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WUXI APPTEC CO., LTD.*
無錫藥明康德新藥開發股份有限公司

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

(Stock Code: 2359)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of WuXi AppTec Co., Ltd.* (the “**Company**”) hereby announces that on March 18, 2024, at the ninth meeting of the third session of the Board, it has resolved and approved, among other things, the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

In light of (i) the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprise (境內企業境外發行證券和上市管理試行辦法) promulgated by the China Securities Regulatory Commission (the “**CSRC**”) which took effect on March 31, 2023, (ii) the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which took effect on August 1, 2023, (iii) the Administrative Measures for Independent Directors of Listed Companies (上市公司獨立董事管理辦法) promulgated by the CSRC which took effect on September 4, 2023, (iv) the Guidelines for the Articles of Association of Listed Companies (上市公司章程指引), the Regulatory Guidance No. 3 of Listed Companies Cash Dividend of Listed Companies (上市公司監管指引第3號 — 上市公司現金分紅) and the Rules for Share Repurchases of Listed Companies (上市公司股份回購規則) promulgated by the CSRC which took effect on December 15, 2023, and (v) the ancillary regulations promulgated by the Shanghai Stock Exchange, as well as the actual situation of the Company, the Board proposes to make relevant amendments to the Articles of Association as follows (the “**Proposed Amendments to the Articles of Association**”). The Proposed Amendments to the Articles of Association do not involve amendment or deletion of provisions regarding special procedures for voting by class shareholders in the Articles of Association.

Original Articles	Amended Articles
<p>Article 1 To protect the legal rights and interests of the Company, shareholders and creditors, and regulate the organization and behavior of WuXi AppTec Co., Ltd. (hereinafter referred to as “the Company”), these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “the Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “the Securities Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as “the Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas(hereinafter referred to as “the Mandatory Provisions”), the Reply of the State Council on the Adjustment of the Notice Period of General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97), the Guidelines for the Articles of Association of Listed Companies, the Letter for Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1, hereinafter referred to as “Zheng Jian Hai Han”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant regulations.</p>	<p>Article 1 To protect the legal rights and interests of the Company, shareholders and creditors, and regulate the organization and behavior of WuXi AppTec Co., Ltd. (hereinafter referred to as “the Company”), these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “the Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “the Securities Law”),Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as “the Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas(hereinafter referred to as “the Mandatory Provisions”), the Reply of the State Council on the Adjustment of the Notice Period of General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97), the Guidelines for the Articles of Association of Listed Companies, the Letter for Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1, hereinafter referred to as “Zheng Jian Hai Han”), Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as “Listing Rules of SSE”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant regulations.</p>
<p>Article 2 The Company is a joint stock company established in accordance with the Company Law, the Special Provisions and other laws, regulations and normative documents in the territory of China.</p> <p>.....</p>	<p>Article 2 The Company is a joint stock company established in accordance with the Company Law,the Special Provisions and other laws, regulations and normative documents in the territory of China.</p> <p>.....</p>

<p>Article 3</p> <p>.....</p> <p>On November 6, 2018, the Company was approved by CSRC to 116,474,200 shares of overseas listed foreign shares in Hong Kong (hereinafter referred to as “H-shares”) under the Global Offering for the first time and over-allotted 5,321,200 H-shares. The abovementioned H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “HKEX”) on December 13, 2018 and January 9, 2019, respectively.</p>	<p>Article 3</p> <p>.....</p> <p>On November 6, 2018, the Company was approved by CSRC to 116,474,200 shares of overseas listed foreign shares in Hong Kong <u>shares</u> (hereinafter referred to as “H-shares”) in Hong Kong under the Global Offering for the first time and over-allotted 5,321,200 H-shares. The abovementioned H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “HKEX”) on December 13, 2018 and January 9, 2019, respectively.</p>
<p>Article 5 The Company’s address is Mashan No. 5 Bridge, Binhu District, Wuxi City, Jiangsu Province, with a postal code of 214092. Tel: +86 (021) 2066-3091; Fax: +86 (021) 5046 3093.</p>	<p>Article 5 The Company’s address is Mashan No. 5 Bridge, Binhu District, Wuxi City, Jiangsu Province, with a postal code of 214092. Tel: +86 (021) 2066-3091; Fax: +86 (021) 5046 3093.</p>
<p>Article 10 The Articles of Association shall come into effect on the date of consideration and approval at the general meeting of the Company. From the effective date of the Articles of Association, the former articles of association of the Company shall automatically go out of effect.</p> <p>.....</p> <p>According to the Articles of Association, shareholders can sue the Company, the Company can sue shareholders, and shareholders can sue shareholders, directors, supervisors, manager (president and CEO) and other senior management.</p> <p>The suing stated in the preceding paragraph includes filing a lawsuit to a court or applying for arbitration to an arbitration organization.</p>	<p>Article 10 The Articles of Association shall come into effect on the date of consideration and approval at the general meeting of the Company. From the effective date of the Articles of Association, the former articles of association of the Company shall automatically go out of effect.</p> <p>.....</p> <p>According to the Articles of Association, shareholders can sue <u>shareholders, shareholders can sue directors, supervisors, manager (president and CEO) and other senior management of the Company, shareholders can sue the Company, and the Company can sue shareholders, and</u> shareholders can sue shareholders, directors, supervisors, manager (president and CEO) and other senior management.</p> <p>The suing stated in the preceding paragraph includes filing a lawsuit to a court or applying for arbitration to an arbitration organization.</p>

<p>Article 19 Upon approval of the securities regulatory authority of the State Council, the Company may issue stocks to domestic investors or overseas investors.</p> <p>The overseas investors stated in the preceding paragraph refer to the investors of foreign countries and Hong Kong, Macao and Taiwan regions who subscribe the shares issued by the Company; the domestic investors stated in the preceding paragraph refer to the investors who subscribe the shares issued by the Company and are from the territory of the People's Republic of China except the regions mentioned above.</p>	<p>Article 19 Upon approval of the securities regulatory authority of the State Council, the Company may issue stocks to domestic investors or overseas investors based on the procedures specified in applicable laws of the place where the stocks of the Company are listed.</p> <p>The overseas investors stated in the preceding paragraph refer to the investors of foreign countries and Hong Kong, Macao and Taiwan regions who subscribe the shares issued by the Company; the domestic investors stated in the preceding paragraph refer to the investors who subscribe the shares issued by the Company and are from the territory of the People's Republic of China except the regions mentioned above.</p>
<p>Article 20 The shares issued by the Company to domestic investors and other qualified investors and subscribed in Renminbi are called domestic shares. The shares issued by the Company to overseas investors and subscribed in foreign currencies are called foreign shares. The foreign shares listed overseas are called overseas listed foreign shares.</p> <p>The foreign currencies stated in the preceding paragraph refer to the legal tenders of other countries or regions that are accepted by national authority for foreign exchange and may be used to pay for shares to the Company except Renminbi.</p> <p>The overseas listed foreign shares issued by the Company in Hong Kong refer to the stocks listed on HKEX upon approval, indicating par value in Renminbi and subscribed and traded in Hong Kong dollars.</p> <p>The shareholders of domestic shares and shareholders of foreign shares are both shareholders of ordinary shares, enjoy the same rights and assume the same obligations.</p>	<p>Article 20 The shares issued by the Company to domestic investors and other qualified investors and subscribed in Renminbi are called domestic shares. The shares issued by the Company to overseas investors and subscribed in foreign currencies are called foreign shares. The foreign shares listed overseas are called overseas listed foreign shares.</p> <p>The foreign currencies stated in the preceding paragraph refer to the legal tenders of other countries or regions that are accepted by national authority for foreign exchange and may be used to pay for shares to the Company except Renminbi.</p> <p>The domestic shares or A-shares stated in the Articles of Association refer to <u>The overseas listed foreign shares</u> ordinary shares issued by the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi.</p> <p>The overseas listed foreign shares or H-shares stated in the Articles of Association in Hong Kong refer to the stocks issued by the Company which are listed and traded on HKEX upon approval, indicating par value in Renminbi and subscribed and traded in Hong Kong dollars.</p> <p>The shareholders of domestic shares and shareholders of foreign shares are both shareholders of ordinary shares, enjoy the same rights and assume the same obligations.</p>

<p>Article 21 The domestically listed domestic shares issued by the Company shall be deposited in Shanghai Branch of China Securities Depository and Clearing Co., Ltd. in a centralized way. The H-shares issued by the Company are mainly deposited in the trusted companies subordinate to Hong Kong Securities Clearing Company Ltd.</p>	<p>Article 21 The domestically listed domestic shares A-shares issued by the Company shall be deposited in Shanghai Branch of China Securities Depository and Clearing Co., Ltd. in a centralized way. The H-shares issued by the Company are mainly deposited in the trusted companies subordinate to Hong Kong Securities Clearing Company Ltd.</p>
<p>Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.</p> <p>The Company issued 121,795,400 H-shares to overseas investors in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.</p> <p>The shareholding of the Company is: 2,962,088,310 ordinary shares, including 2,564,760,485 shares held by shareholders of domestically listed domestic shares; 397,327,825 shares held by H-share shareholders.</p>	<p>Article 23 After establishment, the Company issued for the first time 104,198,556 A-shares domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.</p> <p>The Company issued 121,795,400 H-shares to overseas investors in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.</p> <p>The shareholding of the Company is: 2,962,088,310 ordinary shares, including 2,564,760,485 shares held by A-share shareholders of domestically listed domestic shares; 397,327,825 shares held by H-share shareholders.</p>
<p>Article 24 For a plan of the Company for issuance of H-shares and domestic shares approved by the securities regulatory authority of the State Council, the Board of the Company may make arrangement to issue H-shares and domestic shares respectively.</p> <p>For a plan of the Company for issuing H-shares and domestic shares respectively pursuant to the provisions in the preceding paragraph, the Company may issue H-shares and domestic shares respectively within 15 months from the approval date of the securities regulatory authority of the State Council or in the valid period of the approval document.</p> <p>Where the Company issues H-shares and domestic shares respectively within the total number of shares determined in the issuance plan, it shall float them in full in one issue respectively. If special circumstances prevent this from being realized, it may issue them in installments with the approval of the securities regulatory authority of the State Council.</p>	<p>Deletion</p>

<p>Article 28 Where the Company finds it necessary to reduce its registered capital, it must work out balance sheets and property inventory.</p> <p>.....</p> <p>The registered capital of the Company after reducing its capital shall not be any lower than the bottom line requirement as provided for by law.</p>	<p>Article 26Article 28 Where the Company finds it necessary to reduce its registered capital, it must work out balance sheets and property inventory.</p> <p>.....</p> <p>The registered capital of the Company after reducing its capital shall not be any lower than the bottom line requirement as provided for by law.</p>
<p>Article 29 The Company may acquire shares of the Company in accordance with the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association in the following circumstances:</p> <p>.....</p> <p>(VII) Other circumstances permitted in laws or administrative regulations.</p> <p>Except for the above, the Company shall not acquire any shares of the Company.</p>	<p>Article 27Article 29 The Company may acquire shares of the Company in accordance with the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association in the following circumstances:</p> <p>.....</p> <p>(VII) Other circumstances permitted in laws, or administrative regulations, <u>and the relevant provisions of CSRC and the stock exchange where the stocks of the Company are listed.</u></p> <p><u>The conditions imposed in item (VI) above shall be determined in accordance with applicable laws, administrative regulations and the relevant provisions of CSRC and the stock exchange where the stocks of the Company are listed.</u></p> <p>Except for the above, the Company shall not acquire any shares of the Company.</p>

<p>Article 30 The Company may choose one of the following ways to acquire the shares of the Company upon approval of relevant competent national authority:</p> <p>(I) to repurchase on the stock exchange by means of open trading;</p> <p>(II) to issue a repurchase offer to all shareholders at a same ratio;</p> <p>(III) to repurchase outside stock exchange in form of agreement;</p> <p>(IV) other methods specified in laws and administrative regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p> <p>.....</p>	<p>Article 28Article 30 The Company may choose one of the following ways to acquire the shares of the Company upon approval of relevant competent national authority:</p> <p>(I) to repurchase on the stock exchange by means ofthrough open <u>centralized</u> trading;</p> <p>(II) tothrough issuing <u>an</u> a repurchase offer to all shareholders at a same ratio;</p> <p>(III) <u>through entering into agreements to repurchase outside stock exchange in form of agreement</u>according to the laws and regulations of the place where the stocks of the Company are listed and the listing rules of the stock exchange;</p> <p>(IV) other methods specified in laws and administrative regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p> <p>.....</p>
<p>Article 31 When the Company repurchases its shares outside stock exchange in form of agreement, it shall obtain prior approval of the general meeting according to the provisions of the Articles of Association. With the prior approval of the general meeting in a same way, the Company may cancel or modify a contract concluded in the above way, or give up any right in the contract.</p> <p>The share repurchase contract in the preceding paragraph includes without limitation an agreement in which the Company agrees to assume the obligations of repurchased shares and acquire the rights of the repurchased shares.</p> <p>The Company may not transfer the share repurchase contract or any rights prescribed in the contract.</p>	<p>Article 31 When the Company repurchases its shares outside stock exchange in form of agreement, it shall obtain prior approval of the general meeting according to the provisions of the Articles of Association. With the prior approval of the general meeting in a same way, the Company may cancel or modify a contract concluded in the above way, or give up any right in the contract.</p> <p>The share repurchase contract in the preceding paragraph includes without limitation an agreement in which the Company agrees to assume the obligations of repurchased shares and acquire the rights of the repurchased shares.</p> <p>The Company may not transfer the share repurchase contract or any rights prescribed in the contract.</p>
<p>Article 32 The Company has the right to repurchase redeemable shares, but the price may not exceed a specific maximum price unless it repurchases them from the market or by means of bidding; if bidding is adopted, the bidding must be issued to all shareholders without discrimination.</p>	<p>Article 32 The Company has the right to repurchase redeemable shares, but the price may not exceed a specific maximum price unless it repurchases them from the market or by means of bidding; if bidding is adopted, the bidding must be issued to all shareholders without discrimination.</p>

Article 33 If the Company acquires its corporate shares as described in Article 29 (I), (II) of the Articles of Association, it shall be subject to the resolution of the general meeting of shareholders. If the Company acquired its cooperate shares as described in Article 29 (III), (V) and (VI) of the Articles of Association, it shall be resolved by more than two-thirds of the directors present at a board meeting.

After the Company acquires its corporate shares in accordance with the provisions of Article 29 of the Articles of Association, the shares acquired under the circumstances of paragraph (I) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances of paragraphs (II) and (IV) shall be transferred or cancelled within six months. After the Company acquires its corporate shares as described in Article 29 (III), (V) and (VI), the total number of corporate shares held by the Company shall not exceed 10% of the total issued shares of the Company. All corporate shares so acquired shall be transferred or cancelled within three years after the date of announcement on the repurchase and changes in share capital.

Where the Company cancels corporate shares for reason of repurchase of the shares, it shall apply for registration of change of registered capital to the original company registration authority according to law. The total par value of the cancelled shares shall be verified and reduced from the registered capital of the Company.

~~Article 29~~**Article 33** When formulating a repurchase plan with clear and detailed arrangements for the repurchase process according to the applicable laws and regulations and the relevant provisions of CSRC and the stock exchange where the stocks of the Company are listed, the Board shall comprehensively consider the financial situation, production and operation conditions, the stock price of the Company and the interests of its shareholders and other factors.

If the Company acquires its corporate shares as described in ~~Article 27~~Article 29 (I), (II) of the Articles of Association, it shall be subject to the resolution of the general meeting of shareholders. If the Company acquired its cooperate shares as described in ~~Article 27~~Article 29 (III), (V) and (VI) of the Articles of Association, it ~~can~~shall be resolved and approved by more than two-thirds of the directors present at a board meeting.

After the Company acquires its corporate shares in accordance with the provisions of ~~Article 27~~Article 29 of the Articles of Association, the shares acquired under the circumstances of paragraph (I) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances of paragraphs (II) and (IV) shall be transferred or cancelled within six months. After the Company acquires its corporate shares as described in ~~Article 27~~Article 29 (III), (V) and (VI), the total number of corporate shares held by the Company shall not exceed 10% of the total issued shares of the Company. All corporate shares so acquired shall be transferred or cancelled within three years ~~after the date of announcement on the repurchase and changes in share capital.~~

Where the Company cancels corporate shares for reason of repurchase of the shares, it shall apply for registration of change of registered capital to the original company registration authority according to law. The total par value of the cancelled shares shall be verified and reduced from the registered capital of the Company.

<p>Article 34 Unless the Company has entered a stage of liquidation, the Company shall comply with the following provisions when repurchasing the shares it has issued externally:</p> <p>(I) where the Company repurchases shares at a price of par value, the fund shall be deducted from the book balance of distributable profit of the Company and the proceeds of new shares issued in order to repurchase old shares;</p> <p>(II) where the Company repurchases shares at a price higher than par value, the part equivalent to par value shall be deducted from the book balance of distributable profit of the Company and the proceeds of new shares issued in order to repurchase old shares; the part higher than par value shall be handled according to the following method:</p> <ol style="list-style-type: none"> 1. where the repurchased shares were issued at a price of par value, the part shall be deducted from the balance of distributable profit of the Company; 2. where the repurchased shares were issued at a price higher than par value, the part shall be deducted from the balance of distributable profit of the Company and the proceeds of new shares issued in order to repurchase old shares, but the amount deducted from the proceeds of new shares issued may not exceed the total amount of premium of repurchased old shares obtained at the time of issuance, or exceed the amount in the capital reserve account of the Company at the time of repurchase (including the amount of premium from issuance of new shares); <p>(III) The fund the Company pays for the following purposes shall be disbursed from the distributable profit of the Company:</p> <ol style="list-style-type: none"> 1. to acquire the repurchase right for repurchase of its shares; 2. to modify the share repurchase contract; 3. to cancel its obligation in the repurchase contract. 	<p>Article 34 Unless the Company has entered a stage of liquidation, the Company shall comply with the following provisions when repurchasing the shares it has issued externally:</p> <p>(I) where the Company repurchases shares at a price of par value, the fund shall be deducted from the book balance of distributable profit of the Company and the proceeds of new shares issued in order to repurchase old shares;</p> <p>(II) where the Company repurchases shares at a price higher than par value, the part equivalent to par value shall be deducted from the book balance of distributable profit of the Company and the proceeds of new shares issued in order to repurchase old shares; the part higher than par value shall be handled according to the following method:</p> <ol style="list-style-type: none"> 1. where the repurchased shares were issued at a price of par value, the part shall be deducted from the balance of distributable profit of the Company; 2. where the repurchased shares were issued at a price higher than par value, the part shall be deducted from the balance of distributable profit of the Company and the proceeds of new shares issued in order to repurchase old shares, but the amount deducted from the proceeds of new shares issued may not exceed the total amount of premium of repurchased old shares obtained at the time of issuance, or exceed the amount in the capital reserve account of the Company at the time of repurchase (including the amount of premium from issuance of new shares); <p>(III) The fund the Company pays for the following purposes shall be disbursed from the distributable profit of the Company:</p> <ol style="list-style-type: none"> 1. to acquire the repurchase right for repurchase of its shares; 2. to modify the share repurchase contract; 3. to cancel its obligation in the repurchase contract.
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<p>(IV) After the total par value of the cancelled shares is reduced from the registered capital of the Company according to relevant provisions, the amount deducted from distributable profit for the par value of repurchased shares shall be included in the capital reserve account of the Company.</p>	<p>(IV) After the total par value of the cancelled shares is reduced from the registered capital of the Company according to relevant provisions, the amount deducted from distributable profit for the par value of repurchased shares shall be included in the capital reserve account of the Company.</p>
<p>Article 41 The Company or its subsidiaries (including affiliated companies of the Company) shall never provide any financial aid in any form for anyone who purchases or intends to purchase the shares of the Company. The above-mentioned buyers of the Company's shares include the people who directly or indirectly assume obligations as a result of the purchase of the Company's shares.</p> <p>The Company or its subsidiaries shall never provide financial aid in any form for the above-mentioned obligors in order to reduce or relieve the obligations of the obligors.</p> <p>The provisions in this article are not applicable to the circumstances described in Article 43 hereof.</p>	<p>Article 36Article 41 The Company or its subsidiaries (including affiliated companies of the Company) shall never provide any financial aid <u>in any form by means including gifts, advance, guarantee, compensation or loan for anyone who purchases or intends to purchase the shares of the Company.</u>—The above-mentioned buyers of the Company's shares include the people who directly or indirectly assume obligations as a result of the purchase of the Company's shares.</p> <p>The Company or its subsidiaries shall never provide financial aid in any form for the above-mentioned obligors in order to reduce or relieve the obligations of the obligors.</p> <p>The provisions in this article are not applicable to the circumstances described in <u>Article 38</u>Article 43 hereof.</p>
<p>Article 42 The financial aid stated in the Articles of Association includes without limitation the following forms:</p> <p>.....</p> <p>The assumption of obligations stated in this Chapter includes the obligations assumed by the obligor due to conclusion of a contract, or arrangement (whether the contract or arrangement can be executed compulsorily or not, or whether the obligations are assumed by the obligor alone or together with other people), or change of its financial situation in any other way.</p>	<p>Article 37Article 42 The financial aid stated in the Articles of Association includes without limitation the following forms:</p> <p>.....</p> <p>The assumption of obligations stated in this Chapter includes the obligations assumed by the obligor due to conclusion of a contract, or arrangement (whether the contract or arrangement can be executed compulsorily or not, or whether the obligations are assumed by the obligor alone or together with other people), or change of its financial situation in any other way.</p>

<p>Article 44 The stocks of the Company adopt a registered form.</p> <p>The stocks of the Company shall state the following information:</p> <p>(I) name of the Company;</p> <p>(II) date of incorporation of the Company;</p> <p>(III) class of shares, par value and number of shares represented;</p> <p>(IV) reference number of stocks;</p> <p>(V) other information that shall be stated in accordance with the Company Law, the Special Provisions and other laws and regulations as well as the requirements of the stock exchange where the stocks of the Company are listed.</p> <p>.....</p>	<p>Article 39Article 44 <u>Article 44</u> The stockshare certificates of the Company adopt a registered form, and it shall be in paper form or in other forms prescribed by the securities regulatory authority of the State Council. The share certificates of the Company shall state the information required by the Company Law and the stock exchange where the stocks of the Company are listed.</p> <p>The stocks of the Company shall state the following information:</p> <p>(I) name of the Company;</p> <p>(II) date of incorporation of the Company;</p> <p>(III) class of shares, par value and number of shares represented;</p> <p>(IV) reference number of stocks;</p> <p>(V) other information that shall be stated in accordance with the Company Law, the Special Provisions and other laws and regulations as well as the requirements of the stock exchange where the stocks of the Company are listed.</p> <p>.....</p>
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Article 45 During listing of H-shares on HKEX, the Company must ensure all listing documents of all of its securities listing on HKEX include the following statement, and must instruct and prompt its stock transfer registry to refuse registration of the subscription, purchase or transfer of its shares in the name of any particular individual holders unless and till this particular individual holder has submitted an endorsement form of these shares, which must include the following statement, to the stock transfer registry:

(I) the share buyers and the Company as well as every shareholder thereof agree, and the Company and every shareholder thereof agree to obey and comply with the provisions of the Company Law, the Special Provisions and other relevant laws and regulations, and the Articles of Association.

(II) the share buyers and the Company as well as every shareholder, director, supervisor, manager (president and CEO) and senior management officer of the Company agree, and the companies acting on behalf of the Company as well as every director, supervisor, manager (president and CEO) and senior management officer of the Company and every shareholder agree that the disputes or claims for rights arising from the rights or obligations specified in the Articles of Association or the Company Law or other relevant laws and administrative regulations or in connection with the affairs of the Company must be submitted to arbitration for settlement in accordance with the provisions of the Articles of Association, and any submitted arbitration must be considered to authorize the arbitral tribunal to hold public hearing and announce its arbitral award. The arbitration is final.

(III) the share buyers and the Company as well as each of its shareholders agree that the shares of the Company may be freely transferred by the holders.

(IV) the share buyers authorize the Company to sign contracts with every director and senior management officer on behalf of the share buyers. The directors and senior management promise they will obey and perform their duties for shareholders as specified in the Articles of Association.

~~**Article 45** During listing of H-shares on HKEX, the Company must ensure all listing documents of all of its securities listing on HKEX include the following statement, and must instruct and prompt its stock transfer registry to refuse registration of the subscription, purchase or transfer of its shares in the name of any particular individual holders unless and till this particular individual holder has submitted an endorsement form of these shares, which must include the following statement, to the stock transfer registry:~~

~~(I) the share buyers and the Company as well as every shareholder thereof agree, and the Company and every shareholder thereof agree to obey and comply with the provisions of the Company Law, the Special Provisions and other relevant laws and regulations, and the Articles of Association.~~

~~(II) the share buyers and the Company as well as every shareholder, director, supervisor, manager (president and CEO) and senior management officer of the Company agree, and the companies acting on behalf of the Company as well as every director, supervisor, manager (president and CEO) and senior management officer of the Company and every shareholder agree that the disputes or claims for rights arising from the rights or obligations specified in the Articles of Association or the Company Law or other relevant laws and administrative regulations or in connection with the affairs of the Company must be submitted to arbitration for settlement in accordance with the provisions of the Articles of Association, and any submitted arbitration must be considered to authorize the arbitral tribunal to hold public hearing and announce its arbitral award. The arbitration is final.~~

~~(III) the share buyers and the Company as well as each of its shareholders agree that the shares of the Company may be freely transferred by the holders.~~

~~(IV) the share buyers authorize the Company to sign contracts with every director and senior management officer on behalf of the share buyers. The directors and senior management promise they will obey and perform their duties for shareholders as specified in the Articles of Association.~~

<p>Article 47 The Company shall prepare a register of shareholders, which registers the following information:</p> <p>.....</p> <p>Register of shareholders is sufficient evidence proving a shareholder holds shares of the Company except that contrary evidence is available.</p> <p>.....</p> <p>When two or more people are registered as joint shareholders of any shares, they shall be deemed as the joint holders of the shares, under the restriction of the following clause:</p> <p>(I) the Company shall not register more than four people as joint shareholders of any shares;</p> <p>(II) all the joint shareholders of any shares must jointly and separately assume the responsibility for paying the total amount payable of the shares;</p> <p>(III) if one of the joint shareholders is deceased or cancelled, only other remaining joint shareholders shall be deemed by the Company as the people entitled to ownership over the shares, but the Board shall have the right to require provision of death or cancellation certificates of related shareholders with regard to the modification of the register of shareholders if it considers appropriate;</p>	<p>Article 41Article 47 The Company shall prepare a register of shareholders based on vouchers provided by securities registries, which registers the following information according to the relevant rules of the place where the stocks of the Company are listed (if applicable):</p> <p>.....</p> <p>Register of shareholders is sufficient evidence proving a shareholder holds shares of the Company except that contrary evidence is available.</p> <p>.....</p> <p>When two or more people are registered as joint shareholders of any shares, they shall be deemed as the joint holders of the shares, under the restriction of the following clause:</p> <p>(I) the Company shall not register more than four people as joint shareholders of any shares;</p> <p>(II) all the joint shareholders of any shares must jointly and separately assume the responsibility for paying the total amount payable of the shares;</p> <p>(III) if one of the joint shareholders is deceased or cancelled, only other remaining joint shareholders shall be deemed by the Company as the people entitled to ownership over the shares, but the Board shall have the right to require provision of death or cancellation certificates of related shareholders with regard to the modification of the register of shareholders if it considers appropriate;</p>
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<p>(IV) among the joint shareholders of any shares, only the one who ranks first in the register of shareholders has the right to collect the stocks of relevant shares from the Company and receive notices or other documents of the Company. The delivery of any notice to the above-mentioned person shall be deemed that the notice has been delivered to all joint shareholders of the shares. Every joint shareholder may sign a proxy form, but if there is more than one joint shareholder present either in person or by an appointed representative, then the vote given by a joint shareholder with higher priority, either in person or by a representative, must be accepted as the sole vote representing other joint shareholders. In this regard, the priorities of the shareholders must be subject to the ranking of joint shareholders of the relevant shares in the register of shareholders of the Company; and</p> <p>(V) if any of the joint shareholders sends a receipt to the Company for any dividend, bonus or capital return paid to the joint shareholders, it shall be deemed as a valid receipt sent by the joint shareholders to the Company.</p>	<p>(IV) among the joint shareholders of any shares, only the one who ranks first in the register of shareholders has the right to collect the stocks of relevant shares from the Company and receive notices or other documents of the Company. The delivery of any notice to the above-mentioned person shall be deemed that the notice has been delivered to all joint shareholders of the shares. Every joint shareholder may sign a proxy form, but if there is more than one joint shareholder present either in person or by an appointed representative, then the vote given by a joint shareholder with higher priority, either in person or by a representative, must be accepted as the sole vote representing other joint shareholders. In this regard, the priorities of the shareholders must be subject to the ranking of joint shareholders of the relevant shares in the register of shareholders of the Company; and</p> <p>(V) if any of the joint shareholders sends a receipt to the Company for any dividend, bonus or capital return paid to the joint shareholders, it shall be deemed as a valid receipt sent by the joint shareholders to the Company.</p>
<p>Article 48 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed foreign shares abroad, and authorize an overseas agency to manage it. The original of the register of shareholders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong for the inspection of shareholders. The register of shareholders may be closed according to the relevant provisions under the Hong Kong Companies Ordinance.</p> <p>The Company shall keep the duplicate of the register of shareholders of overseas listed foreign shares in the domicile of the Company; the authorized overseas agency shall guarantee the consistence between the original and duplicate of the register of shareholders of overseas listed foreign shares all the time.</p> <p>In case of inconsistency, the original shall prevail.</p>	<p>Article 42Article 48 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed foreign shares of the Company abroad, and authorize an overseas agency to manage it. The original of the register of shareholders of overseas listed foreign H-shares listed in Hong Kong shall be kept in Hong Kong for the inspection of shareholders. The register of shareholders may be closed according to the relevant provisions under the Hong Kong Companies Ordinance.</p> <p>The Company shall keep the duplicate of the register of shareholders of overseas listed foreign shares in the domicile of the Company; the authorized overseas agency shall guarantee the consistence between the original and duplicate of the register of shareholders of overseas listed foreign shares all the time.</p> <p>In case of inconsistency, the original shall prevail.</p>

<p>Article 49 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(I) the register of shareholders kept in the domicile of the Company except those specified in items (II) and (III) of this article;</p> <p>(II) the register of shareholders of overseas listed foreign shares of the Company kept in the place where the stock exchange for overseas listing is located;</p> <p>(III) the register of shareholders that the Board decides to store in other places for the need of stock listing of the Company.</p>	<p>Article 49 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(I) the register of shareholders kept in the domicile of the Company except those specified in items (II) and (III) of this article;</p> <p>(II) the register of shareholders of overseas listed foreign shares of the Company kept in the place where the stock exchange for overseas listing is located;</p> <p>(III) the register of shareholders that the Board decides to store in other places for the need of stock listing of the Company.</p>
<p>Article 50 The parts of the register of shareholders shall not overlap with each other. If the shares registered in a part of the register of shareholders are transferred, they shall not be registered in other parts of the register of shareholders in the registration period of the shares.</p> <p>The modification or correction of each part of the register of shareholders shall be conducted in accordance with the law of the place where the part of the register of shareholders is kept.</p>	<p>Article 50 The parts of the register of shareholders shall not overlap with each other. If the shares registered in a part of the register of shareholders are transferred, they shall not be registered in other parts of the register of shareholders in the registration period of the shares.</p> <p>The modification or correction of each part of the register of shareholders shall be conducted in accordance with the law of the place where the part of the register of shareholders is kept.</p>
<p>Article 52 Where anyone objects to the register of shareholders and requires registering his/her/its name in the register of shareholders, or removing his/her/its name from the register of shareholders, he/she/it may apply for correcting the register of shareholders to the court with jurisdiction.</p>	<p>Article 52 Where anyone objects to the register of shareholders and requires registering his/her/its name in the register of shareholders, or removing his/her/its name from the register of shareholders, he/she/it may apply for correcting the register of shareholders to the court with jurisdiction.</p>

Article 53 Where any shareholder registered in the register of shareholders or anyone requiring registering his/her/its name in the register of shareholders loses stocks, he/she/it may apply for reissuance of new stocks regarding the shares (i.e., “relevant shares”) to the Company.

Where a shareholder of domestic shares loses stocks and applies for reissuance, the matter shall be handled according to the provisions of Article 143 of the Company Law.

Where a shareholder of overseas listed foreign shares loses stocks and applies for reissuance, the matter may be handled in accordance with the laws and regulations of the place where the original of the register of shareholders of overseas listed foreign shares is stored, the rules of the stock exchange, or other relevant regulations.

Where a shareholder of H-shares loses stocks and applies for reissuance, the reissuance of stocks shall meet the following requirements:

(I) the applicant shall file an application in a standard format designated by the Company and attached with a notarial certificate or statutory declaration document. The content of the notarial certificate or statutory declaration document shall include reason for the application of the applicant, situation and evidence of stock loss, and declaration that nobody else may require being registered as a shareholder of the relevant shares.

(II) before the Company decides to reissue new stocks, it does not receive a declaration on requiring being registered as a shareholder of the shares from anyone except the applicant.

(III) before the Company decides to reissue new stocks to the applicant, it shall publish an announcement on intention for reissuance of new stocks on the newspapers and periodicals designated by the Board; the period of announcement is ninety days, and the announcement shall be republished at least once every thirty days.

~~**Article 44**~~~~**Article 53**~~ Where any shareholder registered in the register of shareholders or anyone requiring registering his/her/its name in the register of shareholders loses stocks, he/she/it may apply for reissuance of new stocks regarding the shares (i.e., “relevant shares”) to the Company.

~~Where a shareholder of domestic shares loses stocks and applies for reissuance, the matter shall be handled according to the provisions of Article 143 of the Company Law.~~

~~Where a shareholder of overseas listed foreign shares loses stocks and applies for reissuance, the matter may be handled in accordance with the laws and regulations of the place where the original of the register of shareholders of overseas listed foreign shares is stored, the rules of the stock exchange, or other relevant regulations.~~

~~Where a shareholder of H-shares loses stocks and applies for reissuance, the reissuance of stocks shall meet the following requirements:~~

~~(I) the applicant shall file an application in a standard format designated by the Company and attached with a notarial certificate or statutory declaration document. The content of the notarial certificate or statutory declaration document shall include reason for the application of the applicant, situation and evidence of stock loss, and declaration that nobody else may require being registered as a shareholder of the relevant shares.~~

~~(II) before the Company decides to reissue new stocks, it does not receive a declaration on requiring being registered as a shareholder of the shares from anyone except the applicant.~~

~~(III) before the Company decides to reissue new stocks to the applicant, it shall publish an announcement on intention for reissuance of new stocks on the newspapers and periodicals designated by the Board; the period of announcement is ninety days, and the announcement shall be republished at least once every thirty days.~~

<p>(IV) before the Company publishes an announcement on intention for reissuance of new stocks, it shall submit a duplicate of the announcement to be published to the stock exchange where it is listed. After receiving the reply of the stock exchange and confirming that the announcement has been displayed in the stock exchange, the Company may publish the announcement. The period of display of the announcement in the stock exchange is ninety days.</p> <p>If the application for stock reissuance is not agreed by the registered shareholders of relevant shares, the Company shall mail the photocopies of the announcement to be published to the shareholders.</p> <p>(V) after the ninety-day period of announcement and display specified in (III) and (IV) of this article expires, if the Company does not receive objection to stock reissuance from anybody, it may reissue new stocks according to the application of the applicant.</p> <p>(VI) when the Company reissues new stocks according to the provisions of this article, it shall immediately cancel the original stocks and register the cancellation and reissuance in the register of shareholders.</p> <p>(VII) the applicant shall bear all the expenses of the Company on cancellation of original stocks and reissuance of new stocks. Before the applicant provides reasonable guarantee, the Company shall have the right to refuse to take any action.</p>	<p>(IV) before the Company publishes an announcement on intention for reissuance of new stocks, it shall submit a duplicate of the announcement to be published to the stock exchange where it is listed. After receiving the reply of the stock exchange and confirming that the announcement has been displayed in the stock exchange, the Company may publish the announcement. The period of display of the announcement in the stock exchange is ninety days.</p> <p>If the application for stock reissuance is not agreed by the registered shareholders of relevant shares, the Company shall mail the photocopies of the announcement to be published to the shareholders.</p> <p>(V) after the ninety-day period of announcement and display specified in (III) and (IV) of this article expires, if the Company does not receive objection to stock reissuance from anybody, it may reissue new stocks according to the application of the applicant.</p> <p>(VI) when the Company reissues new stocks according to the provisions of this article, it shall immediately cancel the original stocks and register the cancellation and reissuance in the register of shareholders.</p> <p>(VII) the applicant shall bear all the expenses of the Company on cancellation of original stocks and reissuance of new stocks. Before the applicant provides reasonable guarantee, the Company shall have the right to refuse to take any action.</p>
<p>Article 54 After the Company reissues stocks according to the provisions of the Articles of Association, the names of bona fide purchasers obtaining the aforesaid new stocks or the shareholders subsequently registered as owners of the shares (if they are bona fide purchasers) shall not be deleted from the register of shareholders.</p>	<p>Article 54 After the Company reissues stocks according to the provisions of the Articles of Association, the names of bona fide purchasers obtaining the aforesaid new stocks or the shareholders subsequently registered as owners of the shares (if they are bona fide purchasers) shall not be deleted from the register of shareholders.</p>
<p>Article 55 The Company has no obligation to indemnify any party who suffer loss from cancellation of original stocks or reissuance of new stocks, unless the party can prove the Company has fraudulent conduct.</p>	<p>Article 55 The Company has no obligation to indemnify any party who suffer loss from cancellation of original stocks or reissuance of new stocks, unless the party can prove the Company has fraudulent conduct.</p>

<p>Article 58 The shareholders of ordinary shares of the Company shall have the following rights:</p> <p>.....</p> <p>(V) to acquire relevant information according to the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the Articles of Association obtained after paying the cost; 2. after paying reasonable fees, have the right to consult and reproduce: <ol style="list-style-type: none"> (1) the whole and all parts of register of shareholders; (2) the personal data of the directors, supervisors, manager (president and CEO) and other senior management officers of the Company, including: (a) present and past name and alias; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identity document and number. (3) share capital situation of the Company; (4) report on the total par value, quantity, the highest price and the lowest price of every class of shares the Company has repurchased since the previous fiscal year, as well as all the expenses that the Company has paid for them (classified as domestic shares and foreign shares); (5) stubs of corporate bonds; (6) minutes of general meetings (for reference of shareholders only), special resolutions of the Company, resolutions of Board meetings and resolutions of Supervisory Committee meetings; (7) financial and accounting reports; 	<p>Article 47Article 58 The shareholders of ordinary shares of the Company shall have the following rights:</p> <p>.....</p> <p>(V) to inspect the Articles of Association, register of shareholders, stubs of corporate bonds, minutes of general meetings, resolutions of Board meetings, resolutions of Supervisory Committee meetings and financial and accounting reports; to acquire relevant information according to the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the Articles of Association obtained after paying the cost; 2. after paying reasonable fees, have the right to consult and reproduce: <ol style="list-style-type: none"> (1) the whole and all parts of register of shareholders; (2) the personal data of the directors, supervisors, manager (president and CEO) and other senior management officers of the Company, including: (a) present and past name and alias; (b) main address (domicile); (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identity document and number. (3) share capital situation of the Company; (4) report on the total par value, quantity, the highest price and the lowest price of every class of shares the Company has repurchased since the previous fiscal year, as well as all the expenses that the Company has paid for them (classified as domestic shares and foreign shares); (5) stubs of corporate bonds; (6) minutes of general meetings (for reference of shareholders only), special resolutions of the Company, resolutions of Board meetings and resolutions of Supervisory Committee meetings; (7) financial and accounting reports;
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<p>(8) duplicate of annual report for the recent year that has been submitted to the company registration authority and other competent authorities.</p> <p>The Company must prepare the documents in above items (1), (3), (4), (6) and (8) and any other applicable documents at the Hong Kong address of the Company according to the requirements of Hong Kong Listing Rules, for free reference of the public and shareholders (except minutes of general meetings available for shareholders only), and after charging reasonable fees, allow shareholders to reproduce the documents.</p> <p>.....</p>	<p>(8) duplicate of annual report for the recent year that has been submitted to the company registration authority and other competent authorities.</p> <p>The Company must prepare the documents in above items (1), (3), (4), (6) and (8) and any other applicable documents at the Hong Kong address of the Company according to the requirements of Hong Kong Listing Rules, for free reference of the public and shareholders (except minutes of general meetings available for shareholders only), and after charging reasonable fees, allow shareholders to reproduce the documents.</p> <p>.....</p>
<p>Article 63 The shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>.....</p> <p>Except for the conditions the share subscribers agree to at the time of subscription, shareholders do not assume any subsequently added responsibility for share capital.</p> <p>.....</p>	<p>Article 52Article 63 The shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>.....</p> <p>Except for the conditions the share subscribers agree to at the time of subscription, shareholders do not assume any subsequently added responsibility for share capital.</p> <p>.....</p>

<p>Article 67 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:</p> <p>.....</p> <p>(VIII) to resolve on issuance of corporate bonds and other securities and listing;</p> <p>.....</p> <p>(XI) to resolve on appointment, dismissal or no further appointment of the Company’s accounting firm;</p> <p>.....</p> <p>(XIII) to consider and approve material transactions specified in Article 68;</p> <p>(XIV) to consider and approve financial assistance stipulated in Article 69 and guarantees stipulated in Article 70;</p> <p>.....</p> <p>(XIX) to resolve on the acquisition of corporate shares as described in Article 29 (I) and (II) of the Articles of Association;</p> <p>.....</p>	<p>Article 56Article 67 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:</p> <p>.....</p> <p>(VIII) to resolve on issuance of corporate bonds and other securities and listing;</p> <p>.....</p> <p>(XI) to resolve on appointment, <u>or dismissal or no further appointment</u> of the Company’s accounting firm;</p> <p>.....</p> <p>(XIII) to consider and approve material transactions specified in Article 68 <u>Article 57 of the Articles of Association</u>;</p> <p>(XIV) to consider and approve financial assistance stipulated in Article 69 <u>Article 58 of the Articles of Association</u> and <u>guarantees stipulated in Article 70</u> <u>Article 59 of the Articles of Association</u>;</p> <p>.....</p> <p>(XIX) to resolve on the acquisition of corporate shares as described in Article 29 <u>Article 27</u> (I) and (II) of the Articles of Association;</p> <p>.....</p>
<p>Article 68 The Company’s transactions (excluding financial assistance, the provision of guarantee, receipt of cash donation by the Company, and any transaction that waives the debt of the Company or other transactions without involving any payment of consideration or attachment of any obligations) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:</p> <p>.....</p>	<p>Article 57Article 68 The Company’s transactions (excluding financial assistance, the provision of guarantee, receipt of cash donation by the Company, and any transaction that waives the debt of the Company or other transactions without involving any payment of consideration or attachment of any obligations, <u>and the “Daily Transactions” stipulated in the Listing Rules of SSE</u>) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:</p> <p>.....</p>

<p>Article 80 If the Supervisory Committee or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company and set off against sums owned by the Company to the defaulting directors.</p>	<p>Article 69Article 80 If the Supervisory <u>Committee</u> or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company and set off against sums owned by the Company to the defaulting directors.</p>
<p>Article 84 No matters not stated in the notice shall be resolved at a general meeting.</p>	<p>Article 84 No matters not stated in the notice shall be resolved at a general meeting.</p>
<p>Article 85 The notice of a general meeting shall meet the following requirements:</p> <p>(I) the notice is in a written form;</p> <p>(II) it specifies the time, place and period of the meeting;</p> <p>(III) it describes the matters and proposals submitted to the meeting for consideration;</p> <p>(IV) it provides shareholders with the information and explanations that are needed for the shareholders to make wise decisions on the matters to be discussed; this principle includes without limitation: when the Company proposes merger, share repurchase, reorganization of share capital or other restructuring, the notice shall provide the concrete conditions and contracts (if any) for the proposed transactions, and carefully explain the causes and effects;</p> <p>(V) if any director, supervisor, manager (president and CEO) or other senior management officer has important interest relation with a matter to be discussed, the nature and degree of the interest relation shall be disclosed; if the impact of the matter to be discussed on the said director, supervisor, manager (president and CEO) or other senior management officer as a shareholder is different from the impact on other shareholders of a same class, their difference shall be explained;</p> <p>(VI) the notice shall state the full text of any special resolution to be proposed and approved at the meeting;</p> <p>(VII) the notice shall state in explicit words: all shareholders are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;</p>	<p>Article 73Article 85 The notice of a general <u>meeting</u> shall <u>meet</u> the <u>following requirements</u>include the following information:</p> <p>(I) the notice is in a written form;</p> <p>(II)<u>(I)</u> it specifies the time, place and period of the meeting;</p> <p>(III)<u>(II)</u> it describes the matters and proposals submitted to the meeting for consideration;</p> <p>(IV) it provides shareholders with the information and explanations that are needed for the shareholders to make wise decisions on the matters to be discussed; this principle includes without limitation: when the Company proposes merger, share repurchase, reorganization of share capital or other restructuring, the notice shall provide the concrete conditions and contracts (if any) for the proposed transactions, and carefully explain the causes and effects;</p> <p>(V) if any director, supervisor, manager (president and CEO) or other senior management officer has important interest relation with a matter to be discussed, the nature and degree of the interest relation shall be disclosed; if the impact of the matter to be discussed on the said director, supervisor, manager (president and CEO) or other senior management officer as a shareholder is different from the impact on other shareholders of a same class, their difference shall be explained;</p> <p>(VI) the notice shall state the full text of any special resolution to be proposed and approved at the meeting;</p> <p>(VII)<u>(III)</u><u>(VII)</u> the notice shall state <u>statement in explicit words</u>: all shareholders are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;</p>

<p>(VIII) the notice shall state the delivery time and place of the power of attorney for voting at the meeting;</p> <p>(IX) the notice shall designate the equity registration date of shareholders entitled to attend the general meeting; the interval between equity registration date and meeting date shall be not more than seven workdays. Equity registration date once determined may not be changed;</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting;</p> <p>(XI) the voting time and voting procedure over network or of other means.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p>	<p>(VIII) the notice shall state the delivery time and place of the power of attorney for voting at the meeting;</p> <p>(IV)(IX) the notice shall designate the equity registration date of shareholders entitled to attend the general meeting; the interval between equity registration date and meeting date shall be not more than seven workdays. Equity registration date once determined may not be changed;</p> <p>(V)(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting;</p> <p>(VI)(XI) the voting time and voting procedure over network or of other means.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p>
<p>Article 87 Unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association, the notice of a general meeting shall be sent out to shareholders (whether they have voting rights at the general meeting or not) by a specific person or by post-paid mail. The addresses of the recipients are subject to the addresses registered in the register of shareholders. For shareholders of domestic shares, the notice of a general meeting may also be sent out in form of announcement.</p>	<p>Article 87 Unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association, the notice of a general meeting shall be sent out to shareholders (whether they have voting rights at the general meeting or not) by a specific person or by post-paid mail. The addresses of the recipients are subject to the addresses registered in the register of shareholders. For shareholders of domestic shares, the notice of a general meeting may also be sent out in form of announcement.</p>

<p>Article 90 All common shareholders or their proxies in the register of shareholders on the equity registration date shall be entitled to attend the general meeting and exercise their voting rights according to relevant laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p>The shareholders that have the right to attend general meetings and exercise voting rights may attend and vote at general meetings either in person or by one or multiple proxies (the proxies may be not shareholders). The proxy of the shareholder may exercise the following rights according to the authorization of the shareholder:</p> <p>(I) the right of the shareholder to speak at the general meeting;</p> <p>(II) to require alone or together with others voting by ballot;</p> <p>(III) to exercise the voting right, but if more than one shareholder proxy is appointed, the shareholder proxies may exercise voting right only in form of ballot.</p> <p>.....</p>	<p>Article 77Article 90 All common shareholders or their proxies in the register of shareholders on the equity registration date shall be entitled to attend the general meeting and exercise their voting rights according to relevant laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p>The shareholders that have the right to attend general meetings and exercise voting rights may attend and vote at general meetings either in person or by one or multiple proxies (the proxies may be not shareholders). The proxy of the shareholder may exercise the following rights according to the authorization of the shareholder:</p> <p>(I) the right of the shareholder to speak at the general meeting;</p> <p>(II) to require alone or together with others voting by ballot;</p> <p>(III) to exercise the voting right, but if more than one shareholder proxy is appointed, the shareholder proxies may exercise voting right only in form of ballot.</p> <p>.....</p>
<p>Article 91 An individual shareholder attending a general meeting in person shall present his/her identity card or other valid identity certificates or share account card; a proxy attending a general meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.</p> <p>.....</p>	<p>Article 78Article 91 An individual shareholder attending a general meeting in person shall present his/her identity card or other valid identity certificates or share account card; a proxy attending a general meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.</p> <p>.....</p>
<p>Article 92 A shareholder shall authorize a proxy in a written form, with the signature of the principal or the proxy authorized by it in a written form. If the principal is a legal person, the legal person seal or the signature of its director or officially authorized proxy shall be affixed.</p> <p>The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:</p> <p>.....</p>	<p>Article 79Article 92 A shareholder shall authorize a proxy in a written form, with the signature of the principal or the proxy authorized by it in a written form. If the principal is a legal person, the legal person seal or the signature of its director or officially authorized proxy shall be affixed.</p> <p>The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:</p> <p>.....</p>

<p>Article 93 Any format of power of attorney sent by the Board of the Company to shareholders for appointing shareholder proxies shall enable the shareholders to freely select instructing the shareholder proxies to cast affirmative or negative votes, and give instructions on the matters to be voted at every topic of the meeting. A power of attorney shall state clearly that the proxy shall be entitled to vote or not at his discretion in the absence of specific instructions from the shareholder.</p>	<p>Article 80Article 93 Any format of power of attorney sent by the Board of the Company to shareholders for appointing shareholder proxies shall enable the shareholders to freely select instructing the shareholder proxies to cast affirmative or negative votes, and give instructions on the matters to be voted at every topic of the meeting. A power of attorney shall state clearly that the proxy shall be entitled to vote or not at his discretion in the absence of specific instructions from the shareholder.</p>
<p>Article 106 Shareholders may consult the photocopies of minutes of meetings for free in the office hours of the Company. If any shareholder asks for the photocopy of relevant meeting minutes to the Company, the Company shall send the photocopy within seven days after receipt of reasonable fee.</p>	<p>Article 106 Shareholders may consult the photocopies of minutes of meetings for free in the office hours of the Company. If any shareholder asks for the photocopy of relevant meeting minutes to the Company, the Company shall send the photocopy within seven days after receipt of reasonable fee.</p>
<p>Article 109 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company’s profit distribution plan (excluding the circumstances stated in Article 247 (IV) of the Articles of Association) and loss recovery plan;</p> <p>.....</p>	<p>Article 95Article 109 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company’s profit distribution plan (excluding the circumstances stated in Article 247 (IV) of the Articles of Association) and loss recovery plan;</p> <p>.....</p>
<p>Article 110 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>.....</p> <p>(IX) the profit distribution plan in accordance with Article 247 (IV) of the Articles of Association;</p> <p>.....</p>	<p>Article 96Article 110 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>.....</p> <p>(VIII)(IX) adjust the profit distribution policy of the Company plan in accordance with Article 247 (IV) of the Articles of Association;</p> <p>.....</p>

<p>Article 111</p> <p>.....</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</p> <p>.....</p>	<p>Article 97Article 111</p> <p>.....</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and The aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</p> <p>.....</p>
<p>Article 114</p> <p>.....</p> <p>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company.</p>	<p>Article 100Article 114</p> <p>.....</p> <p>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company, <u>or when more than two independent directors are to be elected at a general meeting.</u></p>

<p>Article 118 Unless the listing rules of the stock exchange and/or relevant laws and regulations in the place the shares of the Company are listed have different requirements or unless the following people request to vote by ballot before or after voting by show of hands, the general meeting shall vote by show of hands:</p> <p>(I) presider of the meeting;</p> <p>(II) at least two shareholders with voting right or their proxies;</p> <p>(III) one or several shareholders (including shareholder proxies) severally or jointly holding above 10% (inclusive) of the voting shares at the meeting.</p> <p>Unless somebody proposes voting by ballot, the presider will announce the proposal approval situation based on the results of voting by show of hands and record the results in the meeting minutes as final evidence, and does not have to prove the number or proportion of affirmative or negative votes on the resolutions passed at the meeting.</p> <p>The request for voting by ballot may be withdrawn by the proposer.</p>	<p>Article 118 Unless the listing rules of the stock exchange and/or relevant laws and regulations in the place the shares of the Company are listed have different requirements or unless the following people request to vote by ballot before or after voting by show of hands, the general meeting shall vote by show of hands:</p> <p>(I) presider of the meeting;</p> <p>(II) at least two shareholders with voting right or their proxies;</p> <p>(III) one or several shareholders (including shareholder proxies) severally or jointly holding above 10% (inclusive) of the voting shares at the meeting.</p> <p>Unless somebody proposes voting by ballot, the presider will announce the proposal approval situation based on the results of voting by show of hands and record the results in the meeting minutes as final evidence, and does not have to prove the number or proportion of affirmative or negative votes on the resolutions passed at the meeting.</p> <p>The request for voting by ballot may be withdrawn by the proposer.</p>
<p>Addition</p>	<p>Article 104 The vote at a general meeting shall be conducted by open ballot.</p>
<p>Article 121 When the number of negative votes is equal to the number of affirmative votes, the shareholder as the meeting presider has the right to cast one more vote.</p>	<p>Article 121 When the number of negative votes is equal to the number of affirmative votes, the shareholder as the meeting presider has the right to cast one more vote.</p>
<p>Article 123 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His decision is final and shall be announced at the meeting and recorded in the meeting minutes.</p> <p>Before the voting result is announced, the relevant parties including the Company, counting officer, monitoring officer, major shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.</p>	<p>Article 108Article 123 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His decision is final and shall be announced at the meeting and recorded in the meeting minutes.</p> <p>Before the voting result is announced, the relevant parties including the <u>Company</u>companies, counting officer, monitoring officer, major shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.</p>

<p>Article 125 If the presider has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the votes counted. If the presider has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the result, demand that the votes be counted and the presider shall have the votes counted immediately.</p> <p>If votes are counted at the general meeting, the counting result shall be recorded in the meeting minutes.</p>	<p>Article 125 Article 110 If the presider has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the votes counted. If the presider has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the result, demand that the votes be counted and the presider shall have the votes counted immediately.</p> <p>If votes are counted at the general meeting, the counting result shall be recorded in the meeting minutes.</p>
<p>Article 138</p> <p>.....</p> <p>The Company shall enter into contracts with directors to specify the rights and obligations of the Company and directors, the term of office of directors, the liabilities of directors in case of breach of laws, regulations and the Articles of Association and the compensation from the Company in case of early termination of such contracts by the Company.</p> <p>.....</p>	<p>Article 138 Article 123</p> <p>.....</p> <p>The Company shall enter into contracts with directors to specify the rights and obligations of the Company and directors, the term of office of directors, the liabilities of directors in case of breach of laws, regulations and the Articles of Association and the compensation from the Company in case of early termination of such contracts by the Company.</p> <p>.....</p>

<p>Article 148 Independent directors shall fulfil the obligations of honesty and diligence to the Company and all the shareholders thereof. Independent directors shall, pursuant to the relevant laws and the Articles of Association, independently perform their duties, to fully understand the operation of the Company and the details of the proposals of Board meeting and protect the interests of the Company and shareholders as a whole, in particular the legitimate rights and interests of the minority shareholders. In case of disagreement between shareholders and directors which may have material effects on the operation of the Company, independent directors shall perform their duties and protect the interest of the Company as a whole. Independent directors shall perform duties independently and shall not be influenced by the Company's major shareholders, de facto controllers or other units or persons having interest relations with the Company. The Company shall ensure that the independent directors may perform their duties in accordance with laws. An independent director may basically serve concurrently as independent director in at most five listed companies and shall ensure that they have sufficient time and energy to effectively fulfil duties as independent directors.</p>	<p>Article 133Article 148 Independent directors shall fulfil the obligations of honesty and diligence to the Company and all the shareholders thereof. Independent directors shall, pursuant to the relevant laws and the Articles of Association, independently perform their duties, to fully understand the operation of the Company and the details of the proposals of Board meeting and protect the interests of the Company and shareholders as a whole, in particular the legitimate rights and interests of the minority shareholders. In case of disagreement between shareholders and directors which may have material effects on the operation of the Company, independent directors shall perform their duties and protect the interest of the Company as a whole. Independent directors shall perform duties independently and shall not be influenced by the Company's major shareholders, de facto controllers or other units or persons having interest relations with the Company. The Company shall ensure that the independent directors may perform their duties in accordance with laws. An independent director may basically serve concurrently as independent director in at most five listed companies and shall ensure that they have sufficient time and energy to effectively fulfil duties as independent directors.</p>
<p>Article 149 An independent director shall meet the following basic conditions:</p> <p>.....</p> <p>(IV) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director;</p> <p>.....</p>	<p>Article 134Article 149 An independent director shall meet the following basic conditions:</p> <p>.....</p> <p>(IV) having more than five years' experience in legal, <u>accounting</u> and economic work or other work required for fulfilling duties as independent director;</p> <p><u>(V) having good personal character, and have no negative records of major dishonesty;</u></p> <p>.....</p>

<p>Article 151</p> <p>If any independent director resigns so that the number of independent directors or the membership of the Board falls short of the minimum number specified in the Articles of Association or the quorum, such resignation shall not become effective until the vacancy is filled up by a succeeding director (except where the independent director resigns due to loss of independence and is legally dismissed). If the independent directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform HKEX immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent directors to meet the requirements of Hong Kong Listing Rules.</p>	<p>Article 136Article 151</p> <p>If any independent director resigns so that the number of independent directors or the membership of the Board, or the <u>proportion of independent directors on the Board or its special committees</u> falls short of that the minimum number specified in the Articles of Association or the quorum, or there is a lack of <u>accounting professionals among the independent directors</u>, such resignation shall not become effective until the vacancy is filled up by a succeeding director (except where the independent director resigns due to loss of independence and is legally dismissed) and the <u>Company shall complete the by-election in accordance with the provisions of laws and regulations</u>. If the independent directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform HKEX immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent directors to meet the requirements of Hong Kong Listing Rules.</p>
<p>Article 152 An independent director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects.</p>	<p>Article 137Article 152 An independent director shall work <u>in for</u> the Company for at least 15 <u>days workdays</u> every year, including attending general meetings, Board meetings and meetings of special committees; examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with, <u>special meetings of independent directors, regularly obtaining information on the operation of listed companies, listening to the management reports, communicating with the heads of internal auditors and intermediaries such as accounting firms undertaking the audit business of listed companies, on-site inspections, and communicating with minority shareholders</u> on operation and on-site study of material investments, production and construction projects.</p>

Addition	<p>Article 138 <u>An independent director shall perform the following duties:</u></p> <p><u>(I) to participate in the decision-making of the Board and provide clear opinions on matters discussed;</u></p> <p><u>(II) to supervise the potential material conflicts of interest between the Company and its actual controllers, directors and senior management as stipulated in the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations, promote the decision-making of the Board to conform to the overall interests of the Company, and protect the legitimate interests of minority shareholders;</u></p> <p><u>(III) to provide professional and objective suggestions for the Company's operation and development, and promote the improvement of the decision-making level of the Board;</u></p> <p><u>(IV) to perform other duties stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed, and the Articles of Association.</u></p>
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<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall obtained prior approval by independent directors; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p>(III) to propose to convene an extraordinary general meeting;</p> <p>(IV) to propose to convene a Board meeting;</p> <p>(V) to openly collect voting rights from shareholders before a general meeting is held;</p> <p>(VI) to engage independent external auditor and advisor to conduct audit and provide advices on special issues of the Company if necessary;</p> <p>(VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>	<p>Article 139Article 153 An independent director shall have the following exercise the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(I) <u>(I)</u> significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall obtained prior approval by independent directors; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(II) <u>(II)</u> to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p><u>(I)</u> to engage an independent intermediary to audit, consult or verify the Company's special issues;</p> <p>(III)<u>(II)</u> to propose to convene an extraordinary general meeting <u>to Board</u>;</p> <p>(IV)<u>(III)</u> to propose to convene a Board meeting;</p> <p>(V)<u>(IV)</u> to openly collect voting rights from shareholders in accordance with the law <u>before a general meeting is held</u>;</p> <p>(VI)<u>(V)</u> to express independent opinions <u>engage independent external auditor and advisor to conduct audit and provide advices on special issues that may harm the rights and interests of the Company or minority shareholders if necessary</u>;</p> <p>(VII)<u>(VI)</u> to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>
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<p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)–(V) above. Before exercising the powers under (VI), consent of all independent directors shall be seek. Matters under (I) and (II) shall be submitted to the Board for discussion after seeking consent of more than half of the independent directors. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p> <p>Where the laws, administrative rules and rules of CSRC provide otherwise, such provisions shall prevail.</p>	<p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under <u>(I)–(III)(I)–(V)</u> above. Before exereising the powers under (VI), consent of all independent directors shall be seek. Matters under (I) and (II) shall be submitted to the Board for discussion after seeking consent of more than half of the independent directors. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p> <p><u>Where the laws, administrative rules and rules of CSRC provide otherwise, such provisions shall prevail. The Company shall disclose in a timely manner when the powers stated under paragraph (I) above are exercised by independent directors. If the above-mentioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</u></p>
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<p>Article 154 Independent directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(I) external guarantee;</p> <p>(II) material connected transactions;</p> <p>(III) work out of profit distribution policy, profit distribution plan and cash distribution plan;</p> <p>(IV) nomination, appointment and dismissal of directors;</p> <p>(V) appointment or dismissal of senior management officers;</p> <p>(VI) remunerations and equity incentive plans for directors and senior management officers;</p> <p>(VII) changes in the use of proceeds;</p> <p>(VIII) over-raised funds used to permanently supplement working capital and repay bank loan;</p> <p>(IX) workout of plan for conversion of capital reserve into share capital;</p> <p>(X) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(XI) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(XII) appointment and dismissal of the accounting firm;</p> <p>(XIII) acquisition by the Company's management;</p> <p>(XIV) material asset restructuring of the Company;</p>	<p>Article 154 Independent directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(I) external guarantee;</p> <p>(II) material connected transactions;</p> <p>(III) work out of profit distribution policy, profit distribution plan and cash distribution plan;</p> <p>(IV) nomination, appointment and dismissal of directors;</p> <p>(V) appointment or dismissal of senior management officers;</p> <p>(VI) remunerations and equity incentive plans for directors and senior management officers;</p> <p>(VII) changes in the use of proceeds;</p> <p>(VIII) over-raised funds used to permanently supplement working capital and repay bank loan;</p> <p>(IX) workout of plan for conversion of capital reserve into share capital;</p> <p>(X) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(XI) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(XII) appointment and dismissal of the accounting firm;</p> <p>(XIII) acquisition by the Company's management;</p> <p>(XIV) material asset restructuring of the Company;</p>
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<p>(XV) share repurchase by the Company by means of centralized bidding;</p> <p>(XVI) internal control evaluation report of the Company;</p> <p>(XVII) plan for change of undertakings made by the Company to related parties;</p> <p>(XVIII) the impact of the issuance of the Company's preferred shares on rights attaching to the class shareholders;</p> <p>(XIX) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p> <p>(XX) voluntary delisting of the Company;</p> <p>(XXI) other matters which independent directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;</p> <p>(XXII) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed, self-regulatory rules and the Articles of Association or ascertained by the securities regulatory authority of the State Council.</p> <p>Before the independent directors express their independent opinions on matters relating to the Company's voluntary delisting, they should fully consult the medium and minority shareholders on whether the matter is beneficial to the Company's long-term development and the interests of the shareholders as a whole. The independent directors' opinions formed on this basis should be announced together with the notice of the shareholders' meeting.</p>	<p>(XV) share repurchase by the Company by means of centralized bidding;</p> <p>(XVI) internal control evaluation report of the Company;</p> <p>(XVII) plan for change of undertakings made by the Company to related parties;</p> <p>(XVIII) the impact of the issuance of the Company's preferred shares on rights attaching to the class shareholders;</p> <p>(XIX) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p> <p>(XX) voluntary delisting of the Company;</p> <p>(XXI) other matters which independent directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;</p> <p>(XXII) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed, self-regulatory rules and the Articles of Association or ascertained by the securities regulatory authority of the State Council.</p> <p>Before the independent directors express their independent opinions on matters relating to the Company's voluntary delisting, they should fully consult the medium and minority shareholders on whether the matter is beneficial to the Company's long-term development and the interests of the shareholders as a whole. The independent directors' opinions formed on this basis should be announced together with the notice of the shareholders' meeting.</p>
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<p>Article 155 At the annual general meeting of the Company, independent directors shall submit their yearly work reports, make a statement on their fulfilment of duties, and pay special attention to the internal control and standardized operation of listed companies, protection of rights and interests of medium and small investors, and other matters relating to the governance of the Company.</p>	<p>Article 140Article 155 At the annual general meeting of the Company, independent directors shall submit their yearly work reports, make a statement on their fulfilment of duties, and pay special attention to the internal control and standardized operation of listed companies, protection of rights and interests of medium and small investors, and other matters relating to the governance of the Company. <u>The yearly work reports of independent directors shall be disclosed no later than the time of the notice of annual general meeting issued by the Company.</u></p>
<p>Article 156 Independent directors are entitled to appropriate allowances from the Company, unless otherwise specified by laws and policies. Other than that, independent directors shall not obtain any other additional and undisclosed interests including equity incentives from the company they work in and its affiliated enterprises, controlling shareholders or other interested institutions and persons. The standard of allowances shall be formulated by the Board, and considered and approved by the general meeting.</p>	<p>Article 141Article 156 Independent directors are entitled to appropriate allowances from the Company, unless otherwise specified by laws and policies. Other than that, independent directors shall not obtain any other additional and undisclosed interests including equity incentives from the company they work in and its affiliated enterprises, controlling <u>substantial shareholders, actual controllers or other interested institutions</u> <u>units</u> and persons. The standard of allowances shall be formulated by the Board, and considered and approved by the general meeting.</p>
<p>Article 158 The Board shall comprise 13 directors, including 5 independent directors.</p>	<p>Article 143Article 158 The Board shall <u>comprise 12-13 directors, including.</u> Among them, <u>5 independent directors shall not be less than one-third of the total number of directors.</u></p>
<p>Article 159 The Board shall exercise the following functions and powers: Other than the resolutions of the Board in respect of the matters specified in items (VI), (VII) and (XII) of this Article and other matters which shall be passed by the affirmative vote of more than two-thirds of all directors as provided by laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, the resolutions of the Board in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>	<p>Article 144Article 159 The Board shall exercise the following functions and powers: Other than the resolutions of the Board in respect of the matters specified in items (VI), (VII) and (XII) of this Article and other matters which shall be passed by the affirmative vote of more than two-thirds of all directors as provided by laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, the resolutions of the Board in respect of all other matters may be passed by the affirmative vote of more than half of all the directors.</p>

<p>Article 160 When the Board intends to dispose a fixed asset, if sum of the expected value of the said fixed asset and the value obtained from the fixed assets that are disposed within four (4) months before this disposal proposal exceeds 33% of the value of fixed assets indicated in the balance sheet latest audited by the general meeting, then the Board shall not dispose or agree to dispose of the said fixed asset without the approval of the general meeting.</p> <p>The disposal of a fixed asset in this article includes the act of transferring asset interests, but excludes the act of providing guarantee by using a fixed asset.</p> <p>The validity of the Company's transaction for disposal of a fixed asset is not affected by the violation of the first clause of this article.</p>	<p>Article 160 When the Board intends to dispose a fixed asset, if sum of the expected value of the said fixed asset and the value obtained from the fixed assets that are disposed within four (4) months before this disposal proposal exceeds 33% of the value of fixed assets indicated in the balance sheet latest audited by the general meeting, then the Board shall not dispose or agree to dispose of the said fixed asset without the approval of the general meeting.</p> <p>The disposal of a fixed asset in this article includes the act of transferring asset interests, but excludes the act of providing guarantee by using a fixed asset.</p> <p>The validity of the Company's transaction for disposal of a fixed asset is not affected by the violation of the first clause of this article.</p>
<p>Article 163 The Board shall establish audit committee and remuneration and evaluation committee and may establish strategy committee, nomination committee and other special committees according to its needs. The special committees shall be accountable to the Board and perform duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and approval. All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall be the majority and shall act as conveners, the audit committee shall at least include one accountant as independent director, and the convener shall be an accounting professional. The Board shall formulate the rules of procedures of the special committees to regulate their operation.</p> <p>Special committees may engage intermediaries to provide professional opinions. Expenses required for duty performance by special committees shall be borne by the Company.</p>	<p>Article 147Article 163 The Board shall establish audit committee and remuneration and evaluation committee and may establish strategy committee, nomination committee and other special committees according to its needs. The special committees shall be accountable to the Board and perform duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and approval. All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall <u>account for more than half of the members</u> be the majority and shall act as conveners, the audit committee shall at least include one accountant as independent director, and the convener shall be an accounting professional. <u>The members of the audit committee shall be directors who do not serve as senior management of the Company.</u> The Board shall formulate the rules of procedures of the special committees to regulate their operation.</p> <p>Special committees may engage intermediaries to provide professional opinions. Expenses required for duty performance by special committees shall be borne by the Company.</p>
<p>Article 168 The chairman and vice chairman of the Board shall be elected and removed by more than half of all the directors.</p>	<p>Article 152Article 168 The chairman and vice chairman of the Board shall be elected and removed by more than half of all the directors.</p>

<p>Article 173 Provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by at least a half of the independent directors, by the Supervisory Committee, or by manager (president and CEO). The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal.</p> <p>.....</p>	<p>Article 173 Article 157 Provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by at least a more than half of the independent directors, <u>or</u> by the Supervisory Committee, or by manager (president and CEO). The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal.</p> <p>.....</p>
<p>Article 175 The notice of a Board meeting shall specify:</p> <p>.....</p> <p>A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency. Where two or more independent directors consider that the information provided is insufficient or the proof is not enough, they may jointly request the Board in writing to postpone the convening of the Board meeting or the discussion of the issues, the Board shall accept such request and the Company shall disclose the relevant circumstances in a timely manner.</p>	<p>Article 175 Article 159 The notice of a Board meeting shall specify:</p> <p>.....</p> <p>A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency. Where two or more independent directors consider that the information provided is insufficient, or the proof is not enough <u>or the provision is not timely</u>, they may jointly request the Board in writing to postpone the convening of the Board meeting or the discussion of the issues, the Board shall accept such request and the Company shall disclose the relevant circumstances in a timely manner.</p>
<p>Article 176 Unless otherwise provided in the Articles of Association, Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors unless otherwise specified in the Articles of Association.</p> <p>Resolutions of the Board shall be voted on as per “one person, one vote” system. Where there is an equality of votes cast both for and against a resolution, the chairman shall have the right to cast one more vote.</p>	<p>Article 176 Article 160 Unless otherwise provided in the Articles of Association, Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors unless otherwise specified in the Articles of Association.</p> <p>Resolutions of the Board shall be voted on as per “one person, one vote” system. Where there is an equality of votes cast both for and against a resolution, the chairman shall have the right to cast one more vote.</p>

<p>Article 196 The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders' data, information disclosure, investor relations management and other matters of the Company, etc., to ensure:</p> <p>(I) the Company has complete organizational documents and records;</p> <p>(II) the Company prepares and submits reports and documents required by competent authorities according to law;</p> <p>(III) the register of shareholders of the Company is properly established and the people entitled to access of relevant records and documents of the Company obtain relevant records and documents in time.</p> <p>The secretary to the Board shall observe the laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p>.....</p>	<p>Article 180Article 196 The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders' data, information disclosure, investor relations management and other matters of the Company, etc., to ensure:</p> <p>(I) the Company has complete organizational documents and records;</p> <p>(II) the Company prepares and submits reports and documents required by competent authorities according to law;</p> <p>(III) the register of shareholders of the Company is properly established and the people entitled to access of relevant records and documents of the Company obtain relevant records and documents in time.</p> <p>The secretary to the Board shall observe the laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p>.....</p>
<p>Article 197 A director or other senior management officer of the Company may serve concurrently as secretary to Board. The accountant of the accounting firm hired by the Company may not concurrently act as the secretary to Board of the Company.</p> <p>When a director concurrently serves as the secretary to Board of the Company, if an act shall be conducted by directors and the secretary to Board of the Company respectively, the person serving as a director and the secretary to Board of the Company concurrently may not conduct this act in dual identities.</p>	<p>Article 181Article 197 A director or other senior management officer of the Company may serve concurrently as secretary to Board. The accountant of the accounting firm hired by the Company may not concurrently act as the secretary to Board of the Company.</p> <p>When a director concurrently serves as the secretary to Board of the Company, if an act shall be conducted by directors and the secretary to Board of the Company respectively, the person serving as a director and the secretary to Board of the Company concurrently may not conduct this act in dual identities.</p>

<p>Article 212 The Supervisory Committee shall be accountable to general meetings and exercise the following functions and powers:</p> <p>.....</p> <p>(VII) to negotiate with directors and senior management officers on behalf of the Company or initiate legal proceedings against the Company's directors and senior management officers in accordance with Article 151 of the Company Law;</p> <p>.....</p>	<p>Article 196Article 212 The Supervisory Committee shall be accountable to general meetings and exercise the following functions and powers:</p> <p>.....</p> <p>(VII) to negotiate with directors and senior management officers on behalf of the Company or initiate legal proceedings against the Company's directors and senior management officers in accordance with Article 151 of the Company Law;</p> <p>.....</p>
<p>Article 219</p> <p>.....</p> <p>(VI) has been subject to an investigation by judicial authorities for criminal offences, and such investigation has not come to an end;</p> <p>(VII) is under a measure of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which measure is still effective;</p> <p>(VIII) is otherwise disqualified for an enterprise leader by the laws or administrative regulations;</p> <p>(IX) is not a natural person;</p> <p>(X) has been adjudged by the relevant competent authorities of violations of relevant securities laws which involves fraud or dishonesty, and it has been less than five years since the date of the judgment;</p> <p>(XI) has other contents specified in laws, administrative regulations, departmental rules, normative documents or the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>.....</p>	<p>Article 203Article 219</p> <p>.....</p> <p>(VI) has been subject to an investigation by judicial authorities for criminal offences, and such investigation has not come to an end;</p> <p>(VI)(VII) is under a measure of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which measure is still effective;</p> <p>(VIII) is otherwise disqualified for an enterprise leader by the laws or administrative regulations;</p> <p>(VII)(IX) is not a natural person;</p> <p>(X) has been adjudged by the relevant competent authorities of violations of relevant securities laws which involves fraud or dishonesty, and it has been less than five years since the date of the judgment;</p> <p>(VIII) (XI) has other contents specified in laws, administrative regulations, departmental rules, normative documents or the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>.....</p>
<p>Article 220 The validity of an act carried out by a director, manager (president and CEO) or a senior management on behalf of the Company as against a bona fide third party shall not be affected by any irregularity in his office, election or any defect in his qualification.</p>	<p>Article 220 The validity of an act carried out by a director, manager (president and CEO) or a senior management on behalf of the Company as against a bona fide third party shall not be affected by any irregularity in his office, election or any defect in his qualification.</p>

<p>Article 221 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange in the place where the stocks of the Company are listed, each of the Company's directors, supervisors, manager (president and CEO) and other senior management owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act honestly and in the best interests of the Company;</p> <p>(III) not to expropriate the Company's property in any way, including without limitation usurpation of opportunities which benefit the Company;</p> <p>(IV) not to expropriate the individual rights of shareholders, including without limitation rights to distributions and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Company's Articles of Association.</p>	<p>Article 221 In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange in the place where the stocks of the Company are listed, each of the Company's directors, supervisors, manager (president and CEO) and other senior management owes a duty to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>(I) not to cause the Company to exceed the scope of business stipulated in its business license;</p> <p>(II) to act honestly and in the best interests of the Company;</p> <p>(III) not to expropriate the Company's property in any way, including without limitation usurpation of opportunities which benefit the Company;</p> <p>(IV) not to expropriate the individual rights of shareholders, including without limitation rights to distributions and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders for approval in accordance with the Company's Articles of Association.</p>
<p>Article 222 Each of the Company's directors, supervisors, manager (president and CEO) and other senior management officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p>Article 222 Each of the Company's directors, supervisors, manager (president and CEO) and other senior management officers owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>

<p>Article 223 Each of the Company’s directors, supervisors, manager (president and CEO) and other senior management officers shall exercise his power or perform his duties in accordance with fiduciary principles; and shall not put himself in a position where his duty and his interest may conflict. These principles include without limitation:</p> <p>(I) to act honestly in the best interest of the Company;</p> <p>(II) to act within the scope of its powers and not to exceed such powers;</p> <p>(III) to exercise his proportional decision power in person without being subject to manipulations of other persons, and not to transfer such power to other persons unless permitted by law or administrative regulations or approved by the general meeting with full knowledge;</p> <p>(IV) to treat shareholders of the same class with equality, and different classes with fairness;</p> <p>(V) not to enter into contracts or conduct transactions or make arrangements with the Company unless otherwise provided by the Articles of Association or approved by the general meeting with full knowledge;</p> <p>(VI) not to employ the Company’s assets in any way so as to pursue interests for himself unless approved by the general meeting with full knowledge;</p> <p>(VII) not to accept any bribery or other illegal income by using his powers and position, and seize the assets of the Company in any manner, including (but not limited to) opportunities beneficial to the Company;</p> <p>(VIII) not to accept commissions relating to the transactions of the Company, without the approval of the general meeting with full knowledge;</p> <p>(IX) to obey the Articles of Association, perform his duties honestly and faithfully, protect the Company’s interests, and not to pursue his personal gain by taking advantage of this power and position at the Company;</p>	<p>Article 223 Each of the Company’s directors, supervisors, manager (president and CEO) and other senior management officers shall exercise his power or perform his duties in accordance with fiduciary principles; and shall not put himself in a position where his duty and his interest may conflict. These principles include without limitation:</p> <p>(I) to act honestly in the best interest of the Company;</p> <p>(II) to act within the scope of its powers and not to exceed such powers;</p> <p>(III) to exercise his proportional decision power in person without being subject to manipulations of other persons, and not to transfer such power to other persons unless permitted by law or administrative regulations or approved by the general meeting with full knowledge;</p> <p>(IV) to treat shareholders of the same class with equality, and different classes with fairness;</p> <p>(V) not to enter into contracts or conduct transactions or make arrangements with the Company unless otherwise provided by the Articles of Association or approved by the general meeting with full knowledge;</p> <p>(VI) not to employ the Company’s assets in any way so as to pursue interests for himself unless approved by the general meeting with full knowledge;</p> <p>(VII) not to accept any bribery or other illegal income by using his powers and position, and seize the assets of the Company in any manner, including (but not limited to) opportunities beneficial to the Company;</p> <p>(VIII) not to accept commissions relating to the transactions of the Company, without the approval of the general meeting with full knowledge;</p> <p>(IX) to obey the Articles of Association, perform his duties honestly and faithfully, protect the Company’s interests, and not to pursue his personal gain by taking advantage of this power and position at the Company;</p>
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<p>(X) not to complete with the Company in any way unless approved by the general meeting with full knowledge;</p> <p>(XI) not to misappropriate the funds of the Company or lend the funds of the Company to other persons, open accounts in his own or another individual's name for deposit of the Company's assets, or use Company's assets as security for the debts of the shareholders of the Company or other individuals;</p> <p>(XII) not to divulge the confidential information relating to the Company received during his term of office, unless approved by the general meeting with full knowledge; and not to use such information unless for the purpose of the Company's interests; however, to be allowed to disclose such information to a court of law or other governing authorities under the following circumstances:</p> <ol style="list-style-type: none"> 1. as prescribed by law; 2. as required for the purpose of public interest; 3. as required for the purpose of own interests of such directors, supervisors, manager (president and CEO) and other senior management officers. 	<p>(X) not to complete with the Company in any way unless approved by the general meeting with full knowledge;</p> <p>(XI) not to misappropriate the funds of the Company or lend the funds of the Company to other persons, open accounts in his own or another individual's name for deposit of the Company's assets, or use Company's assets as security for the debts of the shareholders of the Company or other individuals;</p> <p>(XII) not to divulge the confidential information relating to the Company received during his term of office, unless approved by the general meeting with full knowledge; and not to use such information unless for the purpose of the Company's interests; however, to be allowed to disclose such information to a court of law or other governing authorities under the following circumstances:</p> <ol style="list-style-type: none"> 1. as prescribed by law; 2. as required for the purpose of public interest; 3. as required for the purpose of own interests of such directors, supervisors, manager (president and CEO) and other senior management officers.
<p>Article 226 The liability of a director, supervisor, manager (president and CEO) and any other senior management officer of the Company as a result of his violation of any specific duty may be relieved under the condition that the general meeting knows the circumstance, save as by Article 65 of the Articles of Association.</p>	<p>Article 226 The liability of a director, supervisor, manager (president and CEO) and any other senior management officer of the Company as a result of his violation of any specific duty may be relieved under the condition that the general meeting knows the circumstance, save as by Article 65 of the Articles of Association.</p>

Article 227 A director, supervisor, manager (president and CEO) and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that have already been concluded by the Company or are being planned (save the contracts of employment between the directors, supervisors, manager (president and CEO) or other senior management officers and the Company), shall, as soon as possible, disclose to the Board the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board.

Except the circumstances specified in Hong Kong Listing Rules or permitted by HKEX, a director may not vote any resolution of the Board with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his close associates (as defined under the Hong Kong Listing Rules). When determining whether the number of persons present at the meeting of the Board reaches the quorum, the said director may not be counted as part of the quorum.

Unless the interested directors, supervisors, manager (president and CEO) or other senior management officers of the Company have made such disclosure to the Board as required by the preceding paragraph of this Article, and the relevant matter has been approved by the Board at the Board meeting where such directors, supervisors, manager (president and CEO) or other senior management officers have not been counted as part of the quorum and voted thereat, the Company shall be entitled to cancel such contracts, transactions, or arrangements, except as to any other party which is a bona fide party without knowledge of the violation of duties on the part of such directors, supervisors, manager (president and CEO) or other senior management officers.

Where the Associates of the directors, supervisors, manager (president and CEO) and other senior management officers of the Company have interests in such contracts, transactions or arrangements, such directors, supervisors, manager (president and CEO) and other senior management officers shall also be deemed to be interested.

~~**Article 227** A director, supervisor, manager (president and CEO) and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that have already been concluded by the Company or are being planned (save the contracts of employment between the directors, supervisors, manager (president and CEO) or other senior management officers and the Company), shall, as soon as possible, disclose to the Board the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board.~~

~~Except the circumstances specified in Hong Kong Listing Rules or permitted by HKEX, a director may not vote any resolution of the Board with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his close associates (as defined under the Hong Kong Listing Rules). When determining whether the number of persons present at the meeting of the Board reaches the quorum, the said director may not be counted as part of the quorum.~~

~~Unless the interested directors, supervisors, manager (president and CEO) or other senior management officers of the Company have made such disclosure to the Board as required by the preceding paragraph of this Article, and the relevant matter has been approved by the Board at the Board meeting where such directors, supervisors, manager (president and CEO) or other senior management officers have not been counted as part of the quorum and voted thereat, the Company shall be entitled to cancel such contracts, transactions, or arrangements, except as to any other party which is a bona fide party without knowledge of the violation of duties on the part of such directors, supervisors, manager (president and CEO) or other senior management officers.~~

~~Where the Associates of the directors, supervisors, manager (president and CEO) and other senior management officers of the Company have interests in such contracts, transactions or arrangements, such directors, supervisors, manager (president and CEO) and other senior management officers shall also be deemed to be interested.~~

<p>Article 228 If, prior to the Company’s initial consideration of such contracts, transactions, or arrangements referred to by the preceding Article, a director, supervisor, manager (president and CEO) or any other senior management officer of the Company has delivered a written notice to the Board, which contains the statement that he has interest in the contracts, transactions, or arrangements to be concluded by the Company in the future, such director, supervisor, manager (president and CEO) or other senior management officer shall be deemed to have contained in the notice.</p>	<p>Article 228 If, prior to the Company’s initial consideration of such contracts, transactions, or arrangements referred to by the preceding Article, a director, supervisor, manager (president and CEO) or any other senior management officer of the Company has delivered a written notice to the Board, which contains the statement that he has interest in the contracts, transactions, or arrangements to be concluded by the Company in the future, such director, supervisor, manager (president and CEO) or other senior management officer shall be deemed to have contained in the notice.</p>
<p>Article 229 The Company shall not, in any manner, perform tax duties for its directors, supervisors, manager (president and CEO) and other senior management officers.</p>	<p>Article 229 The Company shall not, in any manner, perform tax duties for its directors, supervisors, manager (president and CEO) and other senior management officers.</p>
<p>Article 230 The Company shall not directly or indirectly make a loan to or provide a guarantee in connection with the making of a loan to a director, supervisor, manager (president and CEO)/manager and other senior management officer of the Company or parent company thereof, or to any of their respective associates.</p> <p>The foregoing shall not apply to the following circumstances:</p> <p>(I) The provision by the Company of a loan or loan guarantee to its subsidiaries;</p> <p>(II) The provision by the Company of a loan or loan guarantee or any other funds to any of its directors, supervisors, manager (president and CEO) and other senior management officers to meet expenditures incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties properly in accordance with an employment contract approved at the general meeting;</p> <p>(III) If the ordinary course of the business of the Company includes the lending of money and the provision of loan guarantee, the Company may make a loan to the relevant directors, supervisors, manager (president and CEO) and other senior management officers or their respective associates, provided that they are on normal commercial terms.</p>	<p>Article 230 The Company shall not directly or indirectly make a loan to or provide a guarantee in connection with the making of a loan to a director, supervisor, manager (president and CEO)/manager and other senior management officer of the Company or parent company thereof, or to any of their respective associates.</p> <p>The foregoing shall not apply to the following circumstances:</p> <p>(I) The provision by the Company of a loan or loan guarantee to its subsidiaries;</p> <p>(II) The provision by the Company of a loan or loan guarantee or any other funds to any of its directors, supervisors, manager (president and CEO) and other senior management officers to meet expenditures incurred or to be incurred by him for the purpose of the Company or for the purpose of enabling him to perform his duties properly in accordance with an employment contract approved at the general meeting;</p> <p>(III) If the ordinary course of the business of the Company includes the lending of money and the provision of loan guarantee, the Company may make a loan to the relevant directors, supervisors, manager (president and CEO) and other senior management officers or their respective associates, provided that they are on normal commercial terms.</p>

<p>Article 231 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.</p>	<p>Article 231 Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.</p>
<p>Article 232 A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 230 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) the guarantee was provided in connection with a loan which was made to an Associate of any of the directors, supervisors, manager (president and CEO)/manager and other senior management officers of the Company or parent company thereof and the lender of such funds did not know of the relevant circumstances at the time of the loan;</p> <p>(II) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p>Article 232 A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 230 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) the guarantee was provided in connection with a loan which was made to an Associate of any of the directors, supervisors, manager (president and CEO)/manager and other senior management officers of the Company or parent company thereof and the lender of such funds did not know of the relevant circumstances at the time of the loan;</p> <p>(II) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.</p>
<p>Article 233 For the purpose of the forgoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligator’s performance of his obligations.</p>	<p>Article 233 For the purpose of the forgoing provisions of this Chapter, a “guarantee” includes an undertaking or property provided to secure the obligator’s performance of his obligations.</p>

<p>Article 235 The Company shall enter into a contract in writing with each of its directors, supervisors, manager (president and CEO) and other senior management officers, which shall include at least the following provisions:</p> <p>(I) the director, supervisor, manager (president and CEO) or other senior management officer promises to the Company that he will obey the Company Law, the Special Provisions, the Articles of Association, the Codes on Takeovers and Mergers, the Codes on Share Buy-backs, and other regulations formulated by HKEX, and agree to the entitlement of the Company to the remedies specified in the Articles of Association, and this contract and his position shall not be transferred;</p> <p>(II) the director, supervisor, president or other senior management officer promises to the Company that he will obey and perform his duties for shareholders as prescribed in the Articles of Association;</p> <p>(III) the arbitration clauses prescribed in Article 297 of the Articles of Association.</p> <p>The Company shall, with the prior approval of the general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments may include:</p> <p>(I) emoluments in respect of his service as a director, supervisor or senior management officer of the Company;</p> <p>(II) emoluments in respect of his service as a director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(IV) payment by way of compensation for loss of office or as consideration for or in connection with his retirement from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to any contract described above.</p>	<p>Article 235 The Company shall enter into a contract in writing with each of its directors, supervisors, manager (president and CEO) and other senior management officers, which shall include at least the following provisions:</p> <p>(I) the director, supervisor, manager (president and CEO) or other senior management officer promises to the Company that he will obey the Company Law, the Special Provisions, the Articles of Association, the Codes on Takeovers and Mergers, the Codes on Share Buy-backs, and other regulations formulated by HKEX, and agree to the entitlement of the Company to the remedies specified in the Articles of Association, and this contract and his position shall not be transferred;</p> <p>(II) the director, supervisor, president or other senior management officer promises to the Company that he will obey and perform his duties for shareholders as prescribed in the Articles of Association;</p> <p>(III) the arbitration clauses prescribed in Article 297 of the Articles of Association.</p> <p>The Company shall, with the prior approval of the general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments may include:</p> <p>(I) emoluments in respect of his service as a director, supervisor or senior management officer of the Company;</p> <p>(II) emoluments in respect of his service as a director, supervisor or senior management officer of any subsidiary of the Company;</p> <p>(III) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(IV) payment by way of compensation for loss of office or as consideration for or in connection with his retirement from office.</p> <p>No proceedings may be brought by a director or supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to any contract described above.</p>
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<p>Article 236 Contracts concerning the emolument between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purpose of this paragraph, the acquisition of the Company includes any of the following:</p> <p>(I) a tender offer made by any person to all the shareholders; or</p> <p>(II) any offer made by any person with a view to becoming a controlling shareholder, which has the same meaning with that prescribed in Article 298 of the Articles of Association of the Company.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.</p>	<p>Article 236 Contracts concerning the emolument between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purpose of this paragraph, the acquisition of the Company includes any of the following:</p> <p>(I) a tender offer made by any person to all the shareholders; or</p> <p>(II) any offer made by any person with a view to becoming a controlling shareholder, which has the same meaning with that prescribed in Article 298 of the Articles of Association of the Company.</p> <p>If the relevant director or supervisor does not comply with this article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.</p>
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<p>Article 238</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p> <p>Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.</p>	<p>Article 208Article 238</p> <p>The financial statements of the Company shall, in addition to being be prepared in accordance with PRC Accounting Standards for Business Enterprises accounting principles and the applicable laws and regulations of the place where the stocks of the Company are listed regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p> <p>Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.</p>
<p>Article 239 The Board of the Company shall present to the shareholders, at every annual general meeting, such financial reports which the relevant laws, administrative regulations and normative documents promulgated by regional governmental authorities and the competent department require the Company to prepare.</p>	<p>Article 239 The Board of the Company shall present to the shareholders, at every annual general meeting, such financial reports which the relevant laws, administrative regulations and normative documents promulgated by regional governmental authorities and the competent department require the Company to prepare.</p>

<p>Article 243 The common reserve of the Company shall be used to recover the losses, enhance the operating scale or increase the capital of the Company, but the capital reserve shall not be used to recover the losses of the Company. The capital reserve includes the following items:</p> <p>(I) any premium above the proceeds from share issuance at face value; and</p> <p>(II) any other income designated for the capital reserve by the competent financial department of the State Council.</p> <p>When statutory common reserve is converted into capital, the remainder of the common reserve shall not be less than 25% of the registered capital of the Company before such conversion.</p>	<p>Article 212Article 243 The common reserve of the Company shall be used to recover the losses, enhance the operating scale or increase the capital of the Company, but the capital reserve shall not be used to recover the losses of the Company. The capital reserve includes the following items:</p> <p>(I) any premium above the proceeds from share issuance at face value; and</p> <p>(II) any other income designated for the capital reserve by the competent financial department of the State Council.</p> <p>When statutory common reserve is converted into capital, the remainder of the common reserve shall not be less than 25% of the registered capital of the Company before such conversion.</p>
<p>Article 244 After recovering the losses of the preceding year, the Company shall distribute its after-tax profit in the following order:</p> <p>(I) to withdraw statutory common reserve;</p> <p>(II) to withdraw discretionary common reserve;</p> <p>(III) to distribute profits to shareholders.</p>	<p>Article 244 After recovering the losses of the preceding year, the Company shall distribute its after-tax profit in the following order:</p> <p>(I) to withdraw statutory common reserve;</p> <p>(II) to withdraw discretionary common reserve;</p> <p>(III) to distribute profits to shareholders.</p>

<p>Article 246 The specific profit distribution policy of the Company:</p> <p>(I) form of profit distribution: The Company shall distribute dividends in cash or shares or in a way integrating cash and shares. If meeting conditions for cash dividends, the Company shall distribute profits in cash dividends. If meeting conditions for cash dividends without distribution, the Company shall fully disclose the reasons of non-distribution.</p> <p>(II) interval of profit distribution: The Company, in principle, adopts an annual profit distribution policy. The Board of the Company may propose an interim profit distribution plan according to profitability, cash flow and capital demand plan, which shall be implemented upon consideration and approval by the extraordinary general meeting.</p> <p>(III) specific conditions for the Company to distribute cash dividends:</p> <p>Except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year. Special circumstances are:</p> <ol style="list-style-type: none"> 1. negative net operating cash flow in the current year; 2. any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the audited net assets in the most recent fiscal year; 3. other circumstances which the Board believes to be not suitable for distributing cash dividends. 	<p>Article 214Article 246 The specific profit distribution policy of the Company:</p> <p>(I) form of profit distribution: The Company shall distribute dividends in cash or shares or in a way integrating cash and shares. If meeting conditions for cash dividends, the Company shall distribute profits in cash dividends. If meeting conditions for cash dividends without distribution, the Company shall fully disclose the reasons of non-distribution.</p> <p>(II) interval of profit distribution: The Company, in principle, adopts an annual profit distribution policy. The Board of the Company may propose an interim profit distribution plan <u>after comprehensively taking into account of the factors such as according to profitability, cash flow and capital demand plan of the Company, which shall be implemented upon consideration and approval by the extraordinary general meeting in accordance with the procedures stipulated in the Articles of Association.</u></p> <p>(III) specific conditions for the Company to distribute cash dividends:</p> <p>Except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year. Special circumstances are:</p> <ol style="list-style-type: none"> 1. negative net operating cash flow in the current year; 2. any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the audited net assets in the most recent fiscal year; 3. <u>the audit report of the Company for the most recent year is issued with qualified opinion or with an unqualified opinion in connection with paragraphs regarding material uncertainties on the ability of the Company to continue as a going concern;</u>
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<p>(IV) specific conditions for the Company to distribute share dividends: On the basis of meeting the aforesaid conditions for distributing cash dividends, the Company may present a plan for share dividend distribution when the Company operates properly, the Board believes that the Company's share price does not match its share capital size, and the distribution of share dividends is beneficial for the overall interests of all the shareholders of the Company.</p> <p>(V) minimum ratio of cash dividends and differentiated cash dividend policies</p> <p>In any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year. Share repurchase by means of offering or centralized bidding in consideration of cash shall be deemed as cash dividend and included in the percentage of cash dividend in the current year.</p> <p>The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, whether there are major capital expenditure arrangements and other factors:</p> <p>.....</p>	<p>4. <u>the gearing ratio of the Company at the end of the most recent fiscal year exceeds 80%;</u></p> <p>5.3- other circumstances which the Board believes to be not suitable for distributing cash dividends.</p> <p>(IV) specific conditions for the Company to distribute share dividends: On the basis of meeting the aforesaid conditions for distributing cash dividends, the Company may present a plan for share dividend distribution when the Company operates properly, the Board believes that the Company's share price does not match its share capital size, and the distribution of share dividends is beneficial for the overall interests of all the shareholders of the Company.</p> <p>(V) minimum ratio of cash dividends and differentiated cash dividend policies</p> <p><u>The Company's cash dividend policy objectives: in any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year. Share repurchase by means of offering or centralized bidding in consideration of cash shall be deemed as cash dividend and included in the percentage of cash dividend in the current year. The aforesaid "distributable profit" refers to the net profit attributable to the owners of the parent company in the next year (on a consolidated basis) in accordance with PRC Accounting Standards for Business Enterprises. If the shares are repurchased by way of offer or centralized bidding with cash as consideration, it shall be regarded as the amount of cash dividends of the Company and shall be included in the calculation of the relevant proportion of cash dividends for that year.</u></p> <p>The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, the ability to repay debts, whether there are major capital expenditure arrangements, <u>the investors' return</u> and other factors:</p> <p>.....</p>
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<p>Article 247 Deliberation procedure for the profit distribution plan of the Company</p> <p>(I) the profit distribution plan of the Company shall be prepared by the management according to the Company’s actual profitability, cash flow, future business plan and other factors, and shall be submitted to the Board of the Company for deliberation. The Board shall have an adequate discussion on the reasonability of the profit distribution plan, and independent directors shall provide definite opinions. The profit distribution plan shall be submitted to the general meeting for deliberation after deliberated by the Board.</p> <p>(II) when the Company formulates the specific plan for cash dividends, the Board shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company’s decision-making procedure and other matters, and independent directors shall provide definite opinions. Independent directors may solicit the opinions of minority shareholders, present cash dividend proposals and submit them directly to the Board for deliberation.</p> <p>(III) before the profit distribution plan is considered at the general meeting, the Company will actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through multiple channels and fully listen to the opinions and requests of minority shareholders. In addition to arrangements for listening to opinions of minority shareholders at the general meeting, the Company will also actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through shareholder hotline, investor relations interactive platform and by other means to timely respond to the concerns of minority shareholders, and provides online voting method to shareholders before convening of the general meeting.</p>	<p>Article 215Article 247 Decision-making Deliberation procedure and <u>system</u> for the profit distribution plan of the Company</p> <p>(I) the profit distribution plan of the Company shall be prepared by the management according to the Company’s actual profitability, cash flow <u>condition, gearing ratio, future business plan</u> and other factors, and shall be submitted to the Board of the Company for deliberation. The Board shall have an adequate discussion on the reasonability of the profit distribution plan, and independent directors shall provide definite opinions. The profit distribution plan shall be submitted to the general meeting for deliberation after deliberated by the Board.</p> <p>(II) when the Company formulates the specific plan for cash dividends, the Board shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company’s decision-making procedure and other matters, and independent directors shall provide definite opinions. Independent directors may solicit the <u>have the right to provide independent opinions if they believe that the specific cash dividend plan may harm the interests of the Company or minority shareholders,</u> present cash dividend proposals and submit them directly to the Board for deliberation.</p> <p>(III) before the profit distribution plan is considered at the general meeting, the Company will actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through multiple channels and fully listen to the opinions and requests of minority shareholders. In addition to arrangements for listening to opinions of minority shareholders at the general meeting, the Company will also actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through shareholder hotline, investor relations interactive platform and by other means to timely respond to the concerns of minority shareholders, and provides online voting method to shareholders before convening of the general meeting.</p>
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<p>(IV) when the Company cannot determine the profit distribution plan for the current year according to the existing cash dividend policy or the minimum proportion of cash dividends due to the aforesaid special circumstances in Item (III) of the preceding Article 246, the Company shall disclose specific reasons and definite opinions of independent directors in regular reports. The profit distribution plan of the Company in the current year shall be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>	<p>(IV) when the Company cannot determine the profit distribution plan for the current year according to the existing cash dividend policy or the minimum proportion of cash dividends due to the aforesaid special circumstances after full discussion in accordance with Item (III) of the preceding this Article 246, the Company may consider and approve the conditions, upper limit of proportion, and upper limit of the amount of interim cash dividends in the next year when it convenes an annual general meeting to deliberate on the annual shall disclose specific reasons and definite opinions of independent directors in regular reports. The profit distribution plan of the Company in the current year shall be approved by above two-thirds of voting rights held by the shareholders attending the meeting. According to the resolutions of the general meeting, the Board formulates a specific interim dividend plan under the conditions of profit distribution.</p>
<p>Article 248 Implementation of the profit distribution plan of the Company</p> <p>After the profit distribution plan is adopted at the general meeting, the Board shall finish distributing dividends (or shares) within 2 months after conclusion of the general meeting.</p>	<p>Article 216Article 248 Implementation of the profit distribution plan of the Company</p> <p>After the profit distribution plan is adopted at the general meeting, <u>or the Board formulates a specific plan according to the conditions and upper limit of the interim dividend for the next year deliberated and approved by the general meeting,</u> the distribution of dividends (or shares) shall be finished distributing dividends (or shares) within 2 months after conclusion of the general meeting.</p>

<p>Article 249 Modification of the profit distribution policy of the Company</p> <p>The Company shall strictly implement the profit distribution policy determined in the Articles of Association and the specific profit distribution plan deliberated and approved at the general meeting. The Company may adjust the profit distribution policy if the production and operation of the Company are significantly affected by the changes in the Company's external operating environment or it is indeed necessary to adjust the profit distribution policy determined in the Articles of Association due to great changes in operation status of the Company.</p> <p>The Board shall conduct special discussion on the adjustment to the profit distribution policy made by the Company to study reasons for the adjustment in details and form a written study report. Proposals on adjustment to the profit distribution plan shall be deliberated by the Board of the Company, on which independent directors shall provide definite opinions, and shall be submitted to the general meeting for deliberation and be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>	<p>Article 217Article 249 Modification Adjustment or modification of the profit distribution policy of the Company</p> <p>The Company shall strictly implement the profit distribution policy determined in the Articles of Association and the specific profit distribution plan deliberated and approved at the general meeting. The Company may adjust the profit distribution policy if the production and operation of the Company are significantly affected by the changes in the Company's external operating environment or it is indeed necessary to adjust the profit distribution policy determined in the Articles of Association due to great changes in operation status of the Company.</p> <p>The Board shall conduct special discussion on the adjustment to the profit distribution policy made by the Company to study reasons for the adjustment in details and form a written study report. Proposals on adjustment to the profit distribution plan shall be deliberated by the Board of the Company, on which independent directors shall provide definite opinions, and shall be submitted to the general meeting for deliberation and be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>
<p>Article 252 The Company shall appoint receiving agents for the holders of overseas listed foreign shares. Such receiving agents shall receive dividends on behalf of such holders which have been declared by the Company and all other amounts payable to such shareholders.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant regulations of the stock exchange where the Company's shares are listed. The receiving agents appointed for holders of H-shares shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article 252 The Company shall appoint receiving agents for the holders of overseas listed foreign shares. Such receiving agents shall receive dividends on behalf of such holders which have been declared by the Company and all other amounts payable to such shareholders.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws or the relevant regulations of the stock exchange where the Company's shares are listed. The receiving agents appointed for holders of H-shares shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>

<p>Article 255 The Company shall engage accounting firms that are qualified under the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year from the end of this annual general meeting of the Company to the end of next annual general meeting of the Company and may be reengaged.</p>	<p>Article 222Article 255 The Company shall engage accounting firms that are qualified under the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year from the end of this annual general meeting of the Company to the end of next annual general meeting of the Company and may be reengaged.</p>
<p>Article 258 The accounting firm engaged by the Company shall enjoy the following rights:</p> <p>(I) a right to inspect the books, records and vouchers of the Company at any time, the right to require the directors, manager (president and CEO) or other senior management officers of the Company to provide relevant information and explanations;</p> <p>(II) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the discharge of its duties;</p> <p>(III) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm.</p>	<p>Article 258 The accounting firm engaged by the Company shall enjoy the following rights:</p> <p>(I) a right to inspect the books, records and vouchers of the Company at any time, the right to require the directors, manager (president and CEO) or other senior management officers of the Company to provide relevant information and explanations;</p> <p>(II) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the discharge of its duties;</p> <p>(III) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to speak at any shareholders' general meeting in relation to matters concerning its role as the Company's accounting firm.</p>

Article 259 If there is a vacancy in the position of the accounting firm, the Board may engage an accounting firm to fill such vacancy before the convening of the shareholders' general meeting, but it shall be confirmed at next general meeting. In the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.

Where a resolution at a general meeting is to be passed to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy, or to renew the appointment of an accounting firm designated by the Board to fill a casual vacancy, or to remove an accounting firm before expiration of its term of office, the following provisions shall apply:

(I) a copy of the appointment or removal of proposal shall be sent (before notice of the general meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to leave its post or the firm which has left its post in the relevant fiscal year. For the purpose of this article, "leaving" includes leaving by removal, resignation and retirement.

(II) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representation, the Company shall (unless the representations have been received too late) take the following measures:

1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; and
2. attach a copy of the representations to the notice and deliver it to the shareholders in a manner stipulated in the articles of association.

(III) If the Company fails to send out the representations of the accounting firm in the manner set out in item (II) above, such accounting firm may require that the representations be read out at the general meeting and may make further complaint.

~~**Article 259** If there is a vacancy in the position of the accounting firm, the Board may engage an accounting firm to fill such vacancy before the convening of the shareholders' general meeting, but it shall be confirmed at next general meeting. In the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.~~

~~Where a resolution at a general meeting is to be passed to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy, or to renew the appointment of an accounting firm designated by the Board to fill a casual vacancy, or to remove an accounting firm before expiration of its term of office, the following provisions shall apply:~~

~~(I) a copy of the appointment or removal of proposal shall be sent (before notice of the general meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposed to leave its post or the firm which has left its post in the relevant fiscal year. For the purpose of this article, "leaving" includes leaving by removal, resignation and retirement.~~

~~(II) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representation, the Company shall (unless the representations have been received too late) take the following measures:~~

- ~~1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; and~~
- ~~2. attach a copy of the representations to the notice and deliver it to the shareholders in a manner stipulated in the articles of association.~~

~~(III) If the Company fails to send out the representations of the accounting firm in the manner set out in item (II) above, such accounting firm may require that the representations be read out at the general meeting and may make further complaint.~~

<p>(IV) The accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office would otherwise have expired; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. the general meeting convened as a result of its resignation. <p>The resigning accounting firm shall have the right to receive all notices of, and other communications relating to, any such meeting, to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as former accounting firm of the Company.</p>	<p>(IV) The accounting firm which is leaving its post shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. the general meeting at which its term of office would otherwise have expired; 2. the general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. the general meeting convened as a result of its resignation. <p>The resigning accounting firm shall have the right to receive all notices of, and other communications relating to, any such meeting, to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as former accounting firm of the Company.</p>
<p>Article 260 The general meeting may by ordinary resolution remove the Company's accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. However, the right of the accounting firm to claim for damages which arise from its removal shall not be affected thereby.</p>	<p>Article 260 The general meeting may by ordinary resolution remove the Company's accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. However, the right of the accounting firm to claim for damages which arise from its removal shall not be affected thereby.</p>

<p>Article 262 When the Company is to dismiss or not to reappoint an accounting firm, it shall give thirty days prior notice to the accounting firm. When a general meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its opinions.</p> <p>Where the accounting firm resigns, it shall state to the general meeting whether the Company has improper circumstances.</p> <p>The succeeding accounting firm shall ask the preceding accounting firm and the Company about the reason for replacement of accounting firm. The preceding accounting firm (auditing firm) shall give assistance to the succeeding accounting firm (auditing firm), and if necessary, provide relevant working sheets.</p> <p>The accounting firm may resign from its post in a manner of putting a resignation letter at the legal address of the Company. Notice shall come into effect on the day when it is put at the legal address of the Company or on a later date stated in the notice. The notice shall include the following representations:</p> <p>(I) statement that the accounting firm thinks its resignation does not involve any circumstances that it shall be explained to the shareholders or creditors of the Company; or</p> <p>(II) representation on any circumstances that shall be explained.</p> <p>Within fourteen days after receiving the aforesaid written notice, the Company shall send the photocopies of this notice to relevant competent authorities. If the notice contains any of the representations mentioned in the preceding two paragraphs, the Company shall keep a duplicate of such representation in the Company, for reference of its shareholders. Unless otherwise prescribed in the Articles of Association, the Company shall also mail, by post-paid mail or other means permitted by the stock exchange in the place where the stocks of the Company are listed, the aforesaid duplicate of representation to every shareholder entitled to receive the financial condition reports of the Company, at the address registered in the register of shareholders.</p>	<p>Article 226Article 262 When the Company is to dismiss or not to reappoint an accounting firm, it shall give thirty days prior notice to the accounting firm. When a general meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its opinions.</p> <p>Where the accounting firm resigns, it shall state to the general meeting whether the Company has improper circumstances.</p> <p>The succeeding accounting firm shall ask the preceding accounting firm and the Company about the reason for replacement of accounting firm. The preceding accounting firm (auditing firm) shall give assistance to the succeeding accounting firm (auditing firm), and if necessary, provide relevant working sheets.</p> <p>The accounting firm may resign from its post in a manner of putting a resignation letter at the legal address of the Company. Notice shall come into effect on the day when it is put at the legal address of the Company or on a later date stated in the notice. The notice shall include the following representations:</p> <p>(I) statement that the accounting firm thinks its resignation does not involve any circumstances that it shall be explained to the shareholders or creditors of the Company; or</p> <p>(II) representation on any circumstances that shall be explained.</p> <p>Within fourteen days after receiving the aforesaid written notice, the Company shall send the photocopies of this notice to relevant competent authorities. If the notice contains any of the representations mentioned in the preceding two paragraphs, the Company shall keep a duplicate of such representation in the Company, for reference of its shareholders. Unless otherwise prescribed in the Articles of Association, the Company shall also mail, by post-paid mail or other means permitted by the stock exchange in the place where the stocks of the Company are listed, the aforesaid duplicate of representation to every shareholder entitled to receive the financial condition reports of the Company, at the address registered in the register of shareholders.</p>
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<p>If the resignation notice of the accounting firm contains representation on any circumstances that shall be explained, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on the resignation.</p>	<p>If the resignation notice of the accounting firm contains representation on any circumstances that shall be explained, the accounting firm may require the Board to convene an extraordinary general meeting to listen to its explanation on the resignation.</p>
<p>Article 271 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>.....</p>	<p>Article 235Article 271 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic A-shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>.....</p>
<p>Article 273 For the merger or division of the Company, the Board of the Company shall put forth a plan. After it is approved in the procedure specified in the Articles of Association, relevant examination and approval formalities shall be completed according to law. The shareholders who object to the merger or division plan of the Company shall have the right to require the Company or the shareholders who agree to the merger or division plan of the Company to purchase their shares at a fair price. The content of the resolution on merger or division of the Company shall be made into a special document, for the reference of shareholders.</p> <p>For H-share shareholders of the Company listed in Hong Kong, the aforesaid document shall also be served by mail or by other means permitted by HKEX.</p>	<p>Article 273 For the merger or division of the Company, the Board of the Company shall put forth a plan. After it is approved in the procedure specified in the Articles of Association, relevant examination and approval formalities shall be completed according to law. The shareholders who object to the merger or division plan of the Company shall have the right to require the Company or the shareholders who agree to the merger or division plan of the Company to purchase their shares at a fair price. The content of the resolution on merger or division of the Company shall be made into a special document, for the reference of shareholders.</p> <p>For H-share shareholders of the Company listed in Hong Kong, the aforesaid document shall also be served by mail or by other means permitted by HKEX.</p>

<p>Article 280 The Company may be dissolved for the following reasons:</p> <p>(I) circumstance for dissolution specified in the Articles of Association arises;</p> <p>(II) the general meeting has resolved to dissolve the Company;</p> <p>(III) merger or division of the Company entails dissolution;</p> <p>(IV) The Company is declared bankrupt according to law as it is unable to pay off the debts due;</p> <p>(V) the business license is revoked according to law, or the Company is ordered to close or is cancelled;</p> <p>(VI) if the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.</p>	<p>Article 280 Article 243 The Company may be dissolved for the following reasons:</p> <p>(I) circumstance for dissolution specified in the Articles of Association arises;</p> <p>(II) the general meeting has resolved to dissolve the Company;</p> <p>(III) merger or division of the Company entails dissolution;</p> <p>(IV) The Company is declared bankrupt according to law as it is unable to pay off the debts due;</p> <p>(IV)(V) the business license is revoked according to law, or the Company is ordered to close or is cancelled;</p> <p>(VI)(V) if the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.</p>
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<p>Article 282 Where the Company is dissolved pursuant to Items (I), (II) and (VI) of Article 280 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people’s court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved according to item (IV) of Article 280 of the Articles of Association, the people’s court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p> <p>Where the Company is dissolved according to the item (V) of Article 280 of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p>	<p>Article 245Article 282 Where the Company is dissolved pursuant to Items (I), (II) and, (IVV) and (V) of Article 24380 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people’s court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved according to item (IV) of Article 280 of the Articles of Association, the people’s court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p> <p>Where the Company is dissolved according to the item (V) of Article 280 of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p>
<p>Article 283 If the Board decides to liquidate the Company for any reason other than the Company’s declaration of its own insolvency, it shall state in the notice on convening a general meeting for this reason that it has made full investigation on the Company’s position and believes the Company is able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the adoption of the resolution at the general meeting for the liquidation of the Company, all functions and powers of the Board shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the income and expenses of the committee, the business of the Company and the progress of the liquidation; and present a final report to the general meeting on completion of the liquidation.</p>	<p>Article 283 If the Board decides to liquidate the Company for any reason other than the Company’s declaration of its own insolvency, it shall state in the notice on convening a general meeting for this reason that it has made full investigation on the Company’s position and believes the Company is able to pay its debts in full within 12 months from the commencement of the liquidation.</p> <p>Upon the adoption of the resolution at the general meeting for the liquidation of the Company, all functions and powers of the Board shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the income and expenses of the committee, the business of the Company and the progress of the liquidation; and present a final report to the general meeting on completion of the liquidation.</p>

<p>Article 286 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the people’s court for confirmation.</p> <p>The Company shall, according to the class and proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees’ salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company’s debts.</p> <p>The Company shall subsist in the course of liquidation but shall not conduct any business operations unrelated to liquidation. Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.</p>	<p>Article 286 Article 248 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the people’s court for confirmation.</p> <p>The Company shall, according to the class and proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees’ salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company’s debts.</p> <p>The Company shall subsist in the course of liquidation but shall not conduct any business operations unrelated to liquidation. Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.</p>
<p>Article 288 Upon completion of liquidation, the liquidation committee shall prepare a liquidation report, revenue and expenditure report in the liquidation period and accounting books and submit the same to the general meeting or the people’s court for confirmation after verification by Chinese certified public accountant. Within thirty days from the confirmation date of the general meeting or the people’s court, the liquidation committee shall submit the aforesaid report to the company registration authority, apply for deregistration of the Company and announce termination of the Company.</p>	<p>Article 288 Article 250 Upon completion of liquidation, the liquidation committee shall prepare a liquidation report, revenue and expenditure report in the liquidation period and accounting books and submit the same to the general meeting or the people’s court for confirmation after verification by Chinese certified public accountant. Within thirty days from the confirmation date of the general meeting or the people’s court, the liquidation committee, and shall submit the aforesaid report to the company registration authority, apply for deregistration of the Company and announce termination of the Company.</p>
<p>Article 296 If the amendment to the Articles of Association involves the content of the Mandatory Provisions, it will take effect after being approved by the company approval authority authorized by the State Council and the securities regulatory authority of the State Council (if applicable); if company registration is involved, change shall be registered according to law.</p>	<p>Article 296 Article 258 If the amendment to the Articles of Association involves the content of the Mandatory Provisions, it will take effect after being approved by the company approval authority authorized by the State Council and the securities regulatory authority of the State Council (if applicable); if company registration <u>matters is involved, such</u> change shall be registered according to law.</p>
<p>Chapter 13 Dispute Resolution</p>	<p>Chapter 13 Dispute Resolution</p>

Save for the proposed amendments, other articles of the Articles of Association shall remain unchanged.

The Proposed Amendments to the Articles of Association were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Proposed Amendments to the Articles of Association and the further authorization to handle relevant filing and registration procedures with competent authorities in relation to the Proposed Amendments to the Articles of Association shall be subject to the approval by way of special resolution of the Shareholders at the 2023 annual general meeting of the Company (the “**2023 AGM**”).

GENERAL

A circular containing, among other things, further details of (i) the proposed amendments to the Articles of Association; and (ii) a notice convening the 2023 AGM will be despatched by the Company to the shareholders of the Company in due course.

By order of the Board
WuXi AppTec Co., Ltd.*
Dr. Ge Li
Chairman

Hong Kong, March 18, 2024

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Dr. Minzhang Chen, Mr. Edward Hu, Dr. Steve Qing Yang and Mr. Zhaohui Zhang as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Ms. Christine Shaohua Lu-Wong, Dr. Wei Yu, Dr. Xin Zhang, Ms. Zhiling Zhan and Mr. Dai Feng as independent non-executive Directors.

* *For identification purposes only*