (3) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.

If the said shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), the shareholder may authorize one (1) or more suitable persons to act as its representative at any shareholders' general meeting or at any class meeting or at any creditors' meeting of the Company; however, if more than one (1) person are authorized, the power of attorney shall clearly indicate the number and class of the share certificates involved by way of the said authorization. The persons after such authorization may represent the recognized clearing house (or its nominee) to exercise the rights (including but not limited to right to speak and vote), as if they were the individual shareholders of the Company.

Article 70 The instrument appointing a proxy must be in writing under the hand of the principal or his attorney duly authorized in writing; for a legal person, the instrument of proxy must be affixed with the common seal or signed by its Director or attorney duly authorized in writing. The instrument of proxy shall contain the number of the shares to be represented by the proxy. If several persons are authorized as the proxies for the shareholder, the instrument of proxy shall specify the number of the shares to be represented by each proxy.

Article 71 The instrument of proxy shall be lodged with the domicile of the Company or other places specified in the notice of meeting twenty-four (24) hours before the relevant meeting for voting according to the instrument of proxy, or 24 hours before the designated time of voting. Where the instrument of proxy is signed by a person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarized copy of that power of attorney or other authorization documents, together with the instrument of proxy, shall be deposited at the domicile of the Company or other places specified in the notice of meeting.

Where the principal is a legal person, its legal representative or other persons authorized by the Board or other decision-making organ by way of a resolution to act as its representatives may attend the shareholders' general meeting of the Company and vote at the meeting. Where such legal person has appointed a representative to attend any meeting, it shall be deemed to have attended the meeting in person. The legal person may execute the form of proxy through a duly authorized person.

- Article 72 Any instrument of proxy issued to a shareholder by the Board for use by him/her for appointing a proxy shall allow the shareholder to freely instruct the proxy to vote in favor of or against each resolution related to each matter to be considered at the relevant meeting. Such form shall contain a statement that in the absence of instructions by the shareholder, his/her proxy may vote as he/she thinks fit.
- Article 73 Where the principal has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the instrument of proxy shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.
- Article 74 Individual shareholders attending the shareholders' general meeting in person shall produce their own identification documents and evidence of shareholding. If a shareholder appoints others to attend the meeting, the proxy shall produce his/her own identification document and the instrument of proxy. If a legal person shareholder appoints a proxy to attend the shareholders' general meeting, such proxy shall produce his identification documents and a notarized copy of the resolution of the Board of Directors of the legal person appointing such proxy.
- Article 75 The chairperson of the shareholders' general meeting shall, before voting, announce the number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights held by them. The number of shareholders and proxies attending the meeting on site and the total number of shares with voting rights held by them shall be based on the meeting registration records.
- Where the Company provides electronic voting, the same voting right may only choose one method among on-site voting, online voting or other voting methods. Where duplicate voting occurs in respect of the same voting right, the result of the first vote shall prevail.
- Article 76 There shall be two (2) types of resolutions of shareholders' general meetings, namely ordinary resolutions and special resolutions.
- To adopt an ordinary resolution, votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.
- To adopt a special resolution, votes representing not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favor of the resolution in order for it to be passed.
- Shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be counted in the total number of shares with voting rights present at the shareholders' general meeting.

Shareholders shall have the right (1) to speak at the shareholders' general meeting; and (2) to vote at the shareholders' general meeting, unless any shareholder is required under the GEM Listing Rules of the Hong Kong Stock Exchange (or the "Listing Rules") to abstain from voting on a particular matter. Shareholders (including proxies) attending the meeting shall clearly indicate one of the following opinions on each matter requiring a vote: for, against or abstain. The securities registration and clearing institution, acting as the nominal holder of shares traded under the Mainland–Hong Kong Stock Connect mechanism, shall report voting intentions in accordance with the instructions of the actual holders. Votes abstained or waived shall not be counted as votes with voting rights when calculating the voting results. Where the Listing Rules require any shareholder to abstain from voting on a resolution, or restrict any shareholder to vote only for (or only against) a resolution, any vote cast in violation of such requirement or restriction shall not be counted.

Ballots that are unmarked, incorrectly marked, or illegible, or ballots on which no vote is cast, shall be deemed as the voter having waived the right to vote, and the voting result for the number of shares held by such voter shall be counted as "abstain".

Article 77 A shareholder (including proxy) when voting at a shareholders' general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one vote.

Article 78 On a poll, a shareholder (including proxy) entitled to two or more votes need not cast all his/her votes in the same way.

Article 79 The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:

- (1) work reports of the Board;
- (2) plans formulated by the Board for distribution of profits and for making up losses;
- (3) the appointment and removal of members of the Board and their remuneration and payment methods;
- (4) the removal of any Director (including the Managing Director or other executive Directors) whose term has not yet expired; and
- (5) matters other than those required by the laws and administrative regulations or by the Articles of Association to be adopted by special resolutions.

The removal under item (4) above shall not affect the Director's right to claim damages under any contract.

- Article 80 The following matters shall be resolved by a special resolution at a shareholders' general meeting:
- (1) increase or reduction of the share capital and issue of shares of any class, stock warrants or other similar securities;
 - (2) issuance of corporate bonds;
 - (3) the division, spin-off, merger, dissolution, liquidation, change of company form, and major acquisition or disposal of the Company;
 - (4) amendments to the Articles of Association;
 - (5) equity incentive plans;
 - (6) the purchase or sale of major assets, or provision of guarantees, within one year where the amount exceeds 30% of the Company's most recent audited total assets;
 - (7) other matters as prescribed by laws, administrative regulations or the Articles of Association, as well as matters considered by the shareholders' general meeting, by way of an ordinary resolution, to have a substantial impact on the Company and require approval by a special resolution.
- Article 81 When the shareholders' general meeting considers matters relating to connected transactions, connected shareholders shall abstain from voting, and the shares with voting rights represented by them shall not be counted in the total number of valid votes; the resolutions of the shareholders' general meeting shall fully disclose the voting results of non-connected shareholders. Where the GEM Listing Rules of the Hong Kong Stock Exchange require any shareholder to abstain from voting on a particular resolution, or restrict any shareholder to vote only for (or only against) a particular resolution, any vote cast by such shareholder or its representative in violation of such requirement or restriction shall not be counted.
- Article 82 The list of candidates for Directors shall be submitted to the shareholders' general meeting for voting in the form of a proposal.
- When the shareholders' general meeting votes on the election of Directors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting.
- The cumulative voting system referred to above means that, when the shareholders' general meeting elects Directors, each share shall have a number of voting rights equal to the number of Directors to be elected, and the voting rights held by a shareholder may be used cumulatively. The Board of Directors shall announce to the shareholders the resumes and basic information of the candidates for Directors.
- Except for the cumulative voting system, the shareholders' general meeting shall vote on all proposals item by item. Where there are different proposals on the same matter, they shall be voted on in the order in which the proposals are submitted. Unless the shareholders' general meeting is suspended or unable to make a resolution due to force majeure or other special reasons, the shareholders' general meeting shall not postpone or refuse to vote on any proposal.

When the shareholders' general meeting considers a proposal, the proposal shall not be amended; otherwise, the relevant amendment shall be regarded as a new proposal and shall not be voted on at the current shareholders' general meeting.

Article 83

The shareholders' general meeting shall be presided over by the Chairman of the Board of Directors. Where the Chairman is unable or unwilling to perform such duties, the meeting shall be presided over by the Vice Chairman (where the Company has two or more Vice Chairmen, the Vice Chairman jointly elected by more than half of all Directors shall preside over). Where the Vice Chairman is unable or unwilling to perform such duties, the meeting shall be presided over by a Director jointly elected by more than half of all Directors

Where the shareholders' general meeting is convened by the Audit Committee, the meeting shall be presided over by the chairman of the Audit Committee. Where the chairman of the Audit Committee is unable or unwilling to perform such duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee.

Where the shareholders' general meeting is convened by shareholders themselves, the meeting shall be presided over by a representative elected by the convener.

Where, in the course of the shareholders' general meeting, the person presiding over the meeting violates the rules of procedure such that the meeting cannot continue, the shareholders present at the meeting holding more than half of the voting rights may elect another person to preside over the meeting and continue the meeting.

Article 84

The shareholders' general meeting shall vote by registered ballot.

Article 85

Before voting on a proposal at the shareholders' general meeting, one to two shareholder representatives shall be elected to participate in the counting of votes. Where the matter under consideration involves a connected relationship with a shareholder, the relevant shareholder and its proxy shall not participate in the counting of votes.

When voting on a proposal at the shareholders' general meeting, the scrutinizing of votes shall be conducted by lawyers, the counting of votes shall be jointly conducted by lawyers and shareholder representatives (if any), and the voting results shall be announced on the spot. The voting results of the resolutions shall be recorded in the minutes of the meeting.

Article 86

In the event that the Chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the Chairman of the meeting does not have the votes counted, any shareholder present in person or by proxy objects to the result announced by the Chairman of the meeting may demand that the votes to be counted immediately after the declaration of the voting result. The Chairman of the meeting shall have the votes counted immediately.

Article 87

In the event that the votes are counted at the shareholders' general meeting, the counting results shall be recorded in the minutes of the meeting.

- Article 88 Minutes of shareholders' general meetings shall be compiled with the decisions of the businesses thereof signed by Directors present at the meeting. The minutes of meetings and the attendance records signed by the attending shareholders and proxies shall be kept at the Company's domicile.
- Article 89 There shall be minutes of meeting for shareholders' general meeting, which shall be the responsibility of the Secretary to the Board of Directors.
- The minutes of the meeting shall record the following:
- (i) the time, place, agenda of the meeting and the name or designation of the convener;
 - (ii) the name of the person presiding the meeting and the names of the Directors, the managers and other senior management personnel attending or present at the meeting;
 - (iii) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them, and the proportion of such shares to the total share capital of the Company;
 - (iv) the examination process, key points of speeches and voting results for each proposal;
 - (v) the inquiries, comments or suggestions of shareholders and the corresponding responses or explanations;
 - (vi) the names of the lawyers, vote counters and vote scrutineers;
 - (vii) other matters required by the Articles of Association to be recorded in the minutes.
- Article 90 The convener shall ensure that the contents of the minutes of the shareholders' general meeting are true, accurate and complete. The Directors attending the meeting, the Secretary to the Board of Directors, the convener or its representative and the person presiding the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the attendance register of shareholders attending the meeting in person, the powers of attorney for proxy attendance, and the valid materials relating to voting conducted through online or other means, and shall be preserved for a period of ten years.
- Article 91 Where at any time the shares of the Company are divided into different classes, any proposal by the Company to vary or abolish the rights of class shareholders shall be subject to approval by a special resolution passed at a separate shareholders' meeting of the affected class.

Chapter 9 Board of Directors

Article 92 The Company sets a Board, which shall comprise seven (7) to ten (10) Directors of which one (1) is the Chairman; at least half of which are external Directors (herein meaning those Directors who do not hold office in the Company, including independent Directors; and of which at least 1/3 of the overall Directors are independent Directors (herein meaning those Directors who are independent from the shareholders and do not hold office in the Company)).

Article 93 Directors shall be elected at shareholders' general meeting. The term of office of the Directors shall be three (3) years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and reappointment.

The shareholders' general meeting may, by ordinary resolution and subject to compliance with relevant laws and administrative regulations, remove any Director (including the Managing Director or other executive Directors) before the expiration of his term of office (but without prejudice to any claim for damages that may be made under any contract).

Where the term of office of a Director expires but re-election is not conducted in a timely manner, the original Director shall continue to perform the duties of a Director in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly elected Director assumes office.

The Chairman and the Vice Chairman of the Board shall be elected and removed by more than half of all Directors. The Chairman, the Vice Chairman and the Directors shall serve a term of three years and may be re-elected and re-appointed.

Independent non-executive Directors shall meet the following requirements:

- (1) be independent of the shareholders of the Company;
- (2) not hold any position within the Company;
- (3) at least one independent non-executive Director shall possess appropriate professional qualifications and expertise in accounting or financial management as required under the Listing Rules; and
- (4) satisfy other conditions stipulated by laws, regulations, normative documents and the Articles of Association.

External Directors shall have sufficient time and the necessary knowledge and ability to perform their duties. When external Directors perform their duties, the Company must provide the necessary information.

Directors other than external Directors and independent (non-executive) Directors may concurrently serve as other senior management personnel of the Company. However, the total number of Directors concurrently serving as the manager or other senior management personnel and Directors serving as employee representatives shall not exceed one-half of the total number of Directors of the Company.

Directors are not required to hold shares of the Company.

- Article 94 Where a Director fails to attend meetings of the Board of Directors in person twice consecutively and does not appoint another Director to attend on his behalf, he shall be deemed incapable of performing his duties, and the Board of Directors shall propose to the shareholders' general meeting that he be removed.
- Article 95 A Director may resign before the expiry of his term of office. A Director who resigns shall submit a written resignation report to the Board of Directors.
- Where the resignation of a Director results in the number of Directors falling below the statutory minimum, the resigning Director shall continue to perform the duties of a Director in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly elected Director assumes office.
- Except for the circumstance set out in the preceding paragraph, a Director's resignation shall take effect upon delivery of the resignation report to the Board of Directors.
- Article 96 Upon the resignation of a Director taking effect or upon expiry of his term of office, he shall complete all handover procedures with the Board of Directors. His duty of loyalty to the Company and its shareholders shall not automatically terminate upon the end of his term, and shall remain effective within a reasonable period as provided in the Articles of Association.
- Article 97 Unless otherwise provided in the Articles of Association or legally authorized by the Board of Directors, no Director may act in the name of the Company or the Board of Directors in his personal capacity. When a Director acts in his personal capacity and a third party may reasonably believe that he is acting on behalf of the Company or the Board of Directors, the Director shall declare his position and identity in advance.
- Article 98 Independent Directors owe duties of integrity and diligence to the Company and all shareholders. Independent Directors shall perform their duties independently in accordance with relevant laws and regulations and the Articles of Association, shall not be influenced by the major shareholders of the Company or any other entities or individuals having interests in the Company, shall safeguard the overall interests of the Company, and shall pay particular attention to the protection of the lawful rights and interests of minority shareholders.
- Article 99 The Board of Directors, or shareholders individually or collectively holding more than 1% of the issued shares of the Company, may propose candidates for independent Directors, and such candidates shall be elected by the shareholders' general meeting.
- Article 100 The term of office of independent Directors shall be the same as that of other Directors of the Company. Upon expiry of the term, they may be re-elected, but the cumulative period of re-appointment shall not exceed six years.

Article 101

The Board shall report to the shareholders' general meeting and exercises the following powers:

- (1) to convene shareholders' general meetings and report its work to the shareholders' general meeting;
- (2) to implement the resolutions of shareholders' general meetings;
- (3) to decide on the Company's business plans and investment and financing proposals;
- (4) to formulate the Company's plans on annual financial budgets and final accounts;
- (5) to formulate the Company's profit distribution plans and plans on making up losses;
- (6) to formulate the proposals for increase or decrease of the registered capital of the Company, issuance of bonds of the Company or other securities, and the listing of such securities;
- (7) to formulate plans for substantial acquisition or disposal and merger, division, dissolution, liquidation or change of company form of the Company;
- (8) within the scope authorized by the shareholders' general meeting, to decide on matters such as external investment, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, and external donations;
- (9) to determine the establishment of the Company's internal management structure;
- (10) to appoint or remove the general manager of the Company based on the nomination of the Chairman and to appoint or remove the deputy general manager and the financial officer of the Company based on the nomination by the general manager and to decide on their remunerations; to appoint or replace the members of the Board of Directors and the Supervisory Committee of the Company's wholly-owned subsidiaries, appoint, replace or recommend the shareholders' proxies, directors and supervisors of its subsidiaries which are controlled or invested by the Company;
- (11) to formulate the basic management system of the Company;
- (12) to formulate proposals for amendment to the Articles of Association;
- (13) to manage the Company's information disclosure matters;
- (14) to propose to the shareholders' general meeting the appointment or replacement of the accounting firm responsible for the audit of the Company;
- (15) to hear the work reports of the general manager and to examine the general manager's work;
- (16) under the premise of observing relevant laws and regulations and the Articles of Association, to exercise the Company's rights of financing and borrowing and to determine pledge, hypothecation, lease, contracting or transfer of the Company's important assets; and to authorize the general manager and deputy general manager, to a certain extent authorized, to exercise the rights mentioned herein;

- (17) other duties according to the provisions of the Articles of Association or conferred by the shareholders' general meeting.

Except for the Board resolutions in respect of the matters specified in clauses (6), (7) and (11) of this Article which shall be passed by more than half of the Directors, the Board resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of the Directors.

Article 102 In case where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets disposed within four (4) months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet considered by the shareholders' general meetings, the Board shall not dispose of or consent to dispose of such fixed assets without prior approval by the shareholders' general meeting.

The term "fixed assets disposal" referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets.

The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.

Article 103 The Board of Directors shall perform its duties in accordance with the State Law, administrative regulations, the Articles of Association and the resolutions of the shareholders' general meetings.

Article 104 The Chairman of the Board is entitled to the following powers:

- (1) to preside over shareholders' general meetings and to convene and preside over Board meetings;
- (2) to supervise and check on the implementation of resolutions of the Board;
- (3) to exercise other powers conferred by the Board.

The Vice Chairman of the Company shall assist the Chairman in his work. Where the Chairman is unable or unwilling to perform his duties, such duties shall be performed by the Vice Chairman (where the Company has two or more Vice Chairmen, such duties shall be performed by the Vice Chairman jointly elected by more than half of all Directors); where the Vice Chairman is unable or unwilling to perform such duties, such duties shall be performed by a Director jointly elected by more than half of all Directors.

- Article 105 Meetings of the Board shall be held at least twice every year and shall be convened by the Chairman of the Board. All of the Directors shall be notified about the meeting fifteen (15) days beforehand. In case of emergency, a special Board meeting may be held if it is so requested by shareholders representing more than one-tenth of the voting rights, one-third (inclusive) or above of the Directors or the Audit Committee. The Chairman shall convene and preside over the Board meeting within ten days after receiving such proposal.
- When convening an interim meeting of the Board of Directors, all Directors shall be notified in writing or by telephone three days prior to the meeting; in the case of urgent matters, the above notice period may not apply.
- The reasonable expenses incurred by the Directors who attend Board meetings shall be borne by the Company. These expenses include the traffic expenses covering the distance between the place where a Director is located and the place where a meeting is held (in the event that these two places are not the same), the fees of room and board during the term of the meeting, the rent of the place of the meeting and the local traffic expenses.
- Article 106 The notice of a meeting of the Board of Directors shall include the following:
- (1) the date and place of the meeting;
 - (2) the duration of the meeting;
 - (3) the matters and agenda of the meeting;
 - (4) the date on which the notice is issued.
- Article 107 For major matters that must be decided by the Board of Directors, all executive Directors and external Directors shall be notified within the time limits stipulated in Article 105, and sufficient materials shall be provided at the same time, and the procedures shall be strictly followed. Directors may request supplementary materials. Where more than one-half of the Directors attending the meeting or more than two independent Directors consider that the materials are insufficient or the analysis is unclear, they may jointly propose to postpone the Board meeting or postpone the discussion of certain matters, and the Board of Directors shall adopt such proposal.
- Where a Director has attended the meeting and has not raised any objection before or at the time of attendance regarding not having received the meeting notice, he shall be deemed to have been duly notified of the meeting.
- Regular or interim meetings of the Board of Directors may be held by telephone conference or by means of communication equipment, provided that the Directors attending the meeting can clearly hear and communicate with each other; all Directors attending the meeting shall be deemed to have attended the meeting in person.

- Article 108 The Board meeting shall be held only when more than half of the Directors are present.
- Each Director shall have a ballot for voting. Resolutions of the Board shall be passed by a simple majority of all the Directors. In the case of equal division of votes, the Chairman of the Board of Directors is entitled to a casting vote.
- Article 109 Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he/she may by a written power of attorney appoint another Director to attend the meeting on his/her behalf. The power of attorney shall specify the extent of authorization.
- A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing Director. Where a Director is unable to attend a Board meeting and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.
- Article 110 The Board of Directors shall prepare minutes for the decisions made on the matters discussed at its meetings, and the Directors attending the meeting shall sign the minutes.
- The minutes of the Board meetings shall be kept as Company archives for a period of not less than ten years.
- The minutes of the Board meetings shall include the following:
- (1) the date, place and convener of the meeting;
 - (2) the names of the Directors attending the meeting and the names of the Directors (proxies) attending the meeting on behalf of others;
 - (3) the agenda of the meeting;
 - (4) the key points of the Directors' speeches;
 - (5) the voting method and results for each resolution (the voting results shall specify the number of votes in favour, against or abstaining).
- The minutes of each Board meeting shall be provided to all Directors for review as soon as possible. A Director who wishes to propose amendments or supplements to the minutes shall submit written comments to the Chairman within one week after receiving the minutes. The minutes of the Board meetings shall be kept at the Company's domicile in China for a period of ten years, and a complete copy shall be sent to each Director as soon as possible.

The Board of Directors may adopt written resolutions in lieu of convening a Board meeting, provided that the draft resolution is delivered to each Director by special delivery, mail, telegram or fax. If the resolution has been distributed to all Directors and the number of Directors signing in favour reaches the statutory requirement for making a decision, and the signed resolution is delivered to the Secretary to the Board of Directors in the above manner, such resolution shall become a resolution of the Board of Directors without the need to convene a Board meeting.

Directors shall bear responsibility for the resolutions of the Board of Directors. Where a resolution of the Board violates laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meeting, causing the Company to suffer significant losses, the Directors participating in the resolution shall be liable for compensation to the Company; however, a Director may be exempted from liability if he can prove that he expressed dissent during the vote and such dissent was recorded in the minutes.

Chapter 10 Secretary to the Board

Article 111 The Company shall have a secretary to the Board, who is a senior management member of the Company, shall undertake the obligations required of senior management personnel under laws, regulations and the Articles of Association, shall be entitled to corresponding working powers, and shall receive corresponding remuneration.

Article 112 Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board. His/ her primary responsibilities are:

- (1) to ensure that the Company has complete organizational documents and records;
- (2) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with the laws;
- (3) to ensure that the Company's registers of shareholders are properly maintained, and that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;

Article 113 Director or other senior management members may concurrently hold the post of the secretary to the Board. The accountant(s) of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board.

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

The secretary to the Board of Directors shall diligently perform his duties in accordance with the relevant provisions of the Articles of Association.

The Secretary to the Board of Directors shall assist the Company in complying with the relevant laws of China and the laws, regulations, rules and stock exchange requirements of the place where the Company's shares are listed.

Chapter 11 General manager

- Article 114 The Company shall have one general manager and certain deputy general managers, who shall be appointed and dismissed by the Board. The term of their office shall be three (3) years and they shall be eligible to offer themselves for re-election and re-appointment.
- Article 115 The general manager of the Company shall be accountable to the Board and exercise the following powers:
- (1) to lead the Company's production, operation and management, organize resources to carry out the Board's resolutions;
 - (2) to organize the implementation of the Company's annual business plan and investment plan;
 - (3) to draft plans for the establishment of the Company's internal management structure;
 - (4) to draft the Company's basic management system;
 - (5) to formulate the basic rules and regulations of Company;
 - (6) to propose the appointment or dismissal of the Company's deputy general manager, financial officer;
 - (7) to appoint or dismiss management members other than those required to be appointed or dismissed by the Board;
 - (8) to determine the reward and penalty, promotion and demotion, increase or decrease of salary, appointment, employment, dismissal and termination of the staff of the Company;
 - (9) to deal with important external affairs on behalf of the Company in accordance with the authorization granted by the Board;
 - (10) to exercise other powers conferred by the Articles of Association and the Board.
- Article 116 The general manager and the deputy general manager of the Company shall attend the Board meetings. The general manager and the deputy general manager who are not a Director do not have any voting rights at the Board meetings.
- Article 117 In exercising the powers, the general manager and the deputy general manager shall not alter the resolutions of the shareholders' general meeting and the Board or act beyond his scope of authority.
- Article 118 The general manager and the deputy general manager, when performing his/her functions, shall act honestly and diligently and in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.

Article 119 Personnel who hold administrative positions (other than Director or Supervisor) in the controlling shareholder of the Company shall not serve as senior management personnel of the Company.

Senior management personnel of the Company shall receive remuneration only from the Company and shall not have their remuneration paid on behalf of the Company by the controlling shareholder.

Chapter 12 Special committees of the Board of Directors

Article 120 The Company shall establish an Audit Committee under the Board of Directors, which shall exercise the powers of the Supervisory Committee as provided under the Company Law.

Article 121 Members of the Audit Committee shall be appointed by the Board of Directors, and shall consist of not less than three Directors. All members shall be non-executive Directors, and more than half of them shall be independent non-executive Directors. The chairman of the Audit Committee shall be an independent non-executive Director. The Audit Committee shall have at least one member who possesses the appropriate accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules of the Hong Kong Stock Exchange and meets the standards of the Listing Rules.

Article 122 The Audit Committee shall assist the Board of Directors in performing its duties relating to the Company's accounting, auditing, financial reporting, internal control and compliance with relevant laws, regulations and fiduciary obligations, including but not limited to assisting the Board in supervising: (a) the integrity of the Company's financial reporting; (b) the Company's compliance with legal and regulatory requirements; (c) the qualifications and independence of the Company's independent auditors; and (d) the performance of duties by the Company's independent auditors and internal audit department.

Before the Board of Directors makes resolutions on the following matters, such matters shall be approved by more than half of all members of the Audit Committee:

- (1) the appointment or dismissal of the accounting firm responsible for the Company's audit;
- (2) the appointment or dismissal of the financial officer;
- (3) the disclosure of financial accounting reports;
- (4) other matters prescribed by the securities regulatory authority under the State Council.

Article 123 In addition to the Audit Committee, the Company shall establish a Nomination Committee and a Remuneration Committee under the Board of Directors, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the specialized committees shall be submitted to the Board of Directors for deliberation and decision. The working rules of the specialized committees shall be formulated by the Board of Directors.

Chapter 13 Qualifications and duties of the Directors, general manager, deputy general manager and other senior management members of the Company

- Article 124 A person may not serve as a Director, general manager, deputy general manager or any other senior management member of the Company if any of the following circumstances applies:
- (1) a person without civil capacity or with limited civil capacity;
 - (2) a person who has been sentenced for corruption, bribery, misappropriation of property, embezzlement of property or disrupting the socialist market economic order, or who has been deprived of political rights due to a criminal offence, where less than five years have elapsed since completion of the sentence, or where less than two years have elapsed since the expiry of a probation period;
 - (3) a person who served as a director, factory director or manager of a company or enterprise that entered into bankruptcy liquidation and is personally liable for such bankruptcy, where less than three years have elapsed since completion of the bankruptcy liquidation;
 - (4) a person who served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to violations of law, and is personally liable, where less than three years have elapsed since the date of revocation or closure;
 - (5) a person who has been listed by the People's Court as a dishonest person subject to enforcement due to failure to repay a relatively large amount of debt when due.
- Article 125 The validity of an act of a Director, general manager, deputy general manager and any other senior management member 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.
- Article 126 In addition to obligations imposed by laws, administrative regulations or required by the stock exchanges on which the Company's shares are listed, each of the Company's Directors, general manager, deputy general manager and other senior management members owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:
- (1) not to cause the Company to exceed the scope of the business stipulated in its business licence;
 - (2) to act honestly in the best interests of the Company;
 - (3) not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company;

- (4) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, save for a restructuring of the Company submitted to shareholders for approval in accordance with the Articles of Association.

Article 127 Each of the Company's Directors, general manager, deputy general manager and other senior management members owes a duty, in the exercise of his/her powers and discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Article 128 Each of the Company's Directors, general manager, deputy general manager and other senior management members shall exercise his/her powers or carry out his/her duties in accordance with the fiduciary principle and shall not put himself/herself in a position where his/her interests and his/her duty may conflict. This principle includes (without limitation) discharging the following obligations:

- (1) to act honestly in the best interests of the Company;
- (2) to exercise powers within the scope of his/her authority and not to exceed those powers;
- (3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to delegate the exercise of his/her discretion;
- (4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
- (5) except otherwise stipulated in the Articles of Association or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company;
- (6) without the informed consent of shareholders given in a general meeting, not to use the Company's property for his own benefit by any means;
- (7) not to exploit his position to accept bribes or other illegal income or expropriate the Company's property by any means, including (without limitation) opportunities advantageous to the Company;
- (8) without the informed consent of shareholders given in general meeting, not to accept commissions in connection with the Company's transactions;
- (9) to abide by the Articles of Association, faithfully execute his/her official duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests;
- (10) not to compete with the Company in any form unless with the informed consent of shareholders given in general meeting;

- (11) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to provide a guarantee for the shareholder(s) of the Company or other individual(s) with the Company's assets in respect of their liabilities;
- (12) unless otherwise permitted by informed consent of shareholders given in a general meeting, to keep in confidence information relating to the Company acquired by him/her in the course of and during his/her tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:
 1. disclosure is made under compulsion of law;
 2. disclosure is required as a result of the public's interests;
 3. disclosure is required as a result of the interests of the relevant Director, general manager, deputy general manager and other senior management member.

Article 129

Each Director, general manager, deputy general manager and other senior management member of the Company shall not cause the following persons or institutions ("associates") to do what he/she is prohibited from doing:

- (1) the spouse or minor child of that Director, general manager, deputy general manager and other senior management member;
- (2) a person acting in the capacity of trustee of that Director, general manager, deputy general manager and other senior management member or any person referred to in clause (1) of this Article;
- (3) a person acting in the capacity of partner of that Director, general manager, deputy general manager and other senior management member or any person referred to in clauses (1) and (2) of this Article;
- (4) a company in which that Director, general manager, deputy general manager and other senior management member, alone or jointly with one or more persons referred to in clauses (1), (2) and (3) above or other Directors, general manager, deputy general manager and other senior management members of the Company have a de facto controlling interests; and
- (5) the Directors, general manager, deputy general manager and other senior management members of the controlled company referred to in clause (4) of this Article.

- Article 130 The fiduciary duties of the Directors, general manager, deputy general manager and other senior management members of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.
- Article 131 Except as otherwise expressly provided in the Articles of Association, a Director, general manager, deputy general manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.
- Article 132 Where a Director, general manager, deputy general manager and other senior management member of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board.
- A Director shall not vote on any contract or arrangement or on any other proposed board resolution in which he/she or through any of his/her associates (as defined in the GEM Listing Rules of the Hong Kong Stock Exchange) has material interests; nor shall he/she be counted in the quorum of the corresponding Board meeting.
- Unless the interested Director, general manager, deputy general manager and other senior management member discloses his/her interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, general manager, deputy general manager and other senior management member is not counted in the quorum and refrains from voting, a contract, transaction or arrangement in which that Director, general manager, deputy general manager and other senior management member is materially interested 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 interested Director, general manager, deputy general manager and other senior management member.
- A Director, general manager, deputy general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him/her is interested.
- Article 133 Where a Director, general manager, deputy general manager and other senior management member of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he/she is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to be a sufficient declaration of his/her interests, so far as the content stated in such notice is concerned, provided that such general 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.

Article 134 The Company shall not in any manner pay taxes for or on behalf of its Directors, general manager, deputy general manager and other senior management members.

Article 135 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with, the making of a loan to a Director, general manager, deputy general manager and other senior management member of the Company or of the Company's parent company or any of their respective associates.

However, the following circumstances are not subject to the preceding paragraph:

- (1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;
- (2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, general manager, deputy general manager and other senior management members to meet expenditure incurred or to be incurred by him/her for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting;
- (3) the Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant Directors, general manager, deputy general manager and other senior management members or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the provision of guarantees.

Article 136 A loan made by the Company in breach of the above provisions shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.

Article 137 A loan guarantee provided by the Company in breach of clause 1 of Article 135 shall be unenforceable against the Company, provided that:

- (1) a loan guarantee was advanced to an associate of any of the Directors, general manager, deputy general manager and other senior management members of the Company or of the Company's parent company where the lender did not know the relevant circumstances;
- (2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.

Article 138 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an undertaking or property provided to secure the performance of obligations by the obligor.

- Article 139 In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, general manager, deputy general manager and other senior management member of the Company is in breach of his/her duties to the Company, the Company has a right to:
- (1) claim damages from the Director, general manager, deputy general manager and other senior management members in compensation for losses sustained by the Company as a result of such breach;
 - (2) rescind any contract or transaction entered into by the Company with the Director, general manager, deputy general manager and other senior management members or with a third party (where such third party knows or should know that there is such a breach of duties by such Director, general manager, deputy general manager and other senior management members);
 - (3) demand the Director, general manager, deputy general manager and other senior management members to surrender the profits made by him/her in breach of his/her duties;
 - (4) recover any monies received by the Director, general manager, deputy general manager and other senior management members which should have been otherwise received by the Company, including (without limitation) commissions; and
 - (5) demand payment of the interest earned or which may have been earned by the Director, general manager, deputy general manager and other senior management members on the monies that should have been paid to the Company.
- Article 140 The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a Director wherein his/her emoluments are stipulated, including:
- (1) emoluments in respect of his/her service as Director or senior management member of the Company;
 - (2) emoluments in respect of his/her service as Director or senior management member of any subsidiary of the Company;
 - (3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries;
 - (4) compensation for loss of office, or as consideration for or in connection with his/her retirement from office,
- except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a Director against the Company for any benefits in respect of the matters mentioned in this Article.
- Article 141 The contract for emoluments entered into between the Company and its Directors should provide that in the event of a takeover of the Company, the Company's Directors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment for loss of office or retirement. A takeover of the Company as mentioned in above means refers to:

- (1) a takeover offer made by any person to all shareholders;
- (2) a takeover offer made by any person with a view to the offeror becoming a “controlling shareholder” within the meaning of Article 53.

If the relevant Director does not comply with this Article, any sum so received by him/her 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 pro rata amongst those persons shall be borne by the relevant Director and shall not be paid out of that sum.

Chapter 14 Financial and accounting system and profit distribution

Article 142 The Company shall establish its financial and accounting system and internal auditing system in accordance with the laws, administrative regulations and PRC accounting standards formulated by the competent financial department of the State Council.

Article 143 At the end of each accounting year, the Company shall prepare a financial report which shall be audited in compliance with the laws.

The financial report of the Company shall include the following financial statements and breakdown analysis:

- (1) Balance sheet;
- (2) Profit and loss account;
- (3) Statement of changes in financial position;
- (4) Description of the financial situation;
- (5) Statement of profit distribution.

Article 144 The Board shall place before the shareholders at every annual general meeting such financial reports as are required by any laws, administrative regulations or directives promulgated by local governmental and competent authorities to be prepared by the Company.

Article 145 The Company’s financial reports shall be made available for shareholders’ inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

The Company shall at least deliver or send to each shareholder of overseas listed foreign-invested shares the abovementioned reports (including the printed copy of the report of the Directors) no later than twenty-one (21) days before the date of every annual general meeting by prepaid mail or subject to compliance with the relevant procedures in the applicable laws, rules and listing rules in the place where the shares of the Company are listed, by way of publication on the Company's website and the website of the stock exchange in the place where the shares of the Company are listed. The address of the recipient shall be the address registered in the share register.

- Article 146 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the overseas place where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Company is to distribute its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown in the two financial statements shall be adopted.
- Article 147 The interim and quarterly results or financial information published or disclosed by the Company shall be prepared in accordance with PRC Accounting Standards and regulations as well as the international accounting standards or that of the overseas listing place.
- Article 148 The Company shall release two (2) financial reports for each accounting year, namely an interim financial report within three months after the end of the first six months of the accounting year, and an annual financial report within four months after the end of each accounting year.
- Article 149 The Company shall not keep accounting records other than those provided by law.
- Article 150 The Company shall implement an internal audit system, and shall establish internal audit department or retain internal auditors to conduct internal audit of its income and expenditure and economic activities under the leadership of the Board.
- Article 151 Profit after taxation of the Company is allocated in the following order:
- (1) to offset losses;
 - (2) to provide for statutory surplus reserve fund;
 - (3) to provide for discretionary surplus reserve fund;

(4) to pay for dividends of ordinary shares.

Article 152 The Company's reserve fund includes surplus reserve fund and capital reserve fund. The surplus reserve fund is divided into statutory surplus reserve fund and discretionary surplus reserve fund.

Article 153 When distributing each year's after-tax profits, the Company shall set aside 10 per cent (10%) of its after-tax profits for the Company's statutory reserve fund. When the aggregate balance in the statutory reserve fund has reached 50 per cent (50%) or more of the Company's registered capital, the Company needs not make any further allocations to that fund.

Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory reserve fund in accordance with the preceding paragraph.

Subject to a resolution of the shareholders' general meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary surplus reserve fund.

The remaining profit after tax, after recovery of losses and appropriation of reserve fund, shall be distributed to shareholders in proportion to their shareholdings.

If a shareholders' general meeting or the Board violates the provisions in the preceding paragraph of this Article and distributes profits to the shareholders before the Company makes up losses or makes allocations to the statutory reserve fund, the profits distributed in violation of the provisions must be returned to the Company.

Article 154 Capital reserve fund includes the following items:

- (1) premium received when shares are issued at a premium to their par value;
- (2) any other income required to be included in the capital common reserve fund by the governing finance department of the State Council.

Article 155 The reserve funds of the Company can only be used for the following purposes:

- (1) making up losses;
- (2) expansion of the Company's production and operation or contribution to the capital of the Company.

The Company may convert its reserve fund into capital upon a resolution adopted in shareholders' general meeting and issue new shares to existing shareholders in proportion to their respective shareholdings, provided, however, that when the statutory surplus reserve fund is converted into capital, the balance of the statutory reserve fund shall not fall below twenty-five per cent (25%) of the Company's registered capital.

- Article 156 After the shareholders' general meeting has adopted a resolution on the profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within two months after the shareholders' general meeting is held.
- Unless otherwise determined by the shareholders' meeting, the shareholders' meeting may authorize the Board to distribute interim dividend. Unless otherwise prescribed by the laws and regulations, the amount of interim dividend shall not exceed fifty per cent (50%) of the profit available for distribution in the interim income statement of the Company.
- Article 157 The Company may distribute dividends in the following manner.
- (1) in cash;
 - (2) by shares.
- Article 158 The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares and holders of overseas listed foreign invested shares on Stock Connect in Renminbi within 2 months after the date on which the dividend is declared. The Company shall calculate and declare dividends and other payments which are payable to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in Renminbi, and shall pay such amounts in foreign currency within 2 months after the date on which the dividend is declared.
- According to the exchange rate calculated based on the average closing price of the exchange rate of relevant foreign currency to Renminbi in the preceding 5 business days as announced by the People's Bank of China, the Company shall pay dividends and other amounts to holders of foreign-invested shares (save for holders of overseas listed foreign invested shares on Stock Connect) in accordance with the relevant foreign exchange control regulations of the State.
- Article 159 The Company shall, in accordance with the tax law of the PRC, withhold and pay on behalf of shareholders the tax payable on their dividend income.
- Article 160 The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign-invested shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of such shares.
- The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed.

The receiving agents appointed on behalf of holders of overseas listed foreign invested shares listed on the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Chapter 15 Appointment of accountants' firm

- Article 161 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the Company's annual financial reports and review the Company's other financial reports.
- The first certified public accountants' firm of the Company may be appointed by the inaugural meeting of the Company before the first annual general meeting of shareholders and the certified public accountants' firm so appointed shall hold office until the conclusion of the first annual general meeting.
- If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board.
- Article 162 The certified public accountants' firm appointed by the Company shall hold office from the conclusion of the annual general meeting of the Company at which the appointment is made until the conclusion of the next annual meeting of shareholders.
- Article 163 The certified public accountants' firm appointed by the Company shall have the following rights:
- (1) a right to inspect at any time the books, records and vouchers of the Company, and to require the Directors, general manager and other senior management members of the Company to provide any relevant information and explanation thereof;
 - (2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accountants' firm;
 - (3) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accountants' firm of the Company.
- Article 164 Before the convening of the shareholders' general meeting, the Board may fill any casual vacancy in the office of the certified public accountants' firm, but while any such vacancy continues, other surviving or continuing firm, if any, may act.
- Article 165 The shareholders in general meeting may, by ordinary resolution, remove a certified public accountants' firm before the expiration of its office, notwithstanding the stipulations in the contract between the firm and the Company, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.

Article 166 The remuneration of a certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting by ordinary resolution. The remuneration of a certified public accountants' firm appointed by the Board shall be determined by the Board.

Article 167 The Company's appointment of, removal of and non-reappointment of a certified public accountants' firm shall be resolved by shareholders in general meeting by ordinary resolution. The resolution of the shareholders' general meeting shall be filed with the competent securities regulatory authority of the State Council.

Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of a certified public accountants' firm, which is not an incumbent firm, to replace an existing accountant's firm or to fill a casual vacancy in the office of the certified public accountants' firm, or to reappoint a retiring certified public accountants' firm which was appointed by the Board to fill a casual vacancy, or to remove the certified public accountants' firm before the expiration of its term of office, the following provisions shall apply:

- (1) A copy of the proposal about appointment or removal shall be sent to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant accounting year before notice of meeting is given to the shareholders. Leaving includes leaving by removal, resignation and retirement.
- (2) If the leaving firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):
 1. in any notice given to shareholders about a resolution to be made, state the representations that has been made by the accountants' firm which is about to leave;
 2. attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association.
- (3) If the firm's representations are not sent in accordance with clause (2) above, the relevant firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints.
- (4) A certified public accountants' firm which is leaving its post shall be entitled to attend:
 1. the shareholders' general meeting relating to the expiry of its term of office;
 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;
 3. any shareholders' general meeting convened on its resignation;

and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former certified public accountants' firm of the Company.

Article 168

Prior to the removal or the non-renewal of the appointment of a certified public accountants' firm, notice of such removal or non-renewal shall be given to the certified public accountants' firm concerned and such firm shall be entitled to make representation at the shareholders' general meeting. Where the certified public accountants' firm resigns from its post, it shall make clear to the shareholders' general meeting whether there has been any impropriety on the part of the Company.

Any certified public accountants' firm may resign from its office by depositing at the Company's legal domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:

- (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;
- (2) a statement of any matters of which an account should be given.

Where a notice is deposited under the preceding paragraph, the Company shall within fourteen (14) days send a copy of notice to the competent authority. If the notice contains a statement referred to in clause (2) above, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement to every holder overseas listed foreign invested shares and every shareholder having the right to obtain the financial status of the Company.

Where the notice of resignation of a certified public accountants' firm contains a statement of any matters of which an account should be given, the certified public accountants' firm may require the Board to convene a special general meeting for the purpose of giving an explanation of the circumstances connected with its resignation.

Chapter 16 Insurance

Article 169

The Company's various types of insurance shall be taken out with the People's Insurance Company (Group) of China Limited or other insurance companies that are registered in the PRC and are permitted by the PRC laws to provide insurance to Chinese companies. The types of coverage, the insured amounts and periods shall be discussed and decided by the Board by reference to the practices of peer companies in other countries and the practices and legal requirements in the PRC.

Chapter 17 Labour management

Article 170

The Company establishes a staff policy that is applicable to the actual conditions of the Company, based on the relevant requirements under the "Labour Law of the People's Republic of China".

Chapter 18 Trade union

- Article 171 The Company may organize and carry out activities of the union in accordance with the Trade Union Law of the PRC.
- Article 172 The Company shall allocate two per cent (2%) of the total amount of the employees' actual wages to the trade union every month. Such funds shall be used by the trade union of the Company in accordance with the Measures for the Management of Trade Union Funds formulated by the All China Federation of Trade Unions.

Chapter 19 Merger and division of the Company

- Article 173 In the event of the merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price.

A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders. The aforesaid document should also be dispatched to the holders of overseas listed foreign-invested shares by post or, in compliance with the laws, regulations and listing rules of the place where the Company's shares are listed, published through the websites designated by the Company and the stock exchange where the Company's shares are listed.

- Article 174 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on merger and shall make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty (30) days. Creditors may, within thirty (30) days after receipt of such notice, or for these who do not receive the notice, within forty-five (45) days from the date of the announcement, have the power to demand that the Company repays its debts to that creditor or provide a corresponding guarantee for such debts. Merger shall not take place if the Company fails to repay its debts to such creditor or provide a corresponding guarantee for such debts.

After the merger, claims and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.

- Article 175 When the Company is divided, its assets shall be split up accordingly.

In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on division and shall make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty (30) days.

Debts incurred by the Company before its division shall be borne by the companies after the division according to the respective agreement reached, except for those provisions regarding settlement of debts included in written agreement entered into between the Company and the creditors before division of the Company.

Article 176 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.

Chapter 20 Dissolution and Liquidation of the Company

Article 177 The Company shall be dissolved and liquidated lawfully upon the occurrence of any of the following events:

- (1) the expiry of the business term prescribed in the Articles of Association or the occurrence of any other dissolution event specified in the Articles of Association;
- (2) a resolution on dissolution is passed by shareholders at a general meeting as special resolution;
- (3) dissolution is necessary due to a merger or division of the Company;
- (4) where the Company encounters serious operational difficulties and its continued existence would cause significant losses to shareholders' interests, and such difficulties cannot be resolved through other means, shareholders holding 10% or more of all voting rights of the Company may request the People's Court to dissolve the Company;
- (5) the Company is revoked of its business license, ordered to close down or be dissolved in accordance with law as a result of violations of the law and administrative regulations.

Article 178 Where the circumstance under item (1) of the preceding Article occurs, the Company may continue its existence by amending the Articles of Association upon approval by more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meeting.

Where the Company is dissolved pursuant to items (1), (2), (4) or (5) of the preceding Article, a liquidation committee shall be established within fifteen days from the date on which the dissolution event occurs, and liquidation shall commence. The liquidation committee shall be composed of Directors or persons designated by the shareholders' general meeting. If the liquidation committee is not established within the prescribed time, creditors may apply to the People's Court to designate relevant persons to form a liquidation committee to conduct the liquidation.

Article 179 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within sixty (60) days. Creditors shall, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within forty-five (45) days from the date of the announcement, declare their claims to the liquidation committee. Any undeclared claims after the due date shall be deemed to have it waived.

When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall register the claims. During the period for declaration of claims, the liquidation committee shall not make any repayment to creditors.

Article 180 During the liquidation period, the liquidation committee shall exercise the following functions and duties:

- (1) to ascertain the Company's assets and separately prepare a balance sheet and an inventory of assets;
- (2) to notify creditors by sending notice or by making announcement;
- (3) to deal with and settle the Company's outstanding business deals in relation to the liquidation;
- (4) to settle outstanding taxes;
- (5) to ascertain all claims and debts;
- (6) to dispose of the remaining assets of the Company after the repayment of debts;
- (7) to represent the Company in any civil proceedings.

Article 181 After checking the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same to the shareholders' general meeting or the People's Court for confirmation.

After priority payment of liquidation expenses, the Company's assets shall be applied in the following order:

- (1) wages, social insurance premiums and statutory compensation of the Company's employees;
- (2) outstanding taxes;
- (3) bank loans, corporate bonds and other debts of the Company.

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

During the liquidation period, the Company shall not carry out any new business activities.

Article 182 In the event of Company's liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall immediately apply to the people's court for bankruptcy liquidation.

After the People's Court accept the bankruptcy application, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 183 Following the completion of liquidation, the liquidation committee shall present a report on liquidation and submit it to the shareholders' general meeting or the People's Court for confirmation.

The liquidation committee shall deliver the documents aforesaid to the company registration department, proceed to the procedures on the cancellation of the Company's registration.

Chapter 21 Procedures for amendment to the Articles of Association

Article 184 The Company shall amend the Articles of Association under any of the following circumstances:

- (i) where amendments to the Company Law or other relevant laws or administrative regulations render any provision of the Articles of Association inconsistent with such amended laws or administrative regulations;
- (ii) where changes in the circumstances of the Company result in inconsistency with matters recorded in the Articles of Association;
- (iii) where the shareholders' general meeting resolves to amend the Articles of Association.

Article 185 Any amendment to the Articles of Association shall be made in the following procedures:

- (1) the Board shall, in accordance with the Articles of Association, adopt a resolution to propose to the shareholders' general meeting to amend the Articles of Association, and draw up a proposal for such amendments;
- (2) the foregoing proposal shall be notified to shareholders in writing, and a shareholders' general meeting shall be convened to vote on the amendments;
- (3) the amendments submitted to the general meeting for approval shall be approved by way of special resolution.

Article 186 Amendment of the Company's Articles of Association which involves matters required to be registered with the company registration authority, application shall be made to the company registration authority for change in registration in accordance with law.

Chapter 22 Settlement of disputes

Article 187

The Company shall act according to the following principles to settle disputes:

- (1) Whenever any disputes or claims arise between holders of the overseas listed foreign-invested shares and the Company, holders of the overseas listed foreign-invested shares and the Company's Directors, general manager, deputy general manager or other senior management members, or holders of the overseas listed foreign-invested shares and holders of domestic shares, based on the Articles of Association or any rights or obligations conferred or imposed by the PRC Company Law or any 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.

Where a dispute or claim of rights abovementioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, Director, general manager, deputy general manager or other senior management members of the Company) who has 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.

Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration.

- (2) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre 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 Centre, 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 Centre.

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

Chapter 23 Notice

- Article 188 Unless otherwise stated in the Articles of Association, the notices, documents, information or written statements issued by the Company to the shareholders shall be sent to such shareholders (1) by hand to the registered address of the shareholders; or (2) by post to the registered addresses of the shareholders. Notices given to the shareholders of the overseas listed foreign invested shares listed on Hong Kong Stock Exchange shall, to the practicable extent, be sent in Hong Kong; (3) subject to compliance with the laws, administrative regulations and the relevant regulations of the securities regulatory authorities and stock exchange in the place where the shares of the Company are listed, by email or, by way of publication on the Company's website and the website of the stock exchange in the place where the shares of the Company are listed; or (4) by other forms stipulated in the Articles of Association.
- Article 189 Where a notice, document, information or written statement is to be sent by post, it shall be placed in an envelope properly addressed with postage prepaid, and any such notice, documents, information or written statement is deemed to be served to shareholders five (5) days after the date of dispatch; where a notice, document or written statement is to be disseminated by way of announcement, once the announcement is published, such notice, document, information or written statement is deemed to be served to shareholders on the day on which the announcement is published; where a notice, document, information or statement is sent by email, once the email has been sent, such notice, document, information or written statement is deemed to be served to shareholders on the day on which the Company sent the email.
- Article 190 Any notice, document, information or written statement given by a shareholder or Director to the Company shall be delivered by hand or by registered post to the legal address of the Company.
- Article 191 Shareholders or Directors of the Company who want to prove that certain notices, documents, information or written statements have been served on the Company shall provide evidential materials showing the same has been served on the Company within the designated periods by common practice of delivery, or evidential materials showing that the mailing address is correct and the postage is fully paid.

Chapter 24 Supplementary provisions

- Article 192 "Accountant's firm" in these Articles of Association shall have the same meaning as "auditors".
- Article 193 All numbers appearing in the Articles of Association include themselves.