

# **Hanhua Financial Holding Co., Ltd.**

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

## **Articles of Association**

**Adopted by the Annual General Meeting in 2022 on 20 June 2023**

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*Note:* In the marginal notes of this Articles of Association, “**Company Law**” refers to the Company Law of the People’s Republic of China (Revised in 2018), “**Mandatory Provisions**” refers to the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad (Securities Commission Document [1994] No. 21) jointly issued by the former Securities Commission of the State Council and the former State Commission for Economic Restructuring; “**Supplementary Opinions**” refers to the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong (CSRC Overseas Document [1995] No. 1) distributed by the Overseas Listing Department of the China Securities Regulatory Commission and the Production System Department of the former State Commission for Economic Restructuring, “**Guidelines for Articles of Association**” refers to the Guidelines for the Articles of Associations of Listed Companies (Revised in 2022)( CSRC Announcement [2020] No. 2) (CSRC Company Document [2006] No. 38) issued by the China Securities Regulatory Commission, and “**Listing Rules**” refers to the rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited

“**Main Board Listing Rules Appendix 3**” refers to Appendix 3 of the Securities Listing Rules issued by the Stock Exchange of Hong Kong Limited, and “**Main Board Listing Rules Appendix 13D**” refers to Part D of Appendix 13 of the Securities Listing Rules issued by the Stock Exchange of Hong Kong Limited.

# Articles of Association of Hanhua Financial Holding Co., Ltd.

## Chapter 1 General Provisions

**Article 1** This Articles of Association is formulated in accordance with the Company Law of the People’s Republic of China (hereafter referred to as the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Special Provisions of the State Council for Share Offerings and Offshore Public Listing of Companies Limited by Share (hereafter referred to as the “**Special Provisions**”), the Mandatory Provisions for the Articles of Association of Companies that Listed Abroad, the Notice of the Opinions on Supplementary Revisions to the Articles of Association of Companies Listed in Hong Kong, the Guidelines for Articles of Association of Listed Companies (Amended in 2022), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereafter referred to as “**Listing Rules**”) and other relevant laws and regulations for the purpose of protecting the legitimate rights and interests of the shareholders and creditors of Hanhua Financial Holding Co., Ltd. (hereafter referred to as the “**Company**”) and regulating the organization and conducts of the Company.

Article 1 of Mandatory Provisions  
Article 1 of Guidelines on Articles of Association

**Article 2** The Company is a joint-stock limited company incorporated in accordance with the Company Law, the Special Provisions, other relevant laws and administrative regulations of China.

Article 1 of Mandatory Provisions

Established through sponsorship, the Company was registered with the Chongqing Administration for Market Regulations on March 13, 2013 and obtained the business license of an enterprise with legal personality . The unified social credit code of the Company is 915000007626938433.

Article 2 of Guidelines on Articles of Association

The sponsors of the Company are: Loncin Holdings Ltd., Chongqing Huitai Investment Co., Ltd., Chongqing Jiulong Investment Co., Ltd., Chongqing Puzhao Hengyi Investment Co., Ltd., Xinjiang Bofeng Equity Investment Partners (LP), Chongqing Zhongbang Automobile Sales Service Co., Ltd., Chongqing Jicheng Asset Management Co., Ltd., Shenyang Yicheng United Technology Co., Ltd., Zhongjiaan (Beijing) Investment Co., Ltd., Shanxi Hengtiancheng International Trade & Commerce Co., Ltd., Wang Mingyue, Zhou Daoxue, Ye Zhaolin, Li Kui, Yu Zhaoheng, Yuan Shengliang, Hu Weiyan, Cheng Kunhua, Ding Jihua, Zhang Fuyan, Tu Fuxia, Xiang Shasha, Duan Changqing, Wang Chenxue, He Haodong, Xie Yu, Zhang Lingli, Mao Dai and Fu Qihui.

Section 1(a) of Main Board Listing Rules Appendix 13D When the Mandatory Provisions and the Supplementary Opinions are mentioned hereafter, Section 1(a) of Main Board Listing Rules Appendix 13D shall be considered as simultaneously mentioned, unless otherwise specified.

**Article 3** Registered Chinese name of the Company: 瀚華金控股份有限公司  
Registered English name of the Company: Hanhua Financial Holding Co., Ltd.

Article 2 of Mandatory Provisions  
Article 4 of Guidelines on Articles of Association

**Article 4** Domicile of the Company: 6-9, Tower 2, 11 Honghu East Road, Yubei District, Chongqing  
Zip Code: 401121  
Tel: 023-89666600  
Fax: 023-89666661

Article 3 of  
Mandatory Provisions  
Article 5 of  
Guidelines on Articles  
of Association

**Article 5** The legal representative of the Company shall be the Chairman of its Board of Directors.

Article 4 of  
Mandatory Provisions  
Article 8 of  
Guidelines on Articles  
of Association

**Article 6** The Company is a joint-stock limited company with perpetual existence.

Article 5 of  
Mandatory Provisions  
Article 7 of  
Guidelines on Articles  
of Association

As an independent corporate legal person, the Company has independent corporate assets, enjoys the corporate assets right and civil rights according to the law, and assumes civil liabilities.

All the assets of the Company are divided into shares of equal value. Shareholders shall be responsible to the Company to the extent of the shares they subscribe for, and the Company shall be responsible for its liabilities with all of its assets.

Article 9 of  
Guidelines on Articles  
of Association

**Article 7** This Articles of Association have been adopted by the General Meeting of Shareholders of the Company through a special resolution, and supersede the former Articles of Association registered with the industry & commerce administration authority.

Article 6 of  
Mandatory Provisions

As of the date of validity, this Articles of Association shall constitute a document with the legal binding force governing the organization and conducts of the Company as well as the relations of rights and obligations between the Company and the shareholders, and between the shareholders.

Article 10 of  
Guidelines on Articles  
of Association

**Article 8** This Articles of Association shall be binding upon the Company as well as its shareholders, directors, supervisors, managers and other senior executives, and the aforesaid persons may claim any right in relation to the affairs of the Company in accordance with the Articles of Association.

Article 7 of  
Mandatory Provisions

Article 10 of  
Guidelines on Articles  
of Association

Without violating the provisions of this Articles of Association, shareholders may bring an action against the Company in accordance with this Articles of Association; the Company may file an action against shareholders in accordance with this Articles of Association; shareholders, may bring an action against other shareholders in accordance with this Articles of Association; and shareholders may bring a suit against directors, supervisors, the General President and other senior executives of the Company in accordance with this Articles of Association.

In the preceding paragraph, the term “action” or “suit” includes filing an action to the court or submitting an application to an arbitration institution for arbitration. The term “other senior executives” includes the Company’s Vice President, Chief Accountant, Board Secretary and other personnel engaged by the Board of Directors.

Article 11 of  
Guidelines on Articles  
of Association

**Article 9** Pursuant to the demand of business development and subject to the approval of relevant governmental authorities, the Company may set up subsidiaries, branches, representative offices, offices and other organizations outside the territory of the People’s Republic of China, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and the Taiwan Region.

**Article 10** The Company may make an investment in other company, and shall be held responsible for the enterprises in which the Company has invested within the limitation of the amount of the Company’s capital contribution.

Article 15 of  
Company Law  
Article 8 of  
Mandatory Provisions

## Chapter 2 Business Philosophy and Scope of Business

**Article 11** The Company pursues the business philosophy of promoting local economic growth, serving the society and creating a satisfactory return for the shareholders by integrating the advantages of different stakeholders in line with the industrial policies of the state and the needs of the domestic and foreign markets.

Article 9 of  
Mandatory Provisions  
Article 12 of  
Guidelines on Articles  
of Association

**Article 12** The business scope of the Company shall be in accordance with the items approved by the approving authority of the Company and ratified by the industry & commerce administration authority.

Article 10 of  
Mandatory Provisions

Article 13 of  
Guidelines on Articles  
of Association

The business scope of the Company includes investment business, investment management and investment consultation.

## Chapter 3 Shares, Registered Capital and Transfer of Shares

**Article 13** The Company shall have ordinary shares at all times. The Company may have, where necessary, other classes of shares upon approval by the authorities that are authorized by the State Council to examine and approve companies.

Article 11 of  
Mandatory Provisions  
Article 9 of Main Board  
Listing Rules  
Appendix 3

**Article 14** The Company’s stock takes the form of shares. All the shares issued by the Company shall have a par value, which shall be RMB1 for each share.

Article 12 of  
Mandatory Provisions  
Article 16 of  
Guidelines on Articles  
of Association

In the preceding paragraph, “RMB” means the legal currency in the People’s Republic of China.

**Article 15** The Company’s share issuance observes the principles of openness, fairness and equality, and each share of the same class shall carry the same rights.

Article 9 of Main Board  
Listing Rules  
Appendix 3

Shares of the same class under the same issuance shall have the same conditions and at the same price, and any entity or individual shall pay the same price to subscribe for the same shares.

Article 15 of  
Guidelines on Articles  
of Association

**Article 16** Upon the approval of the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and overseas investors.

Article 13 of  
Mandatory Provisions

In the preceding paragraph, the term “overseas investors” shall refer to those investors from foreign countries, or from the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company, and the term “domestic investors” shall mean the investors residing in the territory of the People’s Republic of China, excluding the aforesaid regions, that subscribe for shares issued by the Company.

**Article 17** Shares issued by the Company to domestic investors and to be subscribed for in Renminbi shall be referred to as “domestic shares”. Shares issued by the Company to overseas investors and to be subscribed in foreign currencies shall be referred to as “foreign shares”. Foreign shares listed outside the People’s Republic of China shall be referred to as “overseas listed foreign shares”.

Article 14 of  
Mandatory Provisions

In the preceding paragraph, the term “foreign currencies” shall mean the legal currencies of other countries or territories other than the Renminbi, that are recognized by the State foreign exchange administration authority and may be used to make share price payment to the Company.

The overseas shares issued by the Company listed in Hong Kong are referred to as H shares. H shares refer to the shares listed subject to approval by Stock Exchange of Hong Kong Limited (“HKEX”), denominated in Renminbi for its par value, and subscribed and traded in Hong Kong dollar.

**Article 18** Following the approval of the Company's approval authority, the Company issued 2,769,856,131 ordinary shares in total at the time of establishment. Details of the sponsors' shareholdings and their respective shareholding ratios are listed below:

Article 15 of  
Mandatory Provisions  
Article 15 of  
Guidelines on Articles  
of Association

S/N	Sponsor's Name/Title	Shareholding (Share)	Shareholding Ratio (%)
1	Loncin Holdings Ltd	1,202,188,780	43.4026
2	Chongqing Huitai Investment Co., Ltd.	270,269,848	9.7575
3	Chongqing Jiulong Investment Co., Ltd.	231,532,653	8.3590
4	Chongqing Puzhao Hengyi Investment Co., Ltd.	53,430,613	1.9290
5	Xinjiang Bofeng Equity Investment Partners (LP)	53,430,613	1.9290
6	Chongqing Zhongbang Automobile Sales Service Co., Ltd.	40,072,959	1.4468
7	Chongqing Jicheng Asset Management Co., Ltd.	26,715,307	0.9645
8	Shenyang Yicheng United Technology Co., Ltd.	14,693,418	0.5305
9	Zhongjiaan (Beijing) Investment Co., Ltd.	13,357,654	0.4823
10	Shanxi Hengtiancheng International Trade & Commerce Co., Ltd.	13,357,654	0.4823
11	Wang Mingyue	269,824,593	9.7415
12	Zhou Daoxue	80,145,918	2.8935
13	Ye Zhaolin	56,398,979	2.0362
14	Li Kui	55,211,633	1.9933
15	Yu Zhaoheng	53,430,613	1.9290
16	Yuan Shengliang	53,430,613	1.9290
17	Hu Weiyan	41,853,980	1.5111
18	Cheng Kunhua	40,072,959	1.4468
19	Ding Jihua	26,715,307	0.9645
20	Zhang Fuyan	26,715,307	0.9645
21	Tu Fuxia	26,715,307	0.9645
22	Xiang Shasha	26,715,307	0.9645
23	Duan Changqing	22,632,134	0.8171
24	Wang Chenxue	18,700,716	0.6752
25	He Haodong	14,841,836	0.5358
26	Xie Yu	14,693,418	0.5305
27	Zhang Lingli	13,357,654	0.4823
28	Mao Dai	8,014,593	0.2894
29	Fu Qihui	1,335,765	0.0482
Total		2,769,856,131	100

**Article 19** After incorporation, the Company is permitted to issue a total of 1,230,000,000 overseas listed foreign shares upon the approval of the securities regulator of the State Council.

Article 16 of  
Mandatory Provisions  
Article 19 of  
Guidelines on Articles  
of Association

The Company has issued a total of 1,170,000,000 overseas listed foreign shares. After completion of this issuance of overseas listed foreign shares, the total share capital of the Company is 4,600,000,000 shares. The Company has issued a total of 4,600,000,000 ordinary shares, comprising 3,430,000,000 domestic shares and 1,170,000,000 overseas listed foreign shares.

Article 9 of Main  
Board Listing Rules  
Appendix 3

**Article 20** After the Company's plan for the issuance of domestic shares and overseas listed foreign shares has been approved by the securities regulator of the State Council, the Board of Directors of the Company may arrange for implementation of such plan by means of separate issuance.

Article 17 of  
Mandatory Provisions

The Company's plan for separate issuance of overseas listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of approval by the securities regulator of the State Council.

**Article 21** When the Company issues overseas listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plan, every such issuance shall be fully subscribed for in one time. When special circumstances make it impossible for every such issuance to be fully subscribed for in one time, the shares may be issued in installments, subject to the approval of the securities regulator of the State Council.

Article 18 of  
Mandatory Provisions

**Article 22** After completion of the aforesaid issuance of overseas listed foreign shares, the registered capital of the Company is RMB4,600,000,000.

Article 19 of  
Mandatory Provisions

**Article 23** In light of the demands of operation and business development, the Company may increase its capital in accordance with the relevant articles of this Articles of Association.

Article 20 of  
Mandatory Provisions

The Company may take the following methods to increase its capital:

1. Issuing new shares to non-specific investors;
2. Placing new shares to existing shareholders;
3. Distributing new shares to existing shareholders;
4. Converting the capital reserve funds into capital; or
5. Other methods permitted by laws and administrative regulations and other methods approved by the securities regulator of the State Council.



If the Company is to increase its share capital by issuing new shares, the matter shall be executed in accordance with the relevant laws and administrative regulations of the State after such increase has been approved as per this Articles of Association.

After an increase or reduction of its capital, the Company shall register the change with the original State Administration for Industry and Commerce and publish an announcement.

**Article 24** Unless otherwise specified by laws, administrative regulations and required by the HKEX, the Company's paid-up share capital may be transferred freely and shall be clear of any lien.

Article 21 of  
Mandatory Provisions  
Article 26 of  
Guidelines on Articles  
of Association  
Article 19A.46, and  
Article 1(2) of  
Appendix 3, of Main  
Board Listing Rules  
Article 27 of  
Guidelines on Articles  
of Association  
Article 28 of  
Guidelines on Articles  
of Association

**Article 25** The Company does not accept its own shares as the subject matter of pledge.

**Article 26** The Company's shares held by the sponsors shall not be transferred within one year from the date on which the Company is established. The shares offered prior to the initial public offering of the Company shall not be transferred within one year from the date on which the Company's shares are listed and began to trade on the stock exchange.

The directors, supervisors and senior executives of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings, and during his or her term of service, he or she shall not transfer more than 25% of his or her total shareholding of the Company each year. The Company's shares held by these people shall not be transferred within one year after the listing date of the Company's shares. The aforesaid people shall not assign the Company's shares that they hold within half a year after departure. If the transfer restriction under this article involves H shares, it shall be approved by the HKEX.

**Article 27** If a director, supervisor and senior executive of the Company, or a shareholder holding more than 5% of the Company's shares, sells the Company's shares that he or she holds within six months after acquiring the same, or buys such shares back within six months after selling the same, the gains obtained therefrom shall be owned by the Company, and the Board of Directors of the Company shall recover such gains from him or her. If the transfer restriction under this article involves H shares, it shall be approved by the HKEX. Nevertheless, a securities company that underwrote shares on a firm commitment basis and which, after purchasing the shares remaining after the sale, holds more than 5% of the share shall not be subject to the six month time limit when selling such share.

Article 29 of  
Guidelines on Articles  
of Association  
Article 19A.46, and  
Article 1(2) of  
Appendix 3, of Main  
Board Listing Rules

If the Board of Directors of the Company fails to act in accordance with the preceding paragraph, shareholders shall have the right to demand the Board of Directors of the Company to do the same within 30 days. If the Board of Directors of the Company fails to act within the aforesaid period, shareholders shall have the right, in the interests of the Company, to lodge a legal action to the court in their own capacity.

If the Board of Directors of the Company fails to act in accordance with the first paragraph, the responsible directors shall be jointly and severally liable in accordance with the law.

## Chapter 4 Reduction of Capital & Share Buyback

**Article 28** The Company may reduce its registered capital. The reduction of registered capital shall follow the procedures set forth in the Company Law, other relevant regulations and provisions of this Articles of Association.

Article 22 of  
Mandatory Provisions,  
and Article 22 of  
Guidelines on Articles  
of Association

**Article 29** When the Company is to reduce its registered capital, it must prepare a balance sheet and a list of its property.

Article 23 of  
Mandatory Provisions,  
and Article 176 of  
Guidelines on Articles  
of Association

The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital, and shall publish a public announcement of the resolution within 30 days in the newspapers designated by the relevant regulator of the place where the Company's shares are listed. Creditors shall, within 30 days of receiving written notice, or within 45 days of the date of the public announcement for those who have not received written notice, be entitled to request the Company to repay its debts in full or to provide a corresponding guarantee for repayment.

The reduced registered capital of the Company may not be less than the statutory minimum.

**Article 30** The Company may, in the following circumstances, buy back its own issued and outstanding shares following the procedures provided under the laws and this Article of Association, and after approval by the relevant state approval authority:

Article 24 of  
Mandatory Provisions,  
and Article 23 of  
Guidelines on Articles  
of Association

1. Cancellation of shares in order to reduce the registered capital of the Company;
2. Merger with other companies holding the share of the Company;
3. Grant of shares as an award to the staff of the Company;
4. Circumstance where any shareholder holds different opinion with regard to the resolution of the General Meeting of Shareholders on merger or division of the Company and requests the Company to purchase his or her shares;
5. Other circumstances specified by laws and administrative regulations.

Saving for the foregoing circumstances, the Company shall not engage in the selling and buying of the Company's shares.

**Article 31** Following approval by the relevant state approval authority to buy back its own share, the Company may elect to do so by any of the following methods:

Article 25 of  
Mandatory Provisions,  
Article 24 of  
Guidelines on Article  
of Association and  
Article 8(2) of  
Appendix 3

1. issue a buyback offer on a pro rata basis to all the shareholders;
2. buyback through open transactions in a stock exchange;
3. buyback by agreement outside a stock exchange;
4. Other manners permitted by the laws, administrative regulations and the approving authority authorized by the State Council.

**Article 32** If the Company is to buy back shares by agreement outside a stock exchange, prior approval shall be obtained from the General Meeting of Shareholders in accordance with the provisions provided in this Articles of Association. Upon prior approval granted by the General Meeting of Shareholders in the same manner, the Company may rescind or modify contracts concluded in the manner set forth above, or waive any of its rights under such contracts.

Article 26 of  
Mandatory Provisions,  
and Articles 8(1)  
and 8(2) of  
Appendix 3

In the preceding paragraph, contracts for the buyback of shares shall include (but not be limited to) agreements whereby buyback obligations are undertaken and buyback rights are acquired.

The Company shall not transfer contracts for the buyback of its own shares or any of its rights thereunder.

With respect to redeemable shares which the Company is entitled to buy back, if the buyback is to be made in a manner other than through the market or by tender, the buyback price must be restricted to a certain maximum price; if the buyback is to be made by tender, the tender shall be equally lodged to all the shareholders.

**Article 33** The acquisition by the Company of its own shares for a reason specified in item (1) to (3) of Article 30 of this Articles of Association shall require a resolution of the General Meeting of Shareholders. After the Company's acquisition of its own share as per Article 30, if the acquisition arises out of the circumstance specified in item (1) of Article 30, the Company shall cancel such shares within ten days from the date of the acquisition, and if the acquisition arises out of the circumstances specified in item (2) or item (4) of Article 30, the Company shall transfer or cancel such shares within six months.

Article 27 of  
Mandatory Provisions,  
and Article 25 of  
Guidelines on Articles  
of Association

The number of its share acquired by the Company pursuant to item (3) of Article 30 shall not exceed 5% of the total issued shares of the Company; the funds used for such acquisition shall be paid from the Company's post-tax profit; and the shares so acquired shall be transferred to the staff within one year.

If the Company cancels shares, it shall carry out the registration of the change in its registered capital with its original registrar. The total par value of the share canceled shall be deducted from the registered capital of the Company.

**Article 34** Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its issued and outstanding shares:

1. If the Company buy backs shares at their par value, the amount thereof shall be deducted from the book balance of the Company's distributable profit and/or from the proceeds of a new share issuance made to buy back the old shares;
2. If the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of the Company's distributable profit and/or the proceeds of a new share issuance made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:
  - (1) If the shares being bought back were issued at their par value, the amount thereof shall be deducted from the book balance of the Company's distributable profit;
  - (2) If the shares being bought back were issued at a price higher than their par value,, the amount shall be deducted from the book balance of the Company's distributable profit and the proceeds of a new share issuance made to buy back the old shares; nevertheless, the amount deducted from the proceeds of the new share issuance shall not exceed the total premium obtained at the time of issuance of the old share nor shall it exceed the amount in the Company's premium account(or capital reserve account) (including the premiums from the new shares offering) at the time of the buyback.
3. The amounts paid by the Company for the following purposes shall be paid out of the Company's distributable profits:
  - (1) Acquisition of the right to buy back its own shares;
  - (2) Modification of any contract for the buyback of its own share; and
  - (3) Release from any of its obligations under a buyback .contract.
4. After the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares at the par value shall be included in the premium account (or capital reserve account) of the Company.

## Chapter 5 Financial Assistance for the Purchase of the Company's Shares

**Article 35** The Company or its subsidiaries shall not at any time provide any financial assistance in any form to purchasers or prospective purchasers of the shares in the Company. Purchasers of the shares in the Company as referred to above shall include persons that directly or indirectly undertake obligations as a result of purchasing shares in the Company.

Article 29 of  
Mandatory Provisions  
Article 20 of  
Guidelines on Articles  
of Association

The Company or its subsidiaries shall not at any time provide any financial assistance in any form to the aforesaid obligors in order to reduce or release their obligations.

This provision shall not apply to the circumstances set forth in Article 37 of this Chapter.

**Article 36** In this chapter, the term “financial assistance” shall include (but not be limited to) financial assistance in the forms set forth below:

Article 30 of  
Mandatory Provisions

1. gift;
2. guarantee (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (not including, however indemnity arising from the Company's own fault), and release or waiver of rights;
3. provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled before the obligations of the other party to the contract, or the amendment of, or the transfer of rights under, such loan or contract; and
4. financial assistance in any other form if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.

In this Chapter, the term “undertaking obligation” shall include the undertaking of an obligation by the obligor by concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable, and whether or not such obligation is undertaken by the obligor individually or jointly with any other person), or by changing its financial status in any other way.

**Article 37** The following acts shall not be regarded as acts prohibited under Article 35 of this Chapter:

Article 31 of  
Mandatory Provisions

1. where the Company provides the relevant financial assistance genuinely for the benefit of the Company and the main purpose of the financial assistance is not the purchase of shares in the Company, or the financial assistance is an incidental part of some overall plan of the Company;
2. lawful distribution of the Company's property in the form of dividends;
3. distribution of dividends in the form of shares;

4. Reduction of registered capital, buyback of shares, adjustment of the equity structure, etc. in accordance with this Articles of Association;
5. provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profits); and
6. the provision of money by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net asset of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profits).

## **Chapter 6 Share Certificates and Register of Shareholders**

**Article 38** The shares of the Company shall be in registered form.

Article 32 of  
Mandatory Provisions

The share certificates of the Company shall clearly state the following main particulars:

1. Name of the Company;
2. Date of incorporation of the Company;
3. the class of share, par value and the number of shares represented;
4. the serial number of the share certificate;
5. the following representations:
  - (1) The share purchaser agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law, other relevant laws, administrative regulations and this Articles of Association;
  - (2) The share purchaser agrees with each shareholder, director, supervisor, President and other senior executives of the Company, and the Company acting for itself and for each director, supervisor, President and other senior executives agrees with each shareholder of the Company, that any dispute and claim arising from this Articles of Association, or any rights or obligations conferred or imposed by the Company Law, other relevant PRC laws and administrative regulations shall be submitted to arbitration in accordance with this Articles of Association, and any submission to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award; such arbitration shall be the final award;

Article 19A.52 of Main  
Board Listing Rules  
Article 1(1) of Main  
Board Listing Rules  
Appendix 3

- (3) The share purchaser agrees with the Company and each shareholder of the Company that shares of the Company are freely transferable by the holder thereof;
  - (4) The share purchaser authorizes the Company to enter in a contract on his or her behalf with each director, the President and other senior executives of the Company, whereby such directors, the President and other senior executives undertake to observe and comply with their obligations to shareholders specified in this Articles of Association.
6. Other particulars required to be specified by the Company Law, the Special Regulations and the stock exchange where the Company's shares are listed.

The overseas listed foreign shares issued by the Company may, pursuant to the laws of the place of listing and securities depository practice, take the form of overseas depository receipts or other forms of shares derivatives.

**Article 39** The share certificates shall be signed by the legal representative of the Company. If the signatures of other senior executives of the Company are required by the stock exchange on which the Company's share are listed, the share certificates shall also be signed by such other senior executives. The share certificates shall become effective after the common seal of the Company is affixed thereto or printed thereon. The affixing of the common seal on the share certificates shall require the authorization of the Board of Directors. The signature of the Chairman of the Board of Directors or of other relevant senior executives of the Company on the share certificates may also be in printed form.

Article 33 of  
Mandatory Provisions  
Article 1 of  
Supplementary Opinions  
Article 2(1) of Main  
Board Listing Rules  
Appendix 3

If the Company's shares are issued and traded in paperless form, they shall be governed by separate regulations of the securities regulator of the place where the Company's shares are listed.

**Article 40** The Company shall keep register of shareholders, in which the following particulars shall be recorded:

Article 34 of  
Mandatory Provisions  
Article 30 of  
Guidelines on Articles  
of Association

1. the name (title), address (domicile), profession or nature of each shareholder;
2. the class and quantity of shares held by each shareholder;
3. the amount paid or payable for the shares held by each shareholder;
4. the serial numbers of the shares held by each shareholder;
5. the date on which each shareholder is registered as such; and
6. the date on which each shareholder ceases to be a shareholder.

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

Article 1(3) of Main  
Board Listing Rules  
Appendix 3

All action or transfer of overseas listed foreign shares shall be recorded in the register of holders of overseas listed foreign shares of the Company which is kept in the place where such shares are listed pursuant to this Articles of Association.

If two or more persons are registered as the joint shareholder of any share, they shall be deemed to be joint shareholder of such share and be subject to the following clauses:

1. the Company does not need to register more than four persons as the joint shareholder of any share;
2. All the joint shareholders of any shares shall jointly and severally assume the liability to pay for all the amounts payable for the relevant shares;
3. If one of the joint shareholders has deceased, only the surviving joint shareholders shall be deemed by the Company to be the persons owning the relevant shares. Nevertheless, the Board of Directors shall, for the purpose of revising the register of shareholders, have the right to demand evidence of death of such shareholder where it deems appropriate.

As to the joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the share certificate for the relevant shares and the Company's notice, and to attend and exercise all voting rights of the relevant shares in the General Meeting of Shareholders of the Company. Any notice served on the aforesaid person shall be deemed to have been served on all joint shareholders of the relevant shares.

**Article 41** The Company may, pursuant to the understanding or agreement reached between the China Securities Regulatory Commission and the overseas securities regulator, keep the original of the register of holders of overseas listed foreign shares overseas and entrust an overseas agent to manage such register. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.

Article 35 of  
Mandatory Provisions  
Article 2 of  
Supplementary Opinions  
Section 1(b) of Main  
Board Listing Rules  
Appendix 13D

The Company shall keep at its domicile a duplicate of the register of holders of overseas listed foreign shares, and the entrusted overseas agent shall at all times ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign shares.

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

**Article 42** The Company shall keep a complete register of shareholders.

Article 36 of  
Mandatory Provisions

The register of shareholders shall include the following parts:

1. a register kept at the domicile of the Company other than those provided for under item (2) and (3) of this paragraph;
2. The register(s) of holders of overseas listed foreign shares of the Company kept in the place of the overseas stock exchange(s) on which the shares are listed;



3. the register of shareholders kept in such other places as the board of directors may decide necessary for listing purposes.

**Article 43** The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.

Article 37 of  
Mandatory Provisions

Any modification or correction of any parts of the register of shareholders shall be conducted according to the laws of the place where such parts of the register of shareholders are kept.

**Article 44** All the overseas listed foreign shares listed in Hong Kong for which the share capital has been paid in full may be transferred freely according to this Articles of Association. Nevertheless, the Board of Directors may refuse to acknowledge any instrument of transfer without giving any cause unless such transfer is carried out in compliance with the following conditions:

Article 12 of  
Supplementary  
Opinions  
Articles 1(1) and 1(2)  
of Main Board  
Listing Rules  
Appendix 3

1. a fee of HKD2.50 (per instrument of transfer) or higher fee as agreed at such time by the HKEX has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares;
2. the instrument of transfer only involves overseas listed foreign shares listed in Hong Kong;
3. the stamp tax payable on the instrument of transfer has been paid in full;
4. relevant share certificates and any evidences indicating that the transferor is entitled to transfer such shares as reasonably required by the Board of Directors have been provided;
5. If the shares are to be transferred to joint holders, the number of registered joint holders shall not exceed four;
6. the relevant shares are not encumbered by and Company lien; and
7. No share shall be transferred to minors, mentally disabled persons or any persons without legal capacity.

Article 1(3) of  
Main Board  
Listing Rules  
Appendix 3

In case the Company refuses to register the share transfer, the Company shall issue a notice on the refusal to register the share transfer to the transferor and the transferee within two months after the application for transfer is formally submitted.

**Article 45** All transfer of overseas listed foreign shares listed in Hong Kong shall be effected with a written instrument of transfer in general or ordinary format or such other format as acceptable to the Board of Directors of the Company (including the standard format of transferor form of transfer as prescribed by the HKEX from time to time), and such instrument of transfer may only be signed by hand or affixed with the Company seal (in case the transferor or the transferee is a company). If the transferor or transferee is a recognized clearing house as defined by relevant laws of Hong Kong in force from time to time (“**Recognized Clearing House**”) or its agent, the instrument of transfer may be signed by hand or in mechanically-printed form.

Articles 1(1)(2)(3)  
of Main Board  
Listing Rules  
Appendix 3

All instruments of transfer shall be kept at the legal address of the Company or other addresses designated by the Board of Directors from time to time.

**Article 46** If any provision in laws, administrative regulations, departmental rules, regulatory documents and regulations stipulated by relevant stock exchange or regulatory authority where the Company's shares are listed require a period of closure of the register of shareholders during which time no transfers of shares will be registered prior to the date of a general meeting or before the benchmark date set by the Company for the purpose of determination of distribution of dividends, such provision shall apply.

Article 38 of  
Mandatory Provisions

Article 39 of  
Mandatory Provisions  
Article 31 of  
Guidelines on Articles  
of Association

**Article 47** When the Company is to convene a General Meeting of Shareholders, to distribute dividend, to be liquidated or to carry out other acts requiring confirmation of equity interests, the Board of Directors shall decide upon a date as the date of record. Shareholders whose names appear on the register at closing on the date of record shall be the shareholders of the Company.

Article 40 of  
Mandatory Provisions

**Article 48** Any person that challenges the register of shareholders and requests that his or her name (title) be entered into or removed from the register may apply to the competent court for rectification of the register.

Article 41 of  
Mandatory Provisions

**Article 49** Any shareholder who is registered in the register of shareholders or any person who requests his name (title) be entered into the register of shareholders may, if his share certificate (the “original share certificate”) is lost, apply to the Company for issuance of a replacement certificate in respect of such shares (“relevant shares”).

Application for the replacement of share certificate from holders of domestic shares that have lost their certificates shall be handled according to relevant provisions of the Company Law.

Applications for the replacement of share certificates from holders of overseas listed foreign shares that have lost their certificates may be handled in accordance with the laws, stock exchange rules or other relevant provisions of the place where the original of the register of holders of overseas listed foreign shares is kept.

Where a holder of overseas listed foreign shares listed in Hong Kong who has lost his or her share certificate applies for replacement thereof, such r shall comply with the following requirements:

1. the applicant shall submit the application in the standard format prescribed by the Company and accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include of the applicant's reason for the application, the situation and evidence of the loss of the share certificate and a declaration that no other person may request registration as a shareholder in respect of the relevant shares.
2. the Company shall not have received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before the Company decides to issue replacement share certificate.
3. if the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers designated by the Board of Directors; the period of the public announcement shall be 90 days, during which its publication shall be repeated at least once every 30 days.
4. before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a duplicate of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange. The announcement shall be displayed in the stock exchange for a period of 90 days.

if the application for the issuance of a replacement share certificate was made without the consent of the registered holder of the relevant shares, the Company shall post to such shareholder a photocopy of the public announcement that it intends to publish.

5. if, at the expiration of the 90-day period provided for in items (3) and (4) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate in accordance with the application of the applicant.
6. when the Company issues a replacement share certificates per this article, the Company shall forthwith cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders.
7. all the expenses incurred by the Company for the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable security.

**Article 50** After the Company has issued a replacement share certificate according to this Articles of Association, the name (title) of a bona fide purchaser of the aforementioned replacement share certificate or a shareholder that is subsequently registered as the owner of the shares (provided that he or she is a bona fide purchaser) shall not be deleted from the register of shareholders.

Article 42 of  
Mandatory Provisions

**Article 51** The Company shall not be liable for any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.

Article 43 of  
Mandatory Provisions

## **Chapter 7 Rights and Obligations of Shareholders**

**Article 52** The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders.

Article 44 of  
Mandatory Provisions  
Article 30 of  
Guidelines on Articles  
of Association  
Article 9 of  
Main Board  
Listing Rules  
Appendix 3

Shareholders shall enjoy rights and undertake obligations according to the class and quantity of shares held by them. Shareholders holding the same class of shares shall enjoy equal rights and undertake equal obligations. Shareholders of different classes of the Company shall rank pari passu over dividend or any form of distribution.

When a legal person is a shareholder of the Company, its rights shall be exercised by the legal representative of the legal person or the agent of the legal representative of the legal person.

The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attached to any shares of the Company by reason only that a person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

Article 12 of  
Main Board  
Listing Rules  
Appendix 3

**Article 53** Holders of ordinary shares of the Company shall be entitled to the following rights:

Article 45 of  
Mandatory Provisions  
Article 32 of  
Guidelines on Articles  
of Association

1. to collect dividends and other forms of distributions according to the number of shares they hold;
2. to lawfully participate or to appoint proxies to participate in the General Meeting of Shareholders and to exercise the corresponding voting rights;
3. to supervise and manage the business activities of the Company, and to make recommendations or inquiries;
4. to transfer the shares they hold according to the laws, administrative regulations and this Articles of Association;

5. to obtain relevant information in line with this Articles of Association, including:
- (1) Obtaining a copy of this Articles of Association after paying the cost expense;
  - (2) Having the right to look up and copy the followings:
    - 1) all the parts of the register of shareholders;
    - 2) personal information of the directors, supervisors, the President and other senior executives of the Company, including:
      - (a) current and previous names and aliases;
      - (b) main addresses (domiciles);
      - (c) nationality;
      - (d) full-time and any other part-time occupations and duties;
      - (e) identity certificates and their numbers.
    - 3) the Company's shareholding status;
    - 4) the latest audited financial statements of the Company as well as the reports of the Board of Directors, the auditor and the Board of Supervisors;
    - 5) the special resolutions of the Company;
    - 6) the reports of the aggregate par value, quantity, highest price and lowest price of each class of shares bought back by the Company since the last accounting year as well as all the expenses paid by the Company therefor;
    - 7) the duplicate of the latest annual inspection report submitted to the State Administration for Industry and Commerce or other administration authorities of China; and
    - 8) the minutes of the General Meeting of Shareholders.

Article 19A.50 of  
Main Board  
Listing Rules

According to the requirements of the Listing Rules, the Company shall keep the aforesaid documents other than those said in item 2 above and any other applicable documents at its place of business in Hong Kong in order for the public and the overseas listed foreign shareholders to review for free (where item 8 shall be only checked by the shareholders).

When a shareholder demands the inspection of relevant information mentioned in the preceding article or demand for materials, he shall provide a written document proving the class and quantity of the Company's shares he holds to the Company. After verifying the shareholder identity, any such information and materials shall be provided as requested by the shareholder.

Article 33 of  
Guidelines on  
Articles of Association

6. in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their respective shareholdings;
7. for shareholders who hold different opinion with regard to the resolution of the General Meeting of Shareholders on merger or division of the Company, to request the Company to acquire their shares; and
8. Other rights conferred by the laws, administrative regulations and this Articles of Association.

**Article 54** If the contents of a resolution of the General Meeting of Shareholders or the Board of Directors of the Company violate the laws or administrative regulations, shareholders shall be entitled to petition the court to invalidate the .resolution.

Article 34 of  
Guidelines on Articles  
of Association

If the convening procedure or the voting method of the General Meeting of Shareholders or the Board of Directors violates the laws, the administrative regulations or this Articles of Association, or the contents of a resolution goes against this Articles of Association, the shareholders shall have the right to petition the court to revoke such resolution within 60 days from the date on which the resolution is .adopted.

**Article 55** If a director and senior executive violates the laws, the regulations and this Articles of Association when performing his or her Company duties, thereby causing losses to the Company, shareholder who independently has held or shareholders who collectively have held more than 1% of the Company’s shares shall have the right to request in writing that the Board of Supervisors institute a legal action in the court; and if the Board of Supervisors violates the laws, the regulations and this Articles of Association when performing its duties, thereby causing losses to the Company, the shareholders shall have the right to request in writing that the Board of Directors institute a legal action in the court.

Article 35 of  
Guidelines on Articles  
of Association

If the Board of Supervisors or the Board of Directors refuses to institute a legal action after receipt of the written request from the shareholders as mentioned in the preceding paragraph, or fails to do the same within 30 days after receipt of the request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the Company’s interest, the shareholders specified under the preceding paragraph shall, in the interests of the Company, have the right to directly institute a legal action in the court in their own names.

If a third party infringes the legal rights and interests of the Company, thereby causing the Company to suffer losses, the shareholder specified under the first paragraph of this article may institute a legal action in the court according to the provisions under the preceding two paragraphs.

**Article 56** If a director and senior executive violates the laws, the regulations or this Articles of Association, thereby harming the interests of shareholders, such shareholders may initiate a legal action in the court.

Article 36 of  
Guidelines on Articles  
of Association

**Article 57** Holders of ordinary shares of the Company undertake the following obligations:

Article 46 of  
Mandatory Provisions

1. to comply with the laws, the administrative regulations and this Articles of Association;
2. to pay the subscription moneys according to the shares subscribed by them and the subscription method;
3. to bear the Company's liability to the extent of the shares subscribed;
4. not to withdraw from holding shares unless otherwise specified by the laws and regulations;
5. not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; not to abuse the Company's independent legal person status or the shareholders' limited liability to impair the interests of the Company's creditors;

Article 37 of  
Guidelines on Articles  
of Association

If a shareholder abuses his or her shareholder's right, thereby causing the Company or other shareholders to suffer a loss, he or she shall be held liable for damages in accordance with the law.

If a shareholder abuses the Company's independent legal person status or shareholders' limited liability to evade a debt, thereby materially harming the interests of a creditor of the Company, he or she shall bear the joint and several liability for the debt of the Company.

6. Other obligations that shall imposed by the laws, administrative regulations and this Articles of Association.

Shareholders shall not bear any liability for any additional contributions to share capital, except for the conditions agreed upon by the subscribers for the shares at the time of subscription.

**Article 58** In addition to the obligations imposed by the laws, the administrative regulations or the listing rules of the on which the Company's shares listed, the controlling shareholder (as defined in the following article) shall not, in exercising its shareholder powers, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:

Article 47 of  
Mandatory Provisions  
Article 39 of  
Guidelines on Articles  
of Association

1. relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;
2. approving a director or supervisor (for his or her own or other person's benefit) to deprive the Company of its property in any form, including (but not limited to) any opportunities that are favorable to the Company;
3. approving a director or supervisor (for his or her own or other person's benefit) to deprive other shareholders of their personal rights and interests, including (but not limited to) any rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the General Meeting of Shareholders for adoption according to this Articles of Association.

The controlling shareholder and actual controller of the Company shall not take advantage of their related party relationships to harm the interests of the Company . They shall be held liable for damages if, as a result of violate this provision, they cause the Company to suffer a loss.

The controlling shareholder and actual controller of the Company bear a fiduciary duty toward the Company and the social public shareholders. The controlling shareholder shall exercise its rights as an investor in strict compliance with the .laws. It shall not use such means as a profit distribution, asset restructuring, external investment, fund appropriation, loan guarantee, etc. or use its controlling position to harm the interests of the Company and social public shareholders.

**Article 59** In the preceding article, the term “controlling shareholder” shall mean the person fulfilling one of the following conditions:

Article 48 of  
Mandatory Provisions  
Article 192 of  
Guidelines on Articles  
of Association  
Article 19A.14 of Main  
Board Listing Rules

1. the person, acting independently or in concert with others, can elect more than half of the directors;
2. the, acting independently or in concert with others, can exercise, or control the exercise of, 30% or above of the voting rights of the Company;
3. the person, acting independently or in concert with others, holds more than 30% of the issued and outstanding shares of the Company;
4. the person, acting independently or in concert with others, actually controls the Company in any other manner.

The term of “acting in concert” stated herein shall mean two or more persons reaching an agreement though contract or agreement (either orally or in writing) so that any contracting party may exercise the voting rights in order to fulfill the purpose of taking control of or consolidating the control over the Company.

## Chapter 8 General Meeting of Shareholders

**Article 60** The General Meeting of Shareholders shall be the organ of authority of the Company, and shall exercise its authority according to law.

Article 49 of  
Mandatory Provisions

**Article 61** The General Meeting of Shareholders shall exercise the following authorities:

Article 50 of  
Mandatory Provisions  
Article 40 of  
Guidelines on Articles  
of Association

1. to decide on the business operating guidelines and investment plans of the Company;
2. to elect and replace directors who are not staff representatives, and to decide on matters relating to their remuneration;
3. to elect and replace supervisors who are not staff representatives, and to decide on matters relating to their remuneration;
4. to examine and approve reports of the Board of Directors;



5. to examine and approve reports of the Board of Supervisors;
6. to examine and approve annual financial budgets and final accounts of the Company;
7. to examine and approve profit distribution plans and loss recovery plans;
8. to pass resolutions concerning the increase or reduction of the Company's registered capital;
9. to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;
10. to pass resolutions on the issuance of corporate bonds or other securities by the Company and public listing plans;
11. to pass resolutions on the appointment or dismissal or non-renewal of engagement of accounting firms by the Company;
12. to amend this Articles of Association;
13. to examine and approve the Company's external guarantees which shall be considered and approved at the General Meeting of Shareholders in accordance with the laws and administrative regulations;
14. to examine and approve matters relating to the Company's purchase and/or sale within one year of material assets that exceeding 30% of the audited total assets of the Company as at the most recent period;
15. to examine and approve stock incentive plan;
16. to examine and approve proposals submitted by the shareholder holding at least 3% of the voting shares of the Company;
17. to resolve on other matters which are required to be resolved by the General Meeting of Shareholders under the laws, administrative regulations and this Articles of Association.

Under the condition of not breaching any laws, regulations and mandatory provisions of the listing rules of the listing region, the General Meeting of Shareholders may authorize or entrust the Board of Directors to handle the matters as authorized or entrusted.

**Article 62** The following external guarantees of the Company shall be reviewed and approved by the General Meeting of Shareholders:

1. any guarantee provided by the Company and its controlled subsidiaries after the total amount of external guarantee reaches or exceeds 50% of the audited net assets in the most recent period;
2. any guarantee provided by the Company after the total amount of external guarantee reaches or exceeds 30% of the audited total assets in the most recent period;
3. guarantee provided for shareholders and actual controllers as well as their related parties;
4. other guarantee matters that shall be submitted to the General Meeting of Shareholders for examination and approval pursuant to the laws, regulations and this Articles of Association.

Other external guarantee matters that are not specified in this Article shall be examined and approved by the Board of Directors as authorized by the General Meeting of Shareholders.

The daily external guarantee conducts of the guarantee subsidiary controlled by the Company shall not be restricted by Articles 62.1 and 62.2.

Where the directors, the President, the Vice President or any other senior executives have committed any violations of the laws, administrative regulations or this Articles of Association concerning their approval authorities and examination procedure for external guarantee matters, thereby causing the Company to suffer a loss, they shall be liable for any losses suffered by the Company arising the reform, and the Company may institute legal proceedings against them by law.

**Article 63** Without the prior approval from the General Meeting of Shareholders, the Company shall not conclude any contract with any person other than a director, a supervisor and a senior executive for the delegation of the whole business management or part of the important business management of the Company to such person.

**Article 64** The General Meeting of Shareholders shall be divided into the Annual Meeting of Shareholders and the Extraordinary General Meeting of Shareholders. The General Meeting of Shareholders shall be convened by the Board of Directors. The Annual Meeting of Shareholders shall be convened once a year, and shall be held within six months after the prior accounting year ends.

The Board of Directors shall convene an Extraordinary General Meeting of Shareholders within two months of the occurrence of any of the following circumstances:

1. when the number of directors is less than the number specified in the Company Law or two-thirds of the number required by this Articles of Association;
2. the uncovered loss of the Company reaches one-third of the total share capital of the Company;
3. such is requested in writing by a shareholder individually or shareholders collectively holding at least 10% of the voting shares of the Company;
4. when the Board of Directors considers it necessary or the Board of Supervisors proposes such a meeting be held; or
5. other circumstances as specified in laws, the Listing Rules or the Articles of Association.

**Article 65** The Company shall hold the General Meeting of Shareholders at its domicile or any other specific location as notified by the convener of the General Meeting of Shareholders.

A meeting venue will be established for the General Meeting of Shareholders, and meetings will take the form of physical meeting.

The Company shall provide various means and methods, including modern IT means such as the online voting platform, to facilitate the shareholders' attendance to the General Meeting of Shareholders, while ensuring the legality and validity of the General Meeting of Shareholders.

**Article 66** When the Company is to hold a General Meeting of Shareholders, it shall inform all Shareholders of the time and venue of the meeting and the matters to be considered thereat 20 days before the meeting is held, and if it is an Extraordinary General Meeting, 15 days before the meeting is held. If bearer shares are to be issued by the Company, it shall announce the time and venue of the meeting and the matters to be considered thereat 30 days before the meeting is held.

When calculating the number of days for the issuance of notices of General Meeting of Shareholders, neither the meeting date nor the day the relevant notice is issued shall be included.

The issuance date of the notice sent as per this article shall be the date on which the Company or the share registry engaged by the Company delivers the relevant notice to the post office for posting.

If there are special provisions in the listing rules of the place where the company's shares are listed, such provisions shall prevail.

**Article 67** When the Company is to hold an Annual Meeting of Shareholders, shareholder(s) holding at least 3% of the shares of the Company with voting rights shall have the right to put forward extempore proposals in writing to the Company, and the Company shall list the issues in the temporary proposal that fall within the scope of responsibility of the General Meeting of Shareholders in the meeting agenda of the General Meeting of Shareholders.

The *extempore* proposal submitted by the shareholder shall be subject to the following conditions:

1. the contents shall not contravene any laws and administrative regulations, and shall fall with the business scope of the Company and the scope of responsibilities of the General Meeting of Shareholders;
2. shall cover a clear subject with specific issues to be resolved; and
3. shall be in writing and submitted or delivered to the Board of Directors 10 days before the General Meeting of Shareholders takes place.

**Article 68** The notice of the General Meeting of Shareholders shall meet the following requirements:

1. be made in writing;
2. specify the venue, date and time of the meeting;
3. specify the matters to be discussed by the meeting;
4. indicate the date of record for the shareholders who are entitled to attend the General Meeting of Shareholders;
5. provide to the shareholders the materials and explanations necessary to make informed decision on the matters to be discussed; this principle includes (but not be limited to) providing specific conditions and contracts (if any) of the proposed deal when the Company proposes a merger, buyback of shares, share capital restructuring or other reorganization, and earnestly explaining the cause and outcome of the proposed deal;
6. contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the President or other senior executives in any matters to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, the President or other senior executives in his capacity as shareholder and the way in which such matter would affect other shareholders of the same class;
7. contain the full text of any special resolution to be proposed at the meeting;
8. explain in prominent plain text that all shareholders are entitled to participate and vote, that they may appoint one proxy or more to attend and vote at such meeting on their behalves and that such proxy need not be shareholders of the Company;

9. state the time and venue for the serving of the proxy form for the relevant meeting;  
and
10. state the name, phone number and email address of the contact person for the meeting.

**Article 69** Notice of the General Meeting of Shareholders shall be delivered to the shareholders (whether or not entitled to vote thereat) by courier or prepaid mail at the recipient's address shown in the register of shareholder, or given by way of a public announcement (including announcement published on the Company's website) provided that the Company has obtained prior written consent or implied consent from the shareholders pursuant to relevant laws and regulations and the amended Listing Rules of Hong Kong.

Article 57 of  
Mandatory Provisions  
Articles 7(1) and 7(3)  
of Main Board  
Listing Rules  
Appendix 3

For holders of domestic share, the notice of the General Meeting of Shareholders may also be given by public announcement. Such notice shall be published in one or more media designated by the securities regulator of the State Council and on the Company's website during the period between 20 and 25 days before the General Meeting of Shareholders is held or during the period between 15 and 20 days before the Extraordinary General Meeting is held. Once such announcement is published, all holders of domestic share shall be deemed to have received notice of the General Meeting of Shareholders.

**Article 70** A meeting and the resolutions adopted shall not be invalidated due to the accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive notice.

Article 58 of  
Mandatory Provisions  
Article 169 of  
Guidelines on Articles  
of Association

**Article 71** Any shareholder entitled to attend and vote at a General Meeting of Shareholders shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. Such proxy may, as assigned by the shareholder, exercise the following rights:

Article 59 of  
Mandatory Provisions  
Article 59 of  
Guidelines on Articles  
of Association  
HKEX Opinions

1. the right of the shareholder to be heard at the General Meeting of Shareholders;
2. the right to demand a ballot alone or jointly with others;
3. the right to vote by show of hands or by ballot, unless otherwise specified by the applicable securities listing rules or other securities laws and regulations. Nevertheless, when a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by ballot.

If such shareholder is a recognized clearing house (or its agent), such shareholder may authorize one or more persons as it thinks appropriate to act as its representative(s) at any General Meeting of Shareholders or any kind of shareholders' meeting. Nevertheless, if more than one person is authorized, the power of attorney shall specify the quantity and class of shares to each of such person in relation to the authorization. The person(s) so authorized may exercise rights on behalf of the recognized clearing house (or its agent), as if he, she or they was or where (a) personal shareholder(s) of the Company.

**Article 72** Shareholder shall entrust their proxies in writing, which shall be signed by the principals or their agents entrusted in writing. If the principal is a legal person, the power of attorney shall be affixed with the common seal of the legal person or signed by its director(s) or duly authorized agent(s).

Article 60 of  
Mandatory Provisions  
Article 61 of  
Guidelines on Articles  
of Association

The power of attorney by which a shareholder appoints another person to participate in the General Meeting of Shareholders shall specify the following particulars:

1. the name or title of the principal and of the proxy;
2. the number of shares of the principal that the proxy represents;
3. whether the proxy has the voting right;
4. separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the General Meeting of Shareholders;
5. whether the proxy has the voting power on an extempore proposal that may be added to the agenda of the General Meeting of Shareholders, and if yes, the specific instructions as to what vote to cast if her or she has such right to vote;
6. the date of issuance and effective period of the power of attorney;
7. the signature (or seal) of the principal. If the principal is shareholder legal person shareholder, the power of attorney shall also be affixed with the common seal of the legal person.

**Article 73** The power of attorney for voting shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting 24 hours before the meeting at which the proxy is authorized to vote or 24 hours before the specified voting time. If the power of attorney is signed by another person authorized by the principal, the power of attorney or other documents authorizing the signature shall be notarized. The notarized power of attorney or other authorizing documents shall be deposited together with the power of attorney at the domicile of the Company or at such other places as specified in the notice of the meeting.

Article 61 of  
Mandatory Provisions  
Article 63 of  
Guidelines on Articles  
of Association

If the principal is a legal person, its legal representative or the person authorized by a resolution of its Board of Directors or other decision-making body shall be present at the General Meeting of Shareholders of the Company as the representative of such legal person.

The Company is entitled to require the proxy attending the General Meeting of Shareholders on behalf of the shareholder to provide his or her valid proof of identity.

If a corporate shareholder appoints its legal representative to attend the General Meeting of Shareholders, the Company is entitled to require such representative(s) to provide his or her valid proof of identity and the duplicate of the notarized resolution or the power of attorney issued by the Board of Directors or other organs of power of such corporate shareholder (excluding the recognized clearing house or its agent).

**Article 74** Any form issued by the Board of Directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative votes and enable the shareholders to give separate instructions on each matter to be voted on in connection with each issue to be resolved at the meeting. The power of attorney shall specify that in the absence of instructions from the shareholder, the proxy may vote as he thinks fit.

Article 62 of  
Mandatory Provisions

**Article 75** When the principal has deceased, incapacitated to act, withdrawn the appointment of the proxy or the authority under which the proxy was executed, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of a power of attorney shall be valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 63 of  
Mandatory Provisions

**Article 76** The convener and the lawyer engaged by the Company shall jointly verify the legality of the shareholders' qualifications according to the register of shareholders provided by the securities registration & clearing institution, and register their names (or titles) and quantities of the voting shares they hold respectively. The meeting registration shall be terminated by the time the chairman of the meeting announces the number of shareholders and proxies present in person at the meeting as well as the total number of voting shares held by them.

Article 65 of  
Guidelines on Articles  
of Association

**Article 77** When a General Meeting of Shareholders is held, all directors, supervisors and Secretary to the Board of Directors of the Company shall attend the meeting, and other senior executives shall be present in a non-voting capacity at the meeting, unless they can provide a due cause.

Article 66 of  
Guidelines on Articles  
of Association

**Article 78** If a General Meeting of Shareholders is convened by the Board of Directors, the Chairman of the Board shall serve as chairman and preside over the meeting. When the chairman of the Board of Directors is unable or fails to perform his/her duties, the vice chairman shall convene and hold the meeting; when the vice chairman is unable or fails to perform his/her duties, the Chairman can designate a director of the Company to convene the meeting on his/her behalf and act as the chairman of the meeting. When the chairman of the meeting is not designated, the shareholders present at the meeting can elect one person to serve as the chairman. If the shareholders are unable to elect the chairman of the meeting for any reason, the shareholder present who holds the greatest number of voting shares (including his or her proxy) shall serve as the chairman of meeting.

Article 73 of  
Mandatory Provisions,  
and Article 67 of  
Guidelines on Articles  
of Association

At a General Meeting of Shareholders convened in accordance with the statutory procedure by the Board of Supervisors, the chairman of the Board of Supervisors shall preside over the meeting. When the chairman of the Board of Supervisors is unable or failing to perform his or her duty, a supervisor jointly recommended by more than half of the supervisors shall preside over the meeting.

If a General Meeting of Shareholders is convened by a shareholder himself or shareholders themselves by the statutory procedure, the convener shall recommend a representative to preside over the meeting.

When a General Meeting of Shareholders is held, if the chairman of the meeting violates the rules of procedure, making continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the General Meeting of Shareholders may elect a person to serve as chairman of the meeting and the meeting shall continue.

**Article 79** At the Annual General Meeting of Shareholders, the Board of Directors and the Board of Supervisors shall report on their work over the past year to the General Meeting of Shareholders. Each independent non-executive director shall also report on their duty performance.

Article 69 of  
Guidelines on Articles  
of Association

**Article 80** The directors, supervisors and senior executives shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the General Meeting of Shareholders, unless business secrets of the Company are involved and shall not be disclosed at the General Meeting of Shareholders.

Article 70 of  
Guidelines on Articles  
of Association

**Article 81** The chairman of the meeting shall, before vote is held, announce the number of the shareholders and proxies present in person at the meeting as well as the total number of voting shares they hold. The meeting registration shall prevail in respect of the number of shareholders and proxies present in person at the meeting and the total number of voting shares held by them.

Article 71 of  
Guidelines on Articles  
of Association

**Article 82** Minutes of General Meeting of Shareholders shall be kept and the Board Secretary shall be responsible therefor. The meeting minutes shall record the following particulars:

Article 72 of  
Guidelines on Articles  
of Association

1. the session, time, venue of, and the agenda for, the meeting, and the name or title of the convener;



2. the names of the chairman of the meeting and the directors, supervisors, the President and other senior executives in attendance or present in a non-voting capacity;
3. the total number of voting shares held by holders of domestic shares (including their proxies) and by holders of overseas listed foreign shares (including their proxies) present at the meeting, and their respective proportions in the total number of share of the Company;
4. the deliberations on each proposal, key points of each speaker's statements in respect thereof and the results of the vote thereon by the holders of domestic shares and by the holders of overseas listed foreign shares;
5. the queries and suggestion of the shareholders and the corresponding answers or explanations;
6. the names of the lawyer, vote counter and scrutineer;
7. other particulars that the General Meeting of Shareholders deems necessary or this Article of Association require to be recorded in the minutes.

**Article 83** The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minute. The meeting minute shall be signed by the directors, supervisors, Secretary to the Board of Directors who attended the meeting, the convener or his representative and the chairman of the meeting. The meeting minutes shall be kept for a period of at least 20 years together with the sign-in register of the shareholders present in person, the power of attorney of proxies and the valid materials on votes cast online or by other means.

Article 73 of  
Guidelines on Articles  
of Association

**Article 84** The convener shall guarantee the General Meeting of Shareholders continues until the final resolution has been adopted. If a General Meeting of Shareholders is suspended or if it is unable to reach a resolution due to force majeure and other such special causes, necessary measures shall be taken to resume the General Meeting of Shareholders as soon as possible or directly the General Meeting of Shareholders shall be directly adjourned and an announcement shall be published in a timely manner. At the same time, the convener shall report to the stock exchange.

Article 74 of  
Guidelines on Articles  
of Association

**Article 85** Resolutions of the General Meeting of Shareholders are divided into ordinary resolutions or special resolutions.

Article 64 of  
Mandatory Provisions

Ordinary resolutions of the General Meeting of Shareholders shall be adopted by shareholders in attendance (including proxies) holding more than half of the voting rights.

Article 75 of  
Guidelines on Articles  
of Association

Special resolutions of the General Meeting of Shareholders shall be adopted by shareholders in attendance (including proxies) holding more than two-thirds of the voting shares.

**Article 86** When voting at the General Meeting of Shareholders, a shareholder (including a proxy) shall exercise his or her voting rights according to the quantity of voting shares which he or she represents, and each share shall entitle him or her to one vote.

Article 65 of  
Mandatory Provisions  
Article 78 of  
Guidelines on Articles  
of Association

No voting rights shall attach to the Company's shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a General Meeting of Shareholders.

When the matters concerning related-party transactions are being reviewed at a General Meeting of Shareholders, the related shareholders shall not participate in the voting, and the number of voting shares represented by such shareholders shall not be counted in the total number of valid votes, if required by the listing rules of the stock exchange on which the Company's shares are listed.

Article 14 of Main  
Board Listing Rules  
Appendix 3

In accordance with the applicable laws and regulations and the listing rules of the stock exchange on which the Company's shares are listed, when any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for and against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

**Article 87** Unless the Chairman of General Meeting of Shareholders decides to vote by a show of hands on proposals relating to the procedures of General Meeting of Shareholders and administrative affairs, votes at a General Meeting of Shareholders shall be taken by a vote by registered ballot.

Article 13.39(4) of  
Main Board Listing  
Rules

**Article 88** If the matter demanded to be voted upon by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matter, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.

Article 67 of  
Mandatory Provisions

**Article 89** When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.

Article 68 of  
Mandatory Provisions

**Article 90** When the negative votes and the affirmative votes are equal, regardless of whether the vote was taken by show of hands or by ballot, the chairman of the meeting shall have the right to cast one additional vote.

Article 69 of  
Mandatory Provisions

**Article 91** The following matters shall be adopted by way of an ordinary resolution of the General Meeting of Shareholders:

Article 70 of  
Mandatory Provisions  
Article 76 of  
Guidelines on Articles  
of Association

1. the working reports of the Board of Directors and the Board of Supervisors;
2. the profit distribution plans and the loss recovery plans drafted by the Board of Directors;
3. the election and dismissal of the members of the Board of Directors and the supervisors of shareholder representative, their remuneration and the payment methods thereof;

4. the annual budgets, final accounts, balance sheets, profit statements and other financial statements of the Company;
5. matters other than those that shall be adopted by special resolution as specified in the laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are listed or this Articles of Association.

**Article 92** The following matters shall be adopted by way of an special resolution of the General Meeting of Shareholders:

Article 71 of  
Mandatory Provisions

1. the increase or reduction of the registered share capital, the buyback of Company's share and the issuance of any class of shares, warrant or other similar securities by the Company;
2. the issuance of Company's bonds;
3. the merger, division, dissolution and liquidation of the Company or the change in the organizational form of the Company;
4. the amendment of this Articles of Association; and
5. Other matters that shall be adopted by special resolution according to the laws, administrative regulations or this Articles of Association or which the General Meeting of Shareholders considers will have a material influence on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.

**Article 93** When shareholders or the Board of Supervisors demands to convene an Extraordinary General Meeting of Shareholders or class shareholders' meeting, the following procedures shall apply:

Article 72 of  
Mandatory Provisions

1. Two or more shareholders individually or collectively holding more than 10% of the voting shares at the proposed meeting or the Board of Supervisors may, by signing one or several copies of written requests of the same format and content and stating the object of the meeting, request the Board of Directors to convene an Extraordinary General Meeting of Shareholders or class shareholders' meeting. After receipt of the aforesaid written request(s), the Board of Directors shall convene an Extraordinary General Meeting of Shareholders or a class shareholders' meeting as soon as possible. The shareholdings referred to above shall be calculated as at the date of the submission of the written request(s) by the shareholders;

2. When the Board of Directors does not issue notice calling for an meeting within 30 days upon receipts of the aforesaid written request, shareholders who individually or collectively holding 10% or more of the Company’s voting shares at the proposed meeting, shall have the right to propose to hold an Extraordinary General Meeting of Shareholders or a class shareholders’ meeting in writing to the Board of Supervisors. The Board of Supervisors can convene the meeting on its own within four months after the Board of Directors receives such request. When the Board of Supervisors fails to convene and preside over such meeting, shareholders who individually or collectively holding more than 10% of the Company’s shares for more than 90 days may convene and a meeting on their own, and the convening procedure shall, as much as possible, be the same as those adopted by the Board of Directors when convening a General Meeting of Shareholders.

Article 101 of  
Company Law

When the shareholders or the Board of Supervisors convene and hold the meeting on their own due to the failure of the Board of Directors in holding the meeting upon request, the reasonable expenses incurred by such meeting shall be borne by the Company, and such expenses are deducted by the Company from the fund of the directors whose behavior constituted breach of duty.

**Article 94** The chairman of the meeting shall be responsible for deciding whether or not a resolution of the General Meeting of Shareholders has been adopted, and his decision shall be the final decision, and shall be announced at the meeting, and recorded in the minutes of the meeting.

Article 74 of  
Mandatory Provisions

**Article 95** If the chairman of the meeting has any doubts about the result of a resolution submitted for voting, he may count the number of votes cast by the shareholders; if the chairman of the meeting does not count the votes, and a shareholder or proxy attending the meeting who challenges the result announced by the chairman, he shall have the right to request an immediate count after the announcement, and the chairman of the meeting shall forthwith conduct such a count.

Article 75 of  
Mandatory Provisions  
Article 90 of  
Guidelines on Articles  
of Association

**Article 96** If a vote count is held at the General Meeting of Shareholders, the result of the count shall be recorded in the meeting .minutes.

Article 76 of  
Mandatory Provisions  
Article 73 of  
Guidelines on Articles  
of Association

Minutes of the General Meeting of Shareholders shall be kept at the domicile of the Company together with the sign-in register of attending shareholders and the power of attorney of .proxies.

**Article 97** The list of candidates for the position of director or supervisor shall be submitted in the form of a proposal before the General Meeting of Shareholders for resolution.

Article 82 of  
Guidelines on Articles  
of Association

When the General Meeting of Shareholders votes on the election of directors or supervisors, it may, pursuant to this Article of Association or a resolution of the general Meeting of Shareholder, do so by cumulative voting.

In the preceding paragraph, the term “cumulative voting” means that, when the General Meeting of Shareholders votes to elect directors or supervisors, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder can cluster his or her voting rights.

**Article 98** The method of, and procedure for, the nomination of directors and supervisors are set forth as follows:

1. a shareholders independently or shareholders collectively holding more than 3% of the total outstanding voting shares of the Company may propose to the General Meeting of Shareholders candidates for the position of director or supervisor who is not staff representatives in the form of a written proposal; nevertheless, the number of nominees shall comply with the provisions of this Articles of Association and shall not exceed the number of persons to be elected. The shareholder(s) shall submit the aforesaid proposal to the Company at least 14 days before the date the General Meeting of Shareholders is held;
2. the Board of Directors or the Board of Supervisors may, to the extent of the number of persons specified in this Article of Association, put forward a list of recommended director candidates and supervisor candidates consistent with the number of persons to be elected, and submit such list to the Board of Directors and the Board of Supervisors respectively for review. Once the Board of Directors and the Board of Supervisors have conducted its review and adopted a resolution determining the director or supervisor candidates, it shall bring the same before the General Meeting of Shareholders in the form of a written proposal;
3. the nomination of candidates for independent non-executive director shall be carried out in accordance with Article 130;
4. the written notices of the intention to nominate director or supervisor candidates and of the nominee indicating their willingness to accept the nomination as well as relevant written materials on the nominee shall be delivered to the Company at least 14 days before the date of the General Meeting of Shareholders. The Board of Directors or the Board of Supervisors shall provide to the shareholder the resumes and basic particulars of the director or supervisor candidates;
5. the period accorded by the Company to the nominators and candidates to submit the aforesaid notices and documents shall not be less than 14 days (counting from the day immediately following the date of issuance of the notice of the General Meeting of Shareholders);
6. the General Meeting of Shareholders shall vote on each of the director or supervisor candidates one by one;
7. when it is necessary for an additional or replacement director or supervisor at short notice, the same shall be proposed by the Board of Directors or the Board of Supervisors, recommending that the General Meeting of Shareholders elect or replace the same.

Item 4 of this article is included in line with Article 4 of CSRC Overseas Document

Articles 4(4) and 4(5) of Appendix 3

**Article 99** With the exception of the cumulative voting system, the General Meeting of Shareholders shall hold a vote on each proposal one by one. If there are different proposals concerning a certain matter, the votes thereon shall be taken in the order the proposal was proposed. The General Meeting of Shareholders will not set aside or not vote on a proposal, unless the General Meeting of Shareholders is suspended or if it is unable to reach a resolution due to force majeure or other special causes.

Article 83 of  
Guidelines on Articles  
of Association

**Article 100** When reviewing a proposal, the General Meeting of Shareholders shall not revise it. Otherwise, such amendment shall be deemed a new proposal and shall not be voted on at the current General Meeting of Shareholders.

Article 84 of  
Guidelines on Articles  
of Association

**Article 101** Before the General Meeting of Shareholders votes on a proposal, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder has a material interest in a matter being considered, such shareholder and his or her proxy shall not participate in the vote counting and vote scrutiny.

Article 87 of  
Guidelines on Articles  
of Association

When the General Meeting of Shareholders votes on a proposal, the auditor, the H- share registry or the external accountant eligible to act as an auditor shall serve as the scrutineer, the chairman of the meeting shall announce the voting results on the site, and the results of the votes on the resolutions shall be recorded in the meeting minutes.

Shareholders or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.

**Article 102** The Chairman of the General Meeting of Shareholders shall announce the situation and results of the vote on each proposal, and announce whether each such proposal has been adopted based on the results of the votes.

Article 88 of  
Guidelines on Articles  
of Association

Until the formal announcement of the voting results, relevant parties, such as the listed company, the vote counters, scrutineers, major shareholders, etc., involved in the voting I person at the General Meeting of Shareholders shall bear an obligation of confidentiality in respect of the voting situation.

**Article 103** The shareholders present at a General Meeting of Shareholders shall express one of the following opinions on proposals that are submitted for voting: affirmative, negative or abstention.

Article 89 of  
Guidelines on Articles  
of Association

If a vote is not black, or marked erroneously, or illegible, or has not been cast, the voter shall be deemed to have waived his or her voting right, and the voting results for the number of shares that he or she holds shall be considered as “abstained”.

**Article 104** The resolutions of the General Meeting shall be published in a timely manner, and shall include the following particulars:

Article 91 of  
Guidelines on Articles  
of Association

1. the date and venue of the meeting, the method by which it was held, the names of the convener(s) and the chairman of the meeting and a statement as to whether the meeting is convened and held in conformity with the relevant laws, administrative regulations and this Articles of Association;

2. the number of shareholders (proxies) attending the meeting, the total number of voting shares held by those shareholders (and represented by those proxies) and the proportion of the Company's total number of voting shares accounted for by those shares;
3. the voting method for, and the result of the vote, on each proposal; when a proposal was put forward by a shareholder, the resolution shall specify the name or title of such shareholder, his or her shareholding ratio and the contents of the proposal; and when a proposal involved any related-party transaction, an account of the withdrawal by the related shareholders from the vote;
4. the conclusive opinion of the letter of legal opinion.

Any undisclosed material matters disclosed to the shareholders at the General Meeting of Shareholders shall be concurrently disclosed in the announcement of the resolutions of the General Meeting of Shareholders.

Details of the attendance of the holders of domestic shares and holders of foreign shares and how they voted shall be accounted for separately and published in the announcement.

**Article 105** If a proposal is not adopted or if the General Meeting of Shareholders modified a resolution from the previous General Meeting of Shareholders, such issue shall be particularly mentioned in the announcement of the resolutions of the General Meeting of Shareholders.

Article 92 of  
Guidelines on Articles  
of Association

**Article 106** If a proposal on the election of a director or supervisor is adopted at the General Meeting of Shareholders, the appointment of the new director or supervisor shall become effective on the date the relevant proposal on the election is adopted at the General Meeting of Shareholders, unless otherwise expressly specified in the resolution of the General Meeting of Shareholders.

Article 93 of  
Guidelines on Articles  
of Association

**Article 107** If a proposal on the distribution of a cash dividend or bonus share or the conversion of capital reserve funds into share capital is adopted at the General Meeting of Shareholders, the Company will implement the concrete plan therefor within 2 months after the conclusion of the General Meeting of Shareholders.

Article 94 of  
Guidelines on Articles  
of Association

**Article 108** Shareholders may examine duplicates of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a duplicate of relevant minutes of meeting, the Company shall send such duplicates within seven days after the receipt of reasonable charges.

Article 77 of  
Mandatory Provisions  
Article 33 of  
Guidelines on Articles  
of Association

## **Chapter 9 Special Voting Procedures for Class Shareholders**

**Article 109** Shareholders holding different classes of shares shall be class shareholders.

Article 78 of  
Mandatory Provisions

Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and this Articles of Association.

In addition to the holders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares shall be deemed to be different classes shareholders.

Upon the approval of the China Securities Regulatory Commission, a holder of domestic shares of the Company may transfer his or her shares to overseas investors who may list and trade such shares overseas. The listing and trading of the transferred shares on an overseas bourse shall additionally comply with the regulatory procedures, provisions and requirements of the overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange require no holding of class shareholders' meeting and voting.

If the share capital of the Company includes non-voting shares, the name of such shares shall be attached with "No Voting Right".

**Article 110** If the Company intends to vary or abrogate the rights of class shareholders, it may do so only after such variation or abrogation has been adopted by way of a special resolution of the General Meeting of Shareholders and by a separate class shareholders' meeting convened by the affected class shareholders in accordance with Article 112 to 116.

**Article 111** Rights of shareholder of a certain class shall be deemed to be varied or abrogated under the following circumstances:

1. the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
2. the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;
3. the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;
4. the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;
5. the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;
6. the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;
7. the creation of a new class of voting shares, distribution rights or other privileges equal or superior to those of the shares of that class;



8. the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;
9. the issuance of rights to subscribe for, or convert into, shares of such class or another class;
10. the increase of the rights and privileges of shares of another class;
11. such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring; and
12. the amendment or deletion of the provisions of the provisions of this Chapter.

**Article 112** Shareholders of the affect class, whether or not otherwise having the right to vote at the General Meeting of Shareholders, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in item (2) to (8) and items (11) to (12) of Article 111, except that interested shareholders shall not have the right to vote at class shareholders' meetings.

Article 81 of  
Mandatory Provisions

In the preceding paragraph, the term "interested shareholders" shall have the following meanings:

1. if, pursuant to Article 31 of this Article of Association, the Company is to issue, on a pro rata basis, a buyback offer to all shareholders or is to buy back its own shares through open transactions on a stock exchange, the controlling shareholder as defined in Article 59 of this Articles of Association shall be an "interested shareholder";
2. if, pursuant to Article 31 of this Article of Association, the Company is to buy back its own shares by agreements outside a stock exchange, holders of shares to which such agreements relate shall be "interested shareholder";
3. shareholders that, under a proposed restructuring of the Company, would bear liabilities in a proportion small than that of the liabilities borne by other shareholders of the same class or shareholders that have an interest in a proposed restricting of the Company that is different from the interest in such proposed restructuring of other shareholders of the same class, shall be "interested shareholders".

**Article 113** Resolutions of a class shareholders' meeting may only be passed by more than two-thirds of the equity interests carrying voting rights that are represented at the meeting in accordance with Article 112.

Article 82 of  
Mandatory Provisions

**Article 114** When the Company is to hold a class shareholders' meeting, it shall inform all Shareholders of the time and venue of the meeting and the matters to be considered thereat 21 days before the meeting is held, and if it is an Extraordinary General Meeting, 15 days before the meeting is held.

Article 83 of  
Mandatory Provisions

If there are special provisions in the listing rules of the place where the company's shares are listed, such provisions shall prevail.

Article 6(2) of Main  
Board Listing Rules  
Appendix 3

**Article 115** Notices of class shareholders' meeting need to be served only on the shareholders who have the voting right at the meeting.

The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which General Meeting of Shareholders are held. Provisions of this Article of Association relevant to procedures for the holding of General Meeting of Shareholders shall be applicable to class shareholders' meetings.

Article 84 of  
Mandatory Provisions

**Article 116** In addition to holders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares shall be deemed to be shareholders of different classes.

The special voting procedure for class shareholder shall not apply in the following circumstances:

1. where, as approved by way of a special resolution of the General Meeting of Shareholders, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares every other 12 months, and the quantity of such shares planned for issuance does not exceed 20% of the issued and outstanding shares of the respective classes;
2. where the Company's plan for the issuance of domestic shares and overseas listed foreign shares upon the establishment of the Company is completed within 15 months after the date on which the securities regulator of the State Council approves the plan;
3. where, upon the approval of the securities regulator of the State Council, the holders of the domestic shares transfer their shares to overseas investors, and listed and traded on an overseas stock exchange.

Article 85 of  
Mandatory Provisions

Section 1(f) of Main  
Board Listing Rules  
Appendix 13D

## Chapter 10 The Board of Directors

### Section 1 Director

**Article 117** The Company has a Board of Directors, which consists of 12 directors, with 1 Chairman, 1 Vice Chairman and 10 directors.

Article 86 of  
Mandatory Provisions

**Article 118** Directors shall be elected at the General Meeting of Shareholders. The directors shall serve terms of three years. Upon expiry of the term of directorship, the directors may serve consecutive terms if reelected.

Article 87 of  
Mandatory Provisions  
Article 111 of Guidelines  
on Articles  
of Association

Election and removal of the Chairman and the Vice-Chairman shall be approved by more than half of all the members of the Board. The Chairman and the Vice-Chairman shall serve for a term of three years and shall be eligible for re-election.

Directors do not have to hold shares of the Company.

**Article 119** The written notices of the intention to nominate director candidates and of the nominees indicating their willingness to accept the nomination shall be delivered to the Company after the date when the notice of the General Meeting of Shareholders is sent and no later than 7 days before the holding of the General Meeting of Shareholders. The period for such nomination and acceptance of nomination shall be no less than seven days.

Article 4 of  
Supplementary  
Opinions  
Articles 4(4) and 4(5)  
of Main Board Listing  
Rules Appendix 3  
Article 100 of  
Guidelines on Articles of  
Association

**Article 120** Directors may tender resignation before the expiration of their term of office. To resign, a director shall submit a written resignation report to the Board of Directors.

The Board may appoint a Director to fill a casual vacancy on the Board when a casual vacancy arises. Any person appointed by the Board as a Director to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election.

If the resignation of the director causes the Board of Directors of the Company to fall short of the statutory minimum quorum, the incumbent director shall continue to perform his or her director's duty according to the laws, administrative regulations, department rules and this Articles of Association until the incoming director assumes his or her position.

Except in the circumstances specified in the preceding paragraph, a director's resignation shall take effect upon the service of the written resignation report on the Board of Directors.

Article 97 of  
Guidelines on Articles  
of Association

**Article 121** The director shall observe the laws and this Articles of Association, and bear the following fiduciary duties to the Company:

1. not taking advantages of his or her position to accept bribes or other illegal incomes, not misappropriating the Company's property;
2. not embezzling the Company's funds;
3. not depositing the assets or funds of the Company into an account opened in his or her personal name or in the name of any other individual;

4. not violating this Articles of Association, by lending the funds of the Company to a third party or using the Company's property to provide security for a third party without the consent of the General Meeting of Shareholders or the Board of Directors;
5. not concluding contracts or engaging into transactions with the Company in violation of this Articles of Association or without consent of the General Meeting of Shareholders;
6. not using the advantages of his or her power, to appropriate for himself or herself or for others, business opportunities which rightly belong to the Company or operate a business for his or her own account or on behalf of others which is of the same type as the Company's business without the consent of the General Meetings of Shareholders;
7. not accepting for himself or herself commissions in connection with Company transactions;
8. not divulging the secrets of the Company without authorization;
9. not using his or her related party relationships to harm the interests of the Company;
10. other fiduciary duties specified in the laws and this Articles of Association.

Income derived by a director in breach of this article shall belong to the Company. If the Company sustains a loss as a result of such breach, the director shall be liable for damages.

**Article 122** When a director proposes to resign or his or her term of office expires, his or she obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain.

Article 101 of  
Guidelines on Articles  
of Association

**Article 123** The director shall observe the laws and this Articles of Association, and bear the following obligations of diligence towards the Company:

Article 98 of  
Guidelines on Articles  
of Association

1. prudently, conscientiously and diligently exercising the rights granted to him or her by the Company, so as to ensure that the commercial acts of the Company comply with state laws and the requirements of the various economic policies of the state, and that its commercial activities do not exceed the scope of business specified on the business license;
2. treating all shareholders equally;
3. timely keeping abreast of the Company's business operation and management situation;
4. signing written confirmation opinions on the regular reports of the Company so as to ensure the authenticity, accuracy and integrity of the information disclosed by the Company;

5. providing true information and data to the Board of Supervisors and not interfering with the Board of Supervisors or supervisors in the exercise of their functions and powers;
6. in principle, attending meetings of the Board of Directors in person, and expressing clear opinions on the issues discussed; and when the director is unable to attend a meeting of the Board of Directors in person, prudentially selecting a proxy;
7. carefully reading business reports and financial reports of the Company as well as major reports on the Company by the media, timely understanding and paying close attention to the Company's business position, management status and the material events or potential materials event of the Company and their influences, timely reporting to the Board of Directors problems existing in the Company's operating activities, and not attempting to shirk his or her responsibilities on the grounds that he or she is not directly involved in operations or management or was not aware of the relevant issues or situation;
8. other obligations of diligence specified in the laws and this Articles of Association.

**Article 124** If a director fails to personally attend a meeting of the Board of Directors and fails to consign another director to attend such meetings on his or her behalf twice in succession, he or she shall be deemed unable to perform his or her duty, and the Board of Directors shall propose to the General Meeting of Shareholders that he or she be replaced.

Article 99 of  
Guidelines on Articles  
of Association,  
and Article 4(3) of  
Appendix 3

Subject to relevant laws, the General Meeting of Shareholders may, by ordinary resolution, remove any director before the expiration of his or her term of office. (but without prejudice to any claim for damages by such director under any contract).

**Article 125** When a director's resignation becomes effective or his or her term of office expires, he or she shall duly carry out all the handover procedures with the Board of Directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at, and shall survive, the end of his or her term of office.

Article 101 of  
Guidelines on Articles  
of Association

The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such trade secrets enter the public domain. The term of survival of his or her other obligations shall be determined according to the principle of fairness, the time elapsed between the director's departure from office and the occurrence of the event, and the circumstances and conditions of the termination of his or her relationship with the Company.

**Article 126** No director shall act on behalf of the Company or the Board of Directors in his or her personal name unless specified in this Articles of Association or duly authorized by the Board of Directors. A director shall declare his or her position and identity in advance if, when such director is acting in his or her personal name, a third party would reasonably assume him or her to be acting on behalf of the Company or the Board of Directors.

Article 102 of  
Guidelines on Articles  
of Association

**Article 127** A director who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term shall be liable for damages.

Article 4 of  
Supplementary  
Opinions

## Section 2 Independent Director

**Article 128** The Company shall establish a system of independent directors. An independent director is a director who does not hold any position in the Company other than director, and who has no relationship with the Company or its major shareholders that may hinder him or her making independent and objective judgments.

An independent director can serve a term of three years, and may serve consecutive terms if reelected but to the extent of nine years at maximum, unless otherwise specified by relevant laws, regulations, and the listing rules of the stock exchange on which the Company's shares are listed.

Article 14.A.4.3 of  
Main Board Listing  
Rules Appendix 14

**Article 129** An independent director shall satisfy the following basic requirements:

Article 2 of Guiding  
Opinions on  
Independent Directors

1. being eligible to hold the position of director in a listed company pursuant to the laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are listed and other relevant provisions;
2. possessing the independence specified in the listing rules of the stock exchange on which the Company's share are listed;
3. having a basic knowledge of the operation of listed companies and being familiar with relevant laws, administrative regulations, policies and rules;
4. having more than five years of experience in law, economics or other working experience required for performing the duties and responsibilities of an independent director;
5. performing his or her duties and responsibilities independently, being not influenced by the majority shareholders or the actual controller of the Company, or any other organizations or persons that are materially interested in the Company;
6. other conditions set forth in this Articles of Association.

**Article 130** The following persons shall not act as independent directors:

Article 3 of Guiding  
Opinions on  
Independent Directors

1. persons holding positions in the Company or its subsidiaries and their lineal relatives and major social relations;
2. natural person shareholders who directly or indirectly holding more than 1% of the issued and outstanding shares of the Company or who rank among the top ten shareholders of the Company, and their lineal relatives;
3. persons holding positions in entities that directly or indirectly hold more than 5% of the issued and outstanding shares of the Company or that rank among the top five shareholders of the Company, and their lineal relatives;

4. persons who, at any time during the immediately preceding period of one year, have fallen into any of the three categories listed above;
5. persons who render financial, legal, consultancy or other such services to the Company or its subsidiaries;
6. other persons who shall not act as an independent directors pursuant to the laws or the securities regulator of the place where the Company's shares are listed or any other relevant regulator.

**Article 131** In addition to the authorities conferred by the Company Law, other relevant laws and regulations, the listing rules of the stock exchange on which the Company's shares are listed and this Articles of Association, an independent director shall have the following special authorities:

1. proposing the engagement or dismissal of an accounting firm to the Board of Directors;
2. proposing the calling of an Extraordinary General Meeting of Shareholders to the Board of Directors;
3. proposing the calling of meetings of the Board of Directors;
4. after obtaining the consent from all independent directors, independently engaging external auditors or consultants to audit or advise on concrete matters of the Company. The expenses incurred shall be borne by the Company.

Except for item (4) in the preceding paragraph, an independent director shall obtain the consent of more than half of the independent directors before exercising the aforesaid authorities. If any of the aforesaid proposals was not adopted or the aforesaid authorities could not be normally exercised, the Company shall disclose the details thereof.

**Article 132** An independent director shall not be removed from position without due cause before the expiration of his or her term. Where the independent director is removed from his position before the expiration of his or her term, the Company shall disclose such removal as a special disclosure matter.

If an independent director fails on three consecutive occasions to personally attend a meeting of the Board of Directors, the Board of Directors shall propose to the General Meeting of Shareholders that he or she be replaced.

**Article 133** Where this section does not specify any matter relating to the independent director system, the matter shall be governed by the relevant laws, regulations, policies and the listing rules of the stock exchange on which the Company's shares are listed.

### Section 3 Board of Directors

**Article 134** The Board of Directors shall be accountable to the General Meeting of Shareholders, and exercise the following authorities:

Article 88 of  
Mandatory Provisions  
Article 105 of Guidelines  
on Articles  
of Association

1. to convene General Meeting of Shareholders, and to report on its work to the General Meeting of Shareholders;
2. to execute the resolutions of the General Meeting of Shareholders;
3. to decide on the operating plans, investment plans, concrete annual operating targets of the Company and except for the issuance of bonds or other securities and the listing, the financing plans of the Company;
4. to formulate the annual financial budgets and final accounts of the Company;
5. to formulate the profit distribution plans and the loss recovery plans of the Company;
6. to formulate plans for the increase or reduction of the registered capital of the Company, and plans for the issuance of bonds or other securities and plans for listing;
7. to draft plans for major acquisition of the Company and the buyback of the Company's own shares or plans for the merger, division or dissolution of the Company or plans for change in the organizational form of the Company;
8. to decide on the establishment of internal management institutions of the Company, and decide on the establishment or dissolution of the branches and other organizations of the Company;
9. to elect the Chairman of the Company;
10. to Engage or dismiss the Company's President and Secretary to the Board of Directors, and to engage or dismiss the chairmen of the special committees of the Board of Directors, as proposed by the Chairman;
11. to engage or dismiss the Vice President and the Chief Accountant of the Company as proposed by the President, and decide on matters relating to their remunerations, rewards and penalties;
12. to formulate the basic management systems of the Company;
13. to formulate amendments to this Articles of Association;
14. to formulate stock incentive plans of the Company;
15. to manage the information disclosure matters of the Company;
16. to decide on the establishment of special committees;
17. to decide on the risk management system of the Company, including risk assessment, financial control, internal audit and legal risk control, and monitor the implementation thereof;

Article 107 of  
Guidelines on Articles  
of Association



18. to propose to the General Meeting of Shareholders the appointment or replacement of an accounting firm as the auditor of the Company;
19. to listen to the regular or irregular working reports of the President of the Company or any senior executives consigned by the President, and approve the working reports of the President;
20. to decide on the external guarantees and other matters of the Company, to the extent of applicable laws and the authorization of this Articles of Association. The Board of Directors shall have the right to authorize the senior managements of the Company to decide on the aforesaid matters;
21. other authorities specified in laws, regulations and listing rules of the stock exchange on which the Company's share are listed or granted by the General Meeting of Shareholders or this Articles of Association.

When the Board of Directors resolves on the matters referred to in the preceding paragraph, except of the matters referred to in items (6), (7) and (13) which require an affirmative vote of more than two-thirds of all of the directors for adoption, the other matters shall be passed by an affirmative vote of more than one half of all of the directors for adoption. The Board of Directors shall perform its duties and responsibilities in compliance with the laws, administrative regulations, this Articles of Association and resolutions made by the shareholders.

The Board of Directors of the Company shall give explanations to the General Meeting of Shareholders in respect of the qualified audit reports issued by certified public accountants in respect of the financial reports of the Company.

Article 108 of  
Guidelines on Articles  
of Association

**Article 135** the Board may set up special committees, including the Audit Committee, the Strategic Investment Committee, Nomination and Remuneration Committee and Risk Management Committee etc., to assist the Board on performing its functions and powers, or to advise or consult on decisions of the Board under the leadership of the Board. The composition and rules of procedure of the committees shall be formulated by the Board separately.

The Board may establish a special committee constituted by more than half of the directors and authorize the special committee to review and vote in respect of the transactions relating to daily operations on which the Board is vested with the right to make final decisions, and matters on which a counterparty or regulatory authorities require the Board to have a final decision, except otherwise required by relevant laws and regulations of the place of incorporation or the listing region. The above-mentioned related matters shall be deemed to be approved upon being reviewed by the special committee and voted for by more than half of the director, having the effect of a resolution of the Board. The composition and the working rules of the special committee shall be formulated by the Board separately.

**Article 136** Any investment in another company made by, or any security for third party provided by, the Company shall be resolved by the Board of Directors, unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are listed or this Articles of Association. Nevertheless, any security provided by the Company for any shareholder or actual controller of the Company shall be resolved by the General Meeting of Shareholders.

The shareholder specified in the preceding paragraph or the shareholder controlled by the actual controller stated in the preceding paragraph shall not participate in the voting on the matters set forth in the preceding paragraph. Such matters shall be adopted by other shareholders holding more than half of the voting rights present at the meeting.

The Company shall establish a strict internal control system for external guarantee. All directors shall prudentially treat and strictly control the debt risk arising from external guarantee.

The external guarantee provided by the Company shall be secured by counter guarantee or other risk prevention measures provided by the other party. The provider of the counter guarantee shall have actual debt service capacity.

Where any external guarantee is provided in violation of the relevant laws, regulations, policies and this Articles of Association, thereby causing the Company to suffer a loss, the director found liable shall bear the joint and several liability for such loss.

**Article 137** When the Board of Directors intends to dispose of fixed assets, and the sum of the expected value of the proposed fixed asset disposal and the value of the fixed asset disposal(s) made in the four months immediately preceding the proposed disposal exceeds 33% of the fixed assets value shown in the balance sheet last reviewed by the General Meeting of Shareholders, the Board of Directors shall not dispose of or agree to the disposal of the fixed assets without the approval of the General Meeting of Shareholders.

Article 89 of  
Mandatory Provisions

In this article, the term “fixed asset disposal” shall include the assignment of certain interests in asset but exclude the provision of fixed asset as security.

The validity of transactions conducted by the Company to dispose of the fixed asset shall not be influenced by the violation of the first paragraph of this article.

**Article 138** The Chairman of the Board shall exercises the following duties and authorities:

Article 90 of  
Mandatory Provisions  
Article 112 of  
Guidelines on Articles  
of Association

1. to preside over the General Meeting of Shareholders, and to convene and preside over the meetings of the Board of Directors;
2. to supervise and inspect the implementation of the resolutions of the Board of Directors and to listen to the relevant reports;
3. to supervise and organize the formulation of policies and rules regarding the functioning of the Board of Directors, and to coordinate the functioning of the Board of Directors;
4. to sign share certificates issued by the Company;
5. to sign important documents of the Board of Directors;

6. to represent the Company in signing with third parties important documents that are legally binding;
7. to exercise the special authority to handle matters of the Company in accordance with the law and the Company's interests in cases of emergency caused by extraordinary natural disasters or other force majeure, and to reported to the Board of Directors and the General Meeting of Shareholders thereafter;
8. Other duties and authorities specified in the laws, regulations and this Articles of Association and granted by the Board of Directors.

When the Chairman is unable to perform his or her duty, he or she can designate another director to perform his or her duty on behalf.

**Article 139** When the Chairman is unable or failing to perform his or her duty, the vice Chairman shall perform on his or her behalf. When the vice Chairman is unable or failing to perform his or her duty, a director jointly recommended by more than half of the directors shall perform the duty.

Article 113 of  
Guidelines on Articles  
of Association

**Article 140** Meetings of the Board of Directors are divided into regular meetings and interim meetings.

Article 91 of  
Mandatory Provisions  
Articles 114 and 115 of  
Guidelines on Articles  
of Association

The Board of Directors shall hold at least four regular meetings each year. The Chairman is responsible to convene the meetings and shall notify all the directors within 14 days before the meeting is held.

When one of the following circumstances occurs, the Chairman shall convene an interim meeting:

Main Board Listing  
Rules Appendix 14

1. when it is proposed by shareholders representing more than 10% of the voting rights;
2. when it is proposed by the Board of Supervisor;
3. when the Chairman of the Board of Director thinks necessary;
4. when it is proposed by more than one-third of the directors;
5. when it is proposed by more than half of the independent directors;
6. when it is proposed by the President of the Company;
7. other circumstances specified in laws and this Articles of Association.

**Article 141** The notice on a regular or interim meeting of the Board of Directors shall be issued by such means of phone, fax or email. The notice on a regular meeting of the Board of Directors shall be delivered 14 days before the meeting is held, and the notice on an interim meeting of the Board of Directors shall not be restricted by the time of notice.

Article 92 of  
Mandatory Provisions  
Article 116 of Guidelines  
on Articles  
of Association

The time and venue of a meeting of the Board of Directors can be specified by the Board of Directors in advance, and recorded in the meeting minute. If the meeting minute is delivered to all directors at least 10 days before the next meeting of the Board of Directors is held, no separate notice on the meeting will be delivered to the directors.

If a director has attended the meeting, and has not put forward the dissidence of non-receipt of such notice before attending the meeting or the meeting starts, the director shall be deemed to have received the notice of the relevant meeting.

The meeting of the Board of Directors can be conducted by means of the telephone conference or other similar communication equipment, so long as the director present at the meeting can clearly hear and communicate with other directors. All the directors in attendance shall be deemed to have attended the meeting in person.

**Article 142** The meeting notice of the Board of Directors shall contain the following particulars:

Article 117 of  
Guidelines on Articles  
of Association

1. the time and venue of the meeting;
2. the method by which the meeting is to be held;
3. the duration of the meeting;
4. the reasons for holding meeting and the agendas thereat;
5. the names of the meeting convener and the chairman, the name of the person who proposed the interim meeting and his or her written proposal;
6. the meeting materials necessary for the vote by the directors, including the background materials related to the agendas of the meeting as well as the information and data that would be of assistance to the directors in understanding the business progress of the Company;
7. a request that the director attend in person or that he or she entrust another director to attend the meeting on his or her behalf;
8. the name of the contact person and his or her contact information;
9. the date of issuance of the notice.

A notice given orally shall at least contain the particulars set forth in items 1 and 2 above and an explanation to the effect that circumstances are urgent and an interim meeting of the Board of Directors needs to be held as soon as possible.

**Article 143** Meetings of the Board of Directors shall be held only if more than one half of the directors are present, except the circumstance when the Board of Directors reviews matter relating to related-party transaction as specified in Article 145 of this Articles of Association.

Article 93 of  
Mandatory Provisions  
Article 118 of  
Guidelines on Articles  
of Association

Each director shall have one vote. Except the circumstances when the Board of Directors reviews matters relating to related-party transaction as specified in Article 145 of this Article of Association, a resolution made by the Board of Directors shall be adopted by more than half of all of the directors.

When the negative votes and the affirmative votes are equal, the Chairman shall have the right to cast one additional vote.

If a resolution is signed by the directors respectively and the number of the directors casting affirmative votes meets the effective quorum specified in the laws, regulations and this Articles of Association, the resolution shall be considered as valid as if a resolution has been adopted by the Board of Directors at a meeting held according to the law. Such a written resolution can be composed of multiple copies, with each signed by one or more directors. For the purpose of this article, a resolution signed by directors or bearing the names of the directors and delivered to the Company via posting, fax or courier shall be deemed as a document signed by the directors.

**Article 144** Meetings of the Board of Directors shall be attended by the directors in person. When a director is unable to attend a meeting for any reason, he or she shall entrust another director in writing to attend the meeting on his or her behalf,, and such power of attorney shall specify:

Article 94 of  
Mandatory Provisions  
Article 121 of  
Guidelines on Articles of  
Association

1. the names of the principal and the proxy;
2. the principal's brief opinion on each proposal;
3. the scope of authorization granted by the principal and his or her instructions on voting preferences with respect to the proposals;
4. the effective period of the entrustment;
5. whether the proxy has the voting right to vote on extempore proposal that may be added to the agenda of the meeting of the Board of Directors, and if yes, the specific instruction as to what vote to be cast if he or she has such right of vote;
6. the signature or seal of the principal and the date.

The director present at the meeting on behalf of the absent director shall exercise the director's rights to the extent authorized. If a director fails to attend a meeting of the Board of Directors and fails to consign a proxy to attend the meeting on his or her behalf, he or she shall be deemed to have waived his or her right to vote at such meeting.

**Article 145** If a director has a related party relationship an enterprise involved in a matter on which a resolution is to be made at a meeting of the Board of Directors (meaning that the director of the Company serves as a director or senior executive in the enterprise, or he or she can either directly or indirectly control a legal person of the enterprise, or serves as a director or senior executive in a legal person which is either directly or indirectly controlled by the enterprise), such director shall not exercise his or her right to vote regarding such resolution, nor may he or she exercise the voting right of another director as such director's proxy thereon. Such a meeting of the Board of Directors may be held when more than one half of the directors without a related party relationship are present, and the resolution made at such a meeting of the Board of Directors shall be adopted by more than half of the directors without a related party relationship.. When a meeting of the Board of Director is attended by less than three directors without a related party relationship, the matter shall be submitted to the General Meeting of Shareholders for review.

**Article 146** Once each proposal has been fully discussed, the chairman of the meeting shall propose that the directors present at the meeting vote thereon.

When voting on Board resolution, each director shall have one vote.

The voting options open to the directors are affirmative, negative and abstention. The directors present at the meeting shall select only one among the aforesaid options. Where a director fails to select any of the options or selects two or more of the options, the chairman of the meeting shall require such director to select an option again. Where such director refuses to make a selection, he or she shall be deemed to abstain. Where a director leaves the meeting venue during the course of a meeting without returning to make a selection, he or she shall be considered as abstain.

**Article 147** Votes at meetings of the Board of Directors held in person (including meetings held by videoconference) shall be held by registered ballot. Subject to ensuring the full expression by the directors of their opinions at a meeting of the Board of Directors, votes may be held and resolutions may be adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance. An effective period shall be set for votes held by means of correspondence, and where a director fails to express his or her opinion within the specified period, he or she shall be deemed to abstain.

When the Board of Directors is to adopt a resolution on a matter relating to external guarantee pursuant to this Articles of Association within the scope of its authorization, in addition to the consent of more than half of all of the directors of the Company, the consent of at least two-thirds of the directors present at the meeting shall be required.

In the event of a conflict between the content and meaning of different resolutions, the resolution adopted in a later time shall prevail.

**Article 148** In respect of any matter which needs to be determined by the Board of Directors at an interim meeting of the Board of Directors, where the Board of Directors has already distributed the content of the proposal to be voted on to all directors in writing (including fax and email) and guarantees all directors can fully express their opinions, votes may be held and resolutions may be adopted by means of correspondence, and it is not necessary to hold a meeting of the Board of Directors. Nevertheless, an effective resolution shall be made only when the number of directors who have given their written consents thereto reaches the number of directors specified in this Articles of Association to make a decision.

**Article 149** The Company shall announce the resolution(s) of the Board of Directors pursuant to applicable laws, and an announcement on the resolution of the Board of Directors shall include the following particulars:

1. the time and method of issuance of the meeting notice;
2. the time, venue of the meeting and the method by which it was held and a statement as to whether the meeting is convened and held in conformity with relevant laws and this Articles of Association;
3. the number and names of directors who consigned a proxy or was absent, the reasons for their absence and the names of the directors who they consigned as their proxies;
4. the number of affirmative, negative and abstention votes on every proposal as well as the causes why the relevant directors objected or abstained from voting on any motion;
5. When a related-party transaction was involved, the names of the directors who were required to withdraw from voting, the reason therefor and the withdrawal process;
6. if the prior consent of the independent directors or the expression of their independent opinions was required, an account of such consent or the opinions that they expressed;
7. the specific contents of the agendas and the resolutions adopted at the meeting.

**Article 150** The functional departments of the Company have an obligation to provide information and data to the Board of Directors for decision making purposes. The functional departments providing such information and data and the relevant persons shall be liable for the authenticity, accuracy and integrity of the internally sourced and objectively describable information. Information and data sourced from outside the Company may be provided to the Board of Directors for reference in making decision only after the reliability thereof has been assessed, and an account thereof shall be given to the Board of Directors.

**Article 151** The Board of Directors shall keep minutes of its decisions on the matters discussed at the meetings and such minutes shall be signed by the directors present at the meeting and the recorder. Where a director has an objection to the meeting minutes or a resolution of the Board of Directors, such director may give a written explanation thereof at the time of signing. When necessary, such director shall promptly report the same to the securities regulator, or can make a public statement thereon.

Where the director fails to sign the meeting minutes in confirmation in accordance with the preceding paragraph, and fails to give a written explanation of his or her dissidence or report to the securities regulator or make a public statement, such director shall be deemed as being in full agreement with the contents of the meeting minutes and the record of resolutions and may not be released from liability for the contents of such meeting minutes and resolutions.

The directors shall undertake the liability for the resolutions of the Board of Directors. If a resolution of the Board of Directors is in violation of the laws, administrative regulations or this Articles of Association, thereby causing the Company to sustain a material loss, the directors participating in the resolution shall be liable to the Company for damages. Nevertheless, if a director is proved to have expressed his dissidence to such resolution when it was put to vote, and such dissidence is recorded in the meeting minutes, such director may be released from such liability.

**Article 152** Minutes of meetings of the Board of Directors shall contain the following particulars:

1. the serial number, time, and venue of the meeting and the method by which it was held;
2. the details on the issuance of the meeting notice;
3. the names of the convener and chairman of the meeting;
4. the names of the directors present at the meeting and the names of the directors (proxies) present at the meeting upon consignment by other directors;
5. the agenda of the meeting;
6. the proposals reviewed at the meeting, and the gist of the directors' speeches and the major opinions of the directors;
7. the voting method for, and result of, each matter that was the subject of a resolution (the voting result shall specify the number of affirmative, negative or abstention votes);
8. other matters that the directors present at the meetings deem necessary to include in the minute.



**Article 153** The resolutions and minutes of the meetings, together with the meeting notice, meeting materials, meeting sign-in register, the power of attorney of director proxies, the sound recording of the meeting and the vote ballots shall serve as Company files and be kept by the Office of the Board of Directors for a period of not less than 20 years.

Article 122 of  
Guidelines on Articles  
of Association

**Article 154** Reasonable expenses incurred by the directors to attend meetings of the Board of Directors shall be on the account of the Company. Such expenses include the travel expenses from the places where the directors live to the meeting place (if both differ), the accommodation expenses during the meeting, and the local transport expenses.

## Chapter 11 Secretary to the Board of Directors

**Article 155** The Company shall have one Board Secretary. The Secretary shall be a senior executive of the Company, and accountable to the Board of Directors.

Article 96 of  
Mandatory Provisions

**Article 156** The Board Secretary shall be a natural person possessing the requisite professional knowledge and experience, and shall be appointed and dismissed by the Board of Directors. His or her primary responsibilities include:

Article 97 of  
Mandatory Provisions

1. deal with communication and liaison of the Company with concerned parties, the stock exchange and other securities regulators, and guarantee the Company prepares and submits reports and documents required by relevant authorities according to the law;
2. deal with the information disclosure matter of the Company, supervise the Company in formulating and implementing the information disclosure management policy and the internal reporting system for material information, cause the Company and concerned parties to perform the obligation of information disclosure according to the law, and handle the disclosure of regular reports and provisional reports to the stock exchange pursuant to relevant provisions;
3. coordinate the relationships between the Company and its investors, entertain visiting investors of the Company, answer questions raised by the investors, and provide investors with information disclosed by the Company;
4. organize and arrange for the meetings of the General Meeting of Shareholders and the Board of Directors according to the legal procedure, and prepare and submit relevant documents and materials for such meetings;
5. attend meetings of the Board of Directors, prepare the meeting minutes and sign the record;
6. deal with the confidential work relating to the information disclosure of the Company, establish effective confidentiality systems and measures, cause the directors, supervisors, the President, other senior executives and insiders to keep secrets before the information disclosure, promptly take remedial actions in case of the divulgement of the insider information, and simultaneously report to the stock exchange;

Guidelines on the Work  
of Board Secretary  
of Overseas Listed  
Company

7. guarantee the proper setup of the register of shareholders of the Company, to be responsible for duly keeping the register of shareholders and the register of directors of the Company as well as the information on the shares of the Company held by the majority shareholder, directors, supervisors, the President and other senior executives, also the documents and minutes relating to meetings of the General Meeting of Shareholders and the Board of Directors, to ensure that the Company has complete organizational documents and records, and to ensure that persons entitled to receive relevant records and documents of the Company receive such records and documents in a timely manner;
8. assist the directors, supervisors, the President and other senior executives to understand the relevant laws, regulations, policies, the listing rules of the stock exchange, other provisions and this Articles of Association relating to information disclosure, and understand the contents of the listing agreement with respect to their legal liabilities;
9. cause the Board of Directors to exercise its authorities according to the law; when the Board of Directors decides to adopt a resolution which is in violation of any laws, regulations, policies, the listing rules of the stock exchange, other provisions or this Articles of Association, the Board Secretary shall remind the directors present at the meeting, and ask the supervisors attending the meeting in a non-voting capacity to express opinions on the resolution; when the Board of Directors insists on making the aforesaid resolution, the Board Secretary shall record the opinions of the relevant supervisors and his or her own opinion in the meeting minute, and report the same to the stock exchange;
10. other responsibilities specified in the relevant applicable laws, regulations, policies, the listing rules of the stock exchange, other provisions and this Articles of Association.

**Article 157** An accountant of the accounting firm employed by the Company shall not concurrently holds the office of Board Secretary.

Article 98 of  
Mandatory Provisions

When the office of Board Secretary is held by a director of the Company and a certain act is to be done by a director and the Board Secretary separately, the person who concurrently holds the offices of director and Board Secretary may not perform the act in both capacities.

## **Chapter 12 President of the Company**

**Article 158** The Company shall have a President, several Vice Presidents who assist the President in work, and also a Chief Accountant, all of whom shall be appointed or dismissed by the Board of Directors.

Article 99 of  
Mandatory Provisions  
Article 124 of  
Guidelines on Articles  
of Association

The President and other senior executives shall serve a term of three years and may serve consecutive terms if reappointed.

Article 127 of  
Guidelines on Articles  
of Association

**Article 159** The President shall be accountable to the Board of Directors, and exercise the following duties and authorities:

1. to be in charge of production, operation and management of the Company, and to report on his or her work to the Board of Directors;
2. to organize for the implementation of resolutions of the Board of Directors;
3. to organize for the implementation of the Company's annual business plans and investment plans;
4. to formulate the plan for establishment of the internal management institutions of the Company;
5. to draft the plan for establishment of branches and other affiliates of the Company;
6. to draft the basic management system of the Company;
7. to formulate the basic rules and regulations of the Company;
8. to request the Board of Directors to engage or dismiss the Vice Presidents and the Chief Accountant of the Company, and to advise the Board of Directors as to their remunerations;
9. to engage or dismiss management personnels other than those to be engaged or dismissed by the Board of Directors, and decide on their evaluation, remuneration, award and penalty;
10. other duties and authorities, other than those to be exercised by the General Meeting of Shareholders and the Board of Directors pursuant to the laws, administrative regulations, policies and this Articles of Association.

**Article 160** The President shall attend meetings of the Board of Directors in a non-voting capacity; if the President is not also a director, he or she shall have no voting right at these meetings.

**Article 161** When working out issues that involves the immediate interests of the Company's staff, such as wages, welfare benefits, work safety, labor insurance or dismissal of the Company, the President shall first solicit opinions from the labor union and the staff council.

**Article 162** The President shall formulate detailed rules for the work of the President, and implement the same after the approval by the Board of Directors.

**Article 163** In the exercise of his or her duties and authorities, the President shall perform his or her fiduciary duty and obligation of diligence in accordance with the laws, administrative regulations and this Articles of Association.

## Chapter 13 The Board of Supervisors

**Article 164** The Company shall have a Board of Supervisors.

Article 103 of  
Mandatory Provisions

**Article 165** The Board of Supervisors is composed of three supervisors. Upon expiration of their term, supervisors may serve consecutive terms if reelected.

Article 104 of  
Mandatory Provisions

The Board of Supervisors shall have one Chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Board of Supervisors.

Section 1(d) (i) of  
Main Board Listing  
Rules Appendix  
13D Article 5 of  
Supplementary Opinions

**Article 166** The members of the Board of Supervisors shall include two shareholder representatives and one staff representative of the Company. The shareholder representatives shall be elected or dismissed from office by the General Meeting of Shareholders, while the staff representative shall be democratically elected and dismissed from office by the employees of the Company.

Article 105 of  
Mandatory Provisions  
Article 51 of  
Company Law

**Article 167** Directors, the President and other senior executives of the Company shall not concurrently serve as supervisors.

Article 106 of  
Mandatory Provisions

**Article 168** The Board of Supervisors shall hold at least two meetings annually and one meeting every six months. Meetings shall be convened and presided over by the Chairman of the Board of Supervisors. A supervisor may propose the holding of interim meetings of the Board of Supervisors. When the Chairman of the Board of Supervisors is unable or failing to perform his or her duty, a supervisor jointly recommended by more than half of the supervisors shall convene or preside over the meeting.

Article 135 of  
Guidelines on Articles  
of Association  
Article 107 of  
Mandatory Provisions  
Article 145 of  
Guidelines on Articles  
of Association  
Article 51 of  
Company Law

**Article 169** The Board of Supervisors shall be accountable to the General Meeting of Shareholders, and exercise the following duties and authorities according to the law:

Article 108 of  
Mandatory Provisions

1. to examine the Company's finances;
2. to supervise the conduct of the directors and senior executives in the performance of their Company duties, and to suggest the removal of directors or senior executives who violate the laws, administrative regulations, or breach this Articles of Association or resolutions of the General Meeting of Shareholders;
3. if an act of a director or of the President or other senior executive is detrimental to the Company's interest, to require him or her to correct such act;
4. to review the financial reports, operating reports, profit distribution plans and other financial documents to be submitted by the Board of Directors to the General Meeting of Shareholders, and, when in doubt, it may entrust certified accountants and practicing auditors in the Company's name to independently review the Company's finance;

Article 144 of  
Guidelines on Articles  
of Association

5. to propose the holding of Extraordinary General Meeting of Shareholders and, in the event that the Board of Directors fails to perform its duty of convening and presiding over the meetings of the General Meeting of Shareholders, to convene and preside over such General Meeting of Shareholders;
6. to submit proposals to the General Meeting of Shareholders;
7. to negotiate with, or bring legal actions against, directors or senior executives on behalf of the Company;
8. to propose the holding of interim meetings of the Board of Directors;
9. to elect the Chairman of the Board of Supervisors;
10. other duties and authorities specified by this Articles of Association.

Supervisors may attend meetings of the Board of Directors in a non-voting capacity.

**Article 170** When there are due causes, a supervisor shall have the right to request the Chairman of the Board of Supervisors to hold an interim meeting of the Board of Supervisors A notice shall be issued by means of phone and fax ten days before a meeting of the Board of Supervisors is held, and the notice shall include the date and venue of the meeting, the duration of the meeting, the agenda of the meeting and the date of issuance of the notice.

Article 109 of  
Mandatory Provisions  
Article 6 of  
Supplementary  
Opinions

Meetings of the Board of Supervisors shall be held only if at least two-thirds of the supervisors are present, Votes at meetings of the Board of Supervisors shall be held by registered ballot and each supervisor shall have one vote. Meetings of the Board of Supervisors shall be attended by the supervisors in person When a supervisor is unable to attend a meeting for any reason, he or she shall entrust another supervisor in writing to attend the meeting on his or her behalf, and such power of attorney shall specify the scope of authorization granted by the principal.

Section 1(d)and (ii)  
of Main Board Listing  
Rules Appendix 13D

Resolutions of a regular meeting or an interim meetings of the Board of Supervisors shall both constitute resolutions of meetings of the Board of Supervisors, and may only be adopted by two-thirds or more of the members of the Board of Supervisors.

**Article 171** Minutes of meetings of the Board of Supervisors shall be kept, and supervisors shall have the right to make particular illustrative statements regarding their speeches made at the meeting in the meeting minute. The meeting minute shall be signed by the supervisors present at the meeting and the recorder. Meeting records of the Board of Supervisors shall serve as Company files and be kept by the Board Secretary. Meeting minutes shall be kept for a period of 10 years.

Article 147 of  
Guidelines on Articles  
of Association

**Article 172** The Board of Supervisors implements the execution record system for its resolutions. A supervisor shall be designated to execute or supervise the execution of any resolution made by the Board of Supervisors. Such designated supervisor shall record the execution process of the resolution, and report the execution result to the Board of Supervisors.

**Article 173** Supervisors and the Board of Supervisors shall not be liable for resolutions of the Board of Directors. Nevertheless, if the Board of Supervisors considers that the resolution of the Board of Directors is in violation of the laws, regulations and this Articles of Association or prejudicing the interests of the Company, the Board of Supervisors may resolve to propose reconsideration by the Board of Directors.

**Article 174** The reasonable expenses incurred in the engagement of professional personnel such as lawyers, certified public accountants, practicing auditors, etc., by the Board of Supervisors in the exercise of its duties and authorities shall be borne by the Company.

Article 110 of  
Mandatory Provisions  
Article 56 of Company  
Law

Reasonable expenses incurred by the supervisors to attend meetings of the Board of Supervisors shall be on the account of the Company . Such expenses include the travel expenses from the places where the supervisors live to the meeting place (if both differ), the accommodation expenses during the meeting, the rent of the meeting venue, and the local transport expenses.

**Article 175** Supervisors shall discharge their supervising duties diligently in accordance with the laws, administrative regulations and this Articles of Association.

Article 111 of  
Mandatory Provisions

#### **Chapter 14 Qualifications and Obligations of the Directors, Supervisors, President and Other Senior Executives of the Company**

**Article 176** None of the following persons may serve as a director, supervisor, President or a senior executive of the Company:

Article 112 of  
Mandatory Provisions  
Article 95 of  
Guidelines on Articles  
of Association

1. persons without capacity or with limited capacity for civil acts;
2. persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property, embezzlement of property or for disrupting the social economic order, where five years since the expiration of the period of punishment have not elapsed; or persons who were deprived of their political rights for committing an offence, where five years since the expiration of the period of deprivation have not elapsed;
3. persons who serves as directors, factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where three years since the date of completion of the bankruptcy liquidation have not elapsed;
4. persons who served as the legal representatives of companies or enterprises that had their business licenses revoked or had been ordered to close down for breaching the law, where such representatives bear individual liability therefor and three years since the date of revocation of the business license have not elapsed;
5. persons with comparatively large debts that have fallen due but have not been settled;
6. persons whose cases have been placed on the docket and are being investigated by the judicial organ because of violation of the criminal law, and such cases remains pending;

7. persons who may not serve as leaders of enterprises by virtue of the laws and administrative regulations;
8. non-natural persons;
9. persons ruled by relevant competent authority to have violated securities-related regulations, where such violation involved fraudulent or dishonest conducts and five years since the date of the ruling have not elapsed;
10. other persons specified in the relevant laws and regulations of the place where the Company's shares are listed.

A person holding a position other than director in the organization of the controlling shareholder or the actual controller of the Company shall not act as a senior executive of the Company.

**Article 177** The validity of a conduct of a director, the President other senior manager of the Company on behalf of the Company shall not, towards a bona fide third party, be affected by any non-compliance in his or her holding of such office, election or qualifications.

Article 113 of  
Mandatory Provisions

**Article 178** In addition to obligations imposed by the laws, administrative regulations or the listing rules of the stock exchanges on which the Company's shares are listed, the directors, the supervisors, the President and other senior executives of the Company shall also undertake the following obligations to each shareholder when performing the duties and authorities granted to them by the Company:

Article 114 of  
Mandatory Provisions

1. not to cause the Company to exceed the business scope specified in its business licenses;
2. to act in good faith and in the best interest of the Company;
3. not to deprive the property of the Company in any way, including (but not be limited to) any opportunities that advantageous to the Company;
4. not to deprive the personal rights and interests of the shareholders, including (but not be limited to) rights to distribution and voting right, but excluding a restructuring of the Company submitted to and adopted by the General Meeting of Shareholders in accordance with this Articles of Association.

**Article 179** The directors, supervisors, the President and other senior executives of the Company shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their acts with the prudence, diligence and skill that a reasonably prudent person should exercise in comparable circumstances.

Article 115 of  
Mandatory Provisions  
Article 98 of  
Guidelines on Articles  
of Association

**Article 180** The directors, supervisors, the President and other senior executives of the Company shall, in the performance of their duties and responsibilities, abide by the fiduciary principle, and shall not place themselves in a position where their personal interests and their duties may conflict. This principle shall include (but not be limited to) the fulfillment of the following obligations:

1. to act in good faith and in the best interest of the Company;
2. to exercise powers within the scope of their duties and authorities and not to exceed such power;
3. to personally exercise the discretion vested in him or her and not allow himself or herself to be manipulated by another person;

and not to delegate the exercise of his or her discretion, unless permitted by laws and regulations or with the informed consent of the General Meeting of Shareholders;

4. to accord equal treatment to shareholders of the same class, and fair treatment to shareholders of different classes;
5. not to conclude a contract, or enter into a deal or arrangement with the Company unless otherwise specified in this Articles of Association, or with the informed consent of the General Meeting of Shareholders;
6. not to use the Company property in any way for his or her own benefit, unless with the informed consent of the General Meeting of Shareholders;
7. not to use his or her duties and authority as a mean to take bribes or other forms of illegal income, and not to embezzle funds of the Company or misappropriate the Company property in any way, including (but not be limited to) any chances that are advantageous to the Company;
8. not accept commissions related to the deals of the Company, unless with the informed consent of the General Meeting of Shareholders;
9. to abide by this Articles of Association, to perform his or her duties and responsibilities faithfully, to safeguard the interests of the Company, and not to use his or her position and authorities in the Company to seek private gain;
10. unless with the informed consent of the General Meeting of Shareholders, not to complete with the Company in any way, or not to use his or her related party relationship to impair the interests of the Company;
11. not to embezzle the Company's funds or lend the Company's funds to other persons, or deposit the assets of the Company in accounts opened in his or her personal name or another name, or use the Company's property as security for the debts of the shareholders of the Company or other individuals;



12. without the informed consent of the General Meeting of Shareholders, not to disclose any confidential information relating to the Company that was obtained by him or her during his or her tenure; and not to use such information except in the furtherance of the interests of the Company; nevertheless, such information may be disclosed to a court or other competent government authorities in the following circumstances:

- (1) specified by the law;
- (2) required in the public interests;
- (3) required in the personal interest of such director, supervisor, President or other senior executives of the Company.

**Article 181** A director, a supervisor, the President and other senior executives of the Company shall not instruct the following persons or institutions (hereafter referred to as “related parties”) to do what such director, supervisor, President and other senior executives are prohibited to do:

Article 117 of  
Mandatory Provisions

1. the spouse or a minor child of such director, supervisor, President and other senior executives of the Company;
2. a trustee of such director, supervisor, President or other senior executives or any person stated in item (1) under this article;
3. a partner of such director, supervisor, President or other senior executives or any person stated in items (1) and (2) under this article;
4. a company over which such director, supervisor, President or other senior executives of the Company, alone or jointly with any person stated in items (1), (2) (3) under this article or any other director, supervisor, President or other senior executives of the Company, has de facto control;
5. a director, supervisor, the President or other senior executives of a company being controlled as stated in item (4) under this article.

**Article 182** The fiduciary obligation of the directors, supervisors, President and other senior executives of the Company shall not necessarily cease with the termination of their tenure. Their confidentiality obligation in relation to the Company’s trade secrets shall survive the termination of their tenure. The terms for which other obligation shall continue shall be determined according to the principle of fairness, and depend on the time lapse between the termination and the occurrence of the matter and the circumstances and conditions under which the relationship with the Company terminated.

Article 118 of  
Mandatory Provisions

**Article 183** A director, a supervisor, the President or other senior executives of the Company may, by informed decision of the General Meeting of Shareholders, be relieved from liability for a specific breach of his or her obligations, except in circumstances as stipulated in Article 57 of this Articles of Association

Article 119 of  
Mandatory Provisions

**Article 184** If a director, supervisor, the President or other senior executives of the Company is, directly or indirectly, materially interested in a contract, deal or arrangement concluded or planned by the Company (except his or her employment contract with the Company), he or she shall disclose the nature and extent of his or her interest to the Board of Directors at the earliest opportunity, whether or not the relevant matter is normally subject to the approval of the Board of Directors.

Article 120 of  
Mandatory Provisions

A director shall not vote on any contract, deal, arrangement or any other proposal in which he or she or any of his or her related parties (as defined in the securities listing rules valid from time to time) has a material interest and which is to be approved by the Board of Directors or any other proposals related thereto. Additionally, he or she may not count in the quorum for the meeting.

Article 4(1) of Main  
Board Listing Rules  
Appendix 3

Unless the interested director, supervisor, President or other senior executives of the Company has disclosed such interest to the Board of Directors as required under the first paragraph of this article and the matter has been approved by the Board of Directors at a meeting in which he or she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, deal or arrangement, unless the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, President or other senior executives concerned.

A director, a supervisor, the President or other senior executives of the Company shall be deemed to be interested in any contract, deal or arrangement in which a related party of that director, supervisor, President or other senior executives is interested.

**Article 185** If a director, supervisor, President or other senior executive of the Company gives a written notice to the Board of Directors before the conclusion of the contract, deal or arrangement is first considered by the Company stating that, by reason of the contents of the notice, he or she is interested in the contract, deal or arrangement that may subsequently be made by the Company, such director, supervisor, President or other senior executive of the Company shall be deemed for the purposes of the preceding article of this Chapter to have declared his interest, to the extent stated in the notice.

Article 121 of  
Mandatory Provisions

**Article 186** The Company shall not in any manner pay tax on behalf of its directors, supervisors, President and other senior executives.

Article 122 of  
Mandatory Provisions

**Article 187** The Company shall not directly or indirectly provide a loan to or a loan guarantee for its directors, supervisors, President and other senior executives or those of its parent company, or provide loan to or loan guarantees for related persons of the aforesaid persons.

Article 123 of  
Mandatory Provisions

The provisions of the preceding paragraph shall not apply to the following circumstances:

1. the provision by the Company of a loan to or a loan guarantee for a subsidiary of the Company;

2. the provision by the Company of a loan, loan guarantee or other funds to a director, a supervisor, the President or other senior executives of the Company under an employment contract approved by the General Meeting of Shareholders, so as to enable him or her to meet the expenses incurred for the purposes of the Company or for the performance of his or her duties; and
3. the provision by the Company of a loan or a loan guarantee to a relevant director, a supervisor, the President or other senior executives of the Company or to a related person thereof on normal commercial terms, if the ordinary scope of business of the Company includes the lending of money or the provision of loan guarantees.

**Article 188** A loan provided by the Company in breach of the preceding article shall be immediately repayable by the recipient of the loan, regardless of the conditions of the loans.

Article 124 of  
Mandatory Provisions

**Article 189** A loan guarantee provided by the Company in breach of the first paragraph of Article 187 shall be unenforceable against the Company, except for the following circumstances:

Article 125 of  
Mandatory Provisions

1. the loan was provided to a related person of a director, supervisor, the Presidents or other senior executives of the Company or of its parent company; and at the time the loan was advanced the lender did not know the relevant circumstances; or
2. the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.

**Article 190** In the preceding article of this chapter, the term “guarantee” shall include a conduct whereby the guarantor undertakes the liability or provides property to guarantee or secure the performance of obligation by the obligor.

Article 126 of  
Mandatory Provisions

**Article 191** When a director, supervisor, the President or other senior executives of the Company violates his or her obligations to the Company, the Company shall, in addition to any rights and remedies provided by the laws and administrative regulations, have the right to take the following measures:

Article 127 of  
Mandatory Provisions

1. require the relevant director, supervisor, President or other senior executives to compensate for the losses sustained by the Company as a consequence of his or her delinquency;
2. rescind any contract or deal concluded by the Company with the relevant director, supervisor, President and other senior executives and any contract or deal concluded by the Company with a third person (where such third person clearly knows or should know that the director, supervisor, President or other senior executives representing the Company was in violation of his or her obligations to the Company);
3. require the relevant director, supervisor, President or other senior executives to give up the income obtained from the violation of his or her obligations;

4. recover any moneys received by the relevant director, supervisor, President or other senior executives that should have been received by the Company, including (but not be limited to) commissions;
5. require the relevant director, supervisor, President or senior executives to return the interest earned or possibly earned on the moneys that should have been paid to the Company;

**Article 192** The Company shall conclude written contracts with each director, supervisor and senior executive, and such contracts shall include at least the following provisions:

Article 19A.54 and  
19A.55 of Main  
Board Listing Rules

1. the director, supervisor or senior executive warrants to the Company that he or she will observe the Company Law, the Special Provisions, this Articles of Association, the Code on Takeovers and Mergers of Hong Kong, the Code on Share Buy-backs of Hong Kong and other provisions established by the HKEX, and agrees that the Company will enjoy the remedial actions set forth under this Articles of Association, and that such contract and its position shall not be transferred;
2. the director, supervisor or senior executive warrants to the Company that he or she will observe and perform his or her responsibilities owed to the shareholders specified in this Articles of Association;
3. the arbitration article contained in Article 251 of this Articles of Association.

**Article 193** The Company shall conclude written contracts with each director and supervisor of the Company concerning his or her remuneration, and such contracts shall be approved by the General Meeting of Shareholders in advance. The aforesaid remuneration shall include:

1. remunerations in respect of his or her service as a director, supervisor or senior executive of the Company;
2. remunerations in respect of his or her service as a director, supervisor or senior executives of a subsidiary of the Company;
3. remuneration for other services rendered for the management of the Company or its subsidiaries; and
4. the payment by way of compensation for his or her loss of office or retirement to the relevant directors and supervisors in respect of redundancy or retirement.

Article 128 of  
Mandatory Provisions

Except under a contract as mentioned above, a director or supervisor shall not take a legal action against the Company for benefits due to him or her on the basis of the aforesaid matters.

**Article 194** The Company shall specify in the contract concluded with a director or supervisor of the Company concerning his or her remuneration that in the event of a takeover of the Company, a director or supervisor of the Company shall, subject to prior approval of the General Meeting of Shareholders, have the right to receive the compensation or other moneys obtainable for loss of office or retirement.

In the preceding paragraph, the term “a takeover of the Company” shall mean either of the following:

1. any person making a takeover offer to all of the shareholders; or
2. any person making a takeover offer with a view to the offeror becoming a controlling shareholder as defined in Article 59 of this Articles of Association.

If the relevant director or supervisor has failed to comply with this article, any sum received by him or her shall be owned by those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant director or supervisor and may not be paid out of such sums.

## **Chapter 15 Financial and Accounting Systems and Profit Distribution**

**Article 195** The Company shall formulate its financial and accounting systems in accordance with the laws, administrative regulations and the PRC accounting standards formulated by the finance authority of the State Council.

**Article 196** The Company shall prepare financial reports at the end of each accounting year, and such financial statements shall be audited by an accounting firm in accordance with the law.

The Company shall adopt the Gregorian calendar year as its accounting year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year.

**Article 197** The Board of Directors of the Company shall, at each annual General Meeting of Shareholders, submit to the shareholders such financial reports as relevant laws, administrative regulations and normative documents published by the local governments and the managing authorities require the Company to prepare.

**Article 198** The financial reports of the Company shall be kept in the Company and made available for inspection by the shareholders 20 days before an annual General Meeting of Shareholders is held. Each shareholder of the Company shall have the right to obtain a copy of the financial reports mentioned in this chapter.

**Article 199** The Company shall deliver the duplicate of the financial report together with the balance sheet (including every document require by applicable laws to be annexed thereto)), the profit and loss statement or the income statement, or the financial summary report, to each holder of the overseas listed foreign shares by prepaid mail at the recipient’s address shown in the register of shareholders at least 21 days before an annual General Meeting of Shareholders is held.

**Article 200** The financial statements of the Company shall be prepared in accordance with PRC accounting standards and regulations, and shall also be prepared in accordance with the international accounting standards or the accounting standards of the place outside the PRC where the Company's shares are listed. If there is any material discrepancy in the financial statement prepared in accordance with these two sets of accounting standards, such discrepancy shall be specified in the notes to such financial statements. For purposes of the Company's distribution of post-tax profits of a given accounting year, the lesser of the amounts of post-tax profits shown in the aforementioned two kinds of financial statement shall govern.

Article 134 of  
Mandatory Provisions

**Article 201** Interim results or financial information published or disclosed by the Company shall be prepared according to PRC accounting standards and regulations, and shall also be prepared in accordance with international accounting standards or the accounting standards of the place outside the PRC where the Company's shares are listed.

Article 135 of  
Mandatory Provisions

**Article 202** The Company shall publish financial reports twice every accounting year, namely an interim financial report within 60 days after the end of the first six months of the accounting year and an annual financial report within 120 days after the end of the accounting year.

Article 136 of  
Mandatory Provisions

**Article 203** The Company shall not keep account books other than the statutory account books. The Company's assets shall not be deposited in any account opened in the name of any individual.

Article 137 of  
Mandatory Provisions  
Article 151 of  
Guidelines on Articles of  
Association

**Article 204** The capital reserve shall include the following funds:

Article 138 of  
Mandatory Provisions

1. the premiums obtained from the share issuance at a price above par;
2. other incomes required by the State Council finance authority to be included in the capital reserve.

**Article 205** When the Company distributes its post-tax profits for a given year, the Company shall allocate 10% of profits to its statutory capital reserve. The Company shall no longer be required to make allocations to its statutory capital reserve once the aggregate amount of such reserve exceeds 50% of its registered capital.

Article 152 of  
Guidelines on Articles  
of Association

When the Company's statutory capital reserve is insufficient to make up losses from previous years, the Company shall use its profit from the current year to make up such losses before making the allocation to its statutory capital reserve in accordance with the previous provision.

After making the allocation from its post-tax profit to its statutory capital reserve, the Company may, subject to a resolution of the General Meeting of Shareholders, make an allocation from its post-tax profits to the discretionary capital reserve.

After the Company has made up its losses and made allocations to its capital reserves, the remaining post-tax profits shall be distributed in proportion to the shareholdings of its shareholders, unless This Article of Association provide that distributions are to be made otherwise than proportionally.

If the General Meeting of Shareholders violates the preceding provisions by distributing profits to shareholders before the Company has made up its losses and made allocation to the statutory capital reserve, the shareholders must return to the Company the profits that were distributed in violation of the said provisions.

The Company's shares that are held by the Company itself shall not participate in the profit distribution.

**Article 206** The Company may take either or both of the following ways to distribute the dividend:

Article 139 of  
Mandatory Provisions

1. Cash;
2. Shares.

Dividend and other payments by the Company to holders of the domestic shares shall be denominated and declared in RMB and paid in RMB within 3 months after the declaration of the dividend, whereas those to holders of the overseas listed foreign shares shall be denominated and declared in RMB and paid in foreign currencies within 3 months after the declaration of the dividend. The exchange rate shall be the average closing price of the relevant foreign exchange published by the People's Bank of China 5 working days before the date of declaration of the dividends or other payment. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign shares shall be handled in accordance with relevant state regulations on foreign exchange control. The dividend distribution of the Company shall be approved by the General Meeting of Shareholders by way of an ordinary resolution and implemented by the Board of Directors.

**Article 207** Any amount paid up by a shareholder in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Article 3(1) of Main  
Board Listing Rules  
Appendix 3

**Article 208** The Company shall appoint receiving agents for holders of overseas listed foreign share. The agents shall collect on behalf of the relevant shareholders the dividends distributed and other moneys payable in respect of overseas listed foreign shares.

Article 140 of  
Mandatory Provisions

The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant provisions of the stock exchange, where the shares are listed.

Article of  
Supplementary  
Opinions, and Section  
1(c) of Main Board  
Listing Rules  
Appendix 13D

The receiving agent appointed by the Company for the holders of the overseas listed foreign shares listed on the HKEX shall be a trust company registered under the Trustee Ordinance of Hong Kong. Subject to relevant laws and regulations of the PRC as well as the provisions of the HKEX, the Company may exercise the power of confiscation to unclaimed dividend, but such power shall not be exercised before the expiration of the applicable relevant period.

The Company shall have the power to terminate the delivery of the dividend warrant by post to a given holder of overseas listed foreign shares, but the Company may exercise such power only if such warrant has been left uncashed on two consecutive occasions. However, the Company may also exercise such power after the first occasion on which such a warrant is returned undelivered.

Article 3(2) of  
Main Board Listing  
Rules Appendix 3

As to the exercise of the power to issue share warrants to holders, unless the Company does believe that the original share warrant has been destroyed, the Company shall not issue any new share warrant to replace one that has been lost.

Article 13(1) of  
Main Board Listing  
Rules Appendix 3

The Company has the power to sell by a method considered appropriate by the Board of Directors the shares of a holder of overseas listed foreign shares who is untraceable, provided that it complies with the following conditions:

1. during a period of 12 years, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and
2. on expiry of the 12 years, the Company gives notice of its intention to sell the shares by way of an announcement published in one or more newspaper in the place where the Company is listed and notifies the stock exchange of the place where such shares are listed of such intention.

Article 13(2) of Main  
Board Listing Rules  
Appendix 3

**Article 209** After the Company's General Meeting of Shareholders has passed a resolution on the profit distribution plan, the Board of Directors of the Company must complete the distribution of dividend (or share) within two months after the holding of the General Meeting of Shareholders.

Article 154 of  
Guidelines on Articles  
of Association

**Article 210** When distributing dividends to shareholders, the Company shall withhold and remit the taxes payable on the dividend incomes of shareholders based on the amount distributed and according to the PRC tax law.

**Article 211** The Company shall implement an internal auditing system and appoint dedicated auditing personnel to carry out internal auditing and supervision of the Company's financial revenues and expenditures, and economic activities.

Article 156 of  
Guidelines on Articles  
of Association

**Article 212** The internal auditing system of the Company and the responsibilities of its auditing personnel shall be implemented after the approval thereof by the Board of Directors. The person in charge of auditing shall be accountable and report to the Board of Directors.

Article 157 of  
Guidelines on Articles  
of Association



## Chapter 16 Engagement of Accounting Firm

**Article 213** The Company shall engage an independent accounting firm that conforms to relevant provisions of the state to audit the annual financial reports and other financial reports of the Company.

Article 141 of  
Mandatory Provisions  
Article 158 of  
Guidelines on Articles  
of Association

The first accounting firm of the Company may be engaged by the inaugural meeting prior to the annual General Meeting of Shareholders. Such accounting firm shall hold office until the conclusion of the first annual General Meeting of Shareholders.

If the inaugural meeting does not exercise its authority specified in the preceding paragraph, such authority shall be exercised by the Board of Directors.

**Article 214** The term of engagement of an accounting firm engaged by the Company shall commence upon the conclusion of the current annual General Meeting of Shareholders and end upon the conclusion of the next General Meeting of Shareholders.

Article 142 of  
Mandatory Provisions

**Article 215** An accounting firm engaged by the Company shall enjoy the following rights:

Article 143 of  
Mandatory Provisions

1. the right of access to the account books, records or vouchers of the Company at any time, and have the right to require directors, the President or other senior executives of the Company to provide relevant information and explanations;
2. the right to require the Company to take reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;
3. the right to attend shareholders' meetings in a non-voting capacity, to receive notice of or other information concerning any meetings of or concerning which shareholders have a right to receive notice or other information, and to be heard at any shareholders' meetings on any matter which relates to it as the accounting firm of the Company.

**Article 216** If the position of accounting firm becomes vacant, the Board of Directors may appoint an accounting firm to fill such vacancy before a General Meeting of Shareholders is held. Nevertheless, if there are other accounting firms holding the position of accounting firm of the Company which such vacancy persists, such accounting firms may continue to act.

Article 144 of  
Mandatory Provisions

**Article 217** The General Meeting of Shareholders may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.

Article 145 of M  
andatory Provisions  
Article 159 of  
Guidelines on Articles  
of Association

**Article 218** The remuneration or method of determining the remuneration of an accounting firm shall be determined by the General Meeting of Shareholders. The remuneration of an accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.

Article 146 of  
Mandatory Provisions  
Article 161 of  
Guidelines on Articles  
of Association

**Article 219** The engagement, dismissal or non-renewal of engagement of an accounting firm shall be decided upon by the General Meeting of Shareholders and be reported to the securities regulator of the State Council for the record.

Article 147 of  
Mandatory Provisions

Where a resolution at a General Meeting of Shareholders is to be passed to engage an accounting firm other than an incumbent accounting firm, to fill a vacancy in the office of accounting firm, or to reappoint an accounting firm engaged by the Board of Directors to fill a vacancy in the office of accounting firm, or to remove an accounting firm before the expiration of its term of offices, matters shall be handled in accordance with the following provisions:

Article 9 of  
Supplementary  
Opinions  
Section 1(e) and (i) of  
Main Board Listing  
Rules Appendix 13D

1. the proposal of engagement or dismissal shall be sent, before issuance of the notice of the General Meeting of Shareholders, to the accounting firm proposed to be engaged or proposed to leave its post, or the accounting firm that has left its post in the relevant accounting year. Leaving includes leaving by dismissal, resignation and retirement.
2. if the accounting firm leaving its post makes a written statement and requested their notification to the shareholders, the shall, unless such written statement is received too late, take the following measures:
  - (1) in any notice of the resolution given to shareholders, state the fact that the accounting firm that is leaving its post has made the statement;
  - (2) serve a duplicate of the statement as an appendix to such notice on the shareholders by the method specified in this Articles of Association.
3. if the statement of the relevant accounting firm is not sent by the Company in accordance with subsection (2) above, the relevant account firm may require that the statement be read out at the General Meeting of Shareholder and make further claim.
4. an accounting firm that is leaving its post shall have the right to attend the following meetings:
  - (1) the General Meeting of Shareholders at which its term of office would otherwise have expired;
  - (2) any General Meeting of Shareholders at which it is proposed to fill the vacancy caused by its dismissal; and
  - (3) any General Meeting of Shareholders convened on its resignation.

The leaving accounting firm shall have the right to receive all notices of, or other information relating to, any aforesaid meetings, and to be heard at any such meetings on matters which concern it as the former accounting firm of the Company.

**Article 220** When the Company dismisses or does not reappoint an accounting firm, it shall give advance notice to the accounting firm, and the accounting firm shall have the right to present its views before the General Meeting of Shareholders. When an accounting firm resigns, it shall state to the General Meeting of Shareholders as to whether or not there is any irregularity in the Company.

Article 148 of  
Mandatory Provisions  
Article 162 of  
Guidelines on Articles  
of Association

1. an accounting firm may resign from its office by depositing a written notice of resignation at the registered address of the Company. The notice shall take effect on the date when it is deposited at the registered address of the Company or on such later date as may be specified therein. Such notice shall include the following statements:

Article 10 of  
Supplementary  
Opinions

(1) the statement that its resignation does not involve in any circumstances that should be stated to the shareholders or creditors of the Company; or

Section 1(e) and (ii)  
of Main Board Listing  
Rules Appendix 13D

(2) Statement on any such circumstance that shall be stated.

2. When a written notice under section (1) of this article is deposited, the Company must, within 14 days after receipt of such notice, send a copy of the written notice to the relevant competent authority. If the notice contains a statement as mentioned in item (2) of section (1) of this article, the Company shall make a copy of such statement available at its office for inspection by shareholder. The Company shall additionally send a duplicate of the aforementioned statement to every shareholder who is entitled to obtain the financial position report of the Company by prepaid mail at the recipient's address shown in the register of shareholders.

Section 1(e) and (iii)  
of Main Board Listing  
Rules Appendix 13D

3. If the notice of resignation of the accounting firm contains any statement as stated in item (2) of section (1) of this article, the accounting firm may require the Board of Directors to hold an extraordinary General Meeting of Shareholders for its explanation of the circumstances connected with its resignation.

Section 1(e) and (iv)  
of Main Board Listing  
Rules Appendix 13D

## Chapter 17 Insurance

**Article 221** All insurances of the Company shall be taken out by the decisions of the meetings of the Board of Directors of the Company in accordance with the relevant provisions of the PRC insurance law.

**Article 222** The Company shall establish a liability insurance system for its directors, supervisors, President and other senior executives.

## Chapter 18 Labor System

**Article 223** The Company implements the labor contract system. The Company, according to the development of its business, recruits and dismisses its employees at its own discretion to the extent specified by relevant laws and regulations of the state.

**Article 224** The Company shall determine the labor and remuneration system and the way of payment according to relevant provisions of the state, this Articles of Association and the economic returns of the Company.

**Article 225** The Company shall strive to improve the benefits of the employees and continuously improve the working and living conditions of the employees.

**Article 226** The Company shall participate in the social insurance programs for medical treatment, endowment, unemployment and industrial injury in accordance with relevant laws and regulations of the state.

### **Chapter 19 Labor Union Organization**

**Article 227** The Company shall organize a labor union and carry out labor union's activities to safeguard the legitimate rights and interests of the staff according to the law. The Company shall provide necessary conditions for the activities of the labor union.

### **Chapter 20 Information Disclosure**

**Article 228** The Board of Directors of the Company shall establish the standard, method and channels, etc. for information disclosure, and develop and refine the Company's information disclosure system pursuant to the laws, relevant provisions of the securities regulator of the place where the Company's shares are listed and this Articles of Association.

**Article 229** The Company shall disclosure information in a compliant manner in accordance with the principles of authenticity, accuracy, integrity and timeliness.

### **Chapter 21 Merger and Division of the Company**

**Article 230** The merger or division of the Company shall be proposed by the Board of Directors of the Company and adopted in accordance with the procedure specified in this Articles of Association, and then relevant examination and approval procedures shall be carried out according to the law. Shareholders opposing the proposal for the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of the resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by the shareholders.

Article 149 of  
Mandatory Provisions

Holders of overseas listed foreign shares shall additionally be served copies of the aforementioned document by mail.

**Article 231** Merger of the Company may take the form of merger by absorption or merger by new establishment.

Article 150 of  
Mandatory Provisions

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days from the date of adoption of the merger resolution, and announce such resolution on the newspaper within 30 days. A creditor may, within 30 days after the receipt of the written notice or, if he or she did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt to him or her in full or to provide commensurate security.

Article 171 of  
Guidelines on Articles  
of Association

When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Article 173 of  
Guidelines on Articles  
of Association

**Article 232** When the Company is divided, its property shall be divided accordingly.

Article 151 of  
Mandatory Provisions

When the Company is divided, the parties to the division shall enter into a division agreement and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days from the date of adoption of the division resolution, and announce such resolution on the newspaper recognized by the stock exchange on which the Company's shares are listed within 30 days.

Article 172 of  
Guidelines on Articles  
of Association

The post-division companies shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.

Article 175 of  
Guidelines on Articles of  
Association

**Article 233** If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the law. If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the law. If

Article 152 of  
Mandatory Provisions  
Article 177 of  
Guidelines on Articles  
of Association

## **Chapter 22 Dissolution & Liquidation of the Company**

**Article 234** The Company shall be dissolved and liquidated according to the law in any of the following circumstances:

Article 153 of  
Mandatory Provisions  
Article 178 of  
Guidelines on Articles  
of Association

1. the operating period expires;
2. the General Meeting of Shareholders resolves to dissolve the Company;
3. dissolution of the Company is necessary as a result of the merger or dissolution of the Company;
4. the Company is legally declared bankrupt because of its failure to repay the debts upon their maturity;
5. the Company has its business license revoked, is ordered to close down or be dissolved in accordance with the law;
6. serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding more than 10% of all shareholders' voting rights may petition a People's court to dissolve the Company.

**Article 235** When the circumstance stated in item 1 of the preceding article is true, the Company may continue to exist by amending this Articles of Association.

Article 154 of  
Mandatory Provisions  
Article 180 of  
Guidelines on Articles  
of Association

If the Company is dissolved pursuant to items 1, 2, 3, 5 or 6 of the preceding article, it shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of persons determined by the General Meeting of Shareholders by an ordinary resolution. If the Company fails to establish the liquidation committee and carry out liquidation within the time limit, its creditors may petition a People's Court to designate relevant persons to form a liquidation committee and conduct the liquidation.

If the Company is dissolved pursuant to item 3 of the preceding article, the People's Court shall, according to relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.

**Article 236** If the Board of Directors decides the Company should be liquidated (otherwise than because of a declaration of bankruptcy), the notice of the General Meeting of Shareholders convened for such purpose shall include a statement to the effect that the Board of Directors has thoroughly investigated into the status of the Company, and is of the opinion that the Company can pay its debts in full within 12 months after the commencement of liquidation.

Article 155 of  
Mandatory Provisions

The duties and authorities of the Board of Directors shall terminate immediately upon the adoption by the General Meeting of Shareholders of a resolution to carry out liquidation.

The liquidation committee shall observe the instructions of the General Meeting of Shareholders, and not less than once a year make a report to the General Meeting of Shareholders on the receipts and expenditures of the liquidation committee, the business of the Company and the progress of the liquidation of the Company, and shall make a final report to the General Meeting of Shareholders when the liquidation is completed.

**Article 237** The liquidation committee shall notify creditors within ten days after the date of its establishment and make announcements of the liquidation in the newspapers designated by the China Securities Regulatory Commission, on the website of the Company and the website of the stock exchange within 60 days. The Liquidation committee shall register all the claims declared.

Article 156 of  
Mandatory Provisions  
Article 182 of  
Guidelines on Articles  
of Association

Creditors shall declare their claims to the liquidation committee within 30 days after receipt of the written notice or, if they did not receive a written notice, within 45 days after the date of the announcement.

When declaring their claims, creditors shall explain the particulars relevant to their claims and submit supporting documentation. The liquidation committee shall register the claims declared.

During the claim declaration period, the liquidation committee may not pay any debts to creditor .

**Article 238** The liquidation committee shall exercise the following duties and authorities in the liquidation period:

Article 157 of  
Mandatory Provisions

Article 181 of  
Guidelines on Articles  
of Association

1. to inventory the properties of the Company, and to prepare a balance sheet and a property List respectively;
2. to notify creditors by notice and public announcement;
3. to handle pending businesses of the Company relating to the liquidation;
4. to make full payment of taxes in arrears and of taxes incurred during the liquidation process;
5. to clear claims and debts;
6. to dispose of the Company's property remaining after the debts are paid in full;
7. to represent the Company in civil actions.

**Article 239** After the liquidation committee has inventoried the Company's property and prepared a balance sheet and a property list, it shall formulate a liquidation plan and submit it to the General Meeting of Shareholders or the People's Court for confirmation.

Article 158 of,  
Mandatory Provisions  
Article 183 of  
Guidelines on Articles  
of Association

The Company's property remaining after payment of the liquidation expenses, the wages, social insurance premiums and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders according to the classes and proportions of the shares they hold.

During liquidation, the Company shall continue to exist, but shall not engage in any operating activities unrelated to the liquidation. The properties of the Company shall not be distributed to the shareholders until it has been applied to the making of the payments mentioned in the preceding paragraph.

**Article 240** If the liquidation committee, having inventoried the Company's property and prepared a balance sheet and a property list, discovers that the property of the Company is insufficient to pay its debts in full, the liquidation committee shall apply to the People's Court for a declaration of bankruptcy.

Article 159 of  
Mandatory Provisions  
Article 184 of  
Guidelines on Articles  
of Association

After the People's Court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the People's Court.

**Article 241** Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, an income and expenditure statement and financial account books in respect of the liquidation period, and, after verification thereof by a PRC certified public account, submit the same to the General Meeting of Shareholders or the people's court for confirmation. The liquidation committee shall then, within 30 days after the date of confirmation of the aforementioned documents by the General Meeting of Shareholders or the People's Court, submit the same to the company registrar to apply for cancellation of the Company's registration and public announce the termination of the Company.

Article 160 of  
Mandatory Provisions  
Article 185 of  
Guidelines on Articles  
of Association

**Article 242** The members of the liquidation committee shall be faithful in the discharge of their duties and perform their liquidation obligations according to the law.

Article 186 of  
Guidelines on Articles  
of Association

The members of the liquidation committee shall not use their authority to take bribes or other illegal incomes, or misappropriate the properties of the Company.

If the Company or a creditor sustains a loss due to a willful act or gross negligence on the part of a member of the liquidation committee, such liquidation committee member shall be liable for damages.

### **Chapter 23 Amendment of the Company's Articles of Association**

**Article 243** The Company may amend this Articles of Association pursuant to laws and the provisions of this Articles of Association.

Article 161 of  
Mandatory Provisions

Article 188 of  
Guidelines on Articles  
of Association

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

1. provisions of the Articles of Association conflict with the Company Law or related laws after such laws are revised;
2. a change occurs in the Company's situation and such change is inconsistent with the matters stated therein;
3. the General Meeting of Shareholders decides to amend this Articles of Association.

**Article 244** Except as otherwise provided in this Articles of Association, this Articles of Association shall be amended according to the following procedure:

1. the Board of Directors adopts a resolution according to this Articles of Association, and drafts the amendments, or a shareholder proposes to amend this Articles of Association;
2. the shareholders are notified of the amendments and a General Meeting of Shareholders is convened for voting thereon;
3. the amendments submitted to the General Meeting of Shareholders for voting shall be adopted by a special resolution;



**Article 245** If an amendment to the Articles of Association involves a matter which is required by law to be disclosed, an announcement shall be made in accordance with the laws.

**Article 246** If an amendment of this Articles of Association involves matters provided for in the Mandatory Provisions, it shall take effect after it is approved by the company approval authority authorized by the State Council. If an amendment to this Articles of Association involves a registered particular of the Company, registration of the change shall be carried out in accordance with the law.

Article 162 of  
Mandatory Provisions

## Chapter 24 Notice & Public Announcement

**Article 247** Notices of the Company shall be given or provided by one or more of the following means:

Article 163 of  
Guidelines on Articles  
of Association  
Articles 7(1) and (3)  
of Appendix 3

1. by courier;
2. by mail;
3. by fax;
4. by way of a public announcement, which shall be published on the newspaper designated by China Securities Regulatory Commission, on the website of the Company and the website of the stock exchange;
5. other means agreed upon in advance by the Company or the notice recipient or accepted by the notice recipient upon receipt of such notice;
6. other means recognized by the securities regulator of the place where the Company's shares are listed or specified in this Articles of Association.

Unless otherwise specified, any notices or reports that the Company issues or gives by means of a public announcement in accordance with the provisions or as permitted to do so must, at minimum, be published in one nationally circulated newspaper or periodical designated by the securities regulator of the State Council and, where practicable, such notice shall, to the extent possible, be published in the place where Company's shares are listed in accordance with applicable regulations and the rules of the stock exchange

**Article 248** Unless otherwise specified by this Articles of Association, any notice, information or written statement sent by the Company to every shareholder of overseas listed foreign shares shall be delivered by courier to the address of every such shareholder indicated in the register of shareholders, or posted to every such shareholder by post.

An announcement on a notice sent to the holders of the domestic shares shall be published on one or more newspapers or periodical designated by the securities regulator of the State Council. Once such announcement is published, all the domestic shareholders shall be deemed to have received the relevant notice.

**Article 249** For a company notice given by courier, the recipient shall sign (or affix his or her seal to) the delivery receipt, and the date on which he or she signed the receipt shall be the date of service;

Articles 165, 166 and 167 of Guidelines on Articles of Association

For a company notice given by mail, the date of service shall be 48 hours from the date of consignment to the post office;

For a company notice given by fax, email or publication on a website, the date on which such notice is dispatched or published shall be the date of service;

For a company notice given by way of a public announcement, the first day of publication shall be the date of service. Such announcement shall be published in a newspaper or periodical that satisfies relevant provisions.

**Article 250** If the listing rules in the place of listing require the Company to send, mail, distribute, issue, publish or otherwise provide relevant documents of the Company in both English and Chinese versions, the Company may, to the extent permitted by applicable laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him or her the English version or Chinese version of documents if the Company has made appropriate arrangements to ascertain whether its shareholders wish to only receive the English version or the Chinese version of documents.

## Chapter 25 Settlement of Dispute

**Article 251** The Company shall observe the following rules to settle disputes:

Article 11 of Supplementary Opinions

1. If any dispute or claim that concerns Company affairs and is based on the rights and obligations provided for in this Articles of Association, the Company Law or other relevant laws arises between a holder of overseas listed foreign shares and the Company, between a holder of overseas listed foreign shares and a director, a supervisor, the President or other senior executives of the Company or between a holder of overseas listed foreign shares and a holder of domestic shares, the parties concerned shall submit the dispute or claim to arbitration.

Article 163 of Mandatory Provisions Article 19A.54 and 19A.55 of Main Board Listing Rules

When an aforesaid dispute or claim is submitted to arbitration, the dispute or claim shall be submitted in its entirety, and all persons, being the Company, or shareholders, directors, supervisors, the President or other senior executives of the Company, that have a cause of action due to the same facts or whose participation is necessary for the resolution of such dispute or claim shall submit to arbitration.

Disputes regarding the definition of shareholders and the register of shareholders may be resolved by means other than arbitration.

2. A dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic or Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim to arbitration, the other party must submit to the arbitration institution selected by the applicant.

If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.

3. Unless otherwise provided by laws or administrative regulations, PRC laws shall apply to the resolution by arbitration of disputes or claims referred to in item (1).
4. The award of the arbitration institution shall be final and binding upon each party.
5. The Company represents both itself and every shareholder in such arbitration.
6. Any submission to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award;

## Chapter 26 Special Provisions

**Article 252** In accordance with the then effective laws, regulations and listing rules of the place where the securities of the Company are listed, the Company may issue non-public preference shares to target subscribers including the controlling shareholder of the Company or shareholders acting in concert with them in due course, based on the strategic development and operation conditions of the Company, and resume the voting rights of preference shares required under the Articles of Association on the premise of meeting the requirements of above regulatory documents.

**Article 253** Based on the strategic development and operation conditions of the Company, the Company may issue ordinary shares to shareholders including the controlling shareholder and shareholders acting in concert with them, in accordance with the then effective relevant laws, regulations and relevant rules of the place where the securities of the Company are listed.

## Chapter 27 Supplementary Provisions

**Article 254** In this Articles of Association, The term “accounting firm” shall have the same meaning as the term “auditor” as defined in the Listing Rules of the HKEX.

Article 165 of  
Mandatory Provisions

**Article 255** This Articles of Association are written in Chinese. In the event that there is a discrepancy between any other language version or different version hereof and this Articles of Association, the most recent Chinese version hereof registered with the Chongqing Administration for Industry and Commerce shall prevail.

Article 194 of  
Guidelines on Articles  
of Association

**Article 256** Unless otherwise required by the contract, the following terms used in this Article of Association shall have the meaning assigned to them below:

1. lineal relatives refer to the spouse, parents and children;
2. major social relations refer to siblings, parents of the spouse, spouses of children, spouses of siblings, and siblings of the spouse;
3. all directors refer to all of the members of the Board of Directors as specified in Article 117 of this Articles of Association, namely the 12 directors;
4. all supervisors refer to all of the members of the Board of Supervisors as specified in Article 165 of this Articles of Association, namely the 3 supervisors;
5. the term “laws” refers to the applicable laws, administrative regulations, department rules and regulations, local regulations, local governments rules and regulations and legally binding government regulatory documents current in the PRC (which excludes Taiwan Province, Hong Kong Special Administrative Region and Macau Special Administrative Region) on the effective date of this Articles of Association; however, when used together with “administrative regulations”, and only then, means the legal norms adopted by the National People’s Congress and its Standing Committee;
6. administrative regulations refers to legal norms formulated by the State Council pursuant to the Constitution and laws, and promulgated in the form of Orders of the State Council;
7. subsidiary refers to a company that is directly or indirectly controlled by the Company, that has legal person status and that independently bears civil liability;
8. “acting in concert” means action taken by two or more persons pursuant to an agreement (whether oral or written) to obtain or consolidate control of the Company through the acquisition by any of them of voting rights of the Company;
9. actual controller refers to a person who, although not a shareholder of the Company, is nevertheless able to actually direct the acts of the Company by virtue of an investment relationship, agreement or other arrangement;
10. related party relationship refers to the relationship between the Company’s controlling shareholder, actual controller, a director, a supervisor or senior officer on the one hand and an enterprise he or she directly or indirectly controls on the other hand, as well as any other relationship that may result in a diversion of the Company’s interests; however, enterprises controlled by the state shall not be deemed to have a connected relationship merely by virtue the fact that such enterprises are under the common control of the state;

11. Preference shares means, pursuant to the Company Law, another class of shares as specifically provided in addition to the ordinary shares as generally provided. Holders of such preference shares are entitled to receive the distributions of profits and remaining assets of the Company in priority over holders of ordinary shares, while the rights to participate in the management and decision-making of the Bank and other rights of holders of such preference shares shall be restricted.

**Article 257** Unless otherwise specified in this Articles of Association, the terms “more than”, “within” and “below” shall include the number or date itself, while the terms “lower than”, “less than”, “above”, “higher than”, “exceeding”, “over”, “before” and “after” shall not include the number itself.

Article 195 of  
Guidelines on Articles  
of Association

**Article 258** This Articles of Association shall take effect after adopted by the General Meeting of Shareholders, and be implemented as of the date on which the Company is listed in Hong Kong Exchanges and Clearing Limited, and the former Articles of Association shall no longer be effective after the implementation of this Articles of Association. The power to interpret this Articles of Association shall vest in the Board of Directors of the Company. Any matters not covered in this Articles of Association shall be provided for by the Board of Directors submitting the same to the General Meeting of Shareholders for adoption of a resolution thereon.

Article 196 of  
Guidelines on Articles  
of Association