

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix contains a summary of the principal provisions of the Articles of Association. As the main purpose of this appendix is to provide potential investors with an overview of the Articles of Association, it may not necessarily contain all information that is important for potential investors. As stated in the section headed “Documents Delivered to the Registrar of Companies in Hong Kong and Documents on Display” in Appendix VII to the Document, the full Chinese text of the Articles of Association is available for inspection.

SHARES

Issue of shares

Shares of the Company shall be issued in registered form.

Where the share capital of the Company include shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favourable voting rights.

All shares issued by the Company shall be shares with par value, and each share shall have a par value of RMB1.

The Company shall issue shares in an open, fair and just manner, and each share of the same class shall have the same rights.

The issuance conditions and price per share of the same class in the same issue shall be the same; and every share subscribed for by any entity or individual shall be paid at the same price.

Where the Company issues shares to domestic and overseas investors, it shall perform filing procedures with the CSRC in accordance with the law.

INCREASE, DECREASE AND BUY-BACK OF SHARES

The Company may, based on its business and development needs and in accordance with the provisions of laws and regulations, increase its capital in the following ways, subject to separate resolutions of the general meeting:

- (I) public offering of shares;
- (II) non-public offering of shares;
- (III) bonus issue of new shares to existing shareholders;
- (IV) capitalisation of capital reserve;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

(V) other means approved by laws, administrative regulations and the CSRC.

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the Company Law and other relevant regulations and the Articles of Association.

The Company may not purchase its own shares. The Company may purchase its own share if:

- (I) the Company reduces its registered capital;
- (II) the Company merges with another company that holds shares in the Company;
- (III) the shares are used for employee shareholding plans or for share incentives;
- (IV) the Company is required to buy back shares of a shareholder who objects resolutions of the general meeting concerning merger or division of the Company;
- (V) the shares are used for converting the convertible bonds issued by the Company;
- (VI) such purchase is necessary to protect value of the Company and interests of shareholders.

The Company may buy-back its shares through open and centralised trading or in other methods permitted by laws, administrative regulations and the CSRC.

Where the Company buy-back its shares under the circumstances set out in items (III), (V) and (VI) of the preceding paragraph, such buy-back shall be conducted through open and centralised trading.

The Company shall obtain the prior approval of the general meeting in accordance with the Articles of Association for the buy-back of shares for the reasons set out in items (I) and (II) above. Where the Company purchases its own shares for the reasons set out in items (III), (V) and (VI) of the preceding paragraph, such purchase shall be subject to a resolution of a Board meeting attended by more than two-thirds of the directors.

Where laws, administrative regulations, departmental rules, the Articles of Association and the Hong Kong Stock Exchange have other provisions on the relevant matters involved in the aforesaid share buy-back, such provisions shall prevail.

TRANSFER OF SHARES

Shares of the Company may be transferred in accordance with the law.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

Transfer of all H Shares shall be executed with a written transfer instrument in a general or common form or any other form accepted by the Board (including the standard transfer instrument or transfer forms as prescribed by the Hong Kong Stock Exchange from time to time). The transfer instrument may only be signed by hand or affixed with the seal of a company (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the Board from time to time.

The Company shall not accept its own shares as the subject matter of pledge.

Shares of the Company held by the promoters shall not be transferred within one year after the establishment of the Company. Shares issued by the Company prior to the public offering of shares shall not be transferred within one year from the date on which the shares of the Company are listed and traded on a stock exchange.

Directors, supervisors and senior management of the Company shall report to the Company their shareholdings in the Company and changes thereof, and shall not transfer more than twenty-five per cent of the total number of shares of the same class of the Company they hold each year during their term of office; and the shares they hold in the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded. None of the above persons shall transfer the shares of the Company held by them within half a year after they leave office.

If any shareholder, director, supervisor or senior management of the Company holding more than five percent of the shares of the Company sells shares or other securities of equity nature within six months after purchasing such shares, or buys back such shares within six months after selling such shares, the gains arising therefrom shall be owned by the Company and the Board of the Company shall forfeit such gains, except for a securities company holding more than five percent of the shares as a result of the purchase of the remaining shares after underwriting and other circumstances as prescribed by the CSRC.

The shares or other securities of equity nature held by directors, supervisors, senior management and natural person shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children and held through others' accounts.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

SHAREHOLDERS AND GENERAL MEETING

Shareholders

The Company shall establish a register of shareholders based on the evidence provided by the securities registration authority. The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Shareholders of the Company shall enjoy the following rights:

- (I) to receive dividends and other distributions in proportion to the number of shares held;
- (II) the right to request, convene, preside over, attend or appoint a proxy to attend general meetings and to exercise the corresponding voting rights in accordance with the law;
- (III) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;
- (IV) to transfer, give or pledge the shares held by them in accordance with the laws, relevant regulations of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association;
- (V) to review the Articles of Association, the register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial and accounting reports;
- (VI) to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held in the event of the termination or liquidation of the Company;
- (VII) to request the Company to buy back the shares of shareholders objecting to resolutions of the general meeting concerning merger or division of the Company;
- (VIII) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.

Shareholders demanding inspection of the relevant information or copies of the materials mentioned in the preceding paragraph shall provide the Company with written documents evidencing the class and number of shares of the Company they hold. The Company shall provide such information at the request of the shareholders after verifying their identities.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

If a resolution passed at the Company's general meeting or Board meeting violates the laws or administrative regulations, the shareholders shall have the right to initiate proceeding to the people's court to render the same invalid.

If the convening procedures and voting methods of the general meeting or the Board of the Company violate laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, the shareholders shall have the right to request the people's court to revoke such resolution within 60 days from the date of the resolution.

Where a director, supervisor or senior management violates laws, administrative regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, the shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall have the right to request in writing the supervisory committee to initiate legal proceedings in the people's court; and where the supervisory committee violates laws or the Articles of Association in the course of performing its duties and causes losses to the Company, the shareholders shall have the right to request in writing the Board of Directors to initiate legal proceedings in the people's court.

If the supervisory committee or the Board of Directors refuses to institute litigation after receiving the written request of the shareholders as stipulated in the preceding paragraph, or fails to institute litigation within 30 days after receiving the request, or in case of emergency where failure to institute litigation immediately will cause irreparable damage to the Company's interests, the shareholders as stipulated in the preceding paragraph shall have the right to institute litigation directly at the People's Court in their own names for the benefit of the Company.

Where others infringe the legitimate rights and interests of the Company and cause losses to the Company, the preceding paragraph stipulates that shareholders may file a lawsuit with the people's court in accordance with the preceding two provisions.

If a director or senior management violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of shareholders, the shareholders may initiate proceedings in the people's court.

Shareholders of the Company shall assume the following obligations:

- (I) to abide by laws, administrative regulations and the Articles of Association;
- (II) to pay subscription monies according to the number of shares subscribed for and the method of subscription;
- (III) not to divest the shares unless required by the laws and regulations;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (IV) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;
- (V) other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law.

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Where a shareholder holding 5% or more voting shares of the Company pledges any shares in his possession, he shall report the same to the Company in writing on the day on which he pledges his shares.

The controlling shareholder, de facto controllers, directors, supervisors and senior management of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated the provision and caused damage to the Company, they shall be liable for such damages.

The controlling shareholder and the de facto controller of the Company shall have fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the law. The controlling shareholder shall not do harm to the lawful interests of the Company and its public shareholders through profit distribution, asset restructuring, foreign investment, appropriation of capital, offering loan guarantees and shall not make use of its controlling status against the interests of the Company and public shareholders.

In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder of the Company shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:

- (I) to relieve a Director or supervisor of his duty to act honestly in the best interests of the Company;
- (II) to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of another person), in any guise, of the Company's assets, including (without limitation) opportunities beneficial to the Company;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (III) to approve the expropriation by a Director or supervisor (for his own benefit or for the benefit of other person(s)) of the individual rights of other shareholders, including (without limitation) rights to distributions and voting rights save for a restructuring of the Company submitted to the general meeting of shareholders for approval in accordance with the Articles of Association.

GENERAL MEETING

The general meeting is the organ of authority of the Company and shall exercise the following functions and powers:

- (I) to decide on the operating policies and investment plans of the Company;
- (II) to elect and remove Directors and supervisors (not being staff representatives), and to fix the remuneration of the relevant Directors and supervisors;
- (III) to examine and approve the reports of the Board;
- (IV) to consider and approve reports of the Supervisory Committee;
- (V) to consider and approve the annual financial budgets and final accounts of the Company;
- (VI) to examine and approve the profit distribution plans and loss recovery plans of the Company;
- (VII) to adopt resolutions on any increment or reduction of registered capital of the Company;
- (VIII) to resolve on the issue of corporate bonds;
- (IX) to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;
- (X) to amend the Articles of Association;
- (XI) to resolve on the appointment and dismissal of the accounting firm of the Company;
- (XII) to consider and approve the guarantees specified in the Articles of Association;
- (XIII) to consider and approve the purchase or disposal of material assets within one year which exceed 30% of the latest audited total assets of the Company;
- (XIV) to examine and approve the change of the purpose for raising funds;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (XV) to consider and approve share incentive plans and employee stock ownership plans;
- (XVI) to consider and approve external donations of the Company exceeding 10% of the net profit of the previous year;
- (XVII) to consider proposals raised by shareholders individually or jointly holding more than 3% of the Company's voting shares;
- (XVIII) to consider other matters required by laws, administrative regulations, departmental rules, regulatory documents, relevant requirements of the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association to be decided by the general meeting.

Subject to the laws, regulations and mandatory provisions of the listing rules of the place where the shares of the Company are listed, the general meeting may authorise or entrust the Board to handle the matters authorised or entrusted by it.

Unless the Company is in a crisis or other special circumstances, the Company shall not enter into any contract with any person other than a Director, supervisor, general manager or other senior management whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person without the approval of a special resolution at a general meeting.

General meetings held as either of annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year within six months after the end of the previous accounting year.

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

- (I) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;
- (II) the uncovered losses are in excess of one-third of the Company's total amount of paid-up share capital;
- (III) shareholders individually or jointly holding 10% or more of the shares of the Company request to do so in writing (the number of shares held shall be calculated based on the number of shares held by the shareholders on the date of the request in writing);
- (IV) the Board thinks necessary to convene such meeting;
- (V) the Supervisory Committee proposes to convene such meeting;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (VI) more than half of all the independent non-executive Directors of the Company agree to propose to convene such meeting;
- (VII) other circumstances stipulated by laws, administrative regulations and the Articles of Association.

PROPOSALS AND NOTICES OF GENERAL MEETINGS

When the Company convenes an annual general meeting, the Board, the Supervisory Committee and shareholders individually or jointly holding more than 3% of the shares of the Company shall have the right to submit proposals to the Company. The convener shall include the matters in the proposals which fall within the scope of duties of the general meeting into the agenda of the meeting.

Shareholders individually or jointly holding 3% or more of the Company's shares may submit ad hoc proposals in writing to the convener ten days before a general meeting is convened. The convener shall issue a supplementary notice of the general meeting and announce the contents of such extra proposal within two days after receipt thereof.

Save for provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add new proposals after the notice of the general meeting is issued.

Written notice of the annual general meeting shall be given at least twenty-one days prior to the date of the meeting and written notice of the extraordinary general meeting shall be given fifteen days prior to the date of the meeting.

The calculation of the notice period shall not include the date of the meeting. Where relevant laws, regulations and securities regulatory authorities in the place where the shares of the Company are listed have other provisions, such provisions shall prevail.

HOLDING OF GENERAL MEETINGS

The general meeting shall be presided over and chaired by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable or fails to perform his duties, the vice-chairman of the Board of Directors shall chair the meeting. If the vice-chairman of the Board of Directors is unable or fails to perform his duties, the general meeting shall be presided over by a director nominated by more than half of the directors.

The general meeting convened by the Board of Supervisors on its own initiative shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, the general meeting shall be presided over by a supervisor nominated by more than half of the supervisors.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The general meeting convened by shareholders on their own initiative shall be presided over by the representative nominated by the convener.

If the chairperson of the general meeting breaches the procedural rules, which makes it unable to proceed the general meeting, subject to consents of more than half of shareholders with voting rights attending the general meeting, the general meeting may nominate a person to act as the chairperson of the meeting and such meeting may continue. If the shareholders are unable to elect a chairperson of the meeting, the shareholder (including its proxy) holding the most voting shares present at the meeting shall preside over the meeting.

VOTING AND RESOLUTIONS AT GENERAL MEETING

Resolutions of general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution must be passed by votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the general meeting.

A special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the general meeting.

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

- (I) work reports of the Board of Directors and the Board of Supervisors;
- (II) profit distribution plans and loss recovery plans formulated by the Board of Directors;
- (III) appointment and dismissal of members of the Board of Directors and members of the Board of Supervisors, their remuneration and manner of payment;
- (IV) annual budgets proposal and final accounts proposal of the Company;
- (V) annual report of the Company;
- (VI) other matters other than those which are required by law, administrative regulation, the requirements of listing rules of exchange(s) where shares of the Company are listed or the Articles of Association to be adopted by special resolution.

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

- (I) the increase or reduction in registered capital of the Company;
- (II) the division, spin-off, merger, dissolution and liquidation of the Company;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (III) the amendment of the Articles of Association;
- (IV) the Company's purchase or sale of any material assets or the amount of guarantee, individually or in aggregate, within one year, which exceeds 30% of the latest audited total assets of the Company;
- (V) any equity-based incentive plan;
- (VI) buy-back of the shares of the Company;
- (VII) any other matter as required administrative regulation, the requirements of listing rules of exchange(s) where shares of the Company are listed or the Articles of Association and to be of a nature which may have a material impact on the Company and shall be adopted by a special resolution at the general meeting.

A shareholder (including proxy) when voting at a general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote, each share shall have one vote. When a poll is taken at a meeting, a shareholder (including his/her proxy) entitled to two or more votes need not cast all his/her votes in the same way.

The shares held by the Company have no voting rights, and that part of the shareholding is not counted as the total number of shares with voting rights held by shareholders attending the meeting.

If any shareholders should give up the voting right for certain resolutions or are restricted to be only able to vote for or against certain resolutions according to the applicable laws, regulations and the listing rules of the stock exchange where the Company's shares are listed, the votes by those shareholders or their proxies shall not be counted in the voting results in case of any violation of the relevant provisions or restriction.

DIRECTORS AND BOARD OF DIRECTORS

Directors

Directors shall be elected or replaced at the general meeting and the general meeting may remove any Director before the expiration of his/her term of office.

A Director's term shall be three years, and may be renewed upon re-election when it expires.

A Director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of current session of the Board of Directors. After expiry of a Director's term of office but before a new Director is elected and takes office, the retiring Director shall continue to perform his duty as a Director pursuant to laws, administrative regulations, department rules and the Articles of Association.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The manager or other senior management members may concurrently serve as Directors, provided that the total number of Directors who concurrently serve as the manager or other senior management members and the total number of Directors who are served by employee representatives shall not exceed half of the total Directors of the Company.

A Director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the Board of Directors. The Board of Directors shall disclose such information within two days. If the number of the Company's Directors is less than the quorum as required by law due to a Director's resignation, such resigning Director shall continue to perform his duty as a Director pursuant to laws, administrative regulations, department rules and the Articles of Association until a new Director is elected and takes office.

Independent Non-Executive Directors

The Company has established a system of independent non-executive directors. Independent non-executive directors refer to directors who do not take up any position in the Company other than serving as directors and do not have any connection with the Company and its substantial shareholders (only provided under this section that substantial shareholders refer to shareholders who individually or jointly hold more than 5% of total voting shares of the Company) that is likely to affect their independent and objective judgment in compliance with the independent requirements of the listing rules where the shares of the Company are listed. Independent non-executive directors shall account for more than one-third of the members of the Board of Directors at least, in which shall include at least one financial or accounting professional.

Independent directors shall be appointed for a term of three years, which is renewable upon re-election. However, the term of office of an independent director shall not exceed a total of nine years, unless otherwise provided in relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.

If an independent non-executive director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him or her to perform his or her duties and responsibilities as an independent non-executive director, thereby causing the failure of the Company to meet the requirements of the Articles of Association concerning the number of independent non-executive directors, the Company shall make up the number of independent non-executive directors in accordance with regulations.

Board of Directors

The Company shall have a Board of Directors, which is accountable to the general meeting. The Board of Directors shall be composed of 11 Directors, of which no less than three shall be independent non-executive Directors, accounting for at least one-third of the members of the Board of Directors.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The Board of Directors shall report to the general meeting and exercise the following powers:

- (I) to convene general meetings and report its work to the general meeting;
- (II) to implement the resolutions of general meetings;
- (III) to formulate the Company's medium and long-term strategic development plans and to monitor and adjust the implementation thereof;
- (IV) to decide on the Company's business goals, business plans and investment plans;
- (V) to formulate the Company's preliminary and final annual financial budgets;
- (VI) to formulate the Company's profit distribution proposal and loss recovery proposal;
- (VII) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities and listing;
- (VIII) to formulate plans for important mergers and acquisition of the shares of the Company, consolidation, division, dissolution or change of the form of the Company;
- (IX) to determine, to the extent authorised by the general meeting, on such matters as the external investments, purchase or sale of assets, assets pledge, external guarantee, entrusted banking, connected transactions and external donations of the Company;
- (X) to decide on the establishment and staffing of the relevant working body of the Board of the Directors and the internal management body of the Company;
- (XI) to decide on appointment or dismissal of the Company's general manager, the secretary to the Board of Directors and other senior management, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the deputy general manager, chief accountant, chief engineer, general counsel, secretary to the Board of Directors, assistant to the general manager and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;
- (XII) to formulate the Company's basic management system;
- (XIII) to formulate proposals for any amendment of the Articles of Association;
- (XIV) to manage the information disclosure of the Company;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (XV) to propose to the general meeting for engagement or replacement of the accountancy firm that does auditing for the Company;
- (XVI) to hear reporting from the Company's general manager and inspect the performance of the general manager; and
- (XVII) to appoint and replace Directors and Supervisors who are not employee representatives of the wholly-owned or controlling subsidiaries of the Company, nominate candidates for senior management of such subsidiaries, and decide on matters relating to their remuneration; to nominate candidates for Directors, Supervisors and senior management of the subsidiaries of the Company;
- (XVIII) to consider and approve the equity transfer of wholly-owned subsidiaries, controlling subsidiaries and joint-stock subsidiaries held by the Company;
- (XIX) to authorise the chairman and the general manager of the Company to decide on material matters of the Company within the scope of authorisation;
- (XX) to exercise any other powers conferred by the laws, regulations, the requirements of listing rules of exchange(s) where shares of the Company are listed, the general meeting and the Articles of Association.

In respect of the Board of Directors resolutions relating to matters specified above, except for those (VII), (VIII) and (XIII) which shall be passed by more than two-thirds of all Directors, the remaining resolutions may be passed by more than half of all Directors.

The Board of Directors shall explain to the general meeting when a registered accounting firm issues a non-standard audit opinion regarding the Company's financial report.

The Board of Directors shall formulate the rules of procedures of Board of Directors, which shall be approved by the general meeting.

The chairman of the Board of Directors is entitled to the following powers:

- (I) to preside over general meetings and to convene and preside over board meetings;
- (II) to supervise and check on the implementation of resolutions of the general meeting and the Board of Directors;
- (III) to exercise other powers as conferred by the Board of Directors.

Meetings of the Board of Directors shall be classified into the regular meetings and extraordinary meetings. Regular meetings shall be convened at least four times every year by the Board of Directors. The meetings shall be convened by the chairman of the Board of Directors.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

Notice of extraordinary meetings of the Board of Directors may be delivered by hand, e-mail or via facsimile. Deadline for serving the notices shall be fourteen days prior to the date of a regular meeting of the Board of Directors or five days before the date of an extraordinary meeting of the Board of Directors, which shall serve a written notice to all Directors, Supervisors, general manager and the secretary to the Board of Directors in principle. In case of emergency, if an extraordinary meeting of the Board of Directors needs to be convened as soon as possible, the notice of meeting may be sent by telephone or other verbal means at any time, however, the convener shall make explanations at the meeting and record the same in the minutes of the meeting.

Meetings of the Board of Directors shall be held only if more than half of the Directors are present. Resolutions of the Board of Directors shall be passed by more than half of all Directors.

Directors shall attend Meetings of the Board of Directors in person. If a Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written power of attorney specifying the scope of the authorisation to attend the meeting on his/her behalf. The proxy Director attending the meeting shall exercise the rights of the Director within the scope of authorisation. If a Director fails to attend a meeting of the Board of Directors and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights at such meeting.

Supervisors may attend meetings of the Board of Directors; if the general manager and the secretary to the Board of Directors do not concurrently serve as Directors, they shall attend meetings of the Board of Directors. If the convener considers necessary, he/she may notify other relevant persons to attend the meetings of the Board of Directors.

Votes at meetings of the Board of Directors held in person (including meetings held by videoconference) shall be held by disclosed ballot. If a director attends a meeting held in person by telephone conference or by way of other such communication equipment, so long as the directors attending the meeting in person can clearly hear what he says and communicate with him or her, all the directors in attendance shall be deemed to have attended the meeting in person. 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 adopted by means of correspondence, and such resolutions shall be signed by the directors in attendance. However, the regular meetings of the Board and the meetings for considering matters in which the Board considers substantial shareholders (the substantial shareholders in this section only refer to those shareholders who individually or jointly hold more than ten percent of the total voting shares of the Company) or Directors have a material conflict of interest and the appointment and dismissal of the secretary to the Board shall not be held by way of communication voting. A deadline shall be set for votes held by means of correspondence, and if a director fails to express his or her opinion by the specified deadline, he shall be deemed to abstain.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

If a Director has connected relationship with the enterprise involved in the resolution of the Board meeting, he/she shall neither exercise his/her voting rights on such resolution, nor shall he/she exercise the voting rights on behalf of other Directors. Such Board meeting may be held as long as it is attended by more than half of the non-connected Directors. Resolutions of the Board meeting shall subject to approval by more than half of the non-connected Directors. If the number of non-connected Directors attending the meeting is less than three, the business shall be submitted to the general meeting for consideration.

The Board shall keep minutes of the resolutions on the businesses transacted at Board meetings. The attending Directors and the recorder shall sign the minutes. The minutes shall be kept for ten years. The Directors shall be responsible for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association, the Directors casting votes on the resolution shall be liable for any consequential loss of the Company. However, if it is proved that a Director expressly objected to the resolution when the resolution was voted on, and that such objections were recorded in the minutes of the meeting, such Director may be exempt from such liability.

Special Committee of the Board of Directors

The Company's Board of Directors shall have the audit committee, and may relevant special committees such as the nomination committee and remuneration and appraisal committee. The special committees shall be responsible to the Board of Directors, and perform their duties according to the Articles of Association and the authorisation granted by the Board of Directors. The proposals shall be submitted to the Board of Directors for consideration and approval. All members of the special committees are composed of Directors, among which the number of independent non-executive Directors shall be the majority of the audit committee, nomination committee and remuneration and appraisal committee, and they shall act as the chairman of the committees. The chairman of the audit committee shall be an accounting professional. The Board of Directors is responsible for formulating the working procedures of the special committees and regulating their operations.

Secretary to the Board of Directors

The Company shall have one secretary to the Board of Directors, who shall be engaged and dismissed by the Board of Directors. The secretary to the Board of Directors shall be a member of the senior management members of the Company and be accountable to the Company and the Board of Directors.

The secretary to the Company's Board of Directors shall be a natural person with the requisite professional knowledge and experience, and shall be appointed by the Board of Directors. His/her primary responsibilities are:

- (I) to organise the preparation and submission of reports and documents issued by the Board of Directors and general meetings as required by competent authorities;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (II) to organise board meetings and general meetings, be responsible for recording of the meetings and keep meeting documents and records;
- (III) to coordinate with the information disclosure issues;
- (IV) to ensure persons entitled to obtain related records and documents of the Company timely obtain such records and documents;
- (V) to perform other duties required by laws, regulations and the Articles of Association and required by the securities regulatory authorities of the place where the shares of the Company are listed.

GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS

The Company shall have one general manager, who shall be nominated by the chairman of the Board and appointed or dismissed by the Board of Directors. If necessary, there shall be a number of deputy general managers, one chief accountant, one chief engineer, one chief economist, one secretary to the Board, one general counsel and three assistants to general manager.

The term of office of the general manager and deputy general manager shall be three (3) years, renewable upon re-appointment.

Any person who holds administrative positions in the controlling shareholder of the Company other than as a Director or supervisor shall not serve as a senior management member of the Company.

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

- (I) to be in charge of the Company's production, operation and management, and to organise the implementation of the resolutions of the Board of Directors and report on works to the Board of Directors;
- (II) to organise the implementation of the Company's annual business plan and investment proposals;
- (III) to draft plans for the establishment of the Company's internal management structure;
- (IV) to draft the Company's basic management system;
- (V) to formulate specific rules and regulations for the Company;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (VI) to propose the appointment or dismissal by the Board of Directors of deputy general manager, chief accountant, chief engineer, chief economist, general counsel, assistant to general manager and other senior management members of the Company;
- (VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors;
- (VIII) to review and approve the feasibility study report on production, operation, investment, renovation, infrastructure projects and scientific research and development within the annual plan of the Company; to decide on the use or arrangement of the Company's relevant funds and assets in accordance with the Company's annual plan;
- (IX) to handle major emergencies of the Company;
- (X) to decide and handle external affairs on behalf of the Company within the authorisation of the Board of Directors;
- (XI) to handle all kinds of litigation, arbitration or mediation in relation to the Company;
- (XII) to study and propose the Company's strategic planning and medium and long-term development plans;
- (XIII) loans (comprehensive credit) within the budget approved by the Board of Directors shall be determined by the management and approved by the chairman; loans exceed the budget approved by the Board of Directors shall be reviewed by the management and submitted to the Board of Directors for approval;
- (XIV) to propose a plan for the use of annual salary in total, which shall be implemented after discussion and approval;
- (XV) prepare the Company's annual operating budget, investment budget and financial budget;
- (XVI) other powers conferred by the Company's Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors; a general manager who is not a Director shall not have any voting rights at board meetings.

The general manager shall formulate working rules of the general manager, and shall be implemented after being approved by the Board of Directors.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

Board of Supervisors

The Directors, general manager and other senior management members of the Company shall not act concurrently as supervisors.

Each supervisor shall serve for a term of three years, which term is renewable upon re-election upon expiry.

The Company shall have a Board of Supervisors. The Board of Supervisors shall be composed of three supervisors, including one employee representative supervisor, democratically elected at the employee representative meeting or otherwise of the Company. The Board of Supervisors shall have one chairman, who shall be elected by more than two-thirds of all the supervisors.

The Board of Supervisors shall be accountable to the general meeting, and shall exercise the following functions and powers in accordance with law:

- (I) to examine regular reports prepared by the Board of Directors and propose written examination suggestions;
- (II) to review the Company's financial position;
- (III) to supervise the Directors and senior management members' acts in performing duties of the Company, propose a removal of any Director or senior officer in violation of any laws, administrative regulations, the Articles of Association or resolution adopted at the general meeting;
- (IV) to demand any Director, general manager or senior officer who acts in a manner which is harmful to the Company's interest to rectify such behaviour;
- (V) to propose to convene a shareholders' extraordinary general meeting, and to convene and preside over general meetings where the Board of Directors fails to perform its duty to do so as required by the Company Law;
- (VI) to submit proposals to general meetings;
- (VII) to initiate legal proceedings against any Director or senior officer according to Article 151 of the Company Law;
- (VIII) to identify unusual operation of the Company and to engage an accountancy firm, a law firm or any professional organisation to investigate when necessary.

All reasonable fees incurred in the employment of professionals such as lawyers, certified public accountants or practicing auditors which are required by the Board of Supervisors in the exercise of its functions and powers shall be borne by the Company.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The meetings of the Board of Supervisors shall be convened at least once every six months and presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his duties, such meeting shall be convened and presided over by a supervisor nominated by more than two-thirds of the supervisors.

The Board of Supervisors shall formulate procedural rules to be followed at meetings of the Board of Supervisors, specify the method for conducting business and the voting procedures of the Board of Supervisors, so as to ensure the working efficiency and scientific decision-making of the Board of Supervisors.

Votes at meeting of the Board of Supervisors shall be held by disclosed ballot and each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be approved by the affirmative vote of at least two-thirds of the members of the Board of Supervisors.

The Board of Supervisors shall record all matters considered at the meeting into the meeting minutes. Participating supervisors shall sign the meeting minutes for confirmation. If a supervisor has an objection to the meeting minutes, he or she may give a written explanation thereof at the time of signing.

The minutes of meetings of the Board of Supervisors, together with the meeting notice, meeting materials, meeting sign-in register, the instruments of appointment of supervisor proxies, the sound recording of the meeting and the vote ballots shall serve as the Company's files and be kept by the office of the Board of Supervisors for a period of not less than ten years.

The Party Committee

The Party Committee of the Company shall consist of seven members, including one secretary and two deputy secretaries, each with a term of office of five years, and shall be elected in a timely manner upon expiry of the term. The Company shall insist on and improve the leadership system of mutual entry and cross appointment under which the qualified members of Party Committee of the Company leading group may enter the Board of Directors, Board of Supervisors and the management level through legal procedures, and qualified members of the Board of Directors, Board of Supervisors and the management level are appointed to the leadership team of the Party Committee of the Company in accordance with relevant regulations and procedures.

The secretary of the Party Committee and chairman of the Company shall generally be served by the same person, and the general manager of the Company shall serve the deputy secretary. At the same time, it shall have a full-time deputy secretary, who generally joins the Board and does not hold any position in the management, and is responsible for Party building.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The disciplinary committee of the Company shall have one secretary of the disciplinary committee and one deputy secretary of the disciplinary committee; under the dual leadership of the Party Committee of the Company and the superior discipline inspection committee, the Company assisted the Party Committee of the Company in promoting the comprehensive and strict governance of the Party, strengthened the of integrity for Party building, organised and coordinated anti-corruption work, and performed supervision over discipline enforcement and accountability according to work responsibilities.

The Party Committee of the Company shall ensure and supervise the implementation of the Party's and the State's directions in the Company, participate in the decision-making of major issues of the Company, implement the principles of letting the Party to manage the cadres and the talents, strengthen the supervision of the Company's leaders, lead the ideological and political work of the Company and the mass organisations such as the labour union and the Communist Youth League, and support the work of the employee representative congress.

The scope of the Party Committee's participation in the decision-making of major issues:

- (I) The formulation and adjustment of the Company's development strategy, medium and long-term development plan, important business policies and reform plan.
- (II) The formulation and modification of important matters such as the Company's asset restructuring, transfer of property rights, capital operation, suspension and transfer, as well as adjustment plans for external joint venture cooperation and internal organisation structure.
- (III) The selection, assessment, management and supervision of the Company's middle and senior management personnel, the distribution of employee remuneration, benefits and welfare, labour protection, livelihood improvement and other important matters involving the vital interests of employees.
- (IV) The Company's key work arrangements in respect of production safety, environmental protection, quality management and financial management, as well as the accountability for accidents (incidents).
- (V) The determination and adjustment of the Company's annual business objectives, financial budgets and final accounts, annual investment plans and arrangements for major projects, operation of large-amount funds and other matters.
- (VI) The formulation and revision of the Company's important operation and management system.
- (VII) External guarantee, external donation, sponsorship, charity and other matters related to the Company's social responsibilities, and external relations such as enterprise-local coordination and co-construction.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

(VIII) Other important matters that require the Party Committee of the Company to participate in decision-making.

Major procedures for the Party committee's participation in the decision-making process:

- (I) Prior consideration by the Party committee. Research and discussion conducted by the Party committee are the preceding procedures before material matters are decided by the Board and the management, and material matters shall be decided by the Board and the management after the research and discussion conducted by the Party committee. If matters proposed to be decided by the Board and the management are not in compliance with the directional policies of the Party and national laws and regulations or may prejudice national and public interests or legitimate interests of the Company and its staff, the Party committee shall propose to revoke or defer discussion thereof. If the Party committee considers that other material matters are required to be decided by the Board and the management, such material matters may be proposed to the Board and the management;
- (II) Communication before the meeting. Members of the Party committee who also serve as members of the Board and the management (especially the chairman or the General Manager) shall communicate with other members of the Board and the management regarding the relevant opinion and advice of the Party committee before formal submission of the resolutions to the Board or General Manager office;
- (III) Expression during the meeting. Members of the Party committee who also serve as members of the Board and the management shall fully express the opinion and advice of the Party committee during the decision-making process of the Board and the management;
- (IV) Report after the meeting. Members of the Party committee who also serve as members of the Board and the management shall report to the Party organisation in respect of the decisions of the Board and the management in a timely manner.

FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION

The Company shall establish its financial and accounting system and internal audit system in accordance with the laws, administrative regulations and the requirements of the relevant departments of the State.

The Company shall prepare a financial report at the end of each fiscal year, which shall be audited by an accounting firm in accordance with the law.

The Company shall publish two financial reports in each fiscal year, which are the interim financial report to be published within 60 days after the end of the first six months of each fiscal year and the annual financial report to be published within 120 days after the end of the financial year.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The Board of Directors of the Company shall place before the shareholders at every annual general meeting such financial reports as are required by law to be prepared by the Company.

The Company's financial reports shall be made available for shareholders' inspection at the Company 21 days before the date of every annual general meeting. Each shareholder of the Company is entitled to obtain the financial reports mentioned herein.

The Company shall send the aforesaid reports to each holder of overseas listed foreign shares by prepaid mail at the address registered in the register of shareholders not less than 21 days before the annual general meeting. Subject to the laws, administrative regulations and the listing rules of the place where the Company is listed, the Company may make an announcement of such reports (including publication on the Company's website).

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

The Company is required to allocate 10% of its profits into its statutory reserve fund of the Company before distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

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

After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, unless otherwise stipulated in the Articles of Association.

If a general meeting violates the provisions in the preceding paragraph and profits are distributed to the shareholders before the Company makes up losses or makes allocations to the statutory reserve fund, shareholders shall return the profits distributed in violation of the provisions to the Company.

No profit shall be distributed in respect of the shares of the Company which are held by the Company.

Reserve funds of the Company are used for recovering losses of the Company and expanding scale of operation of the Company or transfer them to its capital, but capital reserve fund shall not be used in this manner.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

In the event that that Company transfers the reserve funds to its capital, the remaining balance of such reserve fund must not be less than 25% of the registered capital before this capitalisation.

The Company shall appoint receiving agents on behalf of the holders of overseas listed foreign shares to receive on behalf of such shareholders dividends declared and other monies owing by the Company in respect of such shares, and keep the same for payment to the relevant shareholders.

The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed.

The receiving agents appointed on behalf of holders of overseas-listed foreign shares listed in Hong Kong by the Company shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

After the profit distribution plan is resolved at the general meeting of the Company, the Board of the Company shall complete the distribution of dividends (or shares) within two months after the convening of the general meeting.

Cash dividends and other payments paid by the Company to holders of domestic shares shall be paid in RMB. Cash dividends and other payments paid by the Company to holders of overseas listed foreign shares shall be denominated and declared in RMB and paid in foreign currency. The foreign currency required for the Company to pay cash dividends and other payments to holders of overseas listed foreign shares and other holders of foreign shares shall be handled in accordance with the relevant provisions of foreign exchange administration of the PRC.

When distributing dividends to shareholders, the Company shall, in accordance with the provisions of the PRC tax laws, withhold and pay on behalf of shareholders the tax payable on dividend income based on the amount distributed.

The Company implements an internal audit system with full-time auditors to conduct internal audit and supervision on the Company's financial revenues and expenditures and economic activities.

The internal audit system of the Company and the duties of the auditors shall be implemented upon approval by the Board. The person in charge of audit shall be accountable and report to the Board.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

APPOINTMENT OF ACCOUNTING FIRM

The Company shall appoint an accounting firm that complies with the requirements of the Securities Law to audit the accounting statements, verify the net assets and provide other relevant consulting services for a term of one year and such accounting firm may be re-appointed.

The appointment of an accounting firm by the Company shall be subject to resolution at the general meeting, and the Board shall not appoint an accounting firm before a resolution is made at the general meeting.

The Company warrants that it provides true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information for the accounting firm it appoints and the Company shall not refuse to provide information, conceal information or provide false information.

The audit fees of an accounting firm shall be determined at the general meeting.

The appointment, dismissal or non-reappointment of an accounting firm shall be resolved at the general meeting.

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

MERGER, DIVISION, INCREASE AND DECREASE IN REGISTERED CAPITAL, DISSOLUTION AND LIQUIDATION OF THE COMPANY

Merger, Division, Capital Increase and Reduction

The merger of the Company may take the form of either merger by absorption or merger by consolidation. One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through the establishment of a new company is a consolidation, and the companies being consolidated shall be dissolved.

In the event of merger of the Company, the parties to such merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days of the date of the Company's resolution for merger and shall publish an announcement in a newspaper designated by the CSRC and on the websites of the Company and the stock exchange within thirty days of the date of such resolution. A creditor

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

has the right within thirty days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within forty-five days of the date of announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

After merger, any rights in relation to debtors and any indebtedness of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company.

Where there is a division of the Company, its assets shall be divided up accordingly.

In the event of division of the Company, the parties to such division shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's division resolution and shall publish an announcement in a newspaper designated by the CSRC and on the websites of the Company and the stock exchange within 30 days of the date of the Company's division resolution.

The debts of the Company prior to the division shall be assumed jointly and severally by the companies arising from the division, except for those which written agreement has been reached with the creditor in respect of repayment of the debts prior to the division.

The Company must prepare a balance sheet and an inventory list of its assets when it reduces its registered capital.

The Company shall notify its creditors within 10 days of the date of the Company's resolution for reduction of registered capital and shall publish an announcement in a newspaper within 30 days of the date of such resolution. A creditor has the right within 30 days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within 45 days of the date of announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

The Company's registered capital must not, after the reduction in capital, be less than the minimum amount required by law.

The Company shall, in accordance with law, apply for change in its registration with the Company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law. Where the Company increases or decreases its registered capital, procedures for alteration of registration shall be handled at the company registration authority in accordance with the law.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

Dissolution and Liquidation

The Company may be dissolved in any of the following circumstances:

- (I) Where the term of its operations set down in the Articles of Association has expired or events of dissolution specified in the Articles of Association have occurred;
- (II) Where the shareholders' general meeting has adopted a resolution for dissolution;
- (III) Where dissolution is required due to merger or division of the Company;
- (IV) Where the business license of the Company is revoked, or the Company is ordered to close down;
- (V) Where the Company runs deep into difficulties in operation and management, its continuous existence may cause heavy losses to shareholders' interests, and such difficulties cannot be dealt with in other ways, the shareholders holding over ten percent votes of all shareholders' of the Company may apply to the people's court to dissolve the Company.

In the circumstance item (I) above, the Company may continue to exist by amending the Articles of Association.

Where the Articles of Association are amended in accordance with the preceding paragraph, the amendment shall be adopted by two-thirds or more shareholders attending the general meeting.

Where the Company is dissolved in accordance with the items (I), (IV) and (V) above, a liquidation committee shall be established within fifteen days upon occurrence of the reason for dissolution to carry out liquidation. The liquidation committee shall be composed of the persons determined at the board of Directors or shareholders' general meeting. In case no liquidation committee is established within the specified period to carry out liquidation, the creditor(s) may apply to the people's court to designate relevant persons to form a liquidation committee and carry out liquidation.

The liquidation committee shall notify creditors within 10 days from the date of its establishment and shall publish an announcement in a newspaper within 60 days. The creditors shall declare their claims to the liquidation committee within 30 days of receipt of the notice from the Company or, in the case of creditor who does not receive such notice, within 45 days of the date of announcement. When declaring their claims, creditors shall explain the matters related to their claims and provide supporting materials. The liquidation committee shall register the claims.

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

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

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

- (I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (II) to notify the creditor(s) or to publish public announcements;
- (III) to dispose of and liquidate any unfinished businesses of the Company;
- (IV) to pay all outstanding taxes and taxes arising from the liquidation;
- (V) to settle claims and debts;
- (VI) to deal with the surplus assets remaining after the Company's debts have been repaid;
- (VII) to represent the Company in any civil proceedings.

After it has sorted out the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the people's court for confirmation.

Any surplus assets of the Company's remaining after paying for liquidation cost, staff's salary, social insurance, statutory compensation, taxes payable, and debts of the Company shall be distributed to its shareholders according to the proportion of shares held.

During the liquidation period, the Company remains in existence; however, it shall not commence any business activity irrelevant with liquidation. The Company's assets shall not be distributed to its shareholders prior to repaying debts in accordance with the foregoing provision.

After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets have insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court for a declaration of insolvency. After the Company is declared insolvent by a ruling of the people's court, the liquidation committee shall transfer all matters arising from the liquidation of the people's court.

Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a final report, which shall be verified by a Chinese registered accountant and submitted to the general meeting or the people's court for confirmation. Within thirty days after the confirmation of the general meeting or the people's court, the liquidation committee

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

shall submit the documents referred to in the preceding paragraph to the Company registration authority and apply for cancellation of registration of the Company, and publish a public announcement relating to the termination of the Company.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

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

In any of the following circumstances, the Company shall amend the Articles of Association:

- (I) The Articles of Association is contradictory to any provision of the amended version of the Company Law or other applicable laws or administrative regulations;
- (II) There is any change to the Company's situation and is inconsistent with any matter recorded in the Articles of Association;
- (III) A general meeting adopts a resolution for amendment of the Articles of Association.

Unless otherwise provided in the Articles of Association, the following procedures shall be followed for amending the Articles of Association:

- (I) the Board of Directors shall adopt resolutions in accordance with the Articles of Association, formulate proposals for amendments to the Articles of Association or submit proposals for amendments to the Articles of Association by shareholders;
- (II) to inform the shareholders of the revised proposal and convene a general meeting for voting;
- (III) the amendments to be submitted to the general meeting shall be approved by special resolution.

The Board of Directors shall amend the Articles of Association according to the resolution of the shareholders' general meeting for amendments hereof and the approval opinions of relevant competent authority.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

NOTICE AND ANNOUNCEMENT

The Company’s notices (the “notices” referred to herein shall include corporate communications and other written materials) shall be given or provided in one or more of the following ways, by:

- (I) hand;
- (II) post;
- (III) email, facsimile or other electronic means or information carrier;
- (IV) announcement;
- (V) other means recognised by regulatory authorities of the place where the shares of the Company are listed or stated in the Articles of Association.

Unless otherwise specified in the Articles of Association, for notice issued by the Company to the holders of overseas-listed foreign-invested shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange electronic publishing system for immediate release on the website of the Hong Kong Stock Exchange in accordance with the rules of the listing place. The announcement shall also be published on the Company’s website at the same time. In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of shareholders of overseas-listed foreign-invested shares by personal delivery or postage paid mail subject to the listing requirement of the listing place so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.

Holders of the Company’s overseas-listed foreign-invested shares may elect in writing to receive the corporate communication that the Company is required to send to shareholders either by electronic means or by post, and may also elect to receive either the English or Chinese version only, or both the English and Chinese versions. They shall have the right to change their choices as to the manner of receiving the same and the language at any time by reasonable prior written notice to the Company in accordance with applicable procedures.

If the listing rules of 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.