

Huzhou Gas Co., Ltd.

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

Articles of Association

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Note: In the side notes to the Articles of Association, “Company Law” represents “The Company Law of the People’s Republic of China”; “Securities Law” represents “The Securities Law of the People’s Republic of China”; “Mandatory Provisions” represents “The Mandatory Provisions for the Article of Association of Companies to be Listed Overseas” (Zheng Wei Fa [1994] No. 21) jointly promulgated by the former Securities Commission of the State Council and the former State Commission for Economic Restructuring; “Special Regulations” represents the “State Council’s Special Regulations on Overseas Offering and Listing of Joint Stock Limited Company” promulgated by the State Council; “Listing Rules” represents the “Rules Governing the Listing of Securities on the Main Board of the Stock Exchange of Hong Kong Limited” promulgated by the Stock Exchange of Hong Kong Limited; “Letter of Opinion on Supplements and Amendments” represents the “Letter of Opinion on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong” (Zheng Jian Hai Han [1995] No.1) jointly promulgated by the Overseas--Listing Department of the China Securities Regulatory Commission (“CSRC”) and the Production System Department of the former State Commission for Economic Restructuring; “Opinions” represents the Opinions on the Further Promotion of the Regular Operation and Indepth Reform of Companies Listed Overseas (Guo Jing Mao Qi Gai [1999] No. 230) jointly promulgated by the former State Economic and Trade Commission and the CSRC; and “Reply of Adjustment” represents “Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies”.

HUZHOU GAS CO., LTD.

ARTICLES OF ASSOCIATION

Chapter 1 General Principles

Article 1	<p>Huzhou Gas Co., Ltd. (the “Company”) is a joint-stock limited company incorporated in the People’s Republic of China (the “PRC”) in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”) and the Special Provisions of the State Council on the Overseas Offering and Listing of Shares in Joint Stock Companies (the “Special Provisions”), as well as other relevant national laws and administrative regulations.</p> <p>The Company was approved by Notice [2021] No. 16 of Huzhou Municipal People’s Government State-owned Assets Supervision and Administration Commission, and was established by way of promotion and registered with the Zhejiang Provincial Administration for Market Regulation on 2 April 2021 and obtained a business licence thereon. The Unified Social Credit Identifier of the Company is: 91330500757089596A.</p> <p>The promoters of the Company are:</p> <p>Promoter No. 1: Huzhou City Investment & Development Group Co., Ltd.</p> <p>Promoter No. 2: Xinao (China) Gas Investment Company Limited</p>	<p>Article 1 of Mandatory Provisions</p> <p>Article 81 (III) and (V) of the Company Law</p> <p>Paragraph (a), Section 1, Appendix 13d of the Listing Rules</p>
Article 2	<p>The registered name of the Company is: Huzhou Gas Co., Ltd.</p> <p>Full name in Chinese: 湖州燃氣股份有限公司</p> <p>Short form in Chinese: 湖州燃氣</p> <p>Full name in English: Huzhou Gas Co., Ltd.</p> <p>Short form in English: Huzhou Gas</p>	<p>Article 2 of Mandatory Provisions</p> <p>Article 81 (I) of the Company Law</p>
Article 3	<p>The domicile of the Company: No. 227, Sizhong Road, Huzhou, Zhejiang Province</p> <p>Postal Code: 313000</p> <p>Telephone: 0572-2716801</p> <p>Facsimile: 0572-2716855</p>	<p>Article 3 of Mandatory Provisions</p> <p>Article 81 (I) of the Company Law</p>
Article 4	<p>The chairman of the Board of Directors of the Company shall be the legal representative of the Company.</p>	<p>Article 4 of Mandatory Provisions</p> <p>Article 81 (VII) of the Company Law</p>

Article 5	<p>The Company is a joint stock limited company that has perpetual existence and has independent legal qualification.</p> <p>Shareholders are liable to the Company to the extent of the shares they have subscribed for, and the company is liable for its debts with all its assets.</p> <p>The nature of the Company is a foreign-invested joint stock limited company.</p>	<p>Article 5 of Mandatory Provisions</p> <p>Article 3 of the Company Law</p>
Article 6	<p>These Articles of Association shall take effect from the date of adoption by the general meeting of the Company and the listing of the Company’s overseas listed foreign invested shares on The Stock Exchange of Hong Kong Limited (the “HKEX”) to replace the Articles of Association previously filed with the market supervision and administration authorities, and the original Articles of Association shall automatically become invalid.</p> <p>From the date of the Articles of Association becoming effective, the Articles of Association shall constitute a legally binding document regulating the Company’s organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders. The Company shall abide by the provisions of the Company Law, the Securities Law, the Special Provisions and these Articles of Association.</p>	<p>Article 6 of Mandatory Provisions</p> <p>Article 11 of the Company Law</p> <p>Rule 19A.53 of the Listing Rules</p>
Article 7	<p>These Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors and senior management, all of whom are entitled to claim their rights in relation to the Company’s affairs in accordance with these Articles of Association.</p> <p>Shareholders may sue the company according to these Articles of Association; the Company may sue the shareholders according to these Articles of Association; the shareholders may sue the shareholders according to these Articles of Association; the shareholders can sue the directors, supervisors and senior management of the Company according to these Articles of Association.</p> <p>The term “sue” in the preceding article shall refer to and include commencing court proceedings and applying for arbitration proceedings.</p> <p>The term “senior management” in these Articles of Association shall refer to the general manager and other senior management; and “other senior management” shall refer to the the secretary of the Board of Directors, the deputy general manager and the financial controller of the Company.</p>	<p>Article 7 of Mandatory Provisions</p> <p>Article 11 of the Company Law</p> <p>Article 216 of the Company Law</p>

Article 8 The Company may invest in other limited liability companies or joint stock companies and shall be liable for the company in which it has invested to the extent of that capital contribution; however, unless otherwise provided by law, the Company shall not be jointly and severally liable to such enterprise(s) for their liabilities as their investor.

Article 8 of Mandatory Provisions
Article 15 of the Company Law

Chapter 2 Objectives and Scope of Business

Article 9 The business objectives of the Company are: with the desire to strengthen international economic cooperation and technology exchange, adopt advanced and suitable technology and scientific management methods to accelerate the development and operation of urban pipeline natural gas projects in Huzhou Municipality, and strive to improve social and economic benefits so that its shareholders can obtain satisfactory economic benefits.

Article 9 of Mandatory Provisions

Article 10 The business scope of the Company is subject to the items approved by the company registration authority.

Article 10 of Mandatory Provisions

The Company's major scope of business shall include:

Article 81 (II) of the Company Law

Items subject to permission: operation of gas; power generation, transmission and supply; installation, repair and testing of electric power facilities; inspection and testing services; road cargo transportation (including dangerous goods); special equipment installation, transformation and repair; various types of engineering construction activities; general contracting of housing construction and municipal infrastructure projects (for the items subject to approval in accordance with the law, the approval of the relevant departments shall be obtained before business activities can be carried out, and the specific business projects shall subject to the results of approval).

General items: technology services, technology development, technology consulting, technology exchange, technology transfer and technology promotion; sales of special equipment; sales of non-electric power household appliances; heat production and supply; information consulting services (excluding information consulting services subject to permission); big data services; wholesale of kitchenware, sanitary ware and daily miscellaneous items; sales of household appliances; household appliances installation services; repair of daily appliances; sales of devices dedicated to environmental protection; general mechanical equipment installation services; repair of special equipment; repair of general equipment; repair of electrical equipment; machinery and equipment leasing; Internet of things technology services; internet of things application services (except for projects subject to approval by law, the Company may carry out business activities independently according to law using its business license).

Article 11 The Company may adjust the scope of its operations or the direction or method of its investments in accordance with changes in the domestic and international markets, the needs of its domestic business and its own development capabilities, subject to a resolution of its general meeting and report and approval to relevant competent authorities for approval.

Chapter 3 Party Building

Article 12 The Company shall establish a general party branch in accordance with the provisions of the Constitution of the Communist Party of China. The major work of the Company's general party branch shall be navigating the direction, managing the overall situation and ensuring implementation, so as to achieve the unity of the Party's political leadership, ideological leadership and organisational leadership of the enterprise.

Article 13 Always adhere to the leadership of the Party, strengthen the building of the Party, implement the requirements of strict governance of the Party in all aspects, grasp the construction of the leadership team of the enterprise and the team of Party members, cadres and talents, innovate the construction of the Party at the basic level, carry out in-depth construction of the Party's style of work and integrity governance, carry out the democratic management of the enterprise in an orderly manner, and provide strong political assurance, organisational assurance and talent support for the development of the Company.

Article 14 Adhere to and implement the synchronous planning of Party building and reform of state-owned enterprise, the synchronous setting up of party organisations and working organisations, the synchronous provision of Party organisation leaders and Party affairs staff, and the synchronous implementation of Party building works, so as to achieve institutional integration, mechanism integration, system integration and integration of work. A special Party affairs working organisation shall be established (co-located with the personnel management department), which shall be equipped with full-time party affairs staff to earnestly implement funds for party building work and party member activities, so as to construct a standardised and established party building service front. The general party branch of the Company shall study party building work for not less than twice a year.

Article 15 Adhere to and keep enhancing the leadership system of “Dual Entry and Cross Appointment”. The secretary of the general Party branch and the chairman of the Board of Directors of the Company shall generally be served by one person. Qualified members of the general Party branch may join the Board of Directors, board of supervisors and the team of managers through statutory procedures. The qualified Party members among the Board of Directors, board of supervisors and the team of managers may enter the leadership team of the general Party branch in accordance with the relevant regulations and procedures; the members of the team of managers and the members of the general Party branch may be moderately cross-appointed.

Article 16 Improve and establish the mechanism for the participation of enterprise party organisation in the decision-making of major matters. Establish the rules of procedure of the enterprise general party branch of, standardise the decision-making on “three important and one major” matters, major business management matters must be studied and discussed by the general party branch committee.

Article 17 Establish and improve the system of responsibility for party building works, the secretary of the general party branch of the company shall perform the first responsibility for party building work; discipline inspection team leader shall perform supervision responsibilities, strengthen supervision and discipline accountability; other members of the general party branch shall perform “one post, two responsibilities”, combined with the business division of work to do well in the party building work. Strengthen the leadership of the enterprise’s party organisation in the work of the masses, play a better role of trade unions, the Communist Youth League and other group organisations, so as to do a good job in the ideological and political work of the masses of workers.

Chapter 4 Shares and Registered Capital

Article 18 The Company shall have ordinary shares at all times. Subject to approval of the approval authorities authorised by the State Council, the Company may have other classes of shares according to it needs.

Article 11 of
Mandatory Provisions

Article 19 All the shares issued by the Company shall have a nominal value of RMB1 for each share.

Article 12 of
Mandatory Provisions

The RMB referred to in the preceding paragraph refers to the legal tender of PRC.

Article 20	<p>Subject to the approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors.</p> <p>The foreign investors referred to in the preceding paragraph shall refer to investors from foreign countries or Hong Kong, Macau and Taiwan who subscribe for the shares issued by the Company; domestic investors refer to investors in the PRC other than the aforementioned regions who subscribe for the shares issued by the Company.</p>	Article 13 of Mandatory Provisions
Article 21	<p>Shares issued by the Company to domestic investors and subscribed for in RMB are referred to as domestic shares. Shares issued by the Company to foreign investors and subscribed for in foreign currency are referred to as foreign shares. Foreign shares which are listed outside of the PRC are referred to as overseas listed foreign invested shares.</p> <p>The term “foreign currency” referred to in the preceding paragraph is a legal currency (other than Renminbi) of other countries or regions which is recognised by the competent foreign exchange administration authority of the PRC and can be used for subscription payment for the Company’s shares.</p> <p>Shareholders of domestic shares and shareholders of overseas listed foreign invested shares are both ordinary shareholders and shall have the same rights and bear the same obligations.</p>	Article 14 of Mandatory Provisions
Article 22	<p>The foreign invested shares issued by the Company and listed in Hong Kong are referred to as H Shares. H Shares refer to shares listed with the approval of the China Securities Regulatory Commission (“CSRC”) and the HKEX, denominated in RMB and subscribed and traded in Hong Kong dollars.</p>	Rule 19A.04 of the Listing Rules

Article 23

Subject to the approval of the company approval authority authorised by the State Council, 150 million ordinary shares were issued to the promoters upon the establishment of the Company, all of which were subscribed and held by the promoters, and the shareholdings of the promoters upon the establishment of the Company were as follows: Huzhou City Investment & Development Group Co., Ltd. holds 89,457,540 shares, with a shareholding of 59.6384%, while Xinao (China) Gas Investment Company Limited holds 60,542,460 shares, with a shareholding of 40.3616%.

Article 15 of
Mandatory Provisions

Article 81 (IV) (V) of
the Company Law

Article 16 of
Mandatory Provisions

Article 81 (IV) of the
Company Law

Subject to the approval of the competent securities supervision authority of the State Council, the Company may issue up to 50 million H Shares, and if the over-allotment option is exercised in full, the Company may issue up to 57.5 million H Shares.

Upon completion of the above issue and partial exercise of the over-allotment option, the share capital structure of the Company is:

The total number of ordinary shares issued by the Company is 202,714,500 shares. Of which, domestic shareholders hold 150,000,000 shares, representing a shareholding of approximately 74%; and shareholders of overseas listed foreign invested shares hold 52,714,500 shares, representing a shareholding of approximately 26%.

Article 24

After the plans for issuing overseas listed foreign invested shares and domestic shares have been approved by the securities regulatory authority of the State Council, the Board may implement such plans by making arrangement for separate issuances.

Article 17 of
Mandatory Provisions

The Company may implement its plan of issuing overseas listed foreign invested shares and domestic invested shares pursuant to the preceding paragraph within 15 months from the date of approval by the China Securities Regulatory Commission.

Article 25	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 the requirement of subscription in full at one time cannot be met under special circumstances, such issue may be in several tranches subject to the approval by the securities regulatory authority under the State Council.	Article 18 of Mandatory Provisions
Article 26	The registered capital of the Company upon its incorporation is RMB150 million. Upon partial exercise of the over-allotment option, the registered capital of the Company is RMB202,714,500.	Article 19 of Mandatory Provisions Article 81 (IV) of the Company Law
Article 27	The Company may, based on its business and development needs, approve the increase of its capital pursuant to the provisions under these Articles of Association.	Article 20 of Mandatory Provisions Article 10 of the Securities Law
	The Company may increase its capital in the following manners:	Article 168 of the Company Law
	<ul style="list-style-type: none"> (1) issuing new shares to unspecified investors; (2) placing new shares with existing Shareholders; (3) giving new shares to existing Shareholders; (4) issuing new shares to specified investors; (5) converting the reserve funds into share capital; (6) other methods as permitted by laws and administrative regulations. 	
	The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated in the relevant laws and administrative regulations of the PRC.	

Article 28	Unless otherwise specified by laws or administrative regulations, shares of the Company that are fully paid up may be freely transferable and free from liens. The transfer of the Company’s overseas listed foreign invested shares listed in Hong Kong shall be registered with the local share registrar in Hong Kong appointed by the Company.	Article 21 of Mandatory Provisions Articles 137 and 141 of the Company Law Rule 19A.46 of the Listing Rules
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Chapter 5 Capital Reduction and Repurchase of Shares

Article 29	The Company may reduce its registered capital in accordance with the provisions under these Articles of Association. Where the Company reduces its registered capital, such reduction shall be made in accordance with the requirements of the Company Law and other related regulations and the procedures stipulated in these Articles of Association.	Article 22 of Mandatory Provisions Article 177 of the Company Law
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Article 30	When the Company carries out capital reduction, a balance sheet and an inventory list must be prepared. The Company shall notify the creditors within 10 days, and publish an announcement in the newspapers for at least three times within 30 days, from the date of passing the resolution for reduction of capital by the Company. A creditor may, within 30 days after receipt of the notice or, in the case of failure to receive such notice, within 45 days from the date of announcement, require the Company to repay its debts or to provide corresponding guarantee.	Article 23 of Mandatory Provisions Article 177 of the Company Law
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The reduced registered capital of the Company may not be less than the statutory minimum amount.

Article 31	The Company may, in the following circumstances and subject to approval of relevant competent national authorities, repurchase its own issued and outstanding shares according to the procedures prescribed by laws, administrative regulations, The Rules Governing the Listing of Securities on the Main Board of the HKEX (hereinafter referred to as the “Listing Rules”) and these Articles of Association: (1) cancellation of shares to reduce the registered capital of the Company; (2) merger with other companies holding shares in the Company; (3) utilising the shares for employee share ownership plan or share incentive plan; (4) shareholders who dissent the resolution passed by the general meeting on the merger or division of the Company and request the Company to purchase their shares;	Article 24 of Mandatory Provisions Article 142 (1) of the Company Law
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- (5) applying the shares to convert convertible corporate bonds issued by the Company into shares;
- (6) where the share repurchase is necessary to maintain the value of the Company and the interests of its shareholders;
- (7) other methods as permitted by laws and administrative regulations.

The acquisition of the Company's shares by the Company must be made in accordance with the applicable Listing Rules, laws, codes of conduct, administrative regulations, departmental regulations and these Articles of Association.

Article 32

The Company may repurchase its own shares in any of the following ways after being approved by relevant competent authorities of the PRC:

Article 25 of
Mandatory Provisions

Article 142 (4) of the
Company Law

- (I) making a repurchase offer to all shareholders on a pro rata basis;
- (II) repurchasing by means of public dealing on a stock exchange;
- (III) repurchasing by agreement outside any stock exchange;

Where the Company repurchases its own shares for the reasons set out in Article 31(3), (5) or (6) of these Articles of Association, the repurchase shall be made by means of a public centralised transaction.

Article 33

Where the Company repurchases its own shares for the reasons set out in Article 31(1) or (2) of these Articles of Association, the repurchase shall be made subject to a resolution of the general meeting.

Article 26 of
Mandatory Provisions

Article 142 (2) of the
Company Law

Article 34	<p>After the Company has repurchased its own shares pursuant to the provisions under Article 31, in the event of item (1), the repurchased shares shall be cancelled within 10 days from the date of repurchase; in the event of items (2) and (4), the repurchased shares shall be transferred or cancelled within 6 months; in the event of items (3), (5) and (6), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and the repurchased shares shall be transferred or cancelled within 3 years.</p> <p>After the Company has bought back its shares in accordance with the law, it shall apply to the original company registration authority for registration of the change of registered capital.</p> <p>The aggregate par value of the cancelled shares shall be written off against the registered capital of the Company.</p>	<p>Article 27 of Mandatory Provisions</p> <p>Article 142 (3) of the Company Law</p>
Article 35	<p>The Company shall not accept its own shares as the subject of a pledge.</p>	<p>Article 142 (5) of the Company Law</p>
Article 36	<p>Unless the Company has entered into the liquidation stage, the Company shall comply with the following provisions whenever it repurchases issued and outstanding shares:</p> <p>(I) If the Company repurchases shares at par value, the amount required should be deducted from the book balance of its distributable profit and the proceeds from new shares issued for the repurchase of old shares;</p> <p>(II) Where the Company repurchases shares at a premium above par value, the portion equal to par value shall be deducted from the book balance of the Company's distributable profits, the proceeds of new shares issued for the purpose of repurchasing old shares; the portion above par value shall be dealt with in line with the following methods:</p> <p>(1) If the repurchased shares are issued at par value, it shall be deducted from the book balance of the Company's distributable profits;</p> <p>(2) If the shares repurchased were issued at a premium above par value, the amount should be deducted from the book balance of its distributable profit and the proceeds from new shares issued for the repurchase of old shares; however the amount to be deducted from the proceeds of new shares issued shall not exceed the total premium amount received at the time when the old shares were issued, nor shall it exceed the balance in the premium account (or capital reserve account) of the Company at the time of repurchase (including the premium amount resulting from the issuance of new shares);</p>	<p>Article 28 of Mandatory Provisions</p>

- (III) The amount paid by the Company for the following purposes shall be deducted from the Company's distributable profit:
- (1) for acquiring the right of repurchase to buy back its own shares;
 - (2) for varying the contract for buying back its own shares;
 - (3) for discharging its obligations under the repurchase contract.
- (IV) After the aggregate par value of the cancelled shares is deducted from the Company's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profit used for the repurchase of shares at par value shall be credited to the Company's premium account (or the capital reserve account).

Chapter 6 Financial Assistance for Purchase of the Company's Shares

Article 37

The Company and its subsidiaries shall not by any means at any time provide any kind of financial assistance to a person who acquires or proposes to acquire shares of the Company. The said acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company.

Article 29 of
Mandatory Provisions

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

This provision does not apply to the circumstances stated in Article 39 in these Articles of Association.

The term "subsidiary" as used in these Articles of Association refers to a company directly or indirectly controlled by the Company.

Article 38

The financial assistance referred to in this Chapter includes but not limited to the following means:

Article 30 of
Mandatory Provisions

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

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

Article 39

The following activities shall not be deemed to be activities as prohibited under Article 37 in these Articles of Association:

Article 31 of
Mandatory Provisions

- (I) the financial assistance by the Company is given in good faith and in the interest of the Company, and the principal purpose of the financial assistance is not for the acquisition of shares of the Company, or the financial assistance is an incidental part of a master plan of the Company;
- (II) the lawful distribution of the Company's assets by way of dividend;
- (III) the allotment of bonus shares as dividends;

- (IV) the reduction of registered capital, repurchase of shares, adjustment of shareholding structure or other acts in accordance with these Articles of Association;
- (V) the provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are reduced, the financial assistance is paid out of the distributable profits of the Company);
- (VI) the provision of funds by the Company for employee stock ownership plans (but should not lead to a reduction in the net assets of the Company, or even though a reduction is resulted, such financial assistance is financed by the distributable profit of the Company).

Chapter 7 Share Certificates and Register of Members

Article 40

Share certificates of the Company shall be in registered form.

Article 32 of
Mandatory Provisions

The share certificate of the Company shall contain the following principal particulars:

Article 128 of the
Company Law

- (I) name of the Company;
- (II) the date of incorporation of the Company;
- (III) the type of share certificate, the par value and the number of shares it represented;
- (IV) the serial number of the share certificate;
- (V) such other matters as may be required to be stated therein by the Company Law, the Special Provisions and the stock exchange on which the shares of the Company are listed.

Rule 19A.52 of the
Listing Rules

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

At all times during the period when H Shares are listed on the HKEX, the company must ensure that all documents of title of all its securities listed on the HKEX (including H Share certificates) shall contain the following statements:

- (I) the share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders, shall agree to observe and comply with the requirements of the Company Law, “the Special Regulations”, the provisions of these Articles of Association and other relevant laws and administrative regulations;
- (II) the purchaser of shares agrees with the Company, each of the shareholders, directors, supervisors, general manager and other senior management of the Company, and the Company (acting both for itself and on behalf of each of the directors, supervisors, general manager and other senior management) agrees with each shareholder to refer all differences and claims arising from these Articles of Association or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with these Articles of Association, and any referral to an arbitration tribunal shall be deemed to authorise the tribunal to conduct an open hearing and to publish its findings. The findings of the arbitration tribunal shall be final and conclusive;
- (III) the purchaser of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder of such shares;
- (IV) the share purchasers authorise the Company to enter into contracts with each of the directors, general managers and senior management on his/her behalf. Such directors, general managers and senior management shall undertake to observe and fulfill their responsibilities to the shareholders under the Articles of Association.

The Company shall instruct and cause its share registrar to refuse to register a subscription for, purchase of or transfer of its shares in the name of any individual holder unless and until such individual holder shall have lodged with the said share registrar a duly signed form in respect of such shares and such form shall include the statement referred to above.

Article 41 The shares of the Company may be transferred, gifted, inherited and pledged in accordance with the relevant laws, administrative regulations and these Articles of Association. The transfer and transmission of shares shall be registered with the share registrar appointed by the Company.

Article 42 The share certificates shall be signed by the Chairman of the Board of Directors. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management officers of the Company, the share certificates shall also be signed by such other relevant senior management officers. The share certificates shall take effect after being affixed with the seal of the Company or the seal of the Company in printed form. The share certificates shall only be affixed with the Company's seal under the authorisation of the Board. The signatures of the Chairman of the Company or other relevant senior management on the share certificates may also be in printed form.

Article 33 of
Mandatory Provisions

Article 1 of the
Letter of Opinion
on Supplements and
Amendments

In case of paperless issuance and trading of the shares of the Company, the regulations of the securities regulatory authorities and stock exchanges in the place where the shares of the Company are listed shall apply.

Article 43 The Company shall keep a register of shareholders which shall contain the following particulars:

Article 34 of
Mandatory Provisions

- (I) the name, address (domicile), occupation or nature of each shareholder;
- (II) the category and number of shares held by each shareholder;
- (III) the amount paid-up or payable in respect of shares held by each shareholder;
- (IV) the serial numbers of the shares held by each shareholder;
- (V) the date on which a person registers as a shareholder;
- (VI) the date on which a person ceases to be a shareholder.

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

Article 44

Subject to these Articles of Association and other applicable regulations, upon the transfer of shares of the Company, the name(s) of the transferee(s) shall be entered in the register of members as the holder(s) of such shares.

The issue or transfer of the Company's overseas listed foreign invested shares will be registered in the register of holders of overseas listed foreign invested shares stored where the shares are listed, as provided under these Articles of Association.

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

- (I) All joint shareholders of any shares shall bear joint and several liabilities for all payable amounts in respect of the relevant shares;
- (II) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as the owner(s) of the shares. However, for the purpose of revising the register of shareholders, the Board of Directors is entitled to demand the surviving shareholders to present a death certificate of the deceased as the Board of Directors thinks fit; and
- (IV) For joint shareholders of any shares, only the person whose name stands first in the register of shareholders shall be entitled to receive share certificates of the relevant shares, receive notices from the Company and attend the general meeting of the Company or exercise his voting rights in respect of the relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any one of the joint shareholders may sign a form of proxy, but when more than one joint shareholders attend the meeting in person or by proxies, the vote cast by the senior joint shareholder, whether in person or by proxy, shall be accepted as the only vote cast on behalf of the remaining shareholders. For this purpose, the seniority of shareholders is determined according to the order of appearance of the names of the joint shareholders in respect of the relevant shares in the register of shareholders.

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

Article 45

The Company may, pursuant to an understanding or agreement reached between the securities regulatory authorities under the State Council and a securities regulatory organisation outside the PRC, keep its original register of holders of overseas listed foreign invested shares outside the PRC, and entrust the administration thereof to an agent outside the PRC. The original copy of the register of members of overseas listed foreign invested shares listed in Hong Kong shall be maintained in Hong Kong.

Article 35 of
Mandatory Provisions

Article 2 of the
Letter of Opinion
on Supplements and
Amendments

Article (b), Section 1,
Appendix 13d of the
Listing Rules

The Company shall maintain a duplicate of the register of members of overseas listed foreign invested shares at the Company's domicile; the appointed overseas agent(s) shall always ensure the consistency between the original copy and the duplicate of the register of members of overseas listed foreign invested shares.

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

Article 46

The Company shall maintain a complete register of members.

Article 36 of
Mandatory Provisions

The register of members shall include the following parts:

- (I) the register of members maintained at the Company's domicile, other than those as described in items (II) and (III) of this Article;
- (II) the register of members of overseas listed foreign invested shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located;
- (III) the register of members maintained in such other place as the Board of Directors may consider necessary for the purpose of listing of the Company's shares.

Article 47

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 members.

Article 37 of
Mandatory Provisions

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 members is maintained.

Article 48

All fully paid-up overseas listed foreign invested shares listed in Hong Kong can be freely transferable in accordance with these Articles of Association, provided, however, unless such transfer complies with the following requirements, the Board of Directors may refuse to recognise any instrument of transfer and will not need to provide any reason therefor:

Article 12 of the Letter of Opinion on Supplements and Amendments

Rule 19A.46 of the Listing Rules

Article 141 of the Company Law

- (I) To pay to the Company such fee as shall for the time being be agreed by the HKEX for the registration of instruments of transfer of shares and other documents relating to or affecting the title to shares;
- (II) the instrument of transfer involves only the overseas listed foreign invested shares listed in Hong Kong;
- (III) the stamp duty payable for the transfer documents has been paid;
- (IV) the relevant share certificate, and upon the reasonable request of the Board of Directors, any evidence in relation to the right of the transferor to transfer the shares has been submitted.

Transfer documents and other documents relating to or affecting the ownership of any registered H Shares shall be registered with the offshore agent appointed by the Company.

All overseas listed foreign invested shares listed in Hong Kong of the Company shall be transferred by an instrument in writing in any usual or common form or any other form which the Board of Directors may approve (including the prescribed form or transfer form of HKEX from time to time); such instruments of transfer shall be signed by hand, or where the transferor or transferee is a recognised clearing house as defined by the laws of Hong Kong (hereinafter referred to as the “recognised clearing house”) or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format. All instruments of transfer shall be placed at the legal address of the Company or other place that the Board may designate from time to time.

Article 49

The shares of the Company held by promoters shall not be transferred within one year from the date of incorporation of the Company. Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of listing of the shares on any stock exchange.

Article 141 of the Company Law

Directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares transferred by them every year during their term of office shall not exceed 25% of the total shares being held and the shares they hold in the Company shall not be transferred within one year from the date when the shares of the Company are listed and traded. The shares of the Company held by the aforementioned officers shall not be transferred within six months after termination of his position.

Article 50

The registration of transfers may suspend and the register of shareholders (including register of holders of overseas listed foreign invested shares) may close, on giving notice by advertisement in the newspapers circulating in the PRC and Hong Kong or by any electronic means in such manner in accordance with the Listing Rules, at such times and for such periods as the directors may from time to time determine and either generally or in respect of any class of shares, provided that the register shall not be closed for period(s) exceeding in the whole thirty (30) days in any year or otherwise in the manner as permitted under section 632 of the Companies Ordinance of Hong Kong.

Reply of Adjustment, Article 139 of the Company Law

Paragraph 20, Appendix 3 of the Listing Rules

Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchange or regulatory authorities where the shares of the Company are listed, stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

Article 51	When the Company convenes a general meeting, distributes dividends, commences liquidation or participates in other activities requiring the identification of shareholders, the Board or general meeting shall determine a day to ascertain the rights of shareholders (the “record date”). At the close of trading on the record date, those whose names appear on the register shall be shareholders of the Company.	Article 39 of Mandatory Provisions
Article 52	Any person that dissents from the register of shareholders and requires his name to be entered into or removed from the register may apply to a competent court for correction of the register of shareholders.	Article 40 of Mandatory Provisions
Article 53	Any shareholder who is registered on, or any person who requests to have his or her name registered on, the register of members may, if his or her share certificates (the “original share certificate”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).	Article 41 of Mandatory Provisions
	Where a domestic shareholder has lost his share certificate, an application for the issue of a replacement domestic share certificate shall be dealt with in accordance with Article 143 of the Company Law.	
	If a holder of overseas listed foreign invested shares loses his or her share certificates and applies for their replacements, it may be dealt with in accordance with the laws, the rules of the stock exchange or other relevant regulations of the place where the register of members of overseas listed foreign invested shares is maintained.	

Where a holder of H Shares has lost his or her share certificate, an application for the issue of a replacement certificate shall comply with the following requirements:

- (I) The applicant shall submit an application to the Company in prescribed form accompanied by a notarisation document 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 the declaration that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.
- (II) No declaration has been received by the Company from a person other than the applicant for having his or her name registered as a holder of the relevant shares before the Company decides to issue the replacement share certificate.
- (III) The Company shall, if it decides to issue a replacement new share certificate to the applicant, make an announcement of its intention to issue the replacement new share certificate in such newspapers designated by the Board. The announcement shall be made at least once every 30 days for a period of 90 days.
- (IV) Prior to the publication of the aforesaid announcement for preparing to issue the replacement certificate, the Company shall:
 1. submit a copy of the proposed announcement to HKEX, and shall publish the announcement after obtaining the confirmation of HKEX that the announcement has been displayed at HKEX. The announcement shall be displayed at HKEX for 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.

- (V) If, upon expiration of the 90-day period referred to in items (III) and (IV) 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 or her application.
- (VI) When a replacement share certificate is issued pursuant to this Article, the Company shall immediately cancel the original share certificate, and record this event of cancellation and replacement in the register of shareholders.
- (VII) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company shall have the right to refuse to take any action until the applicant has provided reasonable guarantee for the expenses involved.

Article 54

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 or she is a bona fide purchaser) shall not be removed from the register of members.

Article 42 of
Mandatory Provisions

Article 55

The Company shall not be liable for any damages suffered by any person from the cancellation of the original share certificate or the issue of the replacement share certificate, unless the claimant can prove fraudulent act on the part of the Company.

Article 43 of
Mandatory Provisions

Chapter 8 Rights and Obligations of Shareholders

Article 56

A shareholder of the Company is a person who lawfully holds the shares of the Company and whose name is registered in the register of members.

Article 44 of
Mandatory Provisions

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

For joint shareholders, in case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed as the owner(s) of the shares. However, for the purpose of revising the register of shareholders, the Board of Directors is entitled to demand the surviving shareholders to present a death certificate of the deceased as the Board of Directors thinks fit. For joint shareholders of any shares, only the person whose name stands first in the register of shareholders shall be entitled to receive share certificates of the relevant shares, receive notices from the Company and attend the general meeting of the Company or exercise his voting rights in respect of the relevant shares, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders.

Article 57

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

Article 45 of
Mandatory Provisions

- (I) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held;
- (II) to attend, speak and vote in person or appoint a proxy to attend, speak and vote on his behalf at general meetings, except where a shareholder is required by listing rules or other applicable laws, regulations and administrative regulations to abstain from voting on any matters under consideration at the general meetings;
- (III) to monitor, make suggestions or ask questions in relation to the business operation activities of the Company;
- (IV) To transfer, donate or pledge shares in his/her possession in accordance with the laws, regulations and provisions of the Articles of Association;

Article 97 of the
Company Law

Paragraph 14(3),
Appendix 3 of the
Listing Rules

Article 102 (2) of the
Company Law

- (V) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:
1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;
 2. being entitled to access and, after payment of a reasonable charge, make a copy of:
 - (1) all parts of the register of members;
 - (2) personal information of the directors, supervisors and senior management of the Company, including:
 - (a) present and former name and alias;
 - (b) principal address (domicile);
 - (c) nationality;
 - (d) full-time and all other part-time occupations and duties;
 - (e) identification document and its number.
 - (3) the status of the Company's share capital;
 - (4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;

- (5) minutes of shareholders' meetings and special resolutions thereof, resolutions of the Board of Directors and resolutions of the Board of Supervisors;
 - (6) stubs of the Company's corporate bonds;
 - (7) the audited financial statements and the reports of the Board of Directors, auditors and the Board of Supervisors for the latest period;
 - (8) the latest annual return for the latest period which has been filed with the administration for industry and commerce or other competent authorities in the PRC.
- (VI) the right to, in the event of the termination or liquidation of the Company, participate in the distribution of remaining assets of the Company in accordance with the number of shares held;
- (VII) shareholders who dissent from the resolution passed by the general meeting on the merger or division of the Company and request the Company to purchase their shares;
- (VIII) shareholders who, individually or jointly, own more than 3% of the shares of the Company are entitled to make ad hoc proposals for submission to the Board of Directors 10 days before the date of convening the general meeting;
- (IX) other rights conferred by laws, administrative regulations and these Articles of Association.

Article 58

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

Article 46 of
Mandatory Provisions

Articles 20, 83 and 91
of the Company Law

- (I) comply with these Articles of Association;
- (II) pay for the shares based on the shares subscribed and the method of subscription;
- (III) not to abuse the rights as a shareholder to the detriment of the Company or that of other shareholders; not to abuse the Company's legal personality and limited liability of shareholders to the detriment of the Company's creditors; where a shareholder of the Company abuses his rights as a shareholder and causes losses to the Company or other shareholders, such shareholder shall be liable for damages in accordance with the law. Where a shareholder of the Company abuses its corporate legal person status and limited liability of being a shareholder to evade indebtedness and causes serious harm to the interests of the creditors of the Company, such shareholder shall be subject to joint and several liabilities for the indebtedness of the Company;
- (IV) not to seek improper benefits, not to interfere with the decision-making and management rights enjoyed by the Board of Directors and senior management in accordance with these Articles of Association, and not to interfere with the operation and management of the Company directly and beyond the Board of Directors and senior management;
- (V) other obligations as is stipulated by laws, administrative regulations and these Articles of Association.

Shareholders shall not be liable to make any further contribution to the share capital other than on the conditions agreed to as a subscriber of shares at the time of subscription.

Article 59

In addition to obligations imposed by laws, administrative regulations or listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his or her 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:

Article 47 of
Mandatory Provisions

- (I) to relieve a director or supervisor of his or her duty to act honestly in the best interests of the Company;
- (II) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favourable to the Company;
- (III) to approve the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his individual interest, including but not limited to any allocation right and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting in accordance with these Articles of Association.

Article 60

The term "controlling shareholder" referred to in the preceding paragraph means a person who satisfies any one of the following conditions:

Article 48 of
Mandatory Provisions

- (I) any person acting on his own or in concert with other parties has the power to elect not less than half of the directors;
- (II) any person acting on his own or in concert with other parties who has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;
- (III) any person acting on his own or in concert with other parties who holds 30% or more of the outstanding shares of the Company;
- (IV) any person acting on his own or in concert with other parties who has actual control over the Company in any other manner.

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

Chapter 9 Shareholders' General Meetings

- Article 61** The shareholders' general meeting is the power of authority of the Company and shall exercise its functions and powers in accordance with the laws. Article 49 of Mandatory Provisions
- Article 62** The shareholders' general meeting shall have the following functions and powers: Article 50 of Mandatory Provisions
- (I) to decide the Company's operational directions and investment plans; Articles 99, 121 and 142 (2) of the Company Law
 - (II) to elect and replace directors and to determine matters relating to the remuneration of the directors;
 - (III) to elect and replace supervisors who are representatives of shareholders and to determine matters relating to the remuneration of the supervisors;
 - (IV) to consider and approve the reports of the Board of Directors;
 - (V) to consider and approve the reports of the Supervisory Committee;
 - (VI) to consider and approve the Company's annual financial budgets and final accounts;
 - (VII) to consider and approve the Company's profit distribution plan and plan for recovery of losses;
 - (VIII) to make resolutions on increase or reduction of the Company's registered capital;

- (IX) to make resolutions on matters such as the merger, demerger, dissolution, liquidation and major acquisition and disposal of the Company;
- (X) to make resolutions on the issue of debentures by the Company;
- (XI) to resolve on resolutions on the engagement, dismissal or discontinuation of the appointment of accounting firms by the Company;
- (XII) to amend these Articles of Association;
- (XIII) to review the proposals raised by the Shareholders representing over 3% of the Company's shares with voting rights;
- (XIV) to consider the matters in relation to purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets with in one year;
- (XV) other matters which are required to be determined at the shareholders' general meeting as required by laws, administrative regulations and these Articles of Association;
- (XVI) authorise or delegate the Board of Directors to transact the matters authorised or delegated by it.

Article 63

The following external guarantees of the Company shall be considered and approved by a special resolution of the shareholders' general meeting:

Articles 16, 121 and 148 of the Company Law

- (I) any single guarantee amount in excess of 10% of the Company's latest audited net assets;
- (II) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;
- (III) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;

- (IV) any guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;
- (V) any guarantee exceeding 30% of the Company's latest audited total assets in accordance with the principle of accumulative calculation of guarantee amount for 12 consecutive months;
- (VI) exceeding 50% of the Company's latest audited net assets in accordance with the principle of accumulative calculation of guarantee amount for 12 consecutive months;
- (VII) any guarantee to be provided in favor of controlling shareholders, de facto controllers and their controlled related parties or other related parties.

The above-mentioned external guarantee matters to be approved by the shareholders' general meeting must be considered and approved by the board of directors before they can be submitted to the shareholders' general meeting for approval.

Where the shareholders' general meeting considers a proposal to provide a guarantee for shareholders, de facto controllers and their related parties, such shareholder or a shareholder at the disposal of such de facto controllers shall not participate in that vote.

The external guarantee matters other than those listed in this Article shall be approved by the Board of Directors.

Article 64

Except where the Company is in a crisis or any extraordinary circumstance, the Company shall not enter into any contract with anyone other than a Director, a Supervisor or any other senior officer to have all or significant part of the Company's business in the care of such person, unless obtained prior approval at a general meeting.

Article 51 of
Mandatory Provisions

Article 65

A general meeting shall either be an annual general meeting (an “AGM”) or an extraordinary general meeting. Shareholders’ general meetings shall be called by the Board of Directors. The annual general meeting of shareholders shall be held once every year within six months after the end of the previous accounting year.

Article 52 of
Mandatory Provisions

Paragraph 14(1),
Appendix 3 of the
Listing Rules

Article 100 of the
Company Law

The Board of Directors shall hold an extraordinary general meeting of shareholders within two months upon the occurrence of one of the following circumstances:

Article 6 of the
Opinions

- (I) when the number of directors is less than the number stipulated in Company Law or two-thirds of the number specified in the Articles of Association;
- (II) when the unrecovered losses of the Company amount to one third of the total amount of its paid-in share capital;
- (III) when any shareholder individually or jointly holding 10% or more of the Company’s outstanding voting shares requests in writing for the convening of an extraordinary general meeting;
- (IV) when deemed necessary by the Board of Directors or when requested by the Supervisory Committee;
- (V) when proposed by two or more of directors;
- (VI) other circumstances stipulated in the laws, administrative regulations and these Articles of Association.

The number of shares held in (III) above shall be calculated based on the date of the shareholder’s written request. In any of the circumstances referred to in items (III), (IV) and (V) above, the matter for consideration proposed by the party requesting the convening of the extraordinary general meeting shall be included in the agenda of such meeting.

Article 66

Article 101 of the
Company Law

The Board of Supervisors has the right to propose the Board of Directors to convene extraordinary general meetings and such proposal shall be made by way of written request(s). The Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting within ten (10) days upon receiving the proposal in accordance with the requirements of the laws, administrative regulations and these Articles of Association.

If the Board of Directors agrees to convene the extraordinary general meeting, notice convening the extraordinary general meeting shall be issued within five (5) days upon receiving the Board of Directors' resolution. Should there be alterations to the original proposals in the notice, consent has to be obtained from the Board of Supervisors.

If the Board of Directors does not agree to convene the extraordinary general meeting requested by the Board of Supervisors or does not reply within ten (10) days upon receiving the proposals, the Board of Directors will be considered as unable or refused to fulfill the obligation to convene general meetings and the Board of Supervisors may convene and preside over the meeting on its own.

The shareholders' general meeting called by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable to perform his duties or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.

Article 67

When shareholders request the convening of an extraordinary general meeting or any class meeting, the following procedures shall be followed:

Shareholders individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board of Directors shall reply in writing regarding the acceptance or refusal to convene an extraordinary general meeting or a class meeting within ten days upon receiving the aforesaid written request in accordance with the requirements of the laws, regulations and these Articles of Association. The aforementioned number of shares held shall be based on the number of shares held at the close of business on the date of the shareholder's written request (or, if the date of the written request is a non-trading day, the trading day preceding the date of the written request).

If the Board of Directors agrees to convene the extraordinary general meeting or the class meeting, notice convening the extraordinary general meeting or the class meeting shall be issued within 5 days upon receiving the Board of Directors' resolution. Should there be alterations to the original requests in the notice, consent has to be obtained from the relevant shareholders.

Article 72 of
Mandatory Provisions

Article 101 of the
Company Law

Paragraph 14(5),
Appendix 3 of the
Listing Rules

If the Board of Directors does not agree to convene the extraordinary general meeting or does not reply within 10 days upon receiving the request, shareholders individually or jointly holding not less than 10% of the Company's shares have to right to propose the Board of Supervisors to convene an extraordinary general meeting by way of written request(s).

If the Board of Supervisors agrees to convene the extraordinary general meeting, notice convening the extraordinary general meeting shall be issued within 5 days upon receiving the request. Should there be alterations to the original proposals in the notice, consent has to be obtained from the related shareholders.

If the Board of Supervisors does not issue notice of the general meeting or class meeting within the required period, it will be considered as not going to convene and preside over the general meeting or class meeting, and shareholders individually or jointly holding over 10% of the shares of the Company having voting rights at the meeting for 90 consecutive days have the right to convene and preside over the meeting on their own.

Article 68

With regard to the shareholders' general meeting called by the Board of Supervisors or shareholders on their own initiative, the Board of Directors and the secretary to the Board of Directors shall provide assistance. The Board of Directors shall provide the register of members as at of the record date for the general meeting. Whenever the Board of Directors failed to provide the register of members as at of the record date for the general meeting, the convener may apply to the securities registration and settlement or agency for obtaining it with the relevant notice or announcement of the convening of the shareholders' general meeting. The convener shall not use such shareholder register so obtained for any purposes other than convening the extraordinary shareholders' general meeting.

Article 69

All necessary expenses incurred for such shareholders' general meeting convened by the Board of Supervisors or shareholders shall be borne by the Company.

Article 70

Subject to the relevant provisions of laws and administrative regulations and the listing rules of the place where the shares of the Company are listed, the Company shall give written notice of the annual general meeting of shareholders 21 days prior to the meeting; the Company shall give written notice of the extraordinary general meeting of shareholders 15 days prior to the meeting, informing all shareholders of record of the matters to be considered at the meeting and the date and place of the meeting.

Reply of Adjustment

Paragraph 14(2),
Appendix 3 of the
Listing Rules

When the Company calculates the period of the meeting, the date of the meeting shall not be included.

Article 71

When the Company convenes the shareholders' general meeting, the Board of Directors, the Board of Supervisors or shareholders, individually or in aggregate, holding over 3% of the shares of the Company shall have the right to propose motions.

Article 54 of
Mandatory Provisions

Article 102 of the
Company Law

The contents of the motion to be proposed at the shareholders' general meeting shall fall within the terms of reference of the general meeting and have specified subjects and specific resolutions, in further compliance with the laws, administrative regulations and provisions of these Articles of Association.

Shareholders individually or jointly holding not less than 3% of the Company's shares may submit an extraordinary proposal to the convener in writing 10 days prior to date of the meeting. The convener shall dispatch a supplementary notice of the general meeting and announce the contents of such extempore proposal within 2 days upon receipt of the proposal, which shall be submitted to the shareholders' general meeting for consideration. Where the issuance of a supplementary notice for a general meeting fails to satisfy the relevant requirements of the listing rules of the place where the company is listed in relation to the issuance of supplementary notice, the Company shall adjourn the general meeting accordingly. The content of the temporary proposal shall fall within the terms of reference of the shareholders' general meeting, with clear topics and specific resolutions.

Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the general meeting.

Motion(s) not specified in the notice of shareholders' general meeting or inconsistent with the requirements stipulated in paragraphs 2 and 3 of this Article shall not be voted or resolved at the shareholders' general meeting.

Article 72	No matters not set out in the notice for the meeting shall be decided in an extraordinary general meeting.	Reply of Adjustment
Article 73	<p>The notice of a general meeting shall meet the following criteria:</p> <p>(I) be in writing;</p> <p>(II) specify the place, date and time of the meeting;</p> <p>(III) state the matters to be discussed at the meeting;</p> <p>(IV) it shall provide such information and explanations as are necessary for the shareholders to make an informed decision on the matters to be discussed; this principle includes (but not limited to) where the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way, the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained;</p> <p>(V) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;</p>	<p>Article 56 of Mandatory Provisions</p> <p>Reply of Adjustment</p>

- (VI) contain the full text of any special resolution to be proposed at the meeting;
- (VII) it shall contain a conspicuous statement that a shareholder entitled to attend and vote have such right to appoint one or more proxies to attend and vote on his or her behalf and that such proxy need not be a shareholder;
- (VIII) specify the time and place for lodging proxy forms for the relevant meeting;
- (IX) specify the name and telephone number of the standing contact person for the meeting;
- (X) specify the date of registration of equity entitlements for shareholders having the right to attend the general meeting, the interval between the date of registration and the date of the meeting shall comply with the regulations of the relevant stock exchange or regulatory authority where the shares of the Company are listed.

If a shareholders' general meeting is held by online or other means for shareholders to participate in it, the method and details of the online or other means of participation shall be clearly set out in the notice of the shareholders' general meeting or in an announcement as soon as possible before the date of the shareholders' general meeting.

Article 74

Except as otherwise provided in the relevant laws and regulations and the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of the general meeting shall be published through the website of the stock exchange where the shares of the Company are listed and the website of the Company or delivered to the shareholders (regardless of whether they have the right to vote at the general meeting) by personal delivery or prepaid mail to the address as shown in the register of shareholders. For the holders of domestic shares, notice of the meeting may also be issued by way of public announcement.

The Announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

For shareholders of overseas listed foreign invested shares, subject to the rules of the securities regulatory authority in the place where the shares of the Company are listed, the notice of the general meeting may also be given or provided in such other manner as may be approved by the relevant regulatory authority in the place where the shares of the Company are listed or as permitted under Chapter 22 of these Articles of Association.

Article 57 of
Mandatory Provisions
Reply of Adjustment

Article 75	The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, any person entitled to receive the notice shall not invalidate the meeting and the resolutions thereat.	Article 58 of Mandatory Provisions
Article 76	<p>Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorisations from that shareholder:</p> <p>(I) the shareholder’s right to speak at the meeting;</p> <p>(II) the right to demand a poll or join in such a demand;</p> <p>(III) the right to vote by hand or on a poll, except that where a shareholder has appointed more than one proxy, his or her proxies may only exercise the voting rights when a poll is taken.</p>	Article 59 of Mandatory Provisions
Article 77	<p>Shareholders shall appoint a proxy by written instrument which is signed by the principal or his or her agent so authorised in writing, or if the appointer is a legal person, affixed with the seal of the legal person or signed by its director or a duly authorised agent or personnel.</p> <p>Each member shall be entitled to appoint a proxy but such proxy need not be a shareholder of the issuer; and in the case where the shareholder being a corporation, it may appoint a proxy to attend and vote at any general meeting of the issuer and such corporation shall be deemed to be present in person at any such meeting if it has appointed a proxy to attend thereat. Such corporation may execute a form of proxy by its duly authorised officer.</p>	Article 60 of Mandatory Provisions Paragraph 18, Appendix 3 of the Listing Rules

Article 78

Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting 24 hours before the relevant meeting for voting according to the proxy form, or 24 hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarised. A notarially certified copy of that power of attorney or other authorisation documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting. The power of attorney should indicate the date of issuance.

Where the principal is a legal person, its legal representative or a person authorised by resolution of its Board of Directors or other decision-making body may attend and vote at the Company's shareholders' general meetings as a representative and exercise the same powers that the legal person could exercise on behalf of the legal person, as if it is an individual shareholder.

If a shareholder is a recognised clearing house (or its proxy) as is defined under the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong), it may, as it sees fit, appoint one or more persons as its proxies to attend and vote at any shareholders' general meeting or class meeting. However, if more than one person is appointed, the instrument of proxy shall specify the number and class of the shares relating to each such proxy. A person so authorised may exercise the same rights and powers (including the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands) on behalf of the recognised clearing house (or its proxy) as if he is an individual shareholder of the company (without having to produce a shareholding certificate, a notarised authorisation and/or further evidence of his duly authorised authority).

Article 61 of
Mandatory Provisions

Paragraph 19,
Appendix 3 of the
Listing Rules

Article 79

The format of any proxy form issued by the Board of the Company to shareholders for the appointment of a shareholder's proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or against, and give directives on each of the issues to be voted on at the meeting. Such proxy form shall contain a statement that in the absence of instructions from the shareholder, his or her proxy may vote at his or her discretion.

Article 62 of
Mandatory Provisions

Save as provided above, the aforesaid proxy form shall also contain the following: number of shares represented by, and name of, the proxy; whether voting power is granted to the proxy; whether the proxy is entitled to votes for the interim proposals that may be included in the agenda of the shareholders' general meeting; specific instruction of voting if voting power is granted; date of appointing a proxy and the effective period for such appointment. Where a shareholder appoints more than one proxy, he shall specify the number of shares represented by each proxy in the proxy form.

Where the shareholders' general meeting is attended by proxy, he shall produce his identification proof and letter of authorisation signed by the appointor or its legal representative which stipulates the date of appointment. Where a corporate shareholder appoints its legal representative to attend the meeting, the legal representative shall produce his identification proof and the notarised copy of the resolution appointing the said legal representative of the board of directors or other authority of the legal person or other certified copy permitted by the Company (except for recognised clearing house or its proxy).

Article 80

Where the principal deceased, lost capacity, revoked the appointment or the signed authorisation for appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the proxy form shall remain valid as long as the Company did not receive a written notice of such event prior to the commencement of the relevant meeting.

Article 63 of
Mandatory Provisions

Article 81

Resolutions of shareholders' general meetings are classified as ordinary resolutions and special resolutions.

Article 64 of
Mandatory Provisions

Ordinary resolutions of the shareholders' general meeting shall be passed by more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting.

Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

Shareholders (including proxies) attending the meeting shall vote explicitly in favour of or against each matter which has been put to vote at the meeting. If a shareholder or his proxy casts abstention vote or abstains from voting, his vote shall not be counted in the voting results of the Company.

Article 82

A shareholder (including his or her proxy) who votes at a general meeting shall exercise his or her voting rights based on the number of voting shares held. Each share shall have one vote. However, shares held by the Company shall carry no voting rights.

Article 65 of
Mandatory Provisions

Article 103 (1) of the
Company Law

Paragraph 14(4),
Appendix 3 of the
Listing Rules

If the Listing Rules require that a shareholder shall abstain from voting on a certain resolution or limit a shareholder to cast affirmative or negative votes on a certain resolution, any votes cast by the shareholder or his or her proxy in violation of the aforesaid requirements or restrictions shall not be counted in the voting results.

Exercise of voting rights in accordance with the instruction given by the actual beneficial owner to the securities registration and settlement organisation acting as the nominee of shares traded through the Stock Connect mechanism between China mainland and Hong Kong securities markets shall not be subject to the restriction under this Article.

Article 83

At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded before or after a vote by show of hands by the following persons:

Article 66 of
Mandatory Provisions

- (I) the chairman of the meeting;
- (II) at least two shareholders with voting rights or proxies thereof;
- (III) one or more shareholders present in person or by proxy representing 10% or more of all shares carrying the right to vote at the meeting.

Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the recording of such in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution.

The demand for a poll may be withdrawn by the person who demanded the same.

Article 84

A poll demanded on the election of the chairman of the meeting, or on a question of the adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

Article 67 of
Mandatory Provisions

Article 85

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

Article 68 of
Mandatory Provisions

Article 86	When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote regardless of whether such resolution is decided on a show of hands or on a poll.	Article 69 of Mandatory Provisions
Article 87	The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:	Article 70 of Mandatory Provisions
	(I) work reports of the Board of Directors and the Board of Supervisors;	Paragraph 4(3), Appendix 3 of the Listing Rules
	(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;	
	(III) preliminary and final annual budgets, balance sheets, profit accounts, and other financial statements of the Company;	
	(IV) appointment and dismissal of members of the Board of Directors and members of the Board of Supervisors, their remuneration and manner of payment;	
	(V) the appointment, removal and remuneration of the accounting firm;	
	(VI) matters other than those which are required by law, administrative regulation or these Articles of Association to be adopted by special resolution.	

Article 88

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

Article 71 of
Mandatory Provisions

Articles 103 (2) and
121 of the Company
Law

Paragraph 16,
Appendix 3 of the
Listing Rules

- (I) the increase or reduction in share capital of, and the issue of shares of any class, warrants and other similar securities by the Company;
- (II) the issue of debentures of the Company;
- (III) the division, split, merger, dissolution and liquidation of the Company and change of the form of the company;
- (IV) the amendment of these Articles of Association;
- (V) purchase or disposal of material assets or provision of guarantee by the Company of a value exceeding 30% of the Company's latest audited total assets within one year;
- (VI) external investment and acquisition projects of the Company;
- (VII) share incentive plan and employee share ownership plan;
- (VIII) to resolve on the repurchase of the Company's own shares;
- (IX) any other matters approved by ordinary resolution at a shareholders' general meeting as having a material impact on the Company and that shall be approved by a special resolution;
- (X) any other matters prescribed by the laws, administrative regulations and these Articles of Association that shall be approved by a special resolution;
- (XI) any other matters required by the Listing Rules to be approved by special resolution.

Article 89	Any resolution passed at a shareholders' general meeting shall be in compliance with the laws and administrative regulations of the PRC, the Listing Rules and the relevant provisions of these Articles of Association.	
Article 90	The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting by way of proposal.	Article 105 of the Company Law
Article 91	<p>The shareholders' general meeting shall be called by the Board of Directors and presided over by the chairman of the Board of Directors; if the chairman of the Board of Directors is unable to perform his duties or does not perform his duties, the vice chairman of the Board of Directors shall preside over the meeting; if the vice chairman of the Board of Directors is unable to perform his duties or does not perform his duties, more than half of the directors shall jointly elect a director to preside over the meeting.</p> <p>Where the Board of Directors is unable to perform or does not perform the duty of calling a shareholders' general meeting, the Board of Supervisors shall promptly call and preside over the meeting; where the Board of Supervisors does not call and preside over the meeting for more than 90 consecutive days, shareholders who individually or collectively hold more than 10 percent of the shares of the Company may call and preside over the meeting on their own initiative.</p>	Article 101 of the Company Law
Article 92	The chairman of the meeting shall determine whether or not a resolution of the shareholders' general meeting shall be adopted. His or her decision shall be final and conclusive and shall be announced at the meeting and recorded in the minutes.	Article 74 of Mandatory Provisions
Article 93	<p>At a shareholders' general meeting, the approach and procedures for nomination of directors and supervisors are as follows:</p> <p>(I) Shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may, by way of a written proposal, put forward to the shareholders' general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of these Articles of Association, and shall not exceed the number to be elected. The aforesaid proposal put forward by shareholders to the Company shall be delivered to the Company at least 14 days before the convening of the shareholders' general meeting.</p>	Article 4 of the Letter of Opinion on Supplements

- (II) Within the number of members as specified in these Articles of Association and based on the number to be elected, directors and supervisors may propose a list of recommended candidates for director and supervisor positions, which shall be submitted to the Board of Directors and Board of Supervisors for approval. After the list of candidates for directors and supervisors is determined upon approval by the Board of Directors and Board of Supervisors and adoption of a resolution, it should be proposed in writing at a shareholders' general meeting.
- (III) At a shareholders' general meeting, voting for each candidate for a director and supervisor shall be handled as separate resolutions.
- (IV) In the case of ad hoc addition or replacement of any director or supervisor, the Board of Directors and the Board of Supervisors shall put forward a proposal to the shareholders' general meeting for such election or replacement.

Article 94

If the chairman of the meeting has any doubt as to the result of any resolution put to the vote, he may have the votes counted. If the chairman of the meeting does not have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately.

Article 75 of
Mandatory Provisions

Article 95

If votes are counted at a shareholders' general meeting, the counting result shall be recorded in the minutes of the meeting. The minutes of the meeting together with the proxy forms and voting situation on Internet or otherwise shall be kept at the domicile of the Company.

Article 76 of
Mandatory Provisions

Article 107 of the
Company Law

The minutes of the meeting shall be recorded by the secretary of the meeting and signed by the chairman of the meeting and the directors present at the meeting.

Article 96

Shareholders may inspect copies of meeting minutes during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes from the Company, the Company shall send such photocopy within 7 days upon receipt of reasonable fees.

Article 77 of
Mandatory Provisions

**Chapter 10 Special Procedures for Voting
by Class Shareholders**

Article 97	<p>Shareholders holding different classes of shares are referred to as class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with the laws, administrative regulations and these Articles of Association.</p>	Article 78 of Mandatory Provisions
Article 98	<p>Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' general meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 100 to 104 hereof.</p> <p>No approval by a shareholders' general meeting or a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and foreign laws and administrative regulations and listing rules where the Company's shares are listed, and the decisions made by domestic and foreign regulatory authorities in accordance with the laws.</p> <p>The transfer of domestic shares held by domestic shareholders to overseas investors for listing and trading overseas, or all or part of the domestic shares are converted into overseas listed foreign invested shares and listed abroad for trading on an overseas stock exchange, shall not be considered as the Company's intention to vary or abrogate the rights of class shareholders.</p>	Article 79 of Mandatory Provisions Paragraph 15, Appendix 3 of the Listing Rules

Article 99

The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a particular class:

Article 80 of
Mandatory Provisions

- (I) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to the shares of such class, except that, with the approval of the securities regulatory authority under the State Council, shareholders of domestic shares may transfer their shares to foreign investors and list and trade such shares overseas;
- (II) to effect a change of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into those of such class, except that, with the approval of the securities regulatory authority under the State Council, shareholders of domestic shares may transfer their shares to foreign investors and list and trade such shares overseas;
- (III) to cancel or reduce rights attached to shares of such class to receive accrued dividends or cumulative dividends;
- (IV) to reduce or cancel rights attached to the shares of such class to preferentially receive dividends or to preferentially receive distributions of assets in a liquidation of the Company;
- (V) to add, cancel or reduce the share conversion rights, options, voting rights, transfer rights, pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;
- (VI) to cancel or reduce rights attached to the shares of such class to receive payments made by the Company in a particular currency;

- (VII) to create a new class of shares with voting rights, distribution rights or other privileges equal to or superior to those of the shares of such class;
- (VIII) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions;
- (IX) to grant the right to subscribe for, or convert into, shares of such or another class;
- (X) to increase the rights and privileges of the shares of another class;
- (XI) to restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;
- (XII) to vary or abrogate any provision of this Chapter.

Article 100

Shareholders of the affected class, whether or not otherwise entitled to vote at the shareholders' general meetings, shall nevertheless be entitled to vote at class meetings in respect to matters concerning items (II) to (VIII), (XI) and (XII) of Article 99 hereof, but the interested shareholder(s) shall not be entitled to vote at class meetings.

Article 81 of
Mandatory Provisions

Interested shareholders as specified in the preceding paragraph shall refer to:

- (I) in the case of a repurchase of shares by the Company by way of a repurchase offer to all shareholders of the Company in the same proportion or by way of public transactions on a stock exchange pursuant to Article 32 of these Articles of Association, an "interested shareholder" shall refer to a controlling shareholder as defined in Article 60 of these Articles of Association;
- (II) In the case of a repurchase of shares by the Company outside the stock exchange by way of agreement under Article 32 of these Articles of Association, an "interested shareholder" shall refer to a shareholder who is related to the agreement;
- (III) in the case of restructuring of the Company, an "interested shareholder" shall refer to a shareholder who assumes a relatively less proportion of responsibility than that of any other shareholders of that class or who has an interest different from that of any other shareholders of that class.

Article 101	Resolutions of a class meeting shall be passed by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 100 hereof.	Article 82 of Mandatory Provisions
Article 102	In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class with reference to the time limit for notice of annual and extraordinary general meetings as required by Article 70 hereof, specifying the matters proposed to be considered and the date and place of the meeting.	Reply of Adjustment Article 83 of Mandatory Provisions
Article 103	The notice of the class meeting shall only be served to shareholders entitled to vote thereat. A class meeting shall be held under procedures as similar as possible to a shareholders' general meeting. The provisions of the Articles of Associations which relate to the convening of shareholders' general meetings shall apply to class meetings.	Article 84 of Mandatory Provisions
Article 104	In addition to holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders. The special voting procedures for class meetings shall not apply to the following circumstances: (I) Where the Company issues, upon approval by a special resolution of its shareholders in a general meeting, either separately or concurrently every 12 months, not more than 20% of each of the existing issued domestic shares and overseas listed foreign invested shares; (II) Where the Company's plan to issue domestic shares and overseas listed foreign invested shares at the time of its establishment is implemented within 15 months from the date of approval by the securities regulatory authority of the State Council.	Article 85 of Mandatory Provisions Article 3 of the Letter of Opinion on Supplements and Amendments Rules (f) (i) and (ii), Section 1, Appendix 13d of the Listing Rules

Article 105	Upon the approval by the securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer the shares held by them to overseas investors, and such transferred shares may be listed or traded on an overseas stock exchange. The abovementioned transferred or converted shares, if listed and traded on an overseas stock exchange, shall also be subject to the regulatory procedures, provisions and requirements of the overseas securities markets. In the event that the transferred shares are listed and traded on a foreign stock exchange, a vote at a class meeting of shareholders is not required.	Article 23 of the “Notice Regarding China Securities Regulatory Commission’s Feedback on the Review of Administrative Permission Items” (No. 060701) issued by the China Securities Regulatory Commission
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Chapter 11 Board of Directors

Article 106	The Company shall have a Board of Directors consisting of eight directors, which shall have a chairman, a vice chairman and six directors, of whom at least three and not less than one-third shall be independent non-executive directors, and at least one of the independent non-executive directors shall be a financial or accounting professional as determined by the Listing Rules.	Articles 86 and 87 of Mandatory Provisions Articles 4 and 6 of the Opinions Rules 3.10 and 3.10A of the Listing Rules
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Article 107	Directors shall be elected by the shareholders’ general meetings and shall have a term of office of 3 years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and re-appointment.	Article 87 of Mandatory Provisions Article 45 of the Company Law
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Any person appointed as director by the Board of Directors to fill a casual vacancy or as an addition to the Board of Directors shall only hold office until the next general meeting of the Company, and shall then be eligible for re-election.

Rule 4(2), Appendix 3 of the Listing Rules

Article 4 of the Letter of Opinion on Supplements and Amendments

The chairman and vice chairman of the Board of Directors shall be elected or removed by more than one half of all directors. The term of office of the chairman and the vice chairman shall be 3 years and is renewable upon re-election.

Rule 4(3), Appendix 3 of the Listing Rules

A general meeting may remove a director within his or her term of office by an ordinary resolution, provided that the relevant laws and administrative regulations are observed (however, the claim of such director for compensation under any contract shall not be affected).

The chairman and vice chairman may concurrently hold the office of the general manager or other senior management of the company (except supervisors).

External directors and independent non-executive directors shall have sufficient time and the necessary intellectual capacity to perform their duties. When an external director performs his or her duties, the Company must provide the necessary information and materials. Among them, independent non-executive directors may report directly to the shareholders' general meeting, the securities supervisory authority under the State Council and other relevant authorities.

Directors are not required to hold shares of the Company.

Article 108

Each Director (including those with an appointed term) shall retire from office by rotation at least once every three years.

Code Provisions B.2.2, B.2.3 and B.2.4 of Appendix 14 of the Listing Rules

Where an independent non-executive director has served for more than nine years, his or her appointment shall be considered and approved by shareholders by way of an independent resolution. The document accompanying the resolution to be circulated to shareholders shall include a statement of why the Board of Directors (or the Nomination Committee) believes that such director remains independent and should be re-elected, including the factors considered, the process by which the Board of Directors (or the Nomination Committee) made this decision and the content of the discussion.

If all independent non-executive directors on the Company's Board of Directors have been holding office for more than nine years, the Company shall:

- (I) disclose the name and term of office of each continuing independent non-executive director in the circular to shareholders and/or explanatory statement accompanying the notice of AGM; and
- (II) appoint a new independent non-executive director at the next AGM.

Article 109

The following conditions should be met for a person to serve as an independent non-executive director:

Rules 3.12 and 3.13 of the Listing Rules

- (I) qualified to be a director of a company in accordance with the laws, administrative regulations, the listing rules of the place of listing and other relevant regulations;
- (II) meet the requirements of the Listing Rules regarding the qualification of independent non-executive directors.

In the event that an independent non-executive director fails to meet the basic requirements to serve as an independent non-executive director or is otherwise unsuitable to perform the duties of an independent non-executive director, the independent non-executive director shall be replaced within three months after he or she fails to meet the relevant requirements.

Article 110

A director may resign before the expiration of his or her term of office. The resigning director shall submit a written resignation to the Board of Directors.

Articles 45(2), 108(3) of the Company Law

Rule 4(2), Appendix 3 of the Listing Rules

In the event that the resignation of any director results in the number of members of the Board of Directors to be less than the statutory minimum requirement, the said director shall continue to perform duties as director pursuant to the laws, administrative regulations, departmental rules and these Articles of Association until a new director is elected and assumes his/her office.

Any person appointed as director by the Board of Directors to fill a casual vacancy or as an addition to the Board of Directors shall only hold office until the first shareholders' general meeting of the Company after the appointment, and shall then be eligible for re-election.

Save for the circumstances referenced in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation to the Board of Directors.

Article 111

The Board of Directors shall be responsible to the shareholders' general meeting and exercises the following powers:

Article 88 of Mandatory Provisions

Articles 46 and 108 of the Company Law

Article 6 of the Opinions

Code Provision A.2.1 of Appendix 14 of the Listing Rules

Article 124 of the Company Law

- (I) responsible for calling shareholders' general meeting and reporting its work thereto;
- (II) to implement resolutions approved at the shareholders' general meeting;
- (III) to decide the Company's operational plans and investment plans;
- (IV) to formulate the Company's annual financial budgets and final accounts;
- (V) to formulate the Company's profit distribution plan and plan for recovery of losses;
- (VI) to formulate plans to increase or reduce the registered capital of the Company and the plans to issue corporate bonds or other securities and listing;
- (VII) to draft plans of substantial acquisition, repurchase of the Company's shares or merger, division, dissolution or change of the form the Company;
- (VIII) to decide on the establishment of the Company's internal management structure;
- (IX) to appoint or dismiss the Company's general managers, secretary of the Board of Directors; according to the nomination by the general manager, appoint or dismiss other senior management member of the Company and to decide on their remuneration and punishment; to appoint or replace the members of the Board of Directors and the board of supervisors of wholly-owned subsidiaries, and to appoint, replace or recommend the representatives of shareholders, directors and supervisors of holding subsidiaries and participating companies;

- (X) to formulate the basic management system of the Company;
- (XI) to formulate the proposal on amendments to these Articles of Association;
- (XII) to decide on the establishment of the Company's branches;
- (XIII) the Board of Directors shall exercise decision-making power on matters such as external investment (including capital increase and equity transfer to invested enterprises), financing, venture capital and entrusted financial management, as well as external guarantee, except for those matters that must be decided by the shareholders' general meeting as stipulated by laws, administrative regulations, the Listing Rules and these Articles of Association;
- (XIV) to decide on other major affairs and administrative matters of the Company, subject to compliance with relevant laws, administrative regulations and these Articles of Association, except for those matters which the Company and these Articles of Association stipulate to be resolved at a shareholders' general meeting;
- (XV) other powers as is stipulated in these Articles of Association or as conferred by the shareholders' general meeting.

When the Board of Directors makes decisions on matters in the preceding paragraph, except for items (VI), (VII) (IX) and (XI) and resolution of guarantee matters within the scope of its authority in accordance with the provisions of these Articles of Association which must be approved by votes of over two-thirds of the directors, the other items may be approved by the votes of more than half of the directors.

Where the Board of Directors makes a resolution on a connected transaction, it must be signed by independent non-executive directors before it can become effective.

Where a director has any related party relationship with the enterprise involved in the resolution of the board meeting, he/she shall not exercise the voting rights on the resolution, nor shall he/she exercise the voting rights on behalf of other directors. The meeting of the Board of Directors can be held only when more than half of the directors with no related party relationship or material interests are present, and the resolutions submitted at the meeting of the Board of Directors must be approved by more than half of the directors with no related party relationship or material interests. Where there are less than three directors present at the meeting of the Board of Directors with no related party relationship, the matter concerned shall be submitted to the shareholders' general meeting for consideration.

Article 112

The Board of Directors shall not, without the prior approval of shareholders at a general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal, exceeds 33% of the value of the Company’s fixed assets as stated in the last balance sheet placed before the general meeting.

Article 89 of
Mandatory Provisions

Article 4 of the
Opinions

A “disposal of fixed assets” as referred to in this article includes an act involving the transfer of an interest in certain assets but does not include the provision of fixed assets by way of security.

The validity of transactions conducted for disposal of fixed assets by the Company shall not be affected by the breach of the first paragraph of this Article.

Before making decisions on matters such as market development, mergers and acquisitions, investments in new fields, etc., the Board of Directors shall engage social consulting institutions to provide professional opinions as an important basis for the Board of Directors’ decisions on projects in which the amount of investment or mergers and acquisitions of assets reaches 10% or more of the Company’s total assets.

Article 113

The Board of Directors shall perform its duties in compliance with national laws, administrative regulations, the Listing Rules, these Articles of Association and the resolutions of the shareholders’ general meeting.

Article 114

The chairman of the Board of Directors shall exercise the following powers:

Article 90 of
Mandatory Provisions

Article 109 (2) of the
Company Law

- (I) to preside over general meetings, and to call and preside over meetings of the Board of Directors;
- (II) to inspect the implementation of resolutions of the Board of Directors;
- (III) to sign the securities issued by the Company;
- (IV) Any other powers stipulated in the laws, administrative regulations and these Articles of Association and conferred by the Board of Directors.

Whereas the chairman is unable or fail to perform his duties, the vice chairman shall perform the duties; if the vice chairman unable or fail to perform his duties, one director elected by a majority of directors shall perform the duties.

Article 115	<p>Meetings of the Board of Directors shall be held at least four times a year and be called by the chairman of the Board of Directors. In case of urgent matters, an extraordinary meeting of the Board of Directors may be convened if proposed by shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, more than one-half of the independent directors or the Board of Supervisors, the chairman of the Board of Directors, the general manager of the Company, or in other cases as provided by laws, administrative regulations, regulatory bodies and these Articles of Association. The chairman shall call and preside over such meeting of the Board of Directors within ten days upon receipt of the proposal.</p>	<p>Article 91 of Mandatory Provisions</p> <p>Article 110 of the Company Law</p> <p>Article C.5.1 of Appendix 14 of the Listing Rules</p>
Article 116	<p>Notice of a meeting of the Board of Directors shall be given fourteen days prior to a regular meeting and the meeting documents shall be delivered to all directors and supervisors three days prior to the meeting. Notice of extraordinary meeting of the Board of Directors shall be given in writing to all directors and supervisors five days before the meeting and the meeting documents shall be sent to all directors three days before the meeting.</p> <p>If the situation is urgent and an extraordinary meeting of the Board of Directors needs to be held as soon as possible, the notice of the meeting and the delivery of the meeting documents may be exempted from the time limit in the preceding paragraph, but the effective delivery to the directors and supervisors must be ensured before the meeting. The time and place of meetings of the Board of Directors may be set in advance by the Board of Directors and recorded in the minutes of the meetings. If such minutes have been sent to all directors at least fourteen days before the next meeting of the directors, it shall be convened without separate notice to the directors.</p>	<p>Article 92 of Mandatory Provisions</p> <p>Articles C.5.3 and C.5.8 of Appendix 14 of the Listing Rules</p>
Article 117	<p>For any material matters to be decided by the Board of Directors, the Company must inform the directors in advance within the time specified in these Articles of Associations, provide sufficient information at the same time, and handle in strict accordance with the specified procedures. The directors may request additional information. When one fourth or more of the directors or two or more of the independent non-executive directors consider that the information and materials are not sufficient or they are unable to make a decision on the matters for other reasons, they may jointly propose to postpone the meeting of the Board of Directors or delay the discussion of certain matters to be resolved in the board meeting, and the Board of Directors shall adopt the relevant proposal.</p>	<p>Article 3 of the Opinions</p>

Article 118 Regular meetings or extraordinary meetings of the Board of Directors may be held in the form of telephone conference or by means of similar communication facilities. So long as the directors attending the meeting are able to hear the speech of other directors clearly and communicate, all the directors attending the meeting shall be deemed to have attended the meeting in person.

Article 119 Except as otherwise provided in these Articles of Association and the Listing Rules, the Board of Directors may accept meetings of the Board of Directors in the form of written communications over the resolutions to replace meetings on site. However, draft motions of the meeting must be delivered to all directors by hand, mail, e-mail, telegraph or facsimile. After the Board of Directors has delivered the motion to all directors and that the number of directors giving consent and signature to the motion has reached the quorum, such motion, if delivered to the secretary to the Board of Directors by means of methods referred to above, shall become a resolution of the Board of Directors and no calling of a meeting of the Board of Directors shall be required.

Article 120 A resolution in writing signed and agreed to by all the directors respectively shall be deemed to be as valid as if it had been passed at a single legally convened meeting of the Board of Directors. Such written resolutions may consist of several duplicates, each signed by one or more of the directors. A resolution of the Company signed by a director or containing the name of a director and sent by telegram, telex, post, facsimile or by hand shall be deemed to be a document signed by him for the purposes of this Article.

Article 121 A meeting of the Board of Directors shall only be held with the attendance of over two-thirds of the directors.

Article 93 of
Mandatory Provisions

Each director shall be entitled to one vote. Unless otherwise provided by the laws, administrative regulations and these Articles of Association, the Board of Directors' resolutions must be voted for by more than half of all the directors.

Article 111 of the
Company Law

Article 124 of the
Company Law

Article 122

Directors shall attend meetings of the Board of Directors in person. Where a director is unable to attend for certain reasons, the director may appoint another director, by a notice in writing, to attend the meeting on his or her behalf. The letter of proxy shall state the scope of authorisation.

Article 94 of
Mandatory Provisions

The director attending the meeting for another Director shall exercise the rights of the latter director within the scope of authorisation. Where a director neither attends a certain meeting of the Board of Directors nor appoints a proxy to attend such meeting, it shall be deemed as a waiver of his or her voting rights at that meeting.

Article 123

All the matters resolved at the meeting of the Board of Directors shall be recorded in the minutes of meeting. The Directors who attended the meeting, the secretary to the Board of Directors and the note-taker shall sign on the minutes of meeting.

Article 95 of
Mandatory Provisions

Article 3 of the
Opinions

At meetings of the Board of Directors, the comments of the independent non-executive directors (in particular, their views contrary to those of the other directors on any issue discussed) shall be set out in the minutes of the meetings of the Board of Directors.

Any director shall be entitled to inspect the papers and materials of the meetings of the Board of Directors. Any questions from any director shall be answered as promptly and as fully as possible. The minutes of the meetings of the Board of Directors shall be available for inspection by any director during any office hours upon reasonable notice.

The directors shall be responsible for the resolutions passed at the meeting of the Board of Directors. Where a resolution of the Board of Directors violates laws, administrative regulations or these Articles of Association or the resolution of the shareholders' general meeting and causes serious loss to the Company, the director who voted in favor of the resolution shall bear the direct responsibility (including liability for compensation); the director who voted against the resolution, who is proven to have expressed dissent in the voting and recorded in the minutes of the meeting, shall be exempt from liability; the director who abstained in the voting or was not present and did not explicitly vote against the resolution shall not be exempt from liability; the director who explicitly raised dissent in the discussion but did not explicitly vote against the resolution in the voting shall also not be exempt from liability.

Article 124 The Board of Directors shall establish special committees for audit, remuneration and nomination in accordance with relevant laws and regulations and the requirements of the Listing Rules. All members of the special committees shall be directors. The composition, duties, and rules of procedure of the special committees of the Board shall be resolved separately by the Board of Directors. These special committees are ad hoc committees under the Board of Directors to provide advice or advisory opinions for the Board of Directors on material decisions, or to exercise decision making power in respect to the authorised matters in accordance with the special powers bestowed by the Board of Directors.

Chapter 12 Secretary to the Board of Directors

Article 125 The Company shall have one secretary to the Board of Directors. The secretary to the Board of Directors is a senior management officer of the Company.

Article 96 of
Mandatory Provisions

Article 126 The secretary to the Board of Directors of the Company shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board of Directors. His or her primary duties include:

Article 97 of
Mandatory Provisions

Article 123 of the
Company Law

Rule 3.28 of the
Listing Rules

- (I) to ensure that the Company has a complete set of organisational documents and records; keep and manage shareholder's information; to assist the directors in addressing the routine tasks of the Board of Directors, provide, remind and ensure that the directors are aware of the regulations, policies and requirements of domestic and foreign regulatory authorities in relation to the operation of the company on an ongoing basis, and to assist the directors and the general manager to effectively comply with domestic and foreign laws, regulations, these Articles of Association and other relevant provisions in the exercise of their powers;
- (II) to organise and arrange for the board meetings and shareholders' general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensuring their accuracy, and keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. He or she should report any important issues that occur during the implementation and, report to the Board of Directors and put forward relevant proposals;

- (III) to ensure that major matters decided by the Board of Directors of the Company are carried out in strict accordance with the prescribed procedures. At the request of the Board of Directors, participate in the organisation of consultation and analysis of decision-making matters of the Board of Directors, and put forward corresponding opinions and recommendations. To be entrusted with the day-to-day work of the Board of Directors and its relevant committees;
- (IV) to act as the liaison between the Company and the securities regulatory authorities, to be responsible for organising the preparation and prompt submission of the reports and documents required by the regulatory authorities, and for accepting and organising the implementation of any assignment from the regulatory authorities;
- (V) to be responsible for coordinating and organising the Company's disclosure of information, establish and improve the information disclosure system, participate in all of the Company's meetings involving the disclosure of information, and keep informed of the Company's material operation decisions and related information in a timely manner;
- (VI) to be responsible for the confidentiality of the Company's price-sensitive information, and formulate effective confidentiality systems and measures. To take necessary remedial measures, promptly explain and clarify any leaks of price-sensitive information caused by various reasons, and inform the stock exchange where the Company's shares are listed as well as the CSRC;
- (VII) to be responsible for coordinating the reception of visitors, maintaining contact with the news media, coordinating the answering of questions from the public, handling relations with intermediaries, regulatory authorities and the media and organising the reporting of relevant matters to the CSRC;

- (VIII) to ensure that the register of members of the Company is properly established, and that persons entitled to access relevant records and documents of the Company may access such records and documents in a timely manner;
- (IX) to assist the directors and the general manager to effectively comply with domestic and foreign laws, regulations, these Articles of Association and other relevant provisions in the exercise of their powers. When he or she become aware that the company has made or may make a resolution in violation of the relevant provisions, be obliged to make a reminder in a timely manner and have the right to truthfully reflect the situation to the CSRC and other regulatory bodies;
- (X) to coordinate the provision of necessary information to the Board of Supervisors of the Company and other audit bodies in the performance of their supervisory functions, and to assist in investigations relating to the performance of integrity responsibilities by the financial controller, directors and general manager of the Company;
- (XI) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations and the stock exchange of the place where the Company's shares are listed.

Article 127

A director or other senior management of the Company (other than the general manager or the financial controller of the Company) may also serve as the secretary to the Board of Directors of the Company, provided that he/she must have sufficient energy and time to undertake the duties of the secretary to the Board of Directors. The accountants of the accounting firm engaged by the Company and the management personnel of the controlling shareholder of the Company shall not concurrently serve as the secretary to the Board of Directors of the Company.

Article 98 of
Mandatory Provisions

Article 1 of the
Opinions

Where the secretary to the Board of the Company is concurrently served by a director, and if an act is required to be taken by a director and a secretary to the Board of the Company separately, the person who holds the office of director and secretary shall not perform the act in a dual capacity.

Chapter 13 General Manager and Other Senior Management Officers

Article 128

The Company shall have one general manager who shall be appointed or dismissed by the Board.

Article 99 of
Mandatory Provisions

The Company may have several deputy general managers who are appointed or dismissed by the Board of Directors based on the nomination of the general manager; the deputy general managers shall assist the general manager and are accountable to him.

Article 129

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

Article 100 of
Mandatory Provisions

- (I) to be in charge of the production, operation and management of the Company, and to arrange proper resources to implement resolutions of the Board of Directors;
- (II) to arrange proper resources to implement the Company's operational plans and investment plans;
- (III) to draft the plan for the establishment of the Company's internal management structure;
- (IV) to draft the plan for the establishment of basic management system of the Company;
- (V) to formulate the basic regulations of the Company;
- (VI) to propose the employment and dismissal of the deputy general managers and the financial controller of the Company;
- (VII) to appoint or dismiss management staff other than those required to be appointed or dismissed by the Board;
- (VIII) To draft the salaries, benefits, rewards and punishments of the employees of the Company, to decide on the employment and dismissal, promotion and downward reclassification, salary increase and reduction, appointment, employment, termination and dismissal of the employees of the company;
- (IX) to propose to convene extraordinary meetings of the Board of Directors;
- (X) to exercise other functions and powers conferred by these Articles of Association and the Board of Directors.

Article 130 The general manager shall attend board meetings and, if the general manager is not a director, he shall not have voting right thereat. Article 101 of Mandatory Provisions

Article 131 The general manager and other senior management of the Company shall not, in the exercise of their powers, alter the resolutions of the shareholders' general meeting and the Board of Directors or exceed the scope of their power.

Article 132 The general manager and other senior management of the Company, in performing their duties and exercising their powers, shall act honestly and diligently in accordance with laws, administrative regulations and these Articles of Association. Article 102 of Mandatory Provisions

Chapter 14 Board of Supervisors

Article 133 The Company shall have a Board of Supervisors. It shall exercise supervisory functions over the Board of Directors, its members and senior management and the management of the Company to prevent them from abusing their powers and infringing the rights and interests of shareholders, the Company and its employees. Article 103 of Mandatory Provisions

Article 134 The Board of Supervisors shall consist of three Supervisors, two of whom shall be representatives of the shareholders and one of whom shall be a representative of the employees of the Company; the supervisors who are representatives of shareholders shall be elected and dismissed by the shareholders' general meeting and the supervisor who is a representative of the employees shall be democratically elected and dismissed by the employees. Each supervisor shall serve for a term of 3 years, and shall be eligible for re-election. Articles 104 and 105 of Mandatory Provisions
Article 5 of the Letter of Opinion on Supplements and Amendments
Article 117 of the Company Law
Rule d(i), Section 1, Appendix 13d of the Listing Rules

The Board of Supervisors shall have one chairman. The election or removal of the chairman of the Board of Supervisors shall be determined by two-thirds¹ or more of the members of the Board of Supervisors. The meetings of the Board of Supervisors shall be called and presided over by the chairman of the Board of Supervisors; where the chairman of the Board of Supervisors is unable to perform his duties or fails to perform his duties, a supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.

¹ In accordance with Article 5 of the Letter of Opinion on Supplements and Amendments and Rule d(i), Section 1 of Appendix 13d of the Listing Rules, Article 117 of the Company Law provides that "the chairman and deputy chairman of the Board of Supervisors shall be elected by a majority of all members of Board of Supervisors". As the provisions of the Letter of Opinion on Supplements and Amendments and the Listing Rules are more stringent than the provisions of the Company Law, the provisions of the Letter of Opinion on Supplements and Amendments and the Listing Rules are adopted herein and will be amended accordingly as the Letter of Opinion on Supplements and Amendments and the Listing Rules are amended.

Article 135	The directors and senior management officers of the Company shall not concurrently act as supervisors.	Article 106 of Mandatory Provisions Article 117 of the Company Law
Article 136	<p>The Board of Supervisors shall convene at least once meeting every six months, which shall be called by the chairman of the Board of Supervisors.</p> <p>The supervisors can propose to convene ad hoc meetings of the Board of Supervisors.</p> <p>Where the chairman of the Board of Supervisors is unable to perform his duties or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</p>	Article 107 of Mandatory Provisions Articles 117 (3) and 119 of the Company Law
Article 137	<p>The Board of Supervisors shall be responsible to the shareholders' general meeting and exercises the following powers:</p> <p>(I) to examine the financial affairs of the company;</p> <p>(II) to monitor any acts on the part of directors, general manager and other senior management officers in their performance of duties that may violate the laws, administrative regulations and these Articles of Association;</p> <p>(III) to require the director, general manager and other senior management of the Company to make rectifications if his or her act is detrimental to the interests of the company;</p> <p>(IV) to review financial information such as financial reports, operation reports and profit distribution plans to be submitted by the Board of Directors to the shareholders' general meetings; to conduct investigation if there is any doubt in the Company's operations and engage certified public accountants and practicing auditors in the name of the Company to assist their review if necessary;</p> <p>(V) to propose the convening of an extraordinary general meeting;</p> <p>(VI) to represent the Company in dealings with directors or to bring an action against directors and senior management in accordance with Article 151 of the Company Law;</p> <p>(VII) other functions and powers as is stipulated by laws, administrative regulations and these Articles of Association.</p> <p>Supervisors shall present at the meetings of the Board of Directors.</p>	Article 108 of Mandatory Provisions Article 7 of the Opinions Article 53 of the Company Law

Article 138	<p>A meeting of the Board of Supervisors shall be convened by giving written notice to all supervisors not less than 10 days before the meeting. If the situation is urgent and an ad hoc meeting of the Board of Supervisors needs to be held as soon as possible, the delivery of notice of the meeting may be exempted from the time limit in the preceding paragraph, but the effective delivery to the directors and supervisors must be ensured before the meeting and that an explanation shall be given at the meeting.</p> <p>A meeting of the Board of Supervisors shall only be held with the attendance of over two-thirds of the members thereof.</p> <p>Resolutions of the Board of Supervisors shall be adopted by a vote of at least two-thirds of the members thereof.²</p>	<p>Article 109 of Mandatory Provisions</p> <p>Article 6 of the Letter of Opinion on Supplements and Amendments</p> <p>Rule d(ii), Section 1, Appendix 13d of the Listing Rules</p>
Article 139	<p>The Board of Supervisors may conduct an investigation if it identifies abnormalities in the Company’s operations. Reasonable expenses incurred by professionals such as lawyers, certified public accountants and licensed auditors engaged by the Board of Supervisors in the exercise of its powers shall be borne by the Company.</p>	<p>Article 110 of Mandatory Provisions</p> <p>Articles 54 and 118 of the Company Law</p>
Article 140	<p>Supervisors shall observe laws, administrative regulations and these Articles of Association, and faithfully performs their supervisory duties.</p>	<p>Article 111 of Mandatory Provisions</p>

² In accordance with Article 6 of the Letter of Opinion on Supplements and Amendments and Rule (d)(ii), Section 1 of Appendix 13d of the Listing Rules, Article 119 of the Company Law provides that “resolutions of the Board of Supervisors shall be adopted by more than half of the members thereof.” As the provisions of the Letter of Opinion on Supplements and Amendments and the Listing Rules are more stringent than the provisions of the Company Law, the provisions of the Letter of Opinion on Supplements and Amendments and the Listing Rules are adopted herein and will be amended accordingly as the Letter of Opinion on Supplements and Amendments and the Listing Rules are amended.

**Chapter 15 Qualifications and Duties of the Directors,
Supervisors and Senior Management Members of the Company**

Article 141

No one shall be a director, supervisor, general manager or other senior officer of the Company if he or she is subject to any of the following circumstances:

Article 112 of
Mandatory Provisions

Article 146 of the
Company Law

- (I) being without civil capacity or have limited civil capacity;
- (II) having been penalised or sentenced due to the crime of corruption, bribery, encroachment on property, misappropriation of property or disruption of the socialist market economy, or having been deprived of political rights due to the committing of any crime, and in each case, five years not having elapsed since the completion of the relevant penalty, sentence or deprivation;
- (III) a person who is a director, factory principal or manager of a company or enterprise in bankruptcy or liquidation and who is personally responsible for the bankruptcy of the company or enterprise, three years have not elapsed since the date of completion of the bankruptcy or liquidation of the company or enterprise;
- (IV) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked or have been ordered to be closed for violation of the law, where such representatives bear individual liability therefor and not more than three years have elapsed since the date of revocation of the business license;
- (V) being a debtor personally liable for a relatively large debt which has not been paid as it fell due;
- (VI) having been subject to an investigation by judicial authorities for criminal offences, and such investigation not having come to an end;
- (VII) persons who are prohibited from acting as a management member of an enterprise by laws and administrative regulations;
- (VIII) not being a natural person;
- (IX) persons ruled by a competent authority to have violated relevant securities regulations, where such violation involved fraudulent or dishonest acts and not more than five years have elapsed since the date of the ruling.

Article 142	The validity of an act of a director, general manager or other senior management of the Company on behalf of the Company shall not, vis-à-vis a bona fide third party, be affected by any non-compliance in his or her holding of such office, election or qualification.	Article 113 of Mandatory Provisions
Article 143	<p>In addition to obligations imposed by laws, administrative regulations or the listing rules of the place where the Company's shares are listed, the directors, supervisors and senior management shall owe each shareholder the following obligations in the exercise of the duties and powers granted to them by the Company:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) act honestly in the best interests of the Company;</p> <p>(III) not to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favourable to the Company;</p> <p>(IV) not to deprive another shareholder of his individual interest, including but not limited to any allocation right and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting in accordance with these Articles of Association.</p>	Article 114 of Mandatory Provisions
Article 144	The directors, supervisors and senior management of the Company shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their acts with the care, diligence and skill that a reasonably prudent person should exercise in comparable circumstances.	Article 115 of Mandatory Provisions

Article 145

Directors, supervisors and senior management of the Company must observe the principle of good faith in the performance of their duties and shall not place themselves in a position where their interests may conflict with the obligations they have undertaken. This principle includes, without limitation, the discharge of the following obligations:

Article 116 of
Mandatory Provisions

- (I) to act honestly in the best interests of the Company;
- (II) to exercise their powers within the scope of their authority and not to exceed it;
- (III) to exercise his or her discretionary power in person without being subject to the manipulations of other persons, and not to transfer such power to other persons unless permitted by laws and administrative regulations or with the informed consent of shareholders given at a general meeting;
- (IV) to offer equality to shareholders of the same class and fairness to shareholders of different classes;
- (V) unless otherwise provided in these Articles of Association or with the informed consent of shareholders given at a general meeting, not to enter into any contract, transaction or arrangement with the Company;
- (VI) without the informed consent of shareholders given at a general meeting, not to use the Company's assets for their own benefit by any means;
- (VII) not to exploit their duties and powers to accept bribes or other illegal income or infringe the assets of the Company by any means, including, without limitation, opportunities advantageous to the Company;

- (VIII) without the informed consent of shareholders given at a general meeting, not to accept any commissions in relation to the Company's transactions;
- (IX) to abide by these Articles of Association, faithfully execute their duties and protect the Company's interests, and not to exploit their position and duties and powers in the Company to advance their own private interests;
- (X) without the informed consent of shareholders given at a general meeting, not to compete with the Company by any means;
- (XI) not to misappropriate the Company's funds or lend such fund to others, not to store the Company's assets in its personal name or in other names, and not to use the Company's assets to provide guarantees for the Company's shareholders or other personal debts;
- (XII) not to divulge confidential information relating to the Company that was obtained by him or her during his or her office without the informed consent of shareholders given at a general meeting, and not to use such information unless for the purpose of the Company's interests; however, such information may be disclosed to the court or other government authorities under the following circumstances:
 - 1. as is provided by law;
 - 2. required for the purpose of public interest;
 - 3. required for the interests of such director, supervisor and senior management.

Any proceeds obtained by the persons referred to in this article in violation of the provisions of this article shall belong to the Company; if any damage is caused to the Company, they shall be liable for compensation.

Article 146

Directors, supervisors, general manager and other senior management members of the Company shall not direct the following persons or organisations (“Associates”) to engage in activities prohibited for directors, supervisors, general manager and other senior management members of the Company:

Article 117 of
Mandatory Provisions

- (I) the spouse or minor child of a director, supervisor or other senior management of the Company;
- (II) trustees of directors, supervisors or other senior management members of the Company or of such persons as described in item (I) of this Article;
- (III) partners of directors, supervisors or other senior management members of the Company or of such persons as described in item (I) or (II) of this Article;
- (IV) the company which is in de facto control solely by a director, supervisor or other senior management of the Company, or jointly with any person mentioned in items (I), (II) and (III) of this Article or other directors, supervisors or other senior management of the Company;
- (V) the directors, supervisors or other senior management of a company being controlled as mentioned in item (IV) of this Article.

Article 147

The fiduciary duties of the directors, supervisors and other senior management of the Company may not necessarily cease with the termination of their term of office. The duty of confidentiality in relation to trade secrets of the Company will survive and remain in force even after the termination of their term of office. The duration of the other obligations and duties shall be determined in accordance with the principle of fairness, taking into account of the lapse between the time when he leaves the office and the occurrence of the relevant event, and the situation and the circumstances and terms under which his relation with the Company was ended.

Article 118 of
Mandatory Provisions

Article 148	The shareholders with full knowledge of the relevant circumstances may at the general meeting relieve a director, supervisor and any other senior officer of the Company of his liability as a result of his violation of any specific duty, save as the circumstance as is stipulated in Article 59 of these Articles of Association.	Article 119 of Mandatory Provisions
Article 149	Where a director, supervisor or other senior management of the Company has a material interest, directly or indirectly, in a concluded or proposed contract, transaction or arrangement with the Company (other than an employment contract between the Company and the director, supervisor or other senior management), no matter whether the relevant matter is required to be approved or consented by the Board of Directors, such person shall disclose the nature and extent of his or her interest to the Board of Directors as soon as possible.	Article 120 of Mandatory Provisions
	Unless the interested director, supervisor or other senior management of the Company has disclosed his or her interest to the Board of Directors as required under the preceding paragraph of this Article, and the matter has been approved by the Board of Directors at a meeting where such person has not been counted in the quorum and has refrained from voting, the Company shall have the right to revoke the contract, transaction or arrangement, except where the counterparty is a bona fide party acting without knowledge of the breach in obligation by the relevant director, supervisor or other senior management.	
	Where the Associates of the directors, supervisors and other senior management members of the Company have interests in such contracts, transactions or arrangements, such directors, supervisors and other senior management members shall also be deemed to be interested.	
Article 150	Where a director, supervisor or other senior management of the Company has notified the Board of Directors by way of a written notice before the Company considers to enter into the relevant contract, transaction or arrangement for the first time, declaring that due to the contents stated in the notice, there will be a conflict of interest between the Company and him or her when the contract, transaction or arrangement is concluded in future, the relevant director, supervisor or other senior management shall be deemed to have made a disclosure on his or her interest as required by the preceding Article of this Chapter within the scope as explained in such notice.	Article 121 of Mandatory Provisions
Article 151	The Company shall not, in any manner, perform tax duties for its directors, supervisors, general manager and other senior management members.	Article 122 of Mandatory Provisions

Article 152

The Company shall not directly or indirectly provide loans or loan guarantees to a director, supervisor or other senior management of the Company or its parent company; and shall not provide loans or loan guarantees to the Associates of the aforesaid persons.

Article 123 of
Mandatory Provisions

The provisions of the preceding paragraph are not applicable to the following circumstances:

- (I) the provision of a loan or loan guarantee by the Company to its subsidiary;
- (II) the provision of a loan or loan guarantee or any other fund by the Company to a director, supervisor or other senior management of the Company pursuant to an employment contract approved by the general meeting to enable such person to pay for the expenses incurred for the sake of the Company or for the performance of his or her duties in relation to the Company;
- (III) if the ordinary course of the business of the Company includes the lending of money and the provision of loan guarantee, the Company may make a loan to the relevant directors, supervisors, general manager and other senior management members or their respective associates, provided that they are on normal commercial terms.

Article 153

Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.

Article 124 of
Mandatory Provisions

Article 154

A loan guarantee provided by the Company in violation of the provisions in the first paragraph of Article 152(I) of these Articles of Association shall not be enforceable against the Company, save in respect of the following circumstances:

Article 125 of
Mandatory Provisions

- (I) the guarantee was provided in connection with a loan which was made to an Associate of any of the directors, supervisors and other senior management members of the Company or of the Company's parent company and the lender of such funds did not know of the relevant circumstances at the time of the loan;
- (II) the collateral provided by the Company has been legally sold to a bona fide purchaser by the lender of such loan.

Article 155

For the purpose of the foregoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligator’s performance of his obligations.

Article 126 of
Mandatory Provisions

Article 156

Where a director, supervisor or other senior management of the Company has breached his or her obligations to the Company, in addition to any rights and remedies provided by laws and administrative regulations, the Company shall have the right to adopt the following measures:

Article 127 of
Mandatory Provisions

- (I) to demand such director, supervisor, general manager or senior management to compensate for the losses sustained by the Company as a result of such breach;
- (II) to rescind the contract or transaction concluded between the Company and the relevant director, supervisor or senior management, and the contract or transaction concluded between the Company and the third party (where such third party knows or shall have known that the director, supervisor or senior management representing the Company has breached his or her obligations to the Company);
- (III) to demand such director, supervisor, general manager or senior management to surrender the profits made as result of the breach of his duty;
- (IV) to recover any amounts received by the relevant director, supervisor or senior management that should have been received by the Company, including but not limited to commissions;
- (V) to demand the relevant director, supervisor or senior management to return the interest earned or possibly earned on the amounts that should have been handed back to the Company;
- (VI) to request for judgment through legal proceedings that the possessions acquired by directors, supervisors and other senior management through their breach of duties shall belong to the Company.

Article 157

The Company shall enter into a written contract with each of its directors, supervisors and senior management which shall include, as a minimum, the following provisions:

Rules 19A.54, 19A.55
of the Listing Rules

- (I) an undertaking by the director, supervisor and senior management officer to the Company to observe Company Law, the Special Regulations, these Articles of Association, the Codes on Takeover and Mergers, the Codes on Share Repurchases and other rules of the Stock Exchange of Hong Kong, and an agreement that the Company shall have the remedies provided in these Articles of Association, and that neither the contract nor his office is capable of assignment;
- (II) an undertaking by the director, supervisor and senior management officer to the Company to each shareholder to observe and perform his obligations in accordance with the Articles of Association;
- (III) relevant arbitration clauses as provided in the Listing Rules.

Article 158

The Company shall, with the prior approval of shareholders in a general meeting, enter into a written contract with its directors and supervisors regarding his emoluments. The aforesaid emoluments shall include:

Article 128 of
Mandatory Provisions

Article 116 of the
Company Law

- (I) emoluments in respect to his service as director, supervisor or senior management of the Company;
- (II) emoluments in respect to his service as director, supervisor or senior management of any subsidiary of the Company;
- (III) emoluments in respect of the provision of other services for the management of the Company and its subsidiaries;
- (IV) the amount of compensation received by the director or supervisor for his or her loss of office or retirement.

Except pursuant to the aforesaid contracts, the directors and supervisors shall not initiate a lawsuit against the Company for benefits payable to them on the basis of the aforesaid matters.

The Company shall, on a regular basis, disclose to shareholders the remunerations obtained by the directors, supervisors and senior management officers from the Company.

Article 159

The contract for emoluments entered into between the Company and its directors or supervisors shall provide that in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payments for their loss of office or retirement. A takeover of the Company mentioned in the preceding paragraph shall refer to any of the following circumstances:

Article 129 of
Mandatory Provisions

- (I) an offer made by any person to all shareholders;
- (II) an offer made by any person such that the offeror will become the controlling shareholder. The term "controlling shareholder" shall have the same meaning as defined in Article 60 of these Articles of Association.

If the relevant director or supervisor fails to comply with this Article, any amounts received by him or her shall belong to those persons who have sold their shares as a result of their acceptance of the aforesaid offer, and the expenses incurred in distributing such amounts on a pro-rata basis shall be borne by the relevant director or supervisor and may not be deducted from such amounts.

**Chapter 16 Financial and Accounting System
and Profit Distribution**

Article 160

The Company shall formulate its own financial and accounting systems in accordance with provisions of the laws, administrative regulations and the PRC accounting standards formulated by the competent financial authority under the State Council.

Article 130 of
Mandatory Provisions

The Company shall adopt the Gregorian calendar year for its accounting year, namely being that the accounting year shall be from 1 January to 31 December.

The Company shall use RMB as the base currency of accounting and the accounts shall be written in Chinese language.

Article 161	<p>At the end of each accounting year, the Company shall prepare a financial report which shall be examined and verified in the manner prescribed by law by an accounting firm.</p> <p>The financial report of the Company shall comprise the following financial accounting statements and subsidiary schedules:</p> <ul style="list-style-type: none"> (I) balance sheet; (II) profit and loss account; (III) cash flow statement; (IV) profit distribution statement; (V) financial fact sheet. 	<p>Articles 131 and 134 of Mandatory Provisions</p> <p>Article 164 (1) of the Company Law</p>
Article 162	<p>At each annual general meeting, the Board of Directors of the Company shall submit to the shareholders a financial report prepared by the Company in accordance with the relevant laws, administrative regulations, and regulatory documents promulgated by local governments and competent authorities.</p>	<p>Article 132 of Mandatory Provisions</p>
Article 163	<p>The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every shareholders' annual general meeting. Each shareholder of the Company is entitled to receive a copy of the financial report as mentioned in this Chapter.</p> <p>The Company shall, at least 21 days before the annual general meeting, publish the aforesaid report or report of the Board of Directors together with the financial statements of the Company on the website of the stock exchange where the shares of the Company are listed and on the website of the Company or deliver to each shareholder of overseas listed foreign invested shares by hand or by prepaid mail, in such manner as may be approved by the relevant regulatory authority in the place where the shares of the Company are listed or as provided in these Articles of Association, to the address registered in the register of shareholders.</p>	<p>Article 133 of Mandatory Provisions</p> <p>Article 7 of the Letter of Opinion on Supplements and Amendments</p> <p>Rule 14(2), Appendix 3 of the Listing Rules</p>

Article 164	The financial statements of the Company shall be prepared in accordance with PRC accounting principles and regulations. The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements.	Article 134 of Mandatory Provisions
Article 165	Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting principles and regulations.	Article 135 of Mandatory Provisions
Article 166	The Company shall publish its financial reports twice, namely, the interim financial report shall be published within 60 days after the end of the first six months of each accounting year and the annual financial report shall be published within 120 days after the end of each accounting year.	Article 136 of Mandatory Provisions
Article 167	The Company shall not establish accounting books other than the statutory accounting books.	Article 137 of Mandatory Provisions
Article 168	The Company's reserves shall be classified as surplus reserves and capital reserves. The surplus reserves shall be classified as statutory surplus reserves and discretionary surplus reserves.	Article 138 of Mandatory Provisions

Capital reserve shall include the following items:

- (I) premium on shares issued at a price exceeding the par value;
- (II) any other income designated for the capital reserve by the regulations of the competent finance department of the State Council.

Article 169

In distributing its after-tax profits, the Company shall allocate ten percent of its after-tax profits to the statutory surplus reserve fund of the Company. Allocation to the Company's statutory surplus reserve fund may be waived once the cumulative amount of funds therein exceeds 50% of the Company's registered capital.

Article 166 of the
Company Law

Where the statutory common reserve fund of the Company is not sufficient to cover the Company's loss from the previous year, the current year profits shall be used to cover such loss before allocation is made to the statutory common reserve fund pursuant to the preceding paragraph.

After allocation to the statutory surplus reserve fund has been made from the after-tax profits of the Company, discretionary surplus reserve fund may be allocated subject to resolution of the shareholders' general meeting.

If the shareholders' general meeting or the Board of Directors, in violation of the preceding paragraph, distributes profits to shareholders before covering losses of the Company and making allocation to the Company's statutory common reserve fund, the profit so distributed must be returned to the Company.

No profit shall be distributed in respect of the Company's shares held by the Company.

Article 170

No distribution or other distribution in the form of dividends shall be made until the Company has made up its losses and allocated its statutory reserves.

Article 171

Capital reserve shall include the following items:

Article 138 of
Mandatory Provisions

- (I) premium on shares issued at a price exceeding the par value;
- (II) any other income designated for the capital reserve by the regulations of the competent finance department of the State Council.

Article 172

The reserve fund of the Company can be applied for the following matters:

Article 168 of the
Company Law

- (I) making up for losses of the Company, but the capital reserve fund cannot be applied for making up for losses of the Company;
- (II) expansion of the Company's production and operation or increasing the capital of the Company.

When the Company, by resolution of the shareholders' meeting, converts its provident fund into capital, new shares shall be distributed in proportion to the original shares of the shareholders or the nominal value of each share shall be increased. When the statutory reserve fund is to be converted into capitals, the amount remaining in the said reserve fund shall not fall below 25% of the registered capital.

Article 173

Dividends shall be distributed to shareholders in proportion to their shareholding within 6 months of the end of each financial year.

Unless otherwise resolved by the shareholders' general meeting, the shareholders' general meeting may authorise the Board of Directors to distribute interim or special dividends.

No interest shall be payable in respect of dividends of the Company unless the dividend is not paid by the Company to the members on the date on which the dividend becomes payable by the Company.

Article 174

The Company may distribute dividend in the form of one of the following (or a combination of both):

Article 139 of
Mandatory Provisions

- (I) cash;
- (II) shares.

Article 175 The cash dividend and other amount paid by the Company to the holders of domestic shares shall be paid in Renminbi. The cash dividend and other amounts paid by the Company to the holders of overseas listed foreign invested shares and H Shares shall be denominated and declared in Renminbi and paid in Hong Kong Dollars.

The foreign currency required for the payment by the Company to holders of foreign shares and H Shares shall be arranged in accordance with the provisions of the People's Republic of China in relation to foreign exchange administration.

Unless otherwise provided by relevant laws and administrative regulations, where cash dividends and other payments are made in foreign currencies, the exchange rate shall be the five-day average price of such foreign currencies against RMB as published by the People's Bank of China in five working days prior to the date of declaration of such payments.

Article 176 When the Company distributes dividends to its shareholders, it shall withhold and pay on behalf of individual shareholders the tax payable on their dividend income in accordance with the provisions of the PRC tax law based on the amount distributed.

Article 177 The Company shall appoint receiving agents for the holders of the foreign invested Shares. Such receiving agents shall receive the dividends declared by the Company in respect of the foreign invested shares and other moneys payable thereon and who shall hold such moneys in trust for such shareholders pending payment to such holders.

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

The receiving agents appointed for holders of H Shares shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Article 140 of
Mandatory Provisions

Article 8 of the
Letter of Opinion
on Supplements and
Amendments

Rule c, Section 1,
Appendix 13d of the
Listing Rules

Rules 19A.47, 19A.51
of the Listing Rules

Chapter 17 Appointment of Accounting Firm

Article 178

The Company shall appoint an independent accounting firm which is qualified under the relevant national regulations to audit the Company's annual financial statements, annual financial report audit, net asset appraisals and other related consultation services, and to review the Company's other financial statements.

Article 141 of
Mandatory Provisions

Rule 17, Appendix 3 of
the Listing Rules

The Company's first accounting firm may be appointed by inaugural meeting prior to the first annual general meeting, and the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.

If the inaugural meeting fails to exercise the aforesaid functions and powers, those functions and powers shall be exercised by the Board of Directors.

The appointment, removal and remuneration of the accounting firm must be approved by the shareholders holding more than one-half of the voting rights of the Company or by other organizations independent of the Board of Directors (e.g. the Board of Supervisors).

Article 179

The accounting firm appointed by the Company shall hold their position from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual general meeting.

Article 142 of
Mandatory Provisions

Article 180

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

Article 143 of
Mandatory Provisions

Article 170 of the
Company Law

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

The Company shall provide the accounting firm appointed with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information. The Company shall not refuse to provide or hide the same or make false reports.

Article 181

If there is a vacancy in the position of accounting firm of the Company, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the shareholders general meeting. Any other accounting If the Company has other incumbent accounting firms during the vacancy period, such accounting firms may continue to act.

Article 144 of
Mandatory Provisions

Article 182

The shareholders in a general meeting may by ordinary resolution remove an accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the firm and the Company. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.

Article 145 of
Mandatory Provisions

Article 183	The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the shareholders' general meeting. The remuneration of an accounting firm appointed by the Board of Directors shall be determined by the Board of Directors.	Article 146 of Mandatory Provisions Article 17, Appendix 3 of the Listing Rules
Article 184	The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by a shareholder' general meeting. Such resolution shall be filed with the securities authority of the State Council.	Article 147 of Mandatory Provisions Article 9 of Zheng Jian Hai Han
	Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of the accounting firm, to re-appoint an accounting firm that was appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:	Paragraph e(i), Section 1, Appendix 13d of the Listing Rules Paragraph 17, Appendix 3 of the Listing Rules
	(I) Before notice of meeting is given to the shareholders, a copy of the appointment or removal proposal shall be sent to the accounting firm proposed to be appointed or proposed to leave its post or the accounting firm which has left its post in the relevant accounting year (leaving includes leaving by removal, resignation and retirement).	
	(II) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the written representations were received too late) take the following measures:	
	1. in any notice of meeting held for making the resolution, state the fact that the departing accounting firm has made such representations;	
	2. attach a copy of the representations to the notice and send it to every shareholder entitled to notice of general meeting in the manner stipulated in these Articles of Association.	

- (III) If the Company fails to send out the accounting firm's representations in the manner set out in item (II) of this Article, such accounting firm may require that the representations be read out at the shareholders' general meeting and may make further representations.
- (IV) An accounting firm that is leaving its post shall be entitled to attend:
1. the general meeting at which its term of office would otherwise have expired;
 2. the shareholders' general meeting at that it is proposed to fill the vacancy caused by its removal;
 3. the shareholders' general meeting that is convened as a result of its resignation.

The accounting firm shall be entitled to receive all notices of, and other communications relating to, such meetings, and to speak at such meetings in relation to matters concerning its role as the former accounting firm of the Company.

Article 185

If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm in advance, and the latter has the right to state its opinions to the shareholders' general meeting. If the accounting firm resigns, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.

Article 148 of
Mandatory Provisions

Article 10 of the
Letter of Opinion
on Supplements and
Amendments

Paragraphs e(ii), (iii),
(iv) of Section 1,
Appendix 13d of the
Listing Rules

The accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or such later date stipulated in such notice. The notice shall contain the following statements:

1. a statement to the effect that there are no circumstances connected with its resignation that it considers should be brought to the attention of the shareholders or creditors of the Company;
2. a statement of any such circumstances that should be explained.

The Company shall, within 14 days of the receipt of the written notice referred to in Article 184 of these Articles of Association, send a copy of the notice to the relevant competent authority. If the notice contains a statement under Article 184 (II) of these Articles of Association, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to every holder of H Shares at the address recorded in the register of shareholders, or despatch such statement in other ways stipulated in these Articles of Association.

If the accounting firm's notice of resignation contains a statement of any such circumstances that should be explained, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.

Chapter 18 Merger and Division of the Company

Article 186

The merger or division of the Company shall be proposed by the Board, and upon approval in accordance with the procedures provided in these Articles of Association, it shall go through relevant review and approval formalities according to the laws. Any shareholder objecting to the merger or division of the Company may require the Company or the shareholders who are in favor of such merger or division to acquire his or her shares at a fair price.

Article 149 of
Mandatory Provisions

The content of the resolution on the merger or division of the Company shall be made into special document, which shall be available for shareholders' inspection. With regard to holders of H Shares, the aforesaid documents shall also be delivered by post or by other means stipulated in these Articles of Association.

Article 187

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

Article 150 of
Mandatory Provisions

Article 173 of the
Company Law

In the case of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify the creditors within 10 days, and publish an announcement in the newspapers for no less than three times within 30 days, from the date of passing the resolution for merger by the Company. A creditor may, within 30 days after receipt of the notice or, in the case of failure to receive such notice, within 45 days from the date of first announcement, require the Company to repay its debts or to provide corresponding guarantee.

After the merger, the claims and debts of the parties shall be assumed by the surviving Company or the newly established Company.

Article 188

the case of a division of the Company, its assets shall be divided accordingly.

Article 151 of
Mandatory Provisions

Articles 175 and 176
of the Company Law

In the case of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify the creditors within 10 days, and publish an announcement in the newspapers for at least three times within 30 days, from the date of passing the resolution for division by the Company.

The debts of the Company before division shall be borne by the companies established after division jointly and severally, unless otherwise agreed in writing between the Company and the creditors before the division in respect of debt settlement.

Article 189

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

Article 152 of
Mandatory Provisions

Chapter 19 Dissolution and Liquidation of the Company

Article 190

The Company shall be dissolved and liquidated in accordance with the laws under any of the following circumstances:

Article 153 of
Mandatory Provisions

Articles 180 and 182
of the Company Law

- (I) a resolution regarding the dissolution is passed by the shareholders' general meeting;
- (II) dissolution is necessary due to a merger or division of the Company;
- (III) the Company is legally declared insolvent due to its failure to repay debts as they fall due;
- (IV) the business license is revoked, the Company is ordered to close or is wound up according to law;
- (V) the Company is legally declared insolvent due to its failure to repay debts as they fall due;
- (VI) the Company is ordered to close due to breach of law or administrative regulations;
- (VII) when serious difficulties occur to the Company's operation and management and significant losses will be incurred to the shareholders by its continuance, and such difficulties cannot be solved by other means, the shareholders holding over 10% of the total voting rights of all the shareholders may request the people's court to dissolve the Company;
- (VIII) when its term of operations expires.

Article 191

When the Company is dissolved under the circumstance described in (I), (IV), (VII) and (VIII) of the preceding article, a liquidation committee shall be formed within 15 days upon the occurrence of causes for dissolution, and the composition of the committee shall be determined by an ordinary resolution in general meeting. In case no such committee is established to proceed with liquidation in time, the creditors may make application to the people's court for appointing relevant persons to form the liquidation committee for carrying out liquidation.

Article 154 of
Mandatory Provisions

Article 183 of the
Company Law

When the Company is dissolved according under the circumstance described in (III) of the preceding paragraph, the People's Court shall, according to relevant legal provisions, organise the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.

Article 192

If the Board of Directors decides to liquidate the Company (except for the liquidation due to declaration of bankruptcy), it shall declare in notice of the general meeting convened for the liquidation that the Board has done a comprehensive investigation of the Company and consider that the Company can pay its debts in full within 12 months after the liquidation.

Article 155 of
Mandatory Provisions

Upon the resolution regarding the liquidation is passed at the general meeting, the function and power of the Board of Directors shall immediately terminate.

In compliance with the instructions of the general meeting, the liquidation committee shall report to the general meeting at least once every year the income and expenses of the committee, the business operations of the Company and the progress of the liquidation, and shall make a final report to the general meeting when the liquidation is completed.

Article 193

The liquidation committee shall inform the creditors of the Company within 10 days following its establishment, and shall make a public notice in a newspaper at least three times within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date on which the notice is received or 45 days from the date of the announcement if the notice is not received. if they fail to do so after the deadline, they shall be deemed to have abandoned their claims.

Article 156 of
Mandatory Provisions

Article 185 of the
Company Law

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

Article 194

During the liquidation period, the liquidation committee shall exercise the following functions and powers:

Article 157 of
Mandatory Provisions

Article 184 of the
Company Law

- (I) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (II) to notify creditors by sending notice and making public announcement;
- (III) to deal with any outstanding businesses of the Company in relation to the liquidation;
- (IV) to pay outstanding taxes;
- (V) to settle claims and debts;
- (VI) to dispose of the remaining assets of the Company after the repayment of debts;
- (VII) to represent the Company in any civil proceedings.

Article 195

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

Article 158 of
Mandatory Provisions

Article 186 of the
Company Law

After priority payment of liquidation expenses, the property of the company shall be settled in the following order: (i) the wages and social insurance costs of the Company's employees and statutory compensation; (ii) outstanding taxes; (iii) bank loans, corporate bonds and other corporate debts.

The remaining assets after repayment according to the preceding paragraph shall be distributed among the shareholders of the Company according to the class of shares and in proportion to the shareholding.

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

Article 196

Where the Company is liquidated as a result of a dissolution, if, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to a People's Court for declaration of bankruptcy.

Article 159 of
Mandatory Provisions

Article 187 of the
Company Law

After the Company is declared bankrupt by a ruling from the people's court, the liquidation committee shall transfer the liquidation matters to the People's Court.

Article 197

Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by a certified public accountant of the People's Republic of China, and then submitted to the shareholders' general meeting or a relevant competent authority for confirmation.

Article 160 of
Mandatory Provisions

Furthermore, within 30 days of the date of confirmation by the shareholders' general meeting or the relevant competent authority, the liquidation committee shall submit the aforesaid documents to the company registration authority for application for cancelling the registration of the Company and a public announcement shall be made for the termination of the Company.

**Chapter 20 Procedures for Amendments to
the Articles of Association**

Article 198

The Company may amend these Articles of Association in accordance with the requirements of laws, administrative regulations, and these Articles of Association.

Article 161 of
Mandatory Provisions

Article 199

The following procedures shall be followed when amending these Articles of Association:

- (I) the Board of Directors shall firstly adopt a resolution in accordance with these Articles of Association, recommend the shareholders' general meeting to amend the Articles of Associations and prepare a proposal for amendment to these Articles of Associations;
- (II) the Company shall notify its shareholders of the above proposal for amendment to these Articles of Association and call a general meeting to vote on the amendments;

- (III) such proposals are to be approved by the shareholders' general meeting by special resolution.

The shareholders' general meeting may, by a special resolution, authorise the Board of Directors to: (I) amend these Articles of Association with respect to the registered capital of the Company in accordance with the specific circumstances if the registered capital of the Company is increased; (II) if these Articles of Association adopted by the shareholders' general meeting are submitted to the Ministry of Commerce and the securities regulatory authorities of the State Council for approval and require changes in the text or the order of the articles, the Board of Directors shall be entitled to make corresponding amendments in accordance with the requirements of the Ministry of Commerce and the securities regulatory authorities of the State Council.

Article 200

Amendments to the Articles of Association that involve the contents of the Mandatory Provisions shall become effective upon approval by the approving department authorised by the State Council and securities committee of the State Council. Where amendment involves the registered particulars of the Company, application shall be made for alteration of registration in accordance with the law.

Article 162 of
Mandatory Provisions

Chapter 21 Settlement of Disputes

Article 201

The Company shall abide by the following principles for settlement of disputes:

Article 163 of
Mandatory Provisions

- (I) If any dispute or claim concerning the Company's business on the basis of the rights and obligations provided in these Articles, the Company Law and other relevant laws or administrative regulations and rules arises between a shareholder of overseas-listed foreign-invested shares and the Company, between a shareholder of overseas-listed foreign-invested shares and a director, supervisor, manager or other senior management personnel of the Company or between a shareholder of overseas listed foreign invested shares and a shareholder of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.

Article 11 of the
Letter of Opinion
on Supplements and
Amendments

Rules 19A.54(3),
19A.55(c) of the
Listing Rules

When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons, being the Company or a shareholder, director, supervisor, manager or other senior management personnel of the Company, that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by arbitration.

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

- (II) The applicant for arbitration may select China International Economic and Trade Arbitration Commission for arbitration following the arbitration rules thereof or select Hong Kong International Arbitration Centre for arbitration following the securities arbitration rules thereof. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the arbitral body elected by the claimant.

If the applicant for arbitration selects Hong Kong International Arbitration Centre for arbitration, either party may request that the arbitration be conducted in Shenzhen following the securities arbitration rules of Hong Kong International Arbitration Centre.

- (III) Settlement of disputes or claims set out in (I) by way of arbitration shall be governed by the laws of the People's Republic of China unless otherwise specified by laws and administrative regulations.
- (IV) The arbitration award made by the arbitration institution shall be final and conclusive and binding on all parties.

Chapter 22 Notices

Article 202

Except as otherwise provided in these Articles of Association, notices, information, written statements or any documents (including but not limited to annual reports, interim reports, notices of meetings, listing documents, circulars and proxy forms) (hereinafter referred to as “Company Communication”) to be sent by the Company to each holder of H Shares shall be delivered by hand at the registered address of such shareholder, or by post, or by facsimile, e-mail, CD-ROM or other electronic means, or by means of publication on a website in accordance with the procedures set out below, or in such other form as may be approved by the relevant regulatory authority in the place of listing or as provided in these Articles of Association.

Where the Company delivers Company Communication to holders of H Shares by publishing the same on its website, then upon the completion of the following procedures, any holder of H Shares who has consented in writing or not objected to the delivery of Company Communication in such manner shall be deemed to accept the delivery of Company Communication by the Company in such manner:

1. The Company serves a written notice to each of the holders of H shares, requesting for their consent to the delivery or provision of Company Communication by publishing the same on the website of the Company.
2. The Company has not received any written reply from such holder of H Shares making objections thereto, within 28 days of the service of the notice as described in paragraph 1 above.

If any holder of H Shares who has been deemed to accept the delivery of Company Communication by publishing the same on the website is unable to collect or receive the Company Communication so delivered for whatsoever reason, then upon a written request to the Company, such shareholder may change its choice of the way to receive Company Communication and may also receive a hard copy of Company Communication on a free basis.

A notice to be given by the Company to a holder of domestic share shall be delivered by hand to each such shareholder at his registered address, or by post, or by notice published in one or more newspapers designated by the national securities regulatory authority. After the publication of such announcement, the holders of domestic shares shall be deemed to have received the relevant notice.

Unless the context otherwise specifies, the “announcements” referred to in these Articles of Association shall mean, in respect to announcements made to the holders of domestic shares or the announcements to be published in the People’s Republic of China as required by the relevant requirements and these Articles of Association, the publication of an announcement in newspapers in the People’s Republic of China, and such newspapers shall have been prescribed under the laws and administrative regulations of the People’s Republic of China or by the relevant securities regulatory authority; and in respect to an announcement made to shareholders of overseas listed foreign invested shares or an announcement required to be made in the place of the stock exchange where the overseas listed foreign invested shares are listed in accordance with the relevant regulations and these Articles of Association, an announcement published on the website of the overseas stock exchange where the Company’s shares are listed (and the Company’s website) or in a newspaper of the overseas place where the Company’s shares are listed, which shall be prescribed by local laws or administrative regulations or designated or recommended by the relevant securities regulatory authority.

Article 203 Where a notice is delivered by post, it shall be despatched in a clearly addressed and prepaid envelope. Such notice shall be deemed to have been received by the shareholder 5 days after the despatch of the letter containing such notice.

Article 204 Any notice, document, information or written statement given by a shareholder or director to the Company shall be delivered by hand or by registered mail to the legal domicile of the Company.

Article 205 To prove the delivery of notice, documents, materials or written statement, shareholders or directors shall produce relevant evidence on the delivery of such notice, documents, materials or written statement within the designated periods in an ordinary form or by prepaid mail to the correct address.

Chapter 23 Supplementary Provisions

- Article 206** In these Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor”. Article 165 of Mandatory Provisions
- In these Articles of Association, the meaning of “de facto controller” is the person who is not a shareholder of the Company but is able to actually control the acts of the Company through an investment, agreement or other arrangement.
- Article 207** In the Articles of Association, the meaning of “no less than”, “within” or “no more than” includes the underlying number, while “more than”, “less than” or “beyond” does not include the underlying number.
- Article 208** The appendices to these Articles of Association include the Rules of Procedure of the General Meeting of Shareholders, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors.
- Article 209** These Articles of Association are written in Chinese. Should there be any discrepancy between the versions in other languages and the Chinese version, the Chinese version shall prevail.
- Article 210** The power of interpretation of the Articles of Association shall be vested in the Company’s Board of Directors.
- Article 211** These Articles of Association shall take effect from the date of listing of the overseas listed foreign invested shares (H Shares) issued by the Company on the HKEX after it has been approved by the shareholders’ general meeting.