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Asymchem Laboratories (Tianjin) Co., Ltd.
凱萊英醫藥集團(天津)股份有限公司
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6821)

(1) PROPOSED ABOLITION OF THE BOARD OF SUPERVISORS AND REPEAL OF THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS; AND (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD

The board (the "**Board**") of directors (the "**Directors**") of Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") announces that in accordance with the relevant provisions of the latest amended and effective Company Law of the People's Republic of China (the "**Company Law**") and the Guidelines on the Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引（2025年修訂）》) (the "**Guidelines on the Articles of Association**"), among others, and taking into account the actual situation of the Company, the Company will no longer maintain the board of supervisors (the "**Board of Supervisors**"). The functions and powers of the Board of Supervisors shall be exercised by the audit committee of the Board (the "**Audit Committee**"), and the rules of procedures for the Board of Supervisors of Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Rules of Procedures for the Board of Supervisors**") shall be repealed accordingly. Consequential amendments were also proposed to be made to (i) the articles of association of Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Articles of Association**") (the "**Proposed Amendments to the Articles of Association**") and (ii) the rules of procedures for the general meetings of Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Rules of Procedures for the General Meetings**") and the rules of procedures for the Board of Asymchem Laboratories (Tianjin) Co., Ltd. (the "**Rules of Procedures for the Board**"), among other internal rules and policies (collectively, the "**Proposed Amendments to the Internal Rules**", together with the Proposed Amendments to the Articles of Association, the "**Proposed Amendments**"). Details are set out below:

(I) PROPOSED ABOLITION OF THE BOARD OF SUPERVISORS AND REPEAL OF THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS

In accordance with the relevant provisions of the Company Law and the relevant requirements of the high-level authorities and taking into account the actual situation of the Company, the Board of Supervisors will no longer be maintained and the powers and functions of the Board of Supervisors shall be exercised by the Audit Committee. The abolition of the Board of Supervisors is accompanied by the repeal of the Rules of Procedures for the Board of Supervisors.

(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR THE GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD

In light of the aforementioned amendments to the laws and regulations, while taking into account the Company's actual circumstances, the Board proposed to make certain consequential amendments to the Articles of Association, the Rules of Procedures for the General Meetings and the Rules of Procedures for the Board, among other internal rules and policies. Please refer to Appendix I to this announcement for details on the Proposed Amendments to the Articles of Association. The details of the Proposed Amendments shall also be included in the appendices to the circular to be despatched to the shareholders of the Company (the "**Shareholders**").

The proposed abolition of the Board of Supervisors and repeal of the Rules of Procedures for the Board of Supervisors and the Proposed Amendments are subject to the passing of ordinary or special resolutions, as the case maybe, by the Shareholders at the EGM, the A shares class meeting (where applicable) and the H shares class meeting (where applicable) to be convened by the Company. A circular containing details of the aforementioned issues together with a notice convening the extraordinary general meeting and the class meetings of the Company will be despatched to the Shareholders as soon as possible.

By order of the Board
Asymchem Laboratories (Tianjin) Co., Ltd.
Dr. Hao Hong
Chairperson of the Board, Executive Director and Chief Executive Officer

Tianjin, the PRC, 18 July 2025

As at the date of this announcement, the Board comprises Dr. Hao Hong as the Chairperson of the Board and executive Director, Ms. Yang Rui, Mr. Zhang Da and Mr. Hong Liang as executive Directors, Dr. Ye Song and Ms. Zhang Ting as non-executive Directors, and Dr. Sun Xuejiao, Dr. Hou Xinyi and Mr. Lee, Kar Chung Felix as independent non-executive Directors.

Appendix I: Details on Proposed Amendments to the Articles of Association

Before Amendment	After Amendment
Article 1 These Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereafter referred to as the "Securities Law"), **the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereafter referred to as the "Special Regulations"), the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies Listing Overseas (hereafter referred to as the "Mandatory Provisions")**, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (hereafter referred to as the "Zheng Jian Hai Han"), the Guidelines for the Articles of Association of Listed Companies (hereafter referred to as the "Guidelines for the Articles of Association"), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (hereafter referred to as the "SZSE Listing Rules") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of Asymchem Laboratories (Tianjin) Co., Ltd. (hereafter referred to as the "Company"), its shareholders and creditors as well as regulating the organization and conducts of the Company.	**Article 1** These Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereafter referred to as the "Securities Law"), the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (hereafter referred to as the "Zheng Jian Hai Han"), the Guidelines for the Articles of Association of Listed Companies (hereafter referred to as the "Guidelines for the Articles of Association"), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (hereafter referred to as the "SZSE Listing Rules") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the "Hong Kong Listing Rules") and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of Asymchem Laboratories (Tianjin) Co., Ltd. (hereafter referred to as the "Company"), its shareholders and creditors as well as regulating the organization and conducts of the Company.
Article 8 Total assets of the Company are divided into shares with same par value per share. The liability of a shareholder of the Company shall be limited to the shares subscribed by that shareholder, and the Company shall hold liable for its debt with all of its assets.	**Article 8** The liability of a shareholder of the Company shall be limited to the shares subscribed by that shareholder, and the Company shall hold liable for its debt with all of its assets.
Article 9 These Articles of Association shall be effective as of the date on which they are reviewed and approved at the general meeting of the Company.	**Article 9** These Articles of Association shall be effective as of the date on which they are reviewed and approved at the general meeting of the Company.

Before Amendment	After Amendment
From the effective date of these Articles of Association, the original Articles of Association of the Company shall become invalid automatically. From the date upon which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding document regulating the Company's organization and activities, as well as the rights and obligations between the Company and its shareholders and between the shareholders. These Articles of Association are legally binding upon the Company and its shareholders, directors, **supervisors** and senior management officers. A shareholder may take a legal action against the Company pursuant to the Articles of Association; a shareholder may take a legal action against other shareholders, directors, **supervisors,** Chief Executive Officer (CEO) and other senior management officers of the Company pursuant to these Articles of Association; and the Company may take a legal action against the shareholders, directors, **supervisors,** Chief Executive Officer (CEO) or other senior management officers of the Company pursuant to these Articles of Association. The "senior management officers" referred to in these Articles of Association includes Chief Executive Officer (CEO), co-Chief Executive Officer (Co-CEO), Chief Scientific Officer (CSO), Chief Operating Officer (COO), Chief Financial Officer (CFO), Chief Technology Officer (CTO), Chief Commercial Officer (CBO), and executive vice president, senior vice president, vice president, secretary to the Board of Directors appointed by the Board of Directors and other senior management personnel as determined by the Board of Directors.	From the effective date of these Articles of Association, the original Articles of Association of the Company shall become invalid automatically. From the date upon which the Articles of Association come into effect, the Articles of Association shall constitute a legally binding document regulating the Company's organization and activities, as well as the rights and obligations between the Company and its shareholders and between the shareholders. These Articles of Association are legally binding upon the Company and its shareholders, directors, and senior management officers. A shareholder may take a legal action against the Company pursuant to the Articles of Association; a shareholder may take a legal action against other shareholders, directors, Chief Executive Officer (CEO) and other senior management officers of the Company pursuant to these Articles of Association; and the Company may take a legal action against the shareholders, directors, Chief Executive Officer (CEO) or other senior management officers of the Company pursuant to these Articles of Association. The "senior management officers" referred to in these Articles of Association includes Chief Executive Officer (CEO), co-Chief Executive Officer (Co-CEO), Chief Scientific Officer (CSO), Chief Operating Officer (COO), Chief Financial Officer (CFO), Chief Technology Officer (CTO), Chief Commercial Officer (CBO), and executive vice president, senior vice president, vice president, secretary to the Board of Directors appointed by the Board of Directors and other senior management personnel as determined by the Board of Directors.
Article 15 The issuance of shares of the Company shall be subject to the open, fair and just principles, and shares of the **same class shall** have the same rights. Shares issued at the same time in the **same class** shall be equal in price and shall be subject to the same conditions. The price paid by any organization or individual for each share **shall be**	**Article 15** The issuance of shares of the Company shall be subject to the open, fair and just principles, and shares of the same class **have** the same rights. Shares issued at the same time in the **are** equal in price and shall be subject to the same conditions. The price paid by any organization or

Before Amendment	After Amendment
the same.	individual for each share **is** the same.
Article 24 Based on its operating and development needs, the Company may, pursuant to the laws and regulations and with the approval by resolution at the shareholders' general meeting, increase its capital in the following ways: (I) **public** offering of shares; (II) **non-public** offering of shares; (III) **placing new shares to existing shareholders;** (IV) distributing bonus shares to existing shareholders; (V) conversion of capital reserves into share capital; (VI) any other means stipulated in the laws, administrative regulations and **departmental rules** and **approved** by the relevant regulatory authorities. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, it shall be conducted in accordance with the procedures prescribed by the relevant laws, administrative regulations, departmental rules and the relevant regulatory authorities.	**Article 24** Based on its operating and development needs, the Company may, pursuant to the laws and regulations and with the approval by resolution at the shareholders' general meeting, increase its capital in the following ways: (I) offering of shares **to non-specific investors**; (II) offering of shares **to specific investors**; (III) **distributing bonus shares to existing shareholders;** (IV) distributing bonus shares to existing shareholders; (V) conversion of capital reserves into share capital; (VI) any other means stipulated **by** the laws, **and** administrative regulations and by the relevant regulatory authorities. After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, it shall be conducted in accordance with the procedures prescribed by the relevant laws, administrative regulations, departmental rules and the relevant regulatory authorities.
Article 26 The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days and shall publish an announcement in a newspaper within 30 days from the date of the Company's resolution to reduce registered capital. A creditor has the right to require the Company to repay its debts or to provide a corresponding guarantee for such debts within 30 days after	**Article 26** The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days and shall publish an announcement in a newspaper or **on the National Enterprise Credit Publication System** within 30 days from the date of the Company's resolution to reduce registered capital. A creditor has the right to require the Company to repay its debts or to provide a

Before Amendment	After Amendment
receiving the notice, or within 45 days of the public announcement if no notice has been received. **The registered capital of the Company after the capital reduction shall not be less than the statutory minimum.**	corresponding guarantee for such debts within 30 days after receiving the notice, or within 45 days of the public announcement if no notice has been received. **If the Company reduces its registered capital, it shall reduce the capital contribution or shares proportionally to the shares held by the shareholders, unless otherwise provided by laws or the Articles of Association.**
Article 27 The Company may, in accordance with the provisions set out in the laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the share of the Company is listed and the Articles of Association, repurchase its shares under the following circumstances: (I) reduction of its registered capital; (II) merging with other companies that holds shares of the Company; (III) using shares for employee shareholding plans or for share incentives; (IV) repurchasing the shares held by shareholders who vote against any resolutions proposed in any general meeting on the merger and division of the Company upon their request; (V) using the shares for converting the convertible bonds issued by the Company to shares; (VI) necessary acts by the Company for safeguarding the corporate value and interest of shareholders; (VII) other circumstances as permitted by laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the share of the Company is listed. Except for the above circumstances, the Company may not purchase its shares.	**Article 27** The Company may, in accordance with the provisions set out in the laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the share of the Company is listed and the Articles of Association, repurchase its shares under the following circumstances: (I) reduction of its registered capital; (II) merging with other companies that holds shares of the Company; (III) using shares for employee shareholding plans or for share incentives; (IV) repurchasing the shares held by shareholders who vote against any resolutions proposed in any general meeting on the merger and division of the Company upon their request; (V) using the shares for converting the convertible bonds issued by the Company to shares; (VI) necessary acts by the Company for safeguarding the corporate value and interest of shareholders; (VII) ther circumstances as permitted by laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the share of the Company is listed. Except for the above circumstances, the Company may not purchase its shares.

Before Amendment	After Amendment
Article 28 The Company may repurchase its shares through public and centralized trading or other methods recognized by laws, regulations, and the CSRC. Where the repurchase of shares by the Company falls under the circumstances stipulated in (III), (V) and (VI) of the first paragraph of Article 27, the share repurchase shall be conducted in an open and centralized manner. If the Company repurchase its shares, it shall fulfill its information disclosure obligations in accordance with the Securities Law, the Hong Kong Listing Rules, and other relevant regulations.	**Article 28 Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed,** the Company may repurchase its shares, through public and centralized trading or other methods recognized by laws, regulations, and the CSRC. Where the repurchase of shares by the Company falls under the circumstances stipulated in (III), (V) and (VI) of the first paragraph of Article 27, the share repurchase shall be conducted in an open and centralized manner. If the Company repurchase its shares, it shall fulfill its information disclosure obligations in accordance with the Securities Law, the Hong Kong Listing Rules, and other relevant regulations.
Article 36 Shares of the Company held by the promoters shall not be transferred within one year from the date of incorporation of the Company. Shares issued by the Company prior to its public offering of A shares shall not be transferred within one year from the date on which A shares of the Company are listed and traded in a stock exchange. The directors, **supervisors,** senior management officers of the Company shall report their shareholdings in the Company and the respective changes. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The aforesaid personnel shall not transfer the Company's shares held within half a year after they have terminated their employment with the Company.	**Article 36** Shares issued by the Company prior to its public offering of A shares shall not be transferred within one year from the date on which A shares of the Company are listed and traded in a stock exchange. The directors, **and** senior management officers of the Company shall report their shareholdings in the Company and the respective changes. The number of shares transferred each year during their term of office **as determined at the time of their appointment** shall not exceed 25% of the total number of shares **of the same class** of the Company held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The aforesaid personnel shall not transfer the Company's shares held within half a year after they have terminated their employment with the Company. **Where the controlling shareholder or the de facto controller transfers the shares it holds in the Company, such transfer shall be conducted in accordance with the restrictive provisions on share transfer under the laws, administrative regulations, the rules of the CSRC and the securities regulatory authorities of the place where the Company's shares are listed, as well as any undertaking made in respect of restrictions on share transfer.**

Before Amendment	After Amendment
Article 37 For directors, **supervisors,** senior management officers and shareholders holding more than 5% of the Company's shares, if they have sold the shares of the Company held by them within six months after purchasing such shares, or they have purchased the shares within six months after selling their shares, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board of Directors. However, if a securities company holds more than 5% of the shares as a result of its underwriting of the untaken shares in an offer, and other circumstances stipulated by the CSRC shall not apply. For aforesaid directors, **supervisors,** senior management officers and natural person shareholders, the shares or other securities with an equity nature held by them include those held by their spouse, parents and children and held in accounts of others. If the Board of Directors of the Company fails to comply with the provisions of the preceding paragraph, the shareholders shall have the rights to request the Board of Directors to implement the related provisions within 30 days. If the Board of Directors of the Company fails to implement the requirements within the specified time, the shareholders may directly institute a lawsuit in the People's Court in their own name for the benefit of the Company. If the Board of Directors of the Company fails to comply with the provisions of the first paragraph, the responsible directors shall assume joint and several liabilities in accordance with the law	**Article 37** For directors, senior management officers and shareholders holding more than 5% of the Company's shares, if they have sold the shares of the Company held by them within six months after purchasing such shares, or they have purchased the shares within six months after selling their shares, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board of Directors. However, if a securities company holds more than 5% of the shares as a result of its underwriting of the untaken shares in an offer, and other circumstances stipulated by the CSRC shall not apply. For aforesaid directors, senior management officers and natural person shareholders, the shares or other securities with an equity nature held by them include those held by their spouse, parents and children and held in accounts of others. If the Board of Directors of the Company fails to comply with the provisions of the preceding paragraph, the shareholders shall have the rights to request the Board of Directors to implement the related provisions within 30 days. If the Board of Directors of the Company fails to implement the requirements within the specified time, the shareholders may directly institute a lawsuit in the People's Court in their own name for the benefit of the Company. If the Board of Directors of the Company fails to comply with the provisions of the first paragraph, the responsible directors shall assume joint and several liabilities in accordance with the law
Article 38 The Company or its subsidiaries (including affiliates of the Company) **shall not at any time provide any financial assistance to purchasers or potential purchasers of the shares of the Company**. The aforesaid acquirer of shares of the Company shall include any person who has directly or indirectly incurred any obligations as a result of the purchase of the shares of the Company. Neither the Company nor any of its subsidiaries shall at any time and in any manner	**Article 38** The Company or its subsidiaries (including affiliates of the Company) **shall not give any financial assistance, in the form of grant, advance, guarantee or loans, for other persons to obtain the shares of the Company or its parent company, except for the implementation of the employee stock ownership plan of the Company**. The aforesaid acquirer of shares of the Company shall include any person who has directly or indirectly incurred any obligations as a result of the purchase of the

Before Amendment	After Amendment
provide financial assistance to reduce and discharge the obligations assumed by aforesaid obligor. This Article shall not be applicable to such circumstances as stated in Article 40 hereof.	shares of the Company. **For the benefit of the Company, and subject to a resolution of the shareholders' general meeting or a resolution of the Board made pursuant to the Articles of Association or as authorized by the shareholders' general meeting, the Company may provide financial assistance for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the Board shall be approved by more than two-thirds of all Directors.** Neither the Company nor any of its subsidiaries shall at any time and in any manner provide financial assistance to reduce and discharge the obligations assumed by aforesaid obligor. This Article shall not be applicable to such circumstances as stated in Article 40 hereof.
Article 42 During the period of listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall ensure that all listing documents for all securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and cause its share registrar to refuse to register the subscription, purchase or transfer of its shares in the name of any particular holder unless and until such holder has submitted to the share registrar a duly signed form relating to the shares containing the following statements: (I) the share purchasers and the Company and each shareholder, as well as the Company and each shareholder, agree to abide by and comply with laws and regulations such as the Company Law and the Special Regulations and the Articles of Association; (II) the share purchasers agree with the Company, and each of the Company's shareholders, directors, **supervisor,**	**Article 42** During the period of listing of the Company's H shares on the Hong Kong Stock Exchange, the Company shall ensure that all listing documents for all securities listed on the Hong Kong Stock Exchange contain the following statements, and shall instruct and cause its share registrar to refuse to register the subscription, purchase or transfer of its shares in the name of any particular holder unless and until such holder has submitted to the share registrar a duly signed form relating to the shares containing the following statements: (I) the share purchasers and the Company and each shareholder, as well as the Company and each shareholder, agree to abide by and comply with laws and regulations such as the Company Law and the Special Regulations and the Articles of Association; (II) the share purchasers agree with the Company, and each of the Company's shareholders, directors, Chief

Before Amendment	After Amendment
Chief Executive Officer ("CEO") and other senior management officers, and the Company (for itself and on behalf of each of its directors, **supervisor,** CEO and other senior management officers) agrees with each of the shareholders that, disputes or claims in connection with the affairs of the Company arising out of the Articles of Association or rights or obligations under the Company Law or other relevant laws, administrative regulations and departmental rules shall be submitted for arbitration in accordance with the Articles of Association, that any reference to arbitration shall be deemed to have authorized the tribunal to hear in public and publish its award, and such arbitration shall be final and conclusive; (III) the share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by its holders; (IV) the share purchasers authorize the Company to enter into, on its behalf, a contract with each of its directors and senior management officers whereby such directors and senior management officers undertake to abide by and perform their obligations to the shareholders as prescribed in the Articles of Association.	Executive Officer ("CEO") and other senior management officers, and the Company (for itself and on behalf of each of its directors, CEO and other senior management officers) agrees with each of the shareholders that, disputes or claims in connection with the affairs of the Company arising out of the Articles of Association or rights or obligations under the Company Law or other relevant laws, administrative regulations and departmental rules shall be submitted for arbitration in accordance with the Articles of Association, that any reference to arbitration shall be deemed to have authorized the tribunal to hear in public and publish its award, and such arbitration shall be final and conclusive; (III) the share purchasers agree with the Company and each of its shareholders that the shares of the Company are freely transferable by its holders; (IV) the share purchasers authorize the Company to enter into, on its behalf, a contract with each of its directors and senior management officers whereby such directors and senior management officers undertake to abide by and perform their obligations to the shareholders as prescribed in the Articles of Association.
Article 55 The ordinary shareholders of the Company shall enjoy the following rights: (I) the right to receive distribution by way of dividends and otherwise in proportion to the number of shares held; (II) the right to request, convene, chair, attend or appoint a proxy to attend the shareholders' general meetings and exercise the corresponding voting right at	**Article 55** The ordinary shareholders of the Company shall enjoy the following rights: (I) the right to receive distribution by way of dividends and otherwise in proportion to the number of shares held; (II) the right to request **to hold**, convene, chair, attend or appoint a proxy to attend the shareholders' general meetings and exercise the corresponding voting right

Before Amendment	After Amendment
the meetings in accordance with the laws; (III) the right to supervise and manage the operations of the Company and to raise proposals and queries; (IV) the right to additional purchase, receive shares or transfer, give or pledge the shares of the Company held by them in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed, provisions herein; (V) the right to obtain relevant information in accordance with the Articles of Association, including: 1. the right to obtain a copy of the Articles of Association, subject to payment of costs; 2. the right to freely inspect and copy, subject to payment of reasonable fee: (1) all parts of the register of shareholders; (2) personal particulars of the directors, **supervisors**, Chief Executive Officer (CEO) and other senior management officers of the Company, including: (a) present and former name and alias; (b) principal address; (c) nationality; (d) full time and all other part-time occupations and duties; (e) identification documents and the	at the meetings in accordance with the laws; (III) the right to supervise and manage the operations of the Company and to raise proposals and queries; (IV) the right to additional purchase, receive shares or transfer, give or pledge the shares of the Company held by them in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed, provisions herein; (V) the right to obtain relevant information in accordance with the Articles of Association, including: 1. the right to obtain a copy of the Articles of Association, subject to payment of costs; 2. the right to freely inspect and copy, subject to payment of reasonable fee: (1) all parts of the register of shareholders; (2) personal particulars of the directors, Chief Executive Officer (CEO) and other senior management officers of the Company, including: (a) present and former name and alias; (b) principal address; (c) nationality; (d) full time and all other part-time occupations and duties; (e) identification documents and the

Before Amendment	After Amendment
numbers thereof.	numbers thereof.
(3) reports of status of share capital issued by the Company;	(3) reports of status of share capital issued by the Company;
(4) reports showing the aggregate par value, share number and the highest and lowest prices paid in respect of each class of shares repurchased by the Company since the end of the last financial year and the aggregate amount paid by the Company for this purpose (with a breakdown between domestic shares and foreign shares, if applicable, and H shares);	(4) reports showing the aggregate par value, share number and the highest and lowest prices paid in respect of each class of shares repurchased by the Company since the end of the last financial year and the aggregate amount paid by the Company for this purpose (with a breakdown between domestic shares and foreign shares, if applicable, and H shares);
(5) stubs of company bond;	(5) meeting minutes of shareholders' general meetings, special resolutions, resolutions of the Board meeting of the Company;
(6) meeting minutes of shareholders' general meetings **(available only for shareholders)**, special resolutions, resolutions of the Board meeting **and resolutions of meetings of the Board of Supervisors of the Company;**	(6) the latest audited financial statements of the Company, reports of the Board of Directors **and** auditor;
(7) the latest audited financial statements of the Company, reports of the Board of Directors, auditor and the Board of Supervisors;	(7) financial reports;
(8) financial reports;	(8) copies of the annual report for the latest period that has been filed with State Administration for Industry and Commerce and other authorities.
(9) copies of the annual report for the latest period that has been filed with State Administration for Industry and Commerce and other authorities.	The Company shall make the documents and any other applicable documents in items (1), (3), (4), **(5), (6) and (8)** above available for inspection by the public and shareholders free of charge at the Company's address in Hong Kong as required by the Hong Kong Listing Rules, and for reproduction by
The Company shall make the documents and any other applicable documents in items (1), (3), (4), **(6), (7) and (9)** above	

Before Amendment	After Amendment
available for inspection by the public and shareholders free of charge at the Company's address in Hong Kong as required by the Hong Kong Listing Rules (**except for the meeting minutes of general meetings which are only available for inspection by shareholders**), and for reproduction by shareholders at reasonable charges. If the content to be inspected and copied involves the Company's trade secrets and inside information as well as the personal privacy of relevant personnel, the Company may refuse to provide the relevant information; (VI) the right to participate in the distribution of the Company's remaining assets corresponding to the number of shares held in the event of the termination or liquidation of the Company; (VII) request from shareholders who object to a resolution of a general meeting on merger or division of the Company for the Company to acquire their shares; (VIII) other rights conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	shareholders at reasonable charges. If the content to be inspected and copied involves the Company's trade secrets and inside information as well as the personal privacy of relevant personnel, the Company may refuse to provide the relevant information; (VI) the right to participate in the distribution of the Company's remaining assets corresponding to the number of shares held in the event of the termination or liquidation of the Company; (VII) request from shareholders who object to a resolution of a general meeting on merger or division of the Company for the Company to acquire their shares; (VIII) other rights conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
Article 56 Any shareholder requesting for inspection of the relevant information as set forth in the preceding Article or for obtaining information shall furnish with the Company written document evidencing the class and number of shares of the Company he/she holds and the Company shall comply with such shareholder's request upon verification of the shareholder's identity.	**Article 56 Any shareholder seeking to inspect or obtain copies of the relevant documents referred to in the preceding Article shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.**
Article 57 If a resolution passed at the shareholders' general meeting or meeting of the Board of Directors of the Company violates the laws or administrative regulations, the shareholders shall have the rights to submit a petition to the people's court to render the same invalid.	**Article 57** If a resolution passed at the shareholders' general meeting or meeting of the Board of Directors of the Company violates the laws or administrative regulations, the shareholders shall have the rights to submit a petition to the people's court to render the same invalid.

Before Amendment	After Amendment
If the procedures for convening, or the method of voting at, a shareholders' general meeting or meeting of the Board of Directors violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the rights to submit a petition to the people's court to revoke such resolution within 60 days from the date on which such resolution is adopted.	If the procedures for convening, or the method of voting at, a shareholders' general meeting or meeting of the Board of Directors violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the rights to submit a petition to the people's court to revoke such resolution within 60 days from the date on which such resolution is adopted, **unless there is only a slight defect in the procedure of convening or the method of voting at the shareholders' general meetings or Board meetings, which has no substantive impact on the resolution.** **Any shareholder who has not been notified to attend the shareholders' general meeting may petition the people's court to revoke the relevant resolution within sixty days from the date the shareholder becomes aware or should have become aware of the adoption of the resolution; if the shareholder does not exercise the right to revocation within one year from the date of the adoption of the resolution, the right to revocation shall be extinguished.** **In the event of a dispute over the validity of a general meeting resolution between the Board, shareholders, or other relevant parties, they shall promptly file a lawsuit with the People's Court. Before the People's Court issues a judgment or ruling to annul the resolution, the relevant parties shall implement the general meeting resolution. The Company, directors, and senior management shall diligently fulfill their duties to ensure the normal operation of the Company.** **When the People's Court issues a judgment or ruling on the relevant matters, the Company shall, in accordance with the laws, administrative regulations, the rules of the CSRC and the securities regulatory authorities of the place(s) where the Company's Shares are listed, fulfill its information disclosure obligations, fully explain the impact, and actively cooperate with the execution after the judgment or ruling becomes effective. Where corrections to prior matters are required, the Company shall promptly address the same and**

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	fulfill the corresponding information disclosure obligations.
Article 58 If a director and senior management officer causes losses to the Company for violation of the laws, administrative regulations or the Articles of Association during the performance of his/her duties, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 days continuously, have the right to request the **Board of Supervisors** to initiate legal proceedings in the people's court; if the **Board of Supervisors** causes losses to the Company for violation of the laws, administrative regulations or the Articles of Association during the performance of its duties, the aforesaid shareholders can request the Board of Directors in written form to initiate legal proceedings in the people's court. Upon receipt of the written request by the shareholders as stipulated in the preceding paragraph, in case the Board of Directors **and/or the Board of Supervisors** refuses to initiate legal proceedings or fails to initiate legal proceedings within 30 days from receipt of such request, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the aforesaid shareholders shall have the right to initiate legal proceedings in the people's court directly in their own name for protection of the Company's interests. In the event that any person infringes the legal interests of the Company, thus causing losses to the Company, the shareholders specified in the first paragraph may initiate legal proceedings in the people's court in accordance with the provisions of the preceding two paragraphs.	**Article 58** If a director **other than a member of the audit committee** and senior management officer causes losses to the Company for violation of the laws, administrative regulations or the Articles of Association during the performance of his/her duties, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 days continuously, have the right to request the **member of the audit committee** to initiate legal proceedings in the people's court; if the **member of the audit committee** causes losses to the Company for violation of the laws, administrative regulations or the Articles of Association during the performance of its duties, the aforesaid shareholders can request the Board of Directors in written form to initiate legal proceedings in the people's court. Upon receipt of the written request by the shareholders as stipulated in the preceding paragraph, in case the **audit committee and** Board of Directors refuse to initiate legal proceedings or fail to initiate legal proceedings within 30 days from receipt of such request, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the aforesaid shareholders shall have the right to initiate legal proceedings in the people's court directly in their own name for protection of the Company's interests. In the event that any person infringes the legal interests of the Company, thus causing losses to the Company, the shareholders specified in the first paragraph may initiate legal proceedings in the people's court in accordance with the provisions of the preceding two paragraphs.
Article 61 A shareholder holding more than 5% of the Company's shares with voting rights pledges any shares in his/her possession shall submit a written report to the Company from the date when he/she pledges his/her shares.	**Article 61** A shareholder holding more than 5% of the Company's shares with voting rights pledges any shares in his/her possession shall submit a written report to the Company from the date when he/she pledges his/her shares.

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	A controlling shareholder or a de facto controller who pledges the Company's shares held by him/her or at his/her actual disposal shall maintain the stability of the control of the Company and its production and operation.
Article 63 The controlling shareholders and actual controllers of the Company shall not damage the interests of the Company by taking advantage of their affiliation. They shall be liable for compensation by violation of the rules for the loss suffered by the Company. **The controlling shareholders and actual controllers of the Company shall bear the fiduciary duties to the Company and other shareholders. The controlling shareholder shall strictly exercise the rights of the investor accordance with law. The controlling shareholder shall not damage the legitimate rights and interests of the Company and other shareholders by means of profit distribution, asset restructuring, outbound investment, appropriation of capital, offering security for loans, etc., and shall not damage the interests of the Company and other shareholders by means of its controlling position.**	**Article 62 The controlling shareholders and the de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with the laws, administrative regulations, the rules of the CSRC and the securities regulatory authorities of the place(s) where the Company's shares are listed, and shall safeguard the interests of the listed company. The controlling shareholders and the de facto controllers of the Company shall comply with the following provisions:** **(i) To exercise their shareholder rights in accordance with the laws, and not to abuse their control or use their relationships to harm the legitimate interests of the Company or other shareholders;** **(ii) to strictly fulfill the public statements and various commitments they have made, and not to unilaterally change or waive the same;** **(iii) to strictly perform information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company to ensure proper information disclosure, and promptly inform the Company of any significant events that have occurred or are about to occur;** **(iv) not to occupy the Company's funds in any way;** **(v) not to force, instruct, or request the Company or related personnel to unlawfully provide guarantees;** **(vi) not to use the Company's undisclosed material information**

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	for personal gain, nor to disclose any undisclosed material information related to the Company in any way, and not to engage in illegal or non-compliant activities such as insider trading, short-swing trading, or market manipulation; **(vii) not to harm the legitimate interests of the Company and other shareholders through unfair related/connected transactions, profit distribution, asset restructuring, external investments, or any other means;** **(viii) to ensure the integrity of the Company's assets, independence of personnel, financial independence, organizational independence, and business independence, and not to interfere with the independence of the Company in any way;** **(ix) to comply with laws, administrative regulations, the provisions of the CSRC, the rules of the securities regulatory authorities of the place(s) where the Company's shares are listed, and other provisions of the Articles of Association.** **If the controlling shareholders and the de facto controllers of the Company do not serve as directors but effectively execute the Company's affairs, the provisions of the Articles of Association regarding the fiduciary duties and diligence obligations of directors shall apply. The Company shall comply with the provisions of the Hong Kong Listing Rules and other applicable laws and regulations regarding the protection of minority investors.** **The controlling shareholders and the de facto controllers of the Company shall bear joint liability with the directors and senior management who are instructed to engage activities that harm the interests of the**

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	Company or its shareholders.
Article 64 The general meeting of shareholders is the body exercising the authority of the Company and shall exercise the following duties and powers in accordance with the law: (I) to decide on the business guideline and investment plan of the Company; (II) to elect and replace directors **and supervisors** who are not staff representatives, and to decide on matters relating to the remuneration of the relevant directors and supervisors; (III) to review and approve the reports of the Board of Directors; **(IV) to review and approve the reports of the Board of Supervisors;** (V) to review and approve the annual preliminary financial budget plans and final account proposals of the Company; (VI) to review and approve the profit distribution plan and loss recovery plan of the Company; (VII) to make resolutions on the increase or reduction of the Company's registered capital; (VIII) to make resolutions on the issuance of corporate bonds or other securities and public listing plans; (IX) to pass resolutions relating to matters such as the merger, division, dissolution or liquidation, or alternation of company form of the Company; (X) to amend the Articles of Association; (XI) to make resolutions on the	**Article 64** The general meeting of shareholders is the body exercising the authority of the Company and shall exercise the following duties and powers in accordance with the law: (I) to decide on the business guideline and investment plan of the Company; (II) to elect and replace directors who are not staff representatives, and to decide on matters relating to the remuneration of the relevant directors; (III) to review and approve the reports of the Board of Directors; (IV) to review and approve the annual preliminary financial budget plans and final account proposals of the Company; (V) to review and approve the profit distribution plan and loss recovery plan of the Company; (VI) to make resolutions on the increase or reduction of the Company's registered capital; (VII) to make resolutions on the issuance of corporate bonds or other securities and public listing plans; (VIII) to pass resolutions relating to matters such as the merger, division, dissolution or liquidation, or alternation of company form of the Company; (IX) **(IX)** to amend the Articles of Association; (X) to make resolutions on the appointment or dismissal or non-renewal of engagement of accounting

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appointment or dismissal or non-renewal of engagement of accounting firms by the Company;	firms by the Company;
(XII) to review proposals raised by shareholder(s), individually or collectively, representing over **3%** of the Company's voting shares;	(XI) to review proposals raised by shareholder(s), individually or collectively, representing over **1%** of the Company's voting shares;
(XIII) to review and approve the major transactions stipulated by Article 65 in the Articles of Association;	(XII) to review and approve the major transactions stipulated by Article 65 in the Articles of Association;
(XIV) to review and approve of the guarantees stipulated by Article 66 in the Articles of Association;	(XIII) to review and approve of the guarantees stipulated by Article 66 in the Articles of Association;
(XV) to review and approve of the financial assistance stipulated by Article 67 in the Articles of Association;	(XIV) to review and approve of the financial assistance stipulated by Article 67 in the Articles of Association;
(XVI) related party transactions (other than the provision of guarantees and financial assistance by the Company) proposed to be conducted between the Company and related legal persons with transaction amount of more than RMB30.00 million and accounting for more than 5% of the absolute value of the latest audited net assets of the Company;	(XV) related party transactions (other than the provision of guarantees and financial assistance by the Company) proposed to be conducted between the Company and related legal persons with transaction amount of more than RMB30.00 million and accounting for more than 5% of the absolute value of the latest audited net assets of the Company;
(XVII) to review and approve the matters relating to the change of use of proceeds;	(XVI) to review and approve the matters relating to the change of use of proceeds;
(XVIII) to review stock incentive plan;	(XVII) to review stock incentive plan;
(XIX) to review matters relating to the Company's purchase and sale within one year of material assets that are more than 30% of the latest audited total assets of the Company;	(XVIII) to review matters relating to the Company's purchase and sale within one year of material assets that are more than 30% of the latest audited total assets of the Company;
(XX) to review all transactions where the Company's percentage ratios calculated in accordance with Rule 14.07 of the Hong Kong Listing Rules relating to percentage ratios are not less than 25% (including one-off transaction and a series of	(XIX) to review all transactions where the Company's percentage ratios calculated in accordance with Rule 14.07 of the Hong Kong Listing Rules relating to percentage ratios are not less than 25% (including one-off transaction and a series of transactions which require combined percentage ratio calculation) and

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transactions which require combined percentage ratio calculation) and connected transactions where the percentage ratios are not less than 5% (including one-off transaction and a series of transactions which require combined percentage ratio calculation); (XXI) to review other matters that shall be decided by the general meetings according to the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The aforesaid functions and powers of general meetings shall not be exercised by the Board of Directors or by other organizations and individuals on behalf of shareholders through authorization.	connected transactions where the percentage ratios are not less than 5% (including one-off transaction and a series of transactions which require combined percentage ratio calculation); (XX) to review other matters that shall be decided by the general meetings according to the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The aforesaid functions and powers of general meetings shall not be exercised by the Board of Directors or by other organizations and individuals on behalf of shareholders through authorization.
Article 65 In addition to timely disclosure and approval by the Board of Directors in accordance with relevant laws and securities regulatory rules of the place where the Company's shares are listed, the Company's transaction (other than the provision of guarantees and financial assistance by the Company) that meets one of the following standards shall also be submitted to the general meeting for consideration: (I) the total assets involved in the transaction account for more than 50% of the latest audited total assets of the Company, and if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation; (II) the net assets involved in the transaction subject (such as equity) account for more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50.00 million; if the net assets involved in the transaction have both book value and appraised value, the higher of which shall prevail;	**Article 65** In addition to timely disclosure and approval by the Board of Directors in accordance with relevant laws and securities regulatory rules of the place where the Company's shares are listed, the Company's transaction (other than the provision of guarantees and financial assistance by the Company) that meets one of the following standards shall also be submitted to the general meeting for consideration: (I) the total assets involved in the transaction account for more than 50% of the latest audited total assets of the Company, and if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation; (II) the net assets involved in the transaction subject (such as equity) account for more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50.00 million; if the net assets involved in the transaction have both book value and appraised value, the higher of which shall prevail;

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(III) the related operating income of the transaction subject (such as equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with absolute amount exceeding RMB50.00 million;	(III) the related operating income of the transaction subject (such as equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with absolute amount exceeding RMB50.00 million;
(IV) the related net profit of the transaction subject (such as equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with absolute amount exceeding RMB5.00 million;	(IV) the related net profit of the transaction subject (such as equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with absolute amount exceeding RMB5.00 million;
(V) the concluded transaction amount (including liabilities and expenses incurred) accounts for more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50.00 million;	(V) the concluded transaction amount (including liabilities and expenses incurred) accounts for more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50.00 million;
(VI) the profits from the transaction account for more than 50% of the audited net profit of the Company in the most recent fiscal year, and the absolute amount exceeds RMB5.00 million;	(VI) the profits from the transaction account for more than 50% of the audited net profit of the Company in the most recent fiscal year, and the absolute amount exceeds RMB5.00 million;
(VII) other transactions that shall be submitted to the general meeting for consideration in accordance with relevant laws, regulations and securities regulatory rules of the place where the Company's shares are listed.	(VII) other transactions that shall be submitted to the general meeting for consideration in accordance with relevant laws, regulations and securities regulatory rules of the place where the Company's shares are listed.
If the data involved in the calculation of the above indicators is negative, the absolute value of the data shall be used.	If the data involved in the calculation of the above indicators is negative, the absolute value of the data shall be used.
The "transactions" set forth in this Article shall be same meaning as that of Article **156** of the Articles of Association.	The "transactions" set forth in this Article shall be same meaning as that of Article **157** of the Articles of Association.
Article 69 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of the following circumstances:	**Article 69** The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of the following circumstances:
(I) when the number of directors is less	(I) when the number of directors is less

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than the statutory minimum quorum of **five** provided for in the Company Law or two-thirds of the number required by the Articles of Association; (II) when the uncovered loss of the Company reaches one-third of the total paid-up share capital of the Company; (III) upon written request(s) by shareholder(s) individually or collectively holding 10% or above of the Company's shares; (IV) when the Board of Directors deems it necessary; (V) when the **Board of Supervisors** proposes such a meeting be held; (VI) any other circumstances required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. The shareholdings as described in item (III) above shall be calculated as per the shares of the Company held by the shareholder on the date when such written request is made by such shareholder.	than the statutory minimum quorum of **three** provided for in the Company Law or two-thirds of the number required by the Articles of Association; (II) when the uncovered loss of the Company reaches one-third of the total paid-up share capital of the Company; (III) upon written request(s) by shareholder(s) individually or collectively holding 10% or above of the Company's shares **(including preference shares with voting rights restored)**; (IV) when the Board of Directors deems it necessary; (V) when the **audit committee** proposes such a meeting be held; (VI) any other circumstances required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
Article 71 The Company shall engage lawyers to issue legal opinions in respect of the following matters relating to the holding of general meetings and make relevant announcements according to securities regulatory rules of the place where the Company's shares are listed: (I) Whether the convening and holding procedures of the meeting comply with the **relevant** laws, administrative regulations, departmental rules and the Articles of Association; (II) whether the qualifications of the attendees and the convener of the	**Article 71** The Company shall engage lawyers to issue legal opinions in respect of the following matters relating to the holding of general meetings and make relevant announcements according to securities regulatory rules of the place where the Company's shares are listed: (I) Whether the convening and holding procedures of the meeting comply with the **provisions of** laws, administrative regulations, departmental rules and the Articles of Association; (II) whether the qualifications of the attendees and the convener of the

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meeting are lawful and valid; (III) whether the procedures of voting at the general meeting and the voting results are lawful and valid; (IV) provision of any advice on any other matters requested by the Company.	meeting are lawful and valid; (III) whether the procedures of voting at the general meeting and the voting results are lawful and valid; (IV) provision of any advice on any other matters requested by the Company.
Article 72 The general meeting shall be convened by the Board of Directors in accordance with law. If the Board of Directors is unable to perform or does not perform the duty of convening a general meeting, the **Board of Supervisors** shall convene and preside over the meeting in time; if the **Board of Supervisors** does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10 percent of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting themselves.	**Article 72** The general meeting shall be convened by the Board of Directors in accordance with law. If the Board of Directors is unable to perform or does not perform the duty of convening a general meeting, the **audit committee** shall convene and preside over the meeting in time; if the **audit committee** does not convene and preside over the meeting, shareholders who individually or collectively hold more than 10 percent of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting themselves.
Article 73 The independent non-executive directors have the right to propose to the Board to convene an extraordinary general meeting. For the proposal of independent non-executive directors of convening an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, give a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal. When the Board agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to convene such meeting, the reasons shall be stated and announced.	**Article 73 Subject to approval of more than half of all independent non-executive directors, the** independent non-executive directors have the right to propose to the Board to convene an extraordinary general meeting. For the proposal of independent non-executive directors of convening an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, give a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal. When the Board agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to convene such meeting, the reasons shall be stated and announced.
Article 74 Board of Supervisors has the right to propose to the Board to convene an extraordinary general meeting. For the proposal of **Board of Supervisors** of convening an	**Article 74 The audit committee** has the right to propose to the Board to convene an extraordinary general meeting. For the proposal of **the audit committee** of convening an

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extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, give a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal. When the Board agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Changes in the original proposal in the notice shall be subject to the approval of the **Board of Supervisors**. When the Board does not agree to convene an extraordinary general meeting or does not provide feedback within ten days upon receipt of the written proposal, the Board shall be considered to be unable or fail to perform the duty of convening an extraordinary general meeting. The **Board of Supervisors** can convene and preside over the meeting on its own.	extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, give a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal. When the Board agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Changes in the original proposal in the notice shall be subject to the approval of **the audit committee**. When the Board does not agree to convene an extraordinary general meeting or does not provide feedback within ten days upon receipt of the written proposal, the Board shall be considered to be unable or fail to perform the duty of convening an extraordinary general meeting. **The audit committee** can convene and preside over the meeting on its own.
Article 75 When a shareholder requests to convene an extraordinary general meeting or a class meeting, the following procedures shall be followed: (I) the Shareholders who individually or jointly hold more than 10% of the shares with voting rights of the Company shall have the right to propose to the Board to convene an extraordinary general meeting or a class meeting, and shall make such proposal to the Board in writing and illustrate the topic of the meeting. The Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, give a written feedback on approval or disapproval of the convening of an extraordinary general meeting or class meeting within 10 days after receiving the	**Article 75** When a shareholder requests to convene an extraordinary general meeting or a class meeting, the following procedures shall be followed: (I) the Shareholders who individually or jointly hold more than 10% of the shares **(including preference shares with voting rights restored)** with voting rights of the Company shall have the right to propose to the Board to convene an extraordinary general meeting or a class meeting, and shall make such proposal to the Board in writing and illustrate the topic of the meeting. The Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, give a written feedback on approval or disapproval of the convening of an extraordinary general meeting or

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written request. (II) when the Board agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders. Where the laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed have any other provisions, such provisions shall prevail. (III) if the Board does not agree to hold the extraordinary general meeting or a class meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% of the shares carrying the right to vote at the meeting sought to be held shall be entitled to propose and request in writing to the **Board of Supervisors** to convene an extraordinary general meeting or a class meeting. (IV) if the **Board of Supervisors** agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders. If the **Board of Supervisors** fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than 10% of the shares carrying the right to vote at the meeting sought to be held for more than 90 consecutive days may convene and preside over the meeting themselves.	class meeting within 10 days after receiving the written request. (II) when the Board agrees to convene an extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders. Where the laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed have any other provisions, such provisions shall prevail. (III) if the Board does not agree to hold the extraordinary general meeting or a class meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% of the shares **(including preference shares with voting rights restored)** carrying the right to vote at the meeting sought to be held shall be entitled to propose and request in writing to **the audit committee** to convene an extraordinary general meeting or a class meeting. (IV) if the **audit committee** agrees to convene the extraordinary general meeting or a class meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. Changes in the original proposal in the notice shall be subject to the approval of relevant shareholders. If the **audit committee** fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who individually or collectively hold more than 10% of the shares **(including preference shares with voting rights restored)**

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	carrying the right to vote at the meeting sought to be held for more than 90 consecutive days may convene and preside over the meeting themselves.
Article 76 When the **Board of Supervisors** or the shareholders decide to convene a general meeting by themselves, they must notify the Board in writing and at the same time submit the relevant documentation to the Shenzhen Stock Exchange. Before an announcement on resolutions of the general meeting is made, the shareholding percentage of the convening shareholders shall not be less than ten percent. The **Board of Supervisors** or convening shareholders shall provide relevant evidence to the Shenzhen Stock Exchange according to relevant provisions at the time the notice of general meeting is issued and an announcement on resolutions of the general meeting is made.	**Article 76** When the **audit committee** or the shareholders decide to convene a general meeting by themselves, they must notify the Board in writing and at the same time submit the relevant documentation to the Shenzhen Stock Exchange. Before an announcement on resolutions of the general meeting is made, the shareholding percentage of the convening shareholders **(including preference shares with voting rights restored)** shall not be less than ten percent. The **audit committee** or convening shareholders shall provide relevant evidence to the Shenzhen Stock Exchange according to relevant provisions at the time the notice of general meeting is issued and an announcement on resolutions of the general meeting is made.
Article 77 The Board and the secretary to the board shall align with the general meeting convened by the Board of Supervisors or the shareholders on their own and fulfill their information disclosure obligation in a timely manner. The Board shall provide the register of shareholders as at the date of record. If the Board fails to provide the register of shareholders, the convener may request to access the register at securities registration and clearing institution by presenting the relevant announcement of the notice of general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a general meeting of shareholders.	Article 77 The Board and the secretary to the board shall align with the general meeting convened by the audit committee or the shareholders on their own and fulfill their information disclosure obligation in a timely manner. The Board shall provide the register of shareholders as at the date of record. If the Board fails to provide the register of shareholders, the convener may request to access the register at securities registration and clearing institution by presenting the relevant announcement of the notice of general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a general meeting of shareholders.
Article 78 If the **Board of Supervisors** or shareholders convene a general meeting or class meeting on their own, the Company shall bear the reasonable expenses incurred thereby and deduct the expenses from the amount owed by the Company to the defaulting directors.	**Article 78** If the **audit committee** or shareholders convene a general meeting or class meeting on their own, the Company shall bear the reasonable expenses incurred thereby and deduct the expenses from the amount owed by the Company to the defaulting directors.
Article 80 When the Company convenes the general meeting, the Board of directors, **Board of Supervisors** and shareholders holding more than **3%** of the shares of the Company separately or	**Article 80** When the Company convenes the general meeting, the Board of directors, the **audit committee** and shareholders holding more than **1%** of the shares

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jointly are entitled to submit proposals to the Company. The shareholders individually or jointly holding more than 3% of the shares of the Company may raise provisional proposal and submit it to the convener in writing 10 days before the general meeting is held. Upon the satisfaction that the proposal complies with the provisions in Article 79 of the Articles of Association, the convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice of general meeting and announce the contents of the provisional proposal. Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of general meeting or add any new proposals after the said notice is served. The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or proposals not in conformity with Article 79 of the Articles of Association.	**(including preference shares with voting rights r estored)** of the Company separately or jointly are entitled to submit proposals to the Company. The shareholders individually or jointly holding more than 1% of the shares **(including preference shares with voting rights r estored)** of the Company may raise provisional proposal and submit it to the convener in writing 10 days before the general meeting is held. Upon the satisfaction that the proposal complies with the provisions in Article 79 of the Articles of Association, the convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice of general meeting and announce the contents of the provisional proposal, **and submit the same to the shareholders' general meeting for consideration, unless the provisional proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the functions and powers of the shareholders' general meeting. For the publication of the supplemental notice of the shareholders' general meeting, if there are special provisions under the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail, provided that the Company Law, the Guidelines for the Articles of Association of Listed Companies or other applicable domestic laws and regulations are not violated. If the shareholders' general meeting shall be postponed due to the publication of a supplemental notice of the shareholders' general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' general meeting shall be postponed pursuant to the provisions of the securities regulatory rules of the place where the Company's shares are listed.** Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of general meeting or add any new proposals after the said notice is served. The general meeting shall not vote or pass resolutions on proposals not listed in the notice of

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	the general meeting or proposals not in conformity with Article 79 of the Articles of Association.
Article 81 Where the Company convenes an annual general meeting, it shall inform each shareholder in writing of the date and place of the meeting and matters to be considered 21 days prior to the date of the meeting. In case of extraordinary general meeting, the shareholders shall be notified 15 days prior to the date of meeting in writing. **The "business days" mentioned in the Articles of Association shall be subject to the business day on which the Stock Exchange is open for the business of dealing in securities.** The date of the meeting shall not be included when calculating the starting time.	**Article 81** Where the Company convenes an annual general meeting, it shall inform each shareholder in writing of the date and place of the meeting and matters to be considered 21 days prior to the date of the meeting. In case of extraordinary general meeting, the shareholders shall be notified 15 days prior to the date of meeting in writing. The date of the meeting shall not be included when calculating the starting time.
Article 82 The notice of the general meeting shall meet the following requirements: (I) be in written form; (II) specify the date, place and duration of the meeting; (III) state the matters and proposals to be reviewed at the meeting; (IV) provide the shareholders with the information and explanations necessary for them to make informed decision on the matters to be discussed. This principle includes (but is not limited to) the requirement that when the Company intends to make merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanation on the causes and effects; (V) if any director, **supervisor,** chief executive officer (CEO) and other senior management officers has material interest in the matters to be discussed, the nature and extent of	**Article 82** The notice of the general meeting shall meet the following requirements: (I) be in written form; (II) specify the date, place and duration of the meeting; (III) state the matters and proposals to be reviewed at the meeting; (IV) provide the shareholders with the information and explanations necessary for them to make informed decision on the matters to be discussed. This principle includes (but is not limited to) the requirement that when the Company intends to make merger, repurchase shares, make capital restructuring or other reform, it shall provide the specific conditions and contracts (if any) of the proposed transaction, and make detailed explanation on the causes and effects; (V) if any director, chief executive officer (CEO) and other senior management officers has material interest in the matters to be discussed, the nature and extent of the interest shall be

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the interest shall be disclosed; if the influence of the matters to be discussed on the said director, **supervisor,** chief executive officer (CEO) or other senior management officers is different from the influence on other shareholders of the same class, the relevant difference shall be specified;	disclosed; if the influence of the matters to be discussed on the said director, chief executive officer (CEO) or other senior management officers is different from the influence on other shareholders of the same class, the relevant difference shall be specified;
(VI) contain the full text of any special resolution proposed to be passed at the meeting;	(VI) contain the full text of any special resolution proposed to be passed at the meeting;
(VII) contain an explicit statement that all shareholders are entitled to participate in the general meeting and they may appoint in writing one or more proxies to attend and vote at such meeting on their behalves and such proxy or proxies need not be shareholder(s) of the Company;	(VII) contain an explicit statement that all shareholders are entitled to participate in the general meeting and they may appoint in writing one or more proxies to attend and vote at such meeting on their behalves and such proxy or proxies need not be shareholder(s) of the Company;
(VIII) specify the delivery time and place of the power of attorney for voting;	(VIII) specify the delivery time and place of the power of attorney for voting;
(IX) contain the name and telephone number of the regular contact person for the meeting;	(IX) contain the name and telephone number of the regular contact person for the meeting;
(X) the date of record for the shareholders who are entitled to attend the general meeting.	(X) the date of record for the shareholders who are entitled to attend the general meeting.
	(XI) the time and procedure of voting online or by any other means.
The notice and the supplementary notice of the general meeting shall adequately and completely disclose the specific contents of all proposals, and all the materials or explanations necessary for the shareholders to make reasonable judgments on the matters to be discussed. If the matters to be discussed require opinions from independent non-executive directors, the opinions and reasons of independent non-executive directors will be disclosed at the time when the notice of the general meeting or the supplementary notice is issued.	The notice and the supplementary notice of the general meeting shall adequately and completely disclose the specific contents of all proposals, and all the materials or explanations necessary for the shareholders to make reasonable judgments on the matters to be discussed. If the matters to be discussed require opinions from independent non-executive directors, the opinions and reasons of independent non-executive directors will be disclosed at the time when the notice of the general meeting or the supplementary notice is issued.
If a general meeting of the Company is held online or otherwise, the designated time and procedure for voting online or through other means	If a general meeting of the Company is held online or otherwise, the designated time and

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shall be expressly stated in the notice of such meeting. The time of online voting or voting through other means for the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and shall not conclude earlier than 3:00 p.m. on the day of the on-site general meeting. The interval between the date of record and the date of the meeting shall be no more than 7 business days. Once the date of record is confirmed, it shall not be changed.	procedure for voting online or through other means shall be expressly stated in the notice of such meeting. The time of online voting or voting through other means for the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and shall not conclude earlier than 3:00 p.m. on the day of the on-site general meeting. The interval between the date of record and the date of the meeting shall be no more than 7 business days. Once the date of record is confirmed, it shall not be changed.
Article 83 When the general meeting intends to discuss the election of directors **and supervisors**, the notice of the meeting shall fully disclose the details of the candidates for directors **and supervisors**, including, as a minimum, the following contents: (I) personal particulars such as education background, working experience and any concurrent positions; (II) whether one is connected with the Company or controlling shareholders, substantial shareholders, actual controller, **other directors, supervisors and senior management officers** of the Company; (III) their shareholdings in the Company disclosed; (IV) any penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges; (V) information required to be disclosed under the Hong Kong Listing Rules relating to the appointment, re-election or transfer of directors **or supervisors**. Unless a director **or supervisor** is elected via the cumulative voting system, each candidate for director **or supervisor** shall be proposed via a	**Article 83** When the general meeting intends to discuss the election of directors, the notice of the meeting shall fully disclose the details of the candidates for directors, including, as a minimum, the following contents: **(I) if there are any circumstances in which the candidates are not allowed to be nominated as directors; whether they possess the qualifications required by the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;** (II) personal particulars such as education background, working experience and any concurrent positions; (III) whether one is connected with the Company or controlling shareholders, substantial shareholders **and** actual controller of the Company; (IV) their shareholdings in the Company disclosed; (V) any penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges; (VI) information required to be disclosed

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single proposal.	under the Hong Kong Listing Rules relating to the appointment, re-election or transfer of directors. Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.
Article 84 Unless otherwise specified by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of general meeting shall be delivered to the shareholder (whether he/she has voting rights at the general meeting or not) by sending to the address of the shareholder listed in the register of shareholders via personal delivery or prepaid mail. For the holders of domestic-listed domestic shares, the notice of general meeting may also be given via public announcement. The aforesaid public announcement shall be published on one or several newspapers designated by the securities regulatory authorities under the State Council. Once public announcement is made, it is deemed that all the holders of domestic-listed domestic shares have received the notice of the relevant general meeting. For the shareholders of H shares, the Company may also give notice of the general meeting by posting on the Company's website and the website designated by Hong Kong Stock Exchange or by such other means as may be permitted under Hong Kong Listing Rules and these Articles of Association, instead of personal delivery or prepaid mail delivery to shareholders of H shares, subject to the compliance with the laws, regulations and the listing rules of the stock exchange where the Company's shares are listed and the performance of the relevant procedures. After the notice of the general meeting is issued, without proper reason, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. In the case of any postponement or cancellation of the meeting, **the convener shall notify the shareholders in writing at least 2 business days prior to the scheduled date of**	**Article 84** Unless otherwise specified by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association, the notice of general meeting shall be delivered to the shareholder (whether he/she has voting rights at the general meeting or not) by sending to the address of the shareholder listed in the register of shareholders via personal delivery or prepaid mail. For the holders of domestic-listed domestic shares, the notice of general meeting may also be given via public announcement. The aforesaid public announcement shall be published on one or several newspapers designated by the securities regulatory authorities under the State Council. Once public announcement is made, it is deemed that all the holders of domestic-listed domestic shares have received the notice of the relevant general meeting. For the shareholders of H shares, the Company may also give notice of the general meeting by posting on the Company's website and the website designated by Hong Kong Stock Exchange or by such other means as may be permitted under Hong Kong Listing Rules and these Articles of Association, instead of personal delivery or prepaid mail delivery to shareholders of H shares, subject to the compliance with the laws, regulations and the listing rules of the stock exchange where the Company's shares are listed and the performance of the relevant procedures. After the notice of the general meeting is issued, without proper reason, the general meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. In the case of any postponement or cancellation of the meeting, **the convener shall announce and explain the reasons in accordance with laws, regulations, and the securities**

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convening and give explanations.	**regulatory rules of the place where the company's shares are listed. If the shareholders' general meeting is postponed, the convener shall announce the rescheduled date of the meeting in the notice. If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling general meetings, the provisions shall prevail provided that the domestic regulatory requirements are not violated**.
Article 88 The shareholders shall appoint their proxies in writing, the power of attorney issued by a shareholder to appoint a proxy to attend the general meeting shall contain the following information: (I) the name of the proxy; **(II) whether or not the proxy has the voting right;** (III) **separate** instructions as to whether to cast affirmative, negative or abstention votes on each and every matter under consideration listed on the agenda of the general meeting; (IV) the date of issue and validity period of the power of attorney; (V) signature by the principal or the agent he/she entrusts in writing. If the principal is a legal person, the corporate seal shall be affixed or signed by its director or duly appointed agent. Any power of attorney issued by the Board of Directors to the shareholders to appoint a proxy shall be in such form that allows the shareholders to freely instruct the proxy to vote for or against or abstaining from voting any proposal, and to provide separate instructions on the matters to be voted at every topic of the meeting. The power of attorney shall specify that in the absence of specific instructions from the shareholder, the proxy may vote as he/she thinks	**Article 88** The shareholders shall appoint their proxies in writing, the power of attorney issued by a shareholder to appoint a proxy to attend the general meeting shall contain the following information: **(I) the name of the appointing shareholder, the class and number of shares held by the appointing shareholder;** **(II)** the name of the proxy; (III) **specific instructions from the shareholder,** including instructions as to whether to cast affirmative, negative or abstention votes on each and every matter under consideration listed on the agenda **of the general meeting;** (IV) the date of issue and validity period of the power of attorney; (V) signature by the principal or the agent he/she entrusts in writing. If the principal is a legal person, the corporate seal shall be affixed or signed by its director or duly appointed agent. Any power of attorney issued by the Board of Directors to the shareholders to appoint a proxy shall be in such form that allows the shareholders to freely instruct the proxy to vote for or against or abstaining from voting any proposal, and to provide separate instructions on the matters to be voted at every topic of the meeting.

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fit.	The power of attorney shall specify that in the absence of specific instructions from the shareholder, the proxy may vote as he/she thinks fit.
Article 89 If the power of attorney for proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. Provided that the relevant laws, regulations and regulatory rules of the place where the Company's shares are listed are not violated, the notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other place specified in the notice of the meeting before the convening of the relevant meeting or within the time specified by the Company. **If the principal is a legal person, its legal representative or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.**	**Article 89** If the power of attorney for proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. Provided that the relevant laws, regulations and regulatory rules of the place where the Company's shares are listed are not violated, the notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other place specified in the notice of the meeting before the convening of the relevant meeting or within the time specified by the Company.
Article 93 When the general meeting is held, all the directors, supervisors and secretary to the Board of Directors of the Company shall attend the meeting, while the chief executive officer (CEO) and other senior management officers shall be present at the meeting.	**Article 93 If the general meeting requires directors and the senior management officers to be present at the meeting, the directors and the senior management officers shall be present and answer to the enquiries from shareholders.**
Article 94 The general meeting shall be presided over by the chairman of the Board of Directors. When the chairman of the Board of Directors is unable or fails to perform his/her duty, a director jointly elected by more than half of the directors shall preside over the meeting. At a general meeting convened by the **Board of Supervisors**, the **chairman** of **Board of Supervisors** shall preside over the meeting. When the **chairman of the Board of Supervisors** is unable or fails to perform his/her duty, **a supervisor jointly elected by more than half of the supervisors shall preside over the meeting**. If a general meeting is convened by shareholders, the convener shall elect a representative to preside over the meeting. If the	**Article 94** The general meeting shall be presided over by the chairman of the Board of Directors. When the chairman of the Board of Directors is unable or fails to perform his/her duty, a director jointly elected by more than half of the directors shall preside over the meeting. At a general meeting convened by the **audit committee**, the **convener** of the **audit committee** shall preside over the meeting. When **the convener of the audit committee** is unable or fails to perform his/her duty, **a member of the audit committee jointly recommended by more than half of the audit committee members shall preside over the meeting**. If a general meeting is convened by shareholders, the convener **or a representative**

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convener fails to elect a representative to preside over the meeting for any reason, the shareholder (including shareholder proxy) holding the most voting shares thereat shall preside over the meeting. When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue.	**elected by the convener** shall elect a representative to preside over the meeting. If the convener fails to elect a representative to preside over the meeting for any reason, the shareholder (including shareholder proxy) holding the most voting shares thereat shall preside over the meeting. When a general meeting is held, if the chairman of the meeting violates the rules of procedure, making continuance of the meeting impossible, with the consent of the shareholders holding more than half of the voting rights present at the meeting, the meeting may elect a person to serve as the chairman of the meeting and the meeting shall continue.
Article 96 At the annual general meeting, the Board of Directors **and the Board of Supervisors** shall make report on their works in the past year to the general meeting. Each independent non-executive director shall also report on their duty performance.	**Article 96** At the annual general meeting, the Board of Directors shall make report on their works in the past year to the general meeting. Each independent non-executive director shall also report on their duty performance.
Article 97 The directors, **supervisors** and senior management officers shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the general meeting.	**Article 97** The directors and senior management officers shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the general meeting.
Article 99 The general meeting shall have meeting minutes, and secretary to the Board of Directors shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents: (I) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (II) names of the chairman of the meeting and the directors, **supervisors** and senior management officers **attending the meeting** or attending the meeting as non-voting attendee; (III) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the	**Article 99** The general meeting shall have meeting minutes, and secretary to the Board of Directors shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents: (I) the time, venue of, and the agenda for, the meeting, and the name or title of the convener; (II) names of the chairman of the meeting and the directors and senior management officers attending the meeting as non-voting attendee; (III) the number of shareholders and proxies present at the meeting, the total number of voting shares held and their respective proportions in the total number of shares of the

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total number of shares of the Company; (IV) the consideration process, summaries of speeches and voting result for each proposal; (V) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (VI) names of lawyer, counting officer and monitoring officer; (VII) other contents that should be included in the meeting minutes as required by the general meeting or according to the Articles of Association.	Company; (IV) the consideration process, summaries of speeches and voting result for each proposal; (V) the inquiries or suggestions of the shareholders and the corresponding answers or explanations; (VI) names of lawyer, counting officer and monitoring officer; (VII) other contents that should be included in the meeting minutes as required by the general meeting or according to the Articles of Association.
Article 100 The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The directors, **supervisors,** secretary to the Board of Directors, convener or their representatives who attended the meeting, and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the registration record of the shareholders present, the power of attorney for proxy attendance, and the valid documents relating to the voting over network and other forms of voting at the domicile of the Company for a period of 10 years.	**Article 100** The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The directors, secretary to the Board of Directors, convener or their representatives who attended the meeting **or attended the meeting as non-voting attendee**, and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the registration record of the shareholders present, the power of attorney for proxy attendance, and the valid documents relating to the voting over network and other forms of voting at the domicile of the Company for a period of 10 years.
Article 103 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be passed by votes representing more than half of the voting rights held by the shareholders **(including proxies)** present at the meeting. Special resolutions of the general meeting shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders **(including proxies)** who are present at the meeting.	**Article 103** The resolutions of a general meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be passed by votes representing **more than half of the voting rights** held by the shareholders present at the meeting. Special resolutions of the general meeting shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders who are present at the meeting.

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Article 104 The following matters shall be passed by way of ordinary resolution of the general meeting: (I) work reports of the Board of Directors **and the Board of Supervisors**; (II) profit distribution plan and loss recovery plan of the Company; (III) the appointment, dismissal and remuneration of the members of the Board of Directors **and the Board of Supervisors** and the method of payment of the remuneration; **(IV) the Company's annual financial budget plans, final accounting plans, balance sheet, income statement and other financial statements;** **(V) annual report of the Company;** (VI) the appointment and removal of accounting firms; (VII) any other matters other than those which are required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place on which the shares of the Company are listed or by the Articles of Association to be passed by way of special resolution.	**Article 104** The following matters shall be passed by way of ordinary resolution of the general meeting: (I) work reports of the Board of Directors; (II) profit distribution plan and loss recovery plan of the Company; (III) the appointment, dismissal and remuneration of the members of the Board of Directors and the method of payment of the remuneration; **(IV)** the appointment and removal of accounting firms; (V) any other matters other than those which are required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place on which the shares of the Company are listed or by the Articles of Association to be passed by way of special resolution.
Article 110 List of nominations for the candidates for directors **and supervisors** shall be submitted by way of proposal at the general meeting for voting. The general meeting shall vote on each candidate for director **and supervisor** one by one when going through the proposal. The Board of Directors shall announce to the shareholders the resumes and basic information of the candidates for directors **and supervisors**. During voting at the general meeting on the election of two or more directors **or supervisors to**	**Article 110** List of nominations for the candidates for directors shall be submitted by way of proposal at the general meeting for voting. The general meeting shall vote on each candidate for director one by one when going through the proposal. The Board of Directors shall announce to the shareholders the resumes and basic information of the candidates for directors. During voting at the general meeting on the election of two or more directors, cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or

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be represented by the shareholders, cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions at the general meeting. If more than two independent non-executive directors are elected at the general meeting of the Company, the cumulative voting system shall apply. The cumulative voting system mentioned in the preceding paragraph means that when directors **or supervisors** are being elected at a general meeting, each share has any many voting right as the number of directors **or supervisors** to be elected, and the shareholders' voting rights may be used in a concentrated manner. When electing directors and implementing cumulative voting system, the election of independent non-executive directors shall be separated from the election of other directors to ensure the proportion of independent non-executive directors in the Board of Directors of the Company.	the resolutions at the general meeting. If more than two independent non-executive directors are elected at the general meeting of the Company, the cumulative voting system shall apply. The cumulative voting system mentioned in the preceding paragraph means that when directors are being elected at a general meeting, each share has any many voting right as the number of directors to be elected, and the shareholders' voting rights may be used in a concentrated manner. When electing directors and implementing cumulative voting system, the election of independent non-executive directors shall be separated from the election of other directors to ensure the proportion of independent non-executive directors in the Board of Directors of the Company.
Article 118 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. When any shareholder has interests in any matter under consideration, the said shareholder and proxy thereof shall not participate in vote counting or scrutinizing. At the time of deciding on a proposal by voting at a general meeting, lawyers, shareholders' representatives **and supervisors' representatives** shall count and scrutinize the votes jointly and announce the voting results forthwith. The voting results in connection with the resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting via the network or other means shall have the right to check their voting results via the corresponding voting system.	**Article 118** Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. When any shareholder has interests in any matter under consideration, the said shareholder and proxy thereof shall not participate in vote counting or scrutinizing. At the time of deciding on a proposal by voting at a general meeting, lawyers, shareholders' representatives shall count and scrutinize the votes jointly and announce the voting results forthwith. The voting results in connection with the resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting via the network or other means shall have the right to check their voting results via the corresponding voting system.
Article 124 If the general meeting passes a proposal concerning the election of directors **or supervisors**, the directors elected **or supervisors elected** shall take office immediately after the general meeting or at such time specified in the	**Article 124** If the general meeting passes a proposal concerning the election of directors, the directors elected shall take office immediately after the general meeting or at such time specified in the

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resolution adopted at the general meeting.	resolution adopted at the general meeting.
Article 129 Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 128 of the Articles of Association, except that the interested shareholders shall not have the right to vote at the class meetings. The term "interested shareholders" referred to in the preceding paragraph shall have the following meanings: (I) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through public trading on a stock exchange in accordance with Article 28 of the Articles of Association, the controlling shareholders as defined in Article **271** hereof shall be the "interested shareholders"; (II) if the Company has repurchased its own shares by agreement outside a stock exchange in accordance with Article 28 of the Articles of Association, shareholders related to such agreement shall be the "interested shareholders"; (III) in the case of a restructuring of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the "interested shareholders".	**Article 129** Shareholders of the affected class, whether or not originally having the right to vote at general meetings, shall have the right to vote at class meetings in respect of matters referred to in paragraphs (II) to (VIII) or (XI) to (XII) of Article 128 of the Articles of Association, except that the interested shareholders shall not have the right to vote at the class meetings. The term "interested shareholders" referred to in the preceding paragraph shall have the following meanings: (I) if the Company has made a repurchase offer to all shareholders in the same proportion or has repurchased its own shares through public trading on a stock exchange in accordance with Article 28 of the Articles of Association, the controlling shareholders as defined in Article **264** hereof shall be the "interested shareholders"; (II) if the Company has repurchased its own shares by agreement outside a stock exchange in accordance with Article 28 of the Articles of Association, shareholders related to such agreement shall be the "interested shareholders"; (III) in the case of a restructuring of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be the "interested shareholders".

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Article 134 The directors shall be elected or replaced by the general meeting and may be relieved of their duties by the general meeting before the expiration of their term of office. The directors serve for a term of office of three years. Upon the expiration of the term, the directors may be re-elected and serve consecutive terms. The term of office of directors shall last from the date on which the directors take office to the expiration of the term of office of the current Board of Directors. If the term of office of a director expires but the director is not reelected in time, the former director shall still perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association before the newly elected director takes office. A director may be the chief executive officer (CEO) or senior management officers concurrently, provided that the number of directors who serve as chief executive officer (CEO) or other senior management officers concurrently and the directors, who are employee representatives, shall not exceed one half of the number of directors of the Company. Directors are not required to hold shares in the Company. The general meeting may, subject to the provisions of relevant laws, administrative regulations, departmental rules and rules governing securities of the place where the shares of the Company are listed, remove by ordinary resolution any director whose term of office has not yet expired (provided that claims of the director under any contract shall not be affected by this).	**Article 134 Non-employee representative** directors shall be elected or replaced by the general meeting and may be relieved of their duties by the general meeting before the expiration of their term of office. **Employee representatives in the Board of Directors shall be democratically elected by the Company's employees through the employee representative meeting, employee meeting or other forms, and need not be submitted to the shareholders' general meeting for consideration.** The directors serve for a term of office of three years. Upon the expiration of the term, the directors may be re-elected and serve consecutive terms. The term of office of directors shall last from the date on which the directors take office to the expiration of the term of office of the current Board of Directors. If the term of office of a director expires but the director is not reelected in time, the former director shall still perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association before the newly elected director takes office. A director may be the chief executive officer (CEO) or senior management officers concurrently, provided that the number of directors who serve as chief executive officer (CEO) or other senior management officers concurrently and the directors, who are employee representatives, shall not exceed one half of the number of directors of the Company. Directors are not required to hold shares in the Company. The general meeting may, subject to the provisions of relevant laws, administrative regulations, departmental rules and rules governing securities of the place where the shares of the Company are listed, remove by ordinary resolution any director whose term of office has not yet expired (provided that claims of the director under any contract shall not be affected by this).

Before Amendment	After Amendment
Article 135 The directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association, and shall fulfill the fiduciary obligation to the Company as follows: (I) not to **take advantage of his/her functions and powers to accept bribes or other illegal income, and not to misappropriate** the property of the Company; **(II) not to misappropriate the funds of the Company;** (III) not to deposit the Company's assets or funds in an account opened in his/her own name or in the name of any other individual; (IV) not to **lend the Company's funds to others or using the Company's assets as security for others in violation of the Articles of Association and without the prior approval of the general meeting or the Board of Directors;** (V) **not to enter into a contract or transaction with the Company in violation of the provisions of the Articles of Association, or without the consent of the general meeting;** (VI) **not to take advantage of his/her position to seek business opportunities that should belong to the Company for himself/herself or others, or engage in business similar to that of the Company for himself/herself or others, without the prior approval of the general meeting;** (Vll) not to accept and embezzle commissions from transactions between other persons and the Company;	**Article 135** The directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association, and shall fulfill the fiduciary obligation to the Company as follows: (I) not to **embezzle** the property of the Company **or misappropriate the funds of the Company**; (II) not to deposit the Company's assets or funds in an account opened in his/her own name or in the name of any other individual; **(III) not to take advantage of his/her functions and powers to accept bribes or other illegal income;** (IV) not to **directly or indirectly enter into any contract or perform any transaction with the Company without reporting to the Board of Directors or the general meeting and obtaining approval through a resolution of the Board of Directors or the general meeting in accordance with the provisions of these Articles of Association**; (V) **not to make use of his position to procure business opportunities that belong to the Company for himself or others, except when having reported to the Board of Directors or the general meeting and approved by a resolution of the general meeting, or except that the Company is unable to utilize such business opportunity according to the provisions of laws, administrative regulations, or these Articles of Association;** (VI) **not to engage in the same business as the Company for his own account or for the benefits of any other persons without reporting to**

Before Amendment	After Amendment
(VIII) not to disclose the secrets of the Company without authorization; (IX) not to damage the interests of the Company by taking advantage of his/her affiliation; (X) other fiduciary obligations stipulated in the laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association. The income derived by the Directors in violation of this Article shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation.	**the Board of Directors or the general meeting and obtaining approval through a resolution of the general meeting;** (VII) not to accept and embezzle commissions from transactions between other persons and the Company; (VIII) not to disclose the secrets of the Company without authorization, **not to disclose major information yet to be disclosed, not to acquire interests through inside information, and not to perform the non-competition obligation after resignation as agreed with the Company;** (IX) not to damage the interests of the Company by taking advantage of his/her affiliation; (X) **to safeguard the interests of the Company and all shareholders, and not to prejudice the interests of the Company for the interest of actual controllers, shareholders, employees, himself/herself or other third parties;** (XI) other fiduciary obligations stipulated in the laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association. The income derived by the Directors in violation of this Article shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation. **When close relatives of directors and members of senior management, enterprises directly or indirectly controlled by directors, members of senior management or their close relatives, and other related parties having other affiliations or associated with directors or**

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	members of senior management enter into contracts or conduct transactions with the Company, the provisions of item (IV) of the second paragraph of this Article shall apply.
Article 136 The directors shall comply with laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association, and bear the following responsibilities of diligence to the Company: (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations, departmental rules and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company; (II) to be fair to all shareholders; (III) to timely understand the business operations and management of the Company; (IV) to sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete; (V) to provide the status reports and information to the **Board of Supervisors** honestly, and not to hinder the **Board of Supervisors or supervisors** from exercising their powers; (VI) other responsibilities of diligence stipulated in the laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association.	**Article 136** The directors shall comply with laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association, and bear the following responsibilities of diligence to the Company: (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations, departmental rules and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company; (II) to be fair to all shareholders; (III) to timely understand the business operations and management of the Company; (IV) to sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete; (V) to provide the status reports and information to the **audit committee** honestly, and not to hinder the **audit committee** from exercising their powers; (VI) other responsibilities of diligence stipulated in the laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association.

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Article 137 Means and procedures for nomination of directors: (I) candidates for independent non-executive directors shall be nominated by the Board of Directors, **Board of Supervisors** or shareholders individually or jointly holding more than 1% of shares issued by the Company. The investor protection institution established in accordance with the law may publicly request the shareholders to entrust them to exercise the right to nominate independent non-executive directors on their behalf. The nominator shall not nominate persons with interests or other close associates who may affect the performance of their duties as independent non-executive director candidates. Candidates for other directors shall be nominated by the Board of Directors or the shareholders individually or jointly holding more than **3%** of shares of the Company; (II) a written commitment shall be made by the candidate prior to the notice of a general meeting is issued, expressing his/her willingness to accept the nomination, promising to publicly disclose his/her information truthfully and completely and warranting to faithfully fulfill his/her obligations as a director after election; the nominator for independent non-executive directors shall obtain the consent of the nominee before nomination. The nominator shall be fully aware of the nominee's occupation, education background, professional title, detailed working experience, all part-time jobs, whether there are any bad records such as major dishonesty, etc., and shall give opinions on his/her independence and other conditions for serving as an independent director. The nominee	**Article 137** Means and procedures for nomination of **non-employee representative directors**: (I) candidates for independent non-executive directors shall be nominated by the Board of Directors or shareholders individually or jointly holding more than 1% of shares issued by the Company. The investor protection institution established in accordance with the law may publicly request the shareholders to entrust them to exercise the right to nominate independent non-executive directors on their behalf. The nominator shall not nominate persons with interests or other close associates who may affect the performance of their duties as independent non-executive director candidates. Candidates for other directors shall be nominated by the Board of Directors or the shareholders individually or jointly holding more than **1%** of shares of the Company; (II) a written commitment shall be made by the candidate prior to the notice of a general meeting is issued, expressing his/her willingness to accept the nomination, promising to publicly disclose his/her information truthfully and completely and warranting to faithfully fulfill his/her obligations as a director after election; the nominator for independent non-executive directors shall obtain the consent of the nominee before nomination. The nominator shall be fully aware of the nominee's occupation, education background, professional title, detailed working experience, all part-time jobs, whether there are any bad records such as major dishonesty, etc., and shall give opinions on his/her independence and other conditions for serving as an independent director. The nominee

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shall make a public declaration as to his/her independence and other conditions for serving as an independent director; (III) a notice on the intention to nominate a director candidate and the candidate's presentation of being willing to accept the nomination shall be issued to the Company at least seven days prior to the meeting. The period for giving such a notice shall commence from the despatch of the notice on the election and end not later than seven days prior to the date of such meeting (or earlier).	shall make a public declaration as to his/her independence and other conditions for serving as an independent director; (III) a notice on the intention to nominate a director candidate and the candidate's presentation of being willing to accept the nomination shall be issued to the Company at least seven days prior to the meeting. The period for giving such a notice shall commence from the despatch of the notice on the election and end not later than seven days prior to the date of such meeting (or earlier).
Article 139 The director may resign before the expiration of his/her term. The director shall submit a written resignation report to the **Board of Directors**. **The Board of Directors will disclose the relevant information within 2 days.** If the resignation of a director causes the Company's Board of Directors to be below the minimum quorum, the former director shall, before the newly elected director takes office, still perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association. Any person appointed by the Board of Directors as a director to fill a casual vacancy or increase the number of directors shall serve only until the next annual general meeting of the Company and shall in that time be eligible for re-election. All directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. **Except as provided in the preceding paragraph, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.** **Article 140** Upon a director's submission	**Article 139** The director may resign before the expiration of his/her term. The director shall submit a written resignation report to the **Company**. **The resignation shall become effective on the date the Company receives the resignation report, and the Company shall disclose the relevant information within two trading days.** If the resignation of a director causes the Company's Board of Directors to be below the minimum quorum, the former director shall, before the newly elected director takes office, still perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association. Any person appointed by the Board of Directors as a director to fill a casual vacancy or increase the number of directors shall serve only until the next annual general meeting of the Company and shall in that time be eligible for re-election. All directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. **The Company has established a management system for director resignations, clearly specifying the safeguard measures for**

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of his/her resignation or at the expiry of his/her office, he/she shall complete all of the handover procedures with the Board of Directors, and his/her fiduciary obligations to the Company and the shareholders shall not necessarily cease before his/her resignation report becoming effective or within a reasonable period after it becoming effective or after the termination of tenure. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of his/her tenure up until the disclosure of such trade secrets. The duration of other obligations shall be determined on the principle of fairness.	**the recovery of liability and compensation for unfulfilled public commitments and other outstanding matters.** Upon a director's submission of his/her resignation or at the expiry of his/her office, he/she shall complete all of the handover procedures with the Board of Directors, and his/her fiduciary obligations to the Company and the shareholders shall not necessarily cease before his/her resignation report becoming effective or within a reasonable period after it becoming effective or after the termination of tenure. The duty of confidentiality in relation to trade secrets of the Company shall survive upon termination of his/her tenure up until the disclosure of such trade secrets. The duration of other obligations shall be determined on the principle of fairness. **The obligations of a director arising from the performance of his/her duties during his/her term of office shall not be relieved or terminate upon his/her resignation.** **The shareholders' general meeting may resolve to dismiss a director, and the dismissal shall take effect on the date of the resolution. If a director is dismissed without just cause before the end of his/her term, the director may seek compensation from the Company.**
Article 142 A director that violates laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensation.	**Article 141 If a director causes damage to others in the course of performing his/her duties in connection with his/her position, the Company shall be liable for compensation; if the director acts with intent or gross negligence, he/she shall also bear the liability for compensation.** A director that violates laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensation.
Article 147 Independent non-executive **Directors** shall, in accordance with the requirements of relevant laws, administrative regulations, departmental rules and rules governing securities of the place where the Company's shares are listed, earnestly perform their duties, safeguard the overall interests of the Company, and especially strive to protect the legitimate rights and interests	**Article 146** Independent non-executive **directors** shall, in accordance with the requirements of relevant laws, administrative regulations, departmental rules and rules governing securities of the place where the Company's shares are listed, earnestly perform their duties, safeguard the overall interests of the Company, and especially strive to protect the legitimate rights and interests

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of the minority shareholders. Independent non-executive Directors shall perform their duties independently and shall not be influenced by the Company and its substantial shareholders and actual controllers or other units or individuals having interests in the Company and its substantial shareholders and actual controllers.	of the minority shareholders. Independent non-executive Directors shall perform their duties independently and shall not be influenced by the Company and its substantial shareholders and actual controllers or other units or individuals having interests in the Company and its substantial shareholders and actual controllers.
-	**Article 147 Independent non-executive directors, as members of the Board, shall bear fiduciary and diligent duties to the Company and all shareholders, and prudently perform the following duties:** **(I) to participate in the decision-making of the Board and express clear opinions on matters discussed;** **(II) to supervise the potential major conflicts of interest between the Company and its controlling shareholders, beneficial controller, directors and senior management, and protect the lawful interests of minority shareholders;** **(III) to provide professional and objective advice on the Company's business development, and promote the improvement of the decision-making level of the Board;** **(IV) other duties stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the securities exchange of the place where the Company's shares are listed and the Articles of Association.**
-	**Article 148 The following matters shall be submitted to the Board for consideration after being approved by a majority of all the independent non-executive directors of the Company:** **(I) related party transactions that should be disclosed;** **(II) the plans for changes in or waivers**

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	of commitments by the Company and related parties; **(III) decisions made and measures taken by the Board of the acquired listed company in relation to the acquisition;** **(IV) other matters as prescribed by laws, administrative regulations, the provisions of the CSRC, the rules of the securities exchange of the place where the Company's shares are listed and the Articles of Association.**
Article 148 Where it is not expressly provided for in this section in relation to independent non-executive directors, the provisions of laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association **concerning the directors of the Company** shall apply.	**Article 149** Where it is not expressly provided for in this section in relation to independent non-executive directors, the provisions of laws, administrative regulations, departmental rules, rules governing securities of the place where the shares of the Company are listed and the Articles of Association shall apply.
Article 149 The Company shall have a Board of Directors accountable to the shareholders' general meeting and reporting work to the meeting. The Board of Directors is composed of 9 directors, including 1 chairman.	**Article 150** The Company shall have a Board of Directors accountable to the shareholders' general meeting and reporting work to the meeting. The Board of Directors is composed of 9 directors, including 1 chairman a**nd 1 employee director**.
Article 150 The Board of Directors shall perform the following duties and powers: (I) to convene shareholders' general meetings and report to shareholders' general meetings; (II) to implement the resolutions of the shareholders' general meeting; (III) to determine business operation plans and investment plans of the Company; **(IV) to formulate the annual financial budget plans and final accounting plans of the Company;**	**Article 151** The Board of Directors shall perform the following duties and powers: (I) to convene **shareholders' general meetings and report to shareholders' general meetings;** (II) to implement the resolutions of the shareholders' general meeting; (III) to determine business operation plans and investment plans of the Company; (IV) to formulate the profit distribution plans and loss recovery plans of the Company;

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(V) to formulate the profit distribution plans and loss recovery plans of the Company;	(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;
(VI) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;	(VI) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;
(VII) to formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of corporate form of the Company;	(VII) to determine the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. of the Company within the authority granted by the shareholders' general meeting;
(VIII) to determine the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. of the Company within the authority granted by the shareholders' general meeting;	(VIII) to determinate the setup of the Company's internal management structure;
(IX) to determinate the setup of the Company's internal management structure;	(IX) based on the nominations of the chairman of the Board of Directors, to appoint or remove the Company's CEO and secretary to the Board of Directors; based on the nominations of CEO, to appoint or remove the Company's Co-CEO, CSO, COO, CFO, CTO, CBO, executive vice president, senior vice president, vice president and other senior management officers and to determine their remuneration, rewards and punishments;
(X) based on the nominations of the chairman of the Board of Directors, to appoint or remove the Company's CEO and secretary to the Board of Directors; based on the nominations of CEO, to appoint or remove the Company's Co-CEO, CSO, COO, CFO, CTO, CBO, executive vice president, senior vice president, vice president and other senior management officers and to determine their remuneration, rewards and punishments;	(X) to formulate the basic management system of the Company;
(XI) to formulate the basic management system of the Company;	(XI) to formulate the amendment to the Articles of Association;
(XII) to formulate the amendment to the Articles of Association;	(XII) to manage the information disclosure of the Company;
(XIII) to manage the information disclosure of the Company;	(XIII) to request the shareholders' general meeting to engage or replace the accounting firm that provides audits

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(XIV) to request the shareholders' general meeting to engage or replace the accounting firm that provides audits for the Company;	for the Company;
(XV) to listen to the work report of the CEO of the Company and examine the CEO's work;	(XIV) to listen to the work report of the CEO of the Company and examine the CEO's work;
(XVI) to review and approve, based on the calculation of the percentage ratio in accordance with the Article 14.07 of the Hong Kong Listing Rules, (1) share transactions (including one-off transactions and a series of transactions requiring a combined percentage ratio) of which all the percentage ratios are less than 5% and the consideration includes the shares to be issued and listed, (2) discloseable transactions (including one-off transactions and a series of transactions requiring a combined percentage ratio) with the percentage ratios higher than 5% but lower than 25%, and (3) based on the calculation of the percentage ratio in accordance with the Article 14.07 of the Hong Kong Listing Rules, partially exempt connected transactions and non-exempt connected transactions (including one-off transactions and a series of transactions requiring a combined percentage ratio) with the percentage ratios (except profit ratios) higher than 0.1% but lower than 5%;	(XV) to review and approve, based on the calculation of the percentage ratio in accordance with the Article 14.07 of the Hong Kong Listing Rules, (1) share transactions (including one-off transactions and a series of transactions requiring a combined percentage ratio) of which all the percentage ratios are less than 5% and the consideration includes the shares to be issued and listed, (2) discloseable transactions (including one-off transactions and a series of transactions requiring a combined percentage ratio) with the percentage ratios higher than 5% but lower than 25%, and (3) based on the calculation of the percentage ratio in accordance with the Article 14.07 of the Hong Kong Listing Rules, partially exempt connected transactions and non-exempt connected transactions (including one-off transactions and a series of transactions requiring a combined percentage ratio) with the percentage ratios (except profit ratios) higher than 0.1% but lower than 5%;
(XVII) other duties and powers that should be exercised by the Board of Directors stipulated by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	(XVI) other duties and powers that should be exercised by the Board of Directors stipulated by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.
The above resolutions adopted by the Board of Directors shall be approved by more than half of the directors. Where laws, administrative	(XVII) **other powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association or**

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regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association provide otherwise, such provisions shall prevail. If any matter of authority to be exercised by the Board of Directors above or any transaction or arrangement of the Company, any events beyond the authorization scope of the shareholders' general meeting or any transaction or arrangement of the Company, shall be subject to review by the shareholders' general meeting according to the securities regulatory rules of the place where the Company's shares are listed, such matters shall be submitted to the general meeting for review.	**the general meeting.** The above resolutions adopted by the Board of Directors shall be approved by more than half of the directors. Where laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association provide otherwise, such provisions shall prevail. If any matter of authority to be exercised by the Board of Directors above or any transaction or arrangement of the Company, any events beyond the authorization scope of the shareholders' general meeting or any transaction or arrangement of the Company, shall be subject to review by the shareholders' general meeting according to the securities regulatory rules of the place where the Company's shares are listed, such matters shall be submitted to the general meeting for review.
Article 157 The following connected transactions shall be submitted to the Board of Directors for consideration and approval, and be disclosed in time: (I) connected transactions that are entered into between the Company and a related natural person with a transaction amount of more than RMB300,000, whereas the Company shall not provide loans to the directors, **supervisors** or senior management officers directly or through its subsidiaries; (II) connected transactions that are entered into between the Company and a related legal person with a transaction amount of more than RMB3,000,000, representing more than 0.5% of the absolute value of the latest audited net assets of the Company. The following connected transactions of the Company that take place within 12 consecutive months shall be subject to the aforesaid provisions in accordance with the principle of cumulative	**Article 158** The following connected transactions shall be submitted to the Board of Directors for consideration and approval, and be disclosed in time: (I) connected transactions that are entered into between the Company and a related natural person with a transaction amount of more than RMB300,000, whereas the Company shall not provide loans to the directors or senior management officers directly or through its subsidiaries; (II) connected transactions that are entered into between the Company and a related legal person with a transaction amount of more than RMB3,000,000, representing more than 0.5% of the absolute value of the latest audited net assets of the Company. The following connected transactions of the Company that take place within 12 consecutive months shall be subject to the aforesaid provisions in accordance with the principle of cumulative

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calculation: (I) transactions entered into with the same connected person; (II) transactions entered into with different connected person with respect to a same subject. The same aforesaid connected person shall include other connected person controlled by the same entity or having a mutual equity control relationship with the connected person. Connected transactions whose relevant obligations have been fulfilled in accordance with the first clause of this Article, shall no longer be included in the relevant cumulative calculation scope. If it is otherwise specified in provisions of the laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed on the approval authority of the matters involved in the aforementioned, such provisions shall prevail.	calculation: (I) transactions entered into with the same connected person; (II) transactions entered into with different connected person with respect to a same subject. The same aforesaid connected person shall include other connected person controlled by the same entity or having a mutual equity control relationship with the connected person. Connected transactions whose relevant obligations have been fulfilled in accordance with the first clause of this Article, shall no longer be included in the relevant cumulative calculation scope. If it is otherwise specified in provisions of the laws, administrative regulations, departmental rules and securities regulatory rules of the place where the Company's shares are listed on the approval authority of the matters involved in the aforementioned, such provisions shall prevail.
Article 163 Board meetings comprise regular Board meetings and extraordinary Board meetings. Regular Board meetings are required to be held at least four times a year, approximately once per quarter. The Board meetings shall be convened by the chairman of the Board of Directors. Notices of regular Board meetings and meeting documents shall be delivered to all directors **and supervisors** at least 14 days before the meeting (not including the day of the meeting). The Board of Directors should have arrangements to ensure that all directors have the opportunity to propose matters for discussion on the agenda of regular Board meetings. Regular meetings may not be convened by way of written resolution. The Board meetings shall follow the principle of on-site convening. On the premise of ensuring the directors to fully express their opinions, the Board meetings may, if necessary, be	**Article 164** Board meetings comprise regular Board meetings and extraordinary Board meetings. Regular Board meetings are required to be held at least four times a year, approximately once per quarter. The Board meetings shall be convened by the chairman of the Board of Directors. Notices of regular Board meetings and meeting documents shall be delivered to all directors at least 14 days before the meeting (not including the day of the meeting). The Board of Directors should have arrangements to ensure that all directors have the opportunity to propose matters for discussion on the agenda of regular Board meetings. Regular meetings may not be convened by way of written resolution. The Board meetings shall follow the principle of on-site convening. On the premise of ensuring the directors to fully express their opinions, the Board meetings may, if necessary, be convened by voting via video, telephone, fax or e-

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convened by voting via video, telephone, fax or e-mail with the consent of the convener (chairman of the meeting) or the proposer. The Board meetings may also be held by the on-site method in parallel with other methods. The notice of extraordinary Board meetings shall be delivered to all the directors 5 days before convening the meeting; with the approval of all the directors of the Company, the above notice time limit may be waived. In case of emergency and it is necessary to convene an extraordinary Board meeting as soon as possible, the meeting notice may be sent by telephone or other oral means at any time, provided that the convener shall make explanations at the meeting. The meeting notice shall be deemed to have been given to the directors who are present at the meeting and do not raise an objection that they have not received the notice of the meeting before or at the meeting.	mail with the consent of the convener (chairman of the meeting) or the proposer. The Board meetings may also be held by the on-site method in parallel with other methods. The notice of extraordinary Board meetings shall be delivered to all the directors 5 days before convening the meeting; with the approval of all the directors of the Company, the above notice time limit may be waived. In case of emergency and it is necessary to convene an extraordinary Board meeting as soon as possible, the meeting notice may be sent by telephone or other oral means at any time, provided that the convener shall make explanations at the meeting. The meeting notice shall be deemed to have been given to the directors who are present at the meeting and do not raise an objection that they have not received the notice of the meeting before or at the meeting.
Article 164 Under one of the following circumstances, the chairman of the Board of Directors shall convene an extraordinary Board meeting within 10 days after the proposal is received: (I) proposed by the shareholders representing more than 10% of the shares with voting rights of the Company; (II) jointly proposed by one-third or more of the directors; (III) proposed by the **Board of Supervisors**; (IV) considered by the chairman of the Board of Directors to be necessary; (V) proposed by no less than half of the independent non-executive directors; (VI) proposed by the CEO; (VII) requested by securities regulatory	**Article 165** Under one of the following circumstances, the chairman of the Board of Directors shall convene an extraordinary Board meeting within 10 days after the proposal is received: (I) proposed by the shareholders representing more than 10% of the shares with voting rights of the Company; (II) jointly proposed by one-third or more of the directors; (III) proposed by the **audit committee**; (IV) considered by the chairman of the Board of Directors to be necessary; (V) proposed by **no less than half** of the independent non-executive directors; (VI) proposed by the CEO; (VII) requested by securities regulatory

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authorities.	authorities.
Article 165 Notice of regular or extraordinary Board meetings shall be delivered by personal delivery, fax, e-mail or other methods, except for extraordinary Board meetings in case of emergency. The notice of the Board meeting shall contain the following contents: (I) date and venue of the meeting; (II) duration of the meeting; **(III) form of convening the meeting;** (IV) reason to convene such meeting and proposals; (V) date of issue of notice.	**Article 166** Notice of regular or extraordinary Board meetings shall be delivered by personal delivery, fax, e-mail or other methods, except for extraordinary Board meetings in case of emergency. The notice of the Board meeting shall contain the following contents: (I) date and venue of the meeting; (II) duration of the meeting; (III) reason to convene such meeting and proposals; (IV) date of issue of notice.
Article 166 The Board meeting shall be held upon the attendance of more than half of the directors. "One person, one vote" is performed for the vote on resolutions of the Board of Directors. Unless otherwise provided by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, all resolutions of the Board of Directors may be passed by the majority of all directors. In the event of a tie between for and against, the chairman of the Board of Directors is entitled to one additional vote.	**Article 167** The Board meeting shall be held upon the attendance of more than half of the directors. **Resolutions made by the Board must be passed by more than half of all directors.** "One person, one vote" is performed for the vote on resolutions of the Board of Directors. Unless otherwise provided by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, all resolutions of the Board of Directors may be passed by the majority of all directors. In the event of a tie between for and against, the chairman of the Board of Directors is entitled to one additional vote.
Article 174 The circumstances stipulated in the Article of Association hereof with respect to disqualified directors of the Company shall be applicable to senior management officers of the Company. The fiduciary duties and duties of diligence regarding the directors **set out in Articles 135 and 136(IV)-(VI) respectively** shall be applicable to	**Article 175** The circumstances stipulated in the Article of Association hereof with respect to disqualified directors of the Company, **and the provisions on the resignation management system,** shall be applicable to senior management officers of the Company. The fiduciary duties and duties of diligence regarding the directors shall be applicable to senior

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senior management officers.	management officers.
Article 178 Transactions less than the amount specified in Article **156** of the Articles of Association and subject to deliberation by the Board, shall be reviewed and approved by the CEO authorized by the Board. "Transactions" in this article shall have the same meaning as the "transactions" set out in Article **156** of the Articles of Association.	**Article 179** Transactions less than the amount specified in Article **157** of the Articles of Association and subject to deliberation by the Board, shall be reviewed and approved by the CEO authorized by the Board. "Transactions" in this article shall have the same meaning as the "transactions" set out in Article **157** of the Articles of Association.
Article 179 The CEO shall formulate his/her terms of reference which shall be implemented after approval by the Board of Directors. The terms of reference of the CEO shall include the followings: (I) the conditions and procedures for convening meetings of the CEO and eligible participants of the meetings; (II) specific duties and responsibilities of the CEO and other senior management officers; (III) authority on the utilization of capital and assets of the Company and execution of major contracts and the reporting duty to the Board of Directors **and the Board of Supervisors**; (IV) other matters considered necessary by the Board of Directors.	**Article 180** The CEO shall formulate his/her terms of reference which shall be implemented after approval by the Board of Directors. The terms of reference of the CEO shall include the followings: (I) the conditions and procedures for convening meetings of the CEO and eligible participants of the meetings; (II) specific duties and responsibilities of the CEO and other senior management officers; (III) authority on the utilization of capital and assets of the Company and execution of major contracts and the reporting duty to the Board of Directors; (IV) other matters considered necessary by the Board of Directors.
Article 184 If any senior management officer violates the laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties, thereby incurring any loss of the Company, the said senior management officers shall be liable for compensation.	**Article 185 If a senior management officer causes damage to others in the course of performing his/her duties in connection with his/her position, the Company shall be liable for compensation; if the senior management officer acts with intent or gross negligence, he/she shall also bear the liability for compensation.** If any senior management officer violates

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	the laws, administrative regulations, departmental rules, **securities regulatory rules of the place where the share of the Company** or the Articles of Association in performing his/her duties, thereby incurring any loss of the Company, the said senior management officers shall be liable for compensation.
CHAPTER 7 BOARD OF SUPERVISORS	***[Delete]***
CHAPTER 8 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, <u>SUPERVISORS,</u> CEO AND OTHER SENIOR MANAGEMENT OFFICERS OF THE COMPANY	**CHAPTER 7 QUALIFICATIONS AND OBLIGATIONS OF THE DIRECTORS, CEO AND OTHER SENIOR MANAGEMENT OFFICERS OF THE COMPANY**
Article 199 A person may not serve as a director, **supervisor,** CEO or other senior management officer of the Company if any of the following circumstances applies: (I) A person who loses or has limited capacity for civil conduct; (II) A person who has been imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting socialism market economic order and it is less than five years since completion of the enforcement of the criminal penalty; or is deprived of political rights due to offence and it is less than five years since completion of the enforcement of the penalty; (III) A person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;	**Article 187** A person may not serve as a director, CEO or other senior management officer of the Company if any of the following circumstances applies: (I) A person who loses or has limited capacity for civil conduct; (II) A person who has been imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting socialism market economic order and it is less than five years since completion of the enforcement of the criminal penalty; or is deprived of political rights due to offence and it is less than five years since completion of the enforcement of the penalty; (III) A person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;

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(IV) A person who is a former legal representative of a company or enterprise that the business license of which was revoked or which was ordered to close down due to violation of law and who are personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license;	(IV) A person who is a former legal representative of a company or enterprise that the business license of which was revoked or which was ordered to close down due to violation of law and who are personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license;
(V) A person who has a large amount of outstanding debts which have become overdue;	(V) A person who has a large amount of outstanding debts which have become overdue;
(VI) A person who is currently under investigation by judicial authorities for violation of criminal law;	(VI) A person who is currently under investigation by judicial authorities for violation of criminal law;
(VII) A person who is under a penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which penalty is still effective;	(VII) A person who is under a penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which penalty is still effective;
(VIII) A person is otherwise disqualified for an enterprise leader by the laws, administrative regulations or departmental rules;	(VIII) A person is otherwise disqualified for an enterprise leader by the laws, administrative regulations or departmental rules;
(IX) A person other than a natural person;	(IX) A person other than a natural person;
(X) A person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have lapsed from the date of such conviction;	(X) A person who has been convicted by the relevant competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have lapsed from the date of such conviction;
(XI) A person who has other contents specified in laws, administrative regulations, departmental rules or securities regulatory rules of the places where the Company's shares are listed.	(XI) A person who has other contents specified in laws, administrative regulations, departmental rules or securities regulatory rules of the places where the Company's shares are listed.
Where any director, **supervisor** or senior	Where any director or senior management

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management officer is elected, appointed or engaged counter to the provisions in this article, the said election, appointment or engagement shall be invalid. Where any director, supervisor or senior management officer gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as director, **supervisor,** president or senior management officer.	officer is elected, appointed or engaged counter to the provisions in this article, the said election, appointment or engagement shall be invalid. Where any director, supervisor or senior management officer gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as director, president or senior management officer.
Article 201 In addition to the obligations imposed by laws, administrative regulations, departmental rules, or the securities regulatory authorities of the places where the Company's shares are listed, each of the Company's directors, **supervisors,** CEO and other senior management officers shall owe the following obligations to all shareholders in the exercise of the duties and powers entrusted to them by the Company: (I) Not to cause the Company to operate beyond the scope of business stipulated in its business license; (II) To act honestly and in the best interests of the Company; (III) Not to expropriate the property of the Company in any way, including but not limited to deprivation of opportunities which benefit the Company; (IV) Not to expropriate the individual rights of shareholders, including but not limited to the rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with these Articles of Association.	**Article 189** In addition to the obligations imposed by laws, administrative regulations, departmental rules, or the securities regulatory authorities of the places where the Company's shares are listed, each of the Company's directors, CEO and other senior management officers shall owe the following obligations to all shareholders in the exercise of the duties and powers entrusted to them by the Company: (I) Not to cause the Company to operate beyond the scope of business stipulated in its business license; (II) To act honestly and in the best interests of the Company; (III) Not to expropriate the property of the Company in any way, including but not limited to deprivation of opportunities which benefit the Company; (IV) Not to expropriate the individual rights of shareholders, including but not limited to the rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders' general meeting for approval in accordance with these Articles of Association.
Article 202 Each of the Company's directors, **supervisors,** CEO and other senior management officers shall, in the exercise of his/her powers and in the discharge of his/her duties, exercise the care, diligence and skill that a reasonably prudent person would exercise in	**Article 190** Each of the Company's directors, CEO and other senior management officers shall, in the exercise of his/her powers and in the discharge of his/her duties, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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comparable circumstances.	
Article 203 Each of the Company's directors, **supervisors,** CEO and other senior management officers shall exercise his/her powers or perform his/her duties in accordance with the fiduciary principle; and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes without limitation discharging the following obligations: (I) to act honestly in the best interests of the Company; (II) to act within the scope of his/her powers and not to exceed such powers; (III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent given by the shareholders' general meeting, not to delegate his/her discretion to others to exercise; (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (V) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) not to use Company property for his/her own benefit in any way without the consent of the general meeting that has been informed; (VII) not to use his/her functions and power as a means for accepting	**Article 191** Each of the Company's directors, CEO and other senior management officers shall exercise his/her powers or perform his/her duties in accordance with the fiduciary principle; and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. This principle includes without limitation discharging the following obligations: (I) to act honestly in the best interests of the Company; (II) to act within the scope of his/her powers and not to exceed such powers; (III) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent given by the shareholders' general meeting, not to delegate his/her discretion to others to exercise; (IV) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (V) unless otherwise provided for in these Articles of Association or except with the informed consent of the shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (VI) not to use Company property for his/her own benefit in any way without the consent of the general meeting that has been informed; (VII) not to use his/her functions and power as a means for accepting bribes or other forms of illegal

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bribes or other forms of illegal income, and not to illegally appropriate Company assets in any way, including (but not limited to) any opportunities that are favorable to the Company;	income, and not to illegally appropriate Company assets in any way, including (but not limited to) any opportunities that are favorable to the Company;
(VIII) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;	(VIII) not to accept commissions in connection with Company transactions without the consent of the shareholders' general meeting that has been informed;
(IX) to abide by the Articles of Association, perform his/her duties faithfully, protect the interests of the Company and not to seek personal gain with his/her position, functions and powers in the Company;	(IX) to abide by the Articles of Association, perform his/her duties faithfully, protect the interests of the Company and not to seek personal gain with his/her position, functions and powers in the Company;
(X) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;	(X) not to compete with the Company in any way without the consent of the shareholders' general meeting that has been informed;
(XI) not to embezzle the Company's funds or lend the Company's funds to others, not to deposit the Company's assets in accounts opened in his/her own or in another's name, and not to use the Company's assets as security for the debts of the Company's Shareholders or other persons;	(XI) not to embezzle the Company's funds or lend the Company's funds to others, not to deposit the Company's assets in accounts opened in his/her own or in another's name, and not to use the Company's assets as security for the debts of the Company's Shareholders or other persons;
(XII) not to disclose confidential information relating to the Company that was acquired by him/her during his/her office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if: 1. required by law; 2. required for the public interest; 3. required for the interest of such	(XII) not to disclose confidential information relating to the Company that was acquired by him/her during his/her office without the consent of the shareholders' general meeting that has been informed, and not to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities if: 1. required by law; 2. required for the public interest; 3. required for the interest of such director, chief executive officer

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director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company.	(CEO) or other senior management officers of the Company.
Article 204 The directors, **supervisors,** chief executive officer (CEO) and other senior management officers of the Company shall not direct the following persons or institutions to do what the directors, supervisors, chief executive officer (CEO) and other senior management officers are prohibited from doing: (I) the spouse or minor child of a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company; (II) the trustee of a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company or of any person referred in paragraph (I) hereof; (III) the partner of a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company or of any person referred in paragraphs (I) and (II) hereof; (IV) the company over which a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company, alone or jointly with any person referred to in paragraphs (I), (II) and (III) hereof or any other director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company, has actual control; (V) a director, **supervisor,** chief executive officer (CEO) or other senior management officers of a company being controlled as referred to in paragraph (IV) hereof.	**Article 192** The directors, chief executive officer (CEO) and other senior management officers of the Company shall not direct the following persons or institutions to do what the directors, chief executive officer (CEO) and other senior management officers are prohibited from doing: (I) the spouse or minor child of a director, chief executive officer (CEO) or other senior management officers of the Company; (II) the trustee of a director, chief executive officer (CEO) or other senior management officers of the Company or of any person referred in paragraph (I) hereof; (III) the partner of a director, chief executive officer (CEO) or other senior management officers of the Company or of any person referred in paragraphs (I) and (II) hereof; (IV) the company over which a director, chief executive officer (CEO) or other senior management officers of the Company, alone or jointly with any person referred to in paragraphs (I), (II) and (III) hereof or any other director, chief executive officer (CEO) or other senior management officers of the Company, has actual control; (V) a director, chief executive officer (CEO) or other senior management officers of a company being controlled as referred to in paragraph (IV) hereof.

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Article 205 The obligation of honesty and credibility of the Company's directors, **supervisors,** chief executive officer (CEO) and other senior management officers does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.	**Article 193** The obligation of honesty and credibility of the Company's directors, chief executive officer (CEO) and other senior management officers does not necessarily cease with the termination of their office. Their confidentiality obligation in relation to the Company's trade secrets shall continue after the termination of their office. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.
Article 206 A director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company may be relieved from liability for a specific breach of obligations by the general meeting that has been informed, except in circumstances as specified in the listing rules of the place where the Company's shares are listed.	**Article 194** A director, chief executive officer (CEO) or other senior management officers of the Company may be relieved from liability for a specific breach of obligations by the general meeting that has been informed, except in circumstances as specified in the listing rules of the place where the Company's shares are listed.
Article 207 If a Director, **Supervisor,** chief executive officer (CEO) or other senior management officers of the Company has directly or indirectly been vested a material interest in a contract, transaction or arrangement concluded or planned by the Company (except for his/her employment contract with the Company), he/she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board. Except as provided for in note 1 appended to Appendix 3 to the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange, the director shall not vote on any contract or arrangement or any other proposed resolution of the Board in which he/she has a material interest through himself/herself or any of his/her close associates (as defined in the Hong Kong Listing Rules); nor shall he/she be counted when determining whether a quorum is present at the meeting. Unless the interested director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company has disclosed	**Article 195** If a Director, chief executive officer (CEO) or other senior management officers of the Company has directly or indirectly been vested a material interest in a contract, transaction or arrangement concluded or planned by the Company (except for his/her employment contract with the Company), he/she shall disclose the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board. Except as provided for in note 1 appended to Appendix 3 to the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange, the director shall not vote on any contract or arrangement or any other proposed resolution of the Board in which he/she has a material interest through himself/herself or any of his/her close associates (as defined in the Hong Kong Listing Rules); nor shall he/she be counted when determining whether a quorum is present at the meeting. Unless the interested director, chief executive officer (CEO) or other senior management officers of the Company has disclosed such interest to the Board as required under the

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such interest to the Board as required under the preceding paragraphs of this Article and the matter has been approved by the Board at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the director, **supervisor,** chief executive officer (CEO) or other senior management officers concerned. A director, **a supervisor,** chief executive officer (CEO) or other senior management officers of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a connected person of that director, **supervisor,** chief executive officer (CEO) or other senior management officers has an interest.	preceding paragraphs of this Article and the matter has been approved by the Board at a meeting in which he/she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, except where the other party is a bona fide party acting without knowledge of the breach of obligation by the director, chief executive officer (CEO) or other senior management officers concerned. A director, chief executive officer (CEO) or other senior management officers of the Company shall be deemed to have an interest in any contract, transaction or arrangement in which a connected person of that director, chief executive officer (CEO) or other senior management officers has an interest.
Article 208 If a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company gives a written notice to the Board before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents as stipulated in the notice, he/she has an interest in the contract, transaction or arrangement that may subsequently be entered into by the Company, such a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company shall be deemed for the purposes of the preceding articles of this Chapter to have declared his/her interest, insofar as attributable to the scope stated in the notice.	**Article 196** If a director, chief executive officer (CEO) or other senior management officers of the Company gives a written notice to the Board before the conclusion of the contract, transaction or arrangement is first considered by the Company, stating that due to the contents as stipulated in the notice, he/she has an interest in the contract, transaction or arrangement that may subsequently be entered into by the Company, such a director, chief executive officer (CEO) or other senior management officers of the Company shall be deemed for the purposes of the preceding articles of this Chapter to have declared his/her interest, insofar as attributable to the scope stated in the notice.
Article 209 The Company shall not pay taxes in any way on behalf of its directors, **supervisors,** chief executive officer (CEO) or other senior management officers.	**Article 197** The Company shall not pay taxes in any way on behalf of its directors, chief executive officer (CEO) or other senior management officers.
Article 210 The Company shall not directly or indirectly provide a loan or loan guarantee to its directors, **supervisors,** chief executive officer (CEO) or other senior management officers, those of its parent company, or connected persons of the above-mentioned persons.	**Article 198** The Company shall not directly or indirectly provide a loan or loan guarantee to its directors, chief executive officer (CEO) or other senior management officers, those of its parent company, or connected persons of the above-mentioned persons. The preceding paragraph shall not apply to

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The preceding paragraph shall not apply to the following circumstances: (I) The provision by the Company of a loan to or loan guarantee for its subsidiary; (II) The provision of a loan or loan guarantee or other funds by the Company to a director, **supervisors,** chief executive officer (CEO) or other senior management officers of the Company under an employment contract approved by the general meeting, so as to enable him/her to pay the expenses incurred for a purpose in relation to the Company or for the performance of his/her duties to the Company; (III) The provision of a loan or loan guarantee by the Company to the relevant director, **supervisors,** chief executive officer (CEO) or other senior management officers of the Company or to a connected person thereof on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan guarantee.	the following circumstances: (I) The provision by the Company of a loan to or loan guarantee for its subsidiary; (II) The provision of a loan or loan guarantee or other funds by the Company to a director, chief executive officer (CEO) or other senior management officers of the Company under an employment contract approved by the general meeting, so as to enable him/her to pay the expenses incurred for a purpose in relation to the Company or for the performance of his/her duties to the Company; (III) The provision of a loan or loan guarantee by the Company to the relevant director, chief executive officer (CEO) or other senior management officers of the Company or to a connected person thereof on normal commercial terms, if the ordinary business scope of the Company includes the lending of money or the provision of loan guarantee.
Article 212 Loan guarantee provided by the Company in breach of **first paragraph of** Article **210** shall not be enforceable against the Company, unless: (I) when the loan is provided to a connected person of a director, **supervisor,** chief executive officer (CEO) or other senior management officers of the Company or its parent company, and the loan provider is not aware of the circumstances; (II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.	**Article 200** Loan guarantee provided by the Company in breach of the Article **198** shall not be enforceable against the Company, unless: (I) when the loan is provided to a connected person of a director, chief executive officer (CEO) or other senior management officers of the Company or its parent company, and the loan provider is not aware of the circumstances; (II) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.

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Article 214 If a director, **a supervisor,** or other senior management officers of the Company breaches his/her obligations to the Company, the Company shall, in addition to any right and remedy available under laws, administrative regulations and departmental rules, have the right to: (I) require the relevant director, **supervisor,** chief executive officer (CEO) or other senior management officers to compensate for the losses suffered by the Company as a consequence of his/her dereliction of duty; (II) rescind any contract or transaction concluded by the Company with the relevant director, **supervisor,** chief executive officer (CEO) or other senior management officers and any contract or transaction with a third party where such third party is aware or shall be aware that the director, **supervisor,** chief executive officer (CEO) or other senior management officers representing the Company was in breach of his/her obligations to the Company; (III) require the relevant director, **supervisor,** chief executive officer (CEO) or other senior management officers to surrender the gains derived from the breach of his/her obligations; (IV) recover any funds received by the relevant director, **supervisor,** chief executive officer (CEO) or other senior management officers that shall have been received by the Company, including (but not limited to) commissions; (V) require the relevant director, **supervisor,** chief executive officer (CEO) or other senior management officers to return any interest accrued or could have accrued on funds which should have been paid to the	**Article 202** If a director or other senior management officers of the Company breaches his/her obligations to the Company, the Company shall, in addition to any right and remedy available under laws, administrative regulations and departmental rules, have the right to: (I) require the relevant director, chief executive officer (CEO) or other senior management officers to compensate for the losses suffered by the Company as a consequence of his/her dereliction of duty; (II) rescind any contract or transaction concluded by the Company with the relevant director, chief executive officer (CEO) or other senior management officers and any contract or transaction with a third party where such third party is aware or shall be aware that the director, chief executive officer (CEO) or other senior management officers representing the Company was in breach of his/her obligations to the Company; (III) require the relevant director, chief executive officer (CEO) or other senior management officers to surrender the gains derived from the breach of his/her obligations; (IV) recover any funds received by the relevant director, chief executive officer (CEO) or other senior management officers that shall have been received by the Company, including (but not limited to) commissions; (V) require the relevant director, chief executive officer (CEO) or other senior management officers to return any interest accrued or could have accrued on funds which should have been paid to the Company.

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Company.	
Article 215 The Company shall enter into a contract in writing with each director, **supervisor**, chief executive officer (CEO) and other senior management officers containing at least the following provisions: (I) Directors, **supervisors,** chief executive officer (CEO) and other senior management officers undertake to the Company that they will comply with the Company Law, the Special Provisions, the Articles of Association, the Code on Takeovers and Mergers approved (as amended from time to time) by the Securities and Futures Commission of Hong Kong, the Code on Share Repurchases, and other provisions of the Hong Kong Stock Exchange, and agree that the Company will enjoy the remedies provided for in the Articles of Association and that the contract and the post shall not be assignable; (II) The director, **supervisor,** chief executive officer (CEO) and other senior management officers undertakes to the Company that he/she will observe and perform his/her duties to shareholders under these Articles of Association; (III) The arbitration clause stipulated in Article **270** of these Articles of Association.	**Article 203** The Company shall enter into a contract in writing with each director, chief executive officer (CEO) and other senior management officers containing at least the following provisions: (I) Directors, chief executive officer (CEO) and other senior management officers undertake to the Company that they will comply with the Company Law, the Special Provisions, the Articles of Association, the Code on Takeovers and Mergers approved (as amended from time to time) by the Securities and Futures Commission of Hong Kong, the Code on Share Repurchases, and other provisions of the Hong Kong Stock Exchange, and agree that the Company will enjoy the remedies provided for in the Articles of Association and that the contract and the post shall not be assignable; (II) The director, chief executive officer (CEO) and other senior management officers undertakes to the Company that he/she will observe and perform his/her duties to shareholders under these Articles of Association; (III) The arbitration clause stipulated in Article 263 of these Articles of Association.
Article 216 The Company shall enter into a written contract with each director **and supervisor** concerning his/her remuneration with the prior approval of shareholders' general meeting. The above-mentioned remuneration shall include: (I) remuneration in respect of his/her service as a director, **supervisor** or senior management officers of the Company;	**Article 204** The Company shall enter into a written contract with each director concerning his/her remuneration with the prior approval of shareholders' general meeting. The above-mentioned remuneration shall include: (I) remuneration in respect of his/her service as a director or senior management officers of the Company;

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(II) remuneration in respect of his/her service as a director, **supervisor** or senior management officers of the subsidiary of the Company; (III) remuneration in connection with other services he/she provides for the management of the Company or any subsidiary thereof; (IV) funds as compensation for loss of office or retirement for the director **or supervisor.** A director **or supervisor** may not sue the Company for benefits due to him/her on the basis of the above-mentioned matters, except under a contract as mentioned above.	(II) remuneration in respect of his/her service as a director or senior management officers of the subsidiary of the Company; (III) remuneration in connection with other services he/she provides for the management of the Company or any subsidiary thereof; (IV) funds as compensation for loss of office or retirement for the director. A director may not sue the Company for benefits due to him/her on the basis of the above-mentioned matters, except under a contract as mentioned above.
Article 217 The contract for remunerations entered into between the Company and its directors **or supervisors** shall provide that in the event of a takeover of the Company, the directors **and supervisors** shall, subject to the prior approval of the shareholders in the general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means: (I) anyone making a takeover offer to all the shareholders; (II) anyone making a takeover offer with the purpose of making the offeror a controlling shareholder. The definition of controlling shareholders is in line with the definition in the Article **271** of the Articles of Association. If the relevant director **or supervisor** fails to comply with this Article, any fund received by him/her shall belong to the persons who have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in the distribution of such funds on a proportional basis shall be borne by the relevant director **or supervisor** and may not be paid out of such funds.	**Article 205** The contract for remunerations entered into between the Company and its directors shall provide that in the event of a takeover of the Company, the directors shall, subject to the prior approval of the shareholders in the general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means: (I) anyone making a takeover offer to all the shareholders; (II) anyone making a takeover offer with the purpose of making the offeror a controlling shareholder. The definition of controlling shareholders is in line with the definition in the Article 264 of the Articles of Association. If the relevant director fails to comply with this Article, any fund received by him/her shall belong to the persons who have sold their shares as a result of their acceptance of the above-mentioned offer, and the expenses incurred in the distribution of such funds on a proportional basis shall be borne by the relevant director and may not be paid out of such funds.

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Article 224 When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits into the statutory reserve fund. If the accumulated amount of the statutory reserve fund reaches 50% or more of the registered capital, the Company is released from the obligation of withdrawing statutory reserve fund. Where the Company's statutory reserve fund is insufficient to cover the previous year's losses, the Company shall first use the profits of the current year to cover the losses before withholding the statutory reserve fund according to the provisions of the previous paragraph. After the Company withholds the statutory reserve fund from the after-tax profit, it may also withhold optional reserve fund from the after-tax profit upon the resolution of the general meeting. The remaining after-tax profits of the Company after making up the losses and withdrawing the reserve funds may be distributed according to the proportion of shares held by the shareholders. Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the Shareholders before the Company makes up the losses and withholds the statutory reserve fund, the Shareholders must return the profits distributed in violation of the provisions to the Company. The Company's Shares held by the Company shall not participate in the distribution of profits.	**Article 212** When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits into the statutory reserve fund. If the accumulated amount of the statutory reserve fund reaches 50% or more of the registered capital, the Company is released from the obligation of withdrawing statutory reserve fund. Where the Company's statutory reserve fund is insufficient to cover the previous year's losses, the Company shall first use the profits of the current year to cover the losses before withholding the statutory reserve fund according to the provisions of the previous paragraph. After the Company withholds the statutory reserve fund from the after-tax profit, it may also withhold optional reserve fund from the after-tax profit upon the resolution of the general meeting. The remaining after-tax profits of the Company after making up the losses and withdrawing the reserve funds may be distributed according to the proportion of shares held by the shareholders. Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the Shareholders before the Company makes up the losses and withholds the statutory reserve fund, the Shareholders must return the profits distributed in violation of the provisions to the Company. **In case of losses caused to the Company, shareholders and responsible directors and senior management officers shall be liable for compensation.** The Company's Shares held by the Company shall not participate in the distribution of profits.
Article 225 The reserve fund of the Company shall be used to cover the Company's losses, expand its production and operation or to increase its capital. **However, the capital reserve fund shall not be used to cover the loss of the Company. The capital reserve fund consists of the following:**	**Article 213** The reserve fund of the Company shall be used to cover the Company's losses, expand its production and operation or to increase its capital. **For making up the losses of the Company by the reserves, the discretionary reserve and the statutory reserve shall be used first; if the losses still cannot be made up, the capital reserve may be used in accordance with**

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(I) the premium from the issuance of shares in excess of their face value; and (II) other income to be included in the capital reserve fund as stipulated by the competent financial department of the State Council. When the statutory reserve fund is converted into capital, the remaining statutory reserve fund shall be no less than 25% of the registered capital of the Company before the capital increase.	**regulations.** The capital reserve fund consists of the following: (I) the premium from the issuance of shares in excess of their face value; and (II) other income to be included in the capital reserve fund as stipulated by the competent financial department of the State Council. When the statutory reserve fund is converted into capital, the remaining statutory reserve fund shall be no less than 25% of the registered capital of the Company before the capital increase.
Article 229 Decision-making mechanism and procedures for profit distribution of the Company: (I) The policy and proposal for profit distribution of the Company shall be formulated by the Board of Directors; (II) The Board of Directors shall fully discuss with independent non-executive directors and seek for the opinions of shareholders, especially the public shareholders when determining the profit distribution proposal according to the established profit distribution policy. The profit distribution proposal shall provide continuous, stable and reasonable return to all shareholders; The profit distribution proposal should include an explanation for the use of retained undistributed profits, and if the Company's profit distribution proposal does not include a cash dividend, the Board of Directors should provide a special explanation of the specific reasons, the exact use of the Company's retained earnings, the expected investment income and other matters. (III) The Board shall carefully study and	**Article 217** Decision-making mechanism and procedures for profit distribution of the Company: (I) The policy and proposal for profit distribution of the Company shall be formulated by the Board of Directors; (II) The Board of Directors shall fully discuss with independent non-executive directors and seek for the opinions of shareholders, especially the public shareholders when determining the profit distribution proposal according to the established profit distribution policy. The profit distribution proposal shall provide continuous, stable and reasonable return to all shareholders; The profit distribution proposal should include an explanation for the use of retained undistributed profits, and if the Company's profit distribution proposal does not include a cash dividend, the Board of Directors should provide a special explanation of the specific reasons, the exact use of the Company's retained earnings, the expected investment income and other matters. (III) The Board shall carefully study and

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discuss the timing, conditions, and minimum proportion of cash dividend of the Company, conditions for adjustment, and requirements for decision-making procedures, etc. when considering the specific proposal of cash dividend. Independent non-executive directors shall express clear opinions; the Board shall record in detail the advice of the management, key points of the speeches of the directors present at the meeting, opinions of independent non-executive directors, voting results of the Board, etc. and form written minutes to be properly kept as the Company's records. The profit distribution proposal of the Company shall be submitted to the general meeting for consideration only after it has been approved by more than half of all directors and by more than two-thirds of the independent non-executive directors of the Company, and after a special resolution has been formed by the Board of Directors of the Company. In the event that the Company does not make cash dividends due to the circumstances stipulated in this Article, the profit distribution proposal shall be submitted to the general meeting for consideration only after the independent non-executive directors have expressed their opinions and disclosed such opinions.	discuss the timing, conditions, and minimum proportion of cash dividend of the Company, conditions for adjustment, and requirements for decision-making procedures, etc. when considering the specific proposal of cash dividend. Independent non-executive directors shall express clear opinions; the Board shall record in detail the advice of the management, key points of the speeches of the directors present at the meeting, opinions of independent non-executive directors, voting results of the Board, etc. and form written minutes to be properly kept as the Company's records. The profit distribution proposal of the Company shall be submitted to the general meeting for consideration only after it has been approved by more than half of all directors and by more than two-thirds of the independent non-executive directors of the Company, and after a special resolution has been formed by the Board of Directors of the Company. In the event that the Company does not make cash dividends due to the circumstances stipulated in this Article, the profit distribution proposal shall be submitted to the general meeting for consideration only after the independent non-executive directors have expressed their opinions and disclosed such opinions.
(IV) **The Board of Supervisors shall consider the profit distribution proposal prepared or amended by the Board of Directors which shall be approved by at least two-thirds of the Board of Supervisors;** **If the Company makes annual profits but does not propose a cash dividend proposal, the Board of Supervisors shall issue special**	(IV) The Company shall provide various channels including telephone, fax, e-mail and interactive platform, etc., to communicate and interact with shareholders, listen to their suggestions on the Company's dividends, and opinions of the medium and minority shareholders shall be fully heard, with their concern addressed in a timely manner so as to effectively protect the right

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explanations and opinions on the implementation of relevant policies and plans. **The Board of Supervisors shall supervise the implementation of the profit distribution proposal and the shareholder return plan.** (V) The Company shall provide various channels including telephone, fax, e-mail and interactive platform, etc., to communicate and interact with shareholders, listen to their suggestions on the Company's dividends, and opinions of the medium and minority shareholders shall be fully heard, with their concern addressed in a timely manner so as to effectively protect the right of public shareholders to participate in the general meetings. In the event that the Company achieves profitability during the reporting period but the Board of Directors does not make a profit distribution proposal in cash, the Board of Directors shall explain the reasons and the independent non-executive Directors shall express an independent opinion in this regard. In addition to on-site meetings, the Company shall provide shareholders with an online voting platform when convening the general meetings for consideration. The profit distribution proposal shall be passed by more than half of the voting rights held by the Shareholders (including their proxies) present at the general meeting. (**VI**) Changes of profit distribution policy of the Company: 1. The profit distribution policy shall not be changed at will, and the Company shall strictly	of public shareholders to participate in the general meetings. In the event that the Company achieves profitability during the reporting period but the Board of Directors does not make a profit distribution proposal in cash, the Board of Directors shall explain the reasons and the independent non-executive Directors shall express an independent opinion in this regard. In addition to on-site meetings, the Company shall provide shareholders with an online voting platform when convening the general meetings for consideration. The profit distribution proposal shall be passed by more than half of the voting rights held by the Shareholders (including their proxies) present at the general meeting. (**V**) Changes of profit distribution policy of the Company: 1. The profit distribution policy shall not be changed at will, and the Company shall strictly implement the cash dividend policy stipulated in the Articles of Association and the specific proposal of cash dividend considered and approved at the general meeting. 2. If the production and operation of the Company is seriously affected by war, natural disasters and other force majeure or the changes in external operation conditions of the Company, the Company may change its profit distribution policy. 3. The Board of Directors shall, in the process of revising the profit distribution policy, take

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implement the cash dividend policy stipulated in the Articles of Association and the specific proposal of cash dividend considered and approved at the general meeting.	the protection of shareholders' rights and interests as the starting point and fully listen to the opinions of shareholders (especially public shareholders) and independent non-executive directors. In the event that the Board of Directors proposes to adjust or change the profit distribution policy, it shall give detailed arguments and reasons, the independent non-executive directors shall express independent opinions on the proposal to adjust or change the profit distribution policy.
2. If the production and operation of the Company is seriously affected by war, natural disasters and other force majeure or the changes in external operation conditions of the Company, the Company may change its profit distribution policy.	When the Company makes any adjustment to the plan for the use of retained undistributed profits, it shall re-submit the proposal to the Board of Directors and the general meeting for approval, and shall demonstrate and explain in detail the reasons for such adjustment, and the independent non-executive directors shall express their independent opinions in this regard.
3. The Board of Directors shall, in the process of revising the profit distribution policy, take the protection of shareholders' rights and interests as the starting point and fully listen to the opinions of shareholders (especially public shareholders) and independent non-executive directors. In the event that the Board of Directors proposes to adjust or change the profit distribution policy, it shall give detailed arguments and reasons, the independent non-executive directors shall express independent opinions on the proposal to adjust or change the profit distribution policy, **and the Board of Supervisors shall express special opinions on the proposal to adjust or change the profit distribution policy.** When the Company makes any adjustment to the plan for the use of retained undistributed profits, it shall re-submit the proposal to the Board of Directors and the general meeting for approval, and shall demonstrate and explain in	4. If it is really necessary to adjust or change the cash dividend policy determined by the Articles of Association, the conditions stipulated in the Articles of Association shall be met, and the Board of Directors must make a special discussion to give detailed justification, and submit a written justification report to the general meeting for consideration with the approval of more than half of all directors and two-thirds or more of the independent non-executive directors. The report shall be approved by more than two-thirds of the voting rights

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detail the reasons for such adjustment, and the independent non-executive directors shall express their independent opinions in this regard. 4. If it is really necessary to adjust or change the cash dividend policy determined by the Articles of Association, the conditions stipulated in the Articles of Association shall be met, and the Board of Directors must make a special discussion to give detailed justification, and submit a written justification report to the general meeting for consideration with the approval of more than half of all directors and two-thirds or more of the independent non-executive directors. The report shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting. When the general meeting considers the change to the profit distribution policy, the Company must make Internet voting accessible to the shareholders.	held by the shareholders present at the general meeting. When the general meeting considers the change to the profit distribution policy, the Company must make Internet voting accessible to the shareholders.
Article 230 When a resolution is made by the general meeting on the profit distribution proposal, the Board shall complete the dividend (or Share) distribution in two months after the general meeting.	**Article 218 The Company shall complete the dividend (or share) distribution in two months after** a resolution is made by the general meeting **of the Company** on the profit distribution proposal, **or after the Board of the Company formulates a specific plan in accordance with the interim dividend distribution conditions and cap for the following year approved at the annual general meeting.**
Article 234 The Company shall adopt an internal audit system with full time auditors to supervise the internal audits of incomes and expenses as well as the business activities of the	**Article 222 The Company maintains an internal audit system, which specifies the leadership system, responsibilities and authorities, staffing, funding security, use of audit results, and accountability in relation to**

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Company.	**internal audit work.**
Article 235 The internal audit system of the Company and the duties of auditors shall come into effect upon approval of the Board of Directors. **The person in charge of audits shall be accountable and report to the Board of Directors.**	**Article 223** The internal audit system of the Company and the duties of auditors shall come into effect upon approval of the Board of Directors, **and shall be disclosed to the public.**
-	**Article 224 The Company's internal audit institution shall conduct supervision and inspection on matters such as the business activities, risk management, internal control, and financial information of the Company.**
-	**Article 225 The internal audit institution reports to the Board of Directors.** **During the process of supervising and inspecting the business activities, risk management, internal control, and financial information of the Company, the internal audit institution shall be subject to the supervision and guidance of the audit committee. Where the internal audit institution discovers relevant significant issues or leads, it shall immediately report directly to the audit committee.**
-	**Article 226 The specific organization and implementation work of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue the annual internal control evaluation report based on the evaluation report and related materials issued by the internal audit institution and reviewed by the audit committee.**
-	**Article 227 When the audit committee communicates with external audit units such as accounting firms and audit institutions of the State, the internal audit institution shall actively cooperate and provide necessary support and collaboration.**
-	**Article 228 The audit committee shall participate in the performance assessment of the head of internal audit.**

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Article 237 Employing an accounting firm for the Company must be decided by the general meeting. The Board shall not appoint an accounting firm before a general meeting is held, except in circumstances as specified in the Articles of Association.	**Article 230 The appointment** and **removal of** an accounting firm for the Company must be decided by the general meeting. The Board shall not appoint an accounting firm before a general meeting is held, except in circumstances as specified in the Articles of Association.
Article 248 Any notice for convening a meeting of the Board of Supervisors of the Company shall be given by hand, by fax, by mail, or by other means.	***[Deleted]***
Article 255 In the case of a merger, parties to the merger shall execute a merger agreement, and shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within a period of 10 days since the date on which the resolution to proceed with the merger is passed and publish announcements on the merger **in newspaper or by other means** within 30 days. The creditors shall, within 30 days since the date of receiving a written notice or within 45 days since the date of the public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts or to provide a corresponding guarantee.	**Article 247** In the case of a merger, parties to the merger shall execute a merger agreement, and shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within a period of 10 days since the date on which the resolution to proceed with the merger is passed and publish announcements on the merger on **qualified media or the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk) of the Hong Kong Stock Exchange** within 30 days. The creditors shall, within 30 days since the date of receiving a written notice or within 45 days since the date of the public announcement for those who have not received a written notice, be entitled to require the Company to pay off its debts or to provide a corresponding guarantee.
Article 256 If the Company is to be divided, its property shall be divided accordingly. For the division of the Company, a balance sheet and a schedule of assets shall be prepared. The Company shall notify its creditors within a period of ten days since the date on which the resolution to proceed with the division is made and publish announcements on the division **in newspaper or by other means** within 30 days. Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division jointly and severally, except as otherwise stated in the written agreement entered into between creditors and the Company for debt service prior to the division.	**Article 248** If the Company is to be divided, its property shall be divided accordingly. For the division of the Company, a balance sheet and a schedule of assets shall be prepared. The Company shall notify its creditors within a period of ten days since the date on which the resolution to proceed with the division is made and publish announcements on the division **on qualified media or the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk) of the Hong Kong Stock Exchange** within 30 days. Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division jointly and severally, except as otherwise stated in the written agreement entered into between creditors and the Company

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	for debt service prior to the division.
-	**Article 250** If the Company still suffers from losses after making up the losses in accordance with the provisions hereof, it may reduce its registered capital to make up the losses. When reducing registered capital to cover losses, the Company shall not distribute assets to shareholders, nor shall it exempt shareholders from the obligation to pay capital contributions or share subscriptions. When reducing the registered capital in accordance with the preceding paragraph, the provisions of the second paragraph of this Article 250 shall not apply, but announcements shall be made on qualified media or the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk) of the Hong Kong Stock Exchange within 30 days from the date when the general meeting passes the resolution to reduce registered capital. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs of this Article 250, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches fifty percent of the Company's registered capital.
Article 259 For the circumstance in item (I) above, the Company may continue to subsist by amending the Articles of Association. If the Company is dissolved under items (I), (II), and (VI) above, a liquidation committee shall be set up to start liquidation within 15 days from the date of occurrence of the cause for dissolution. The members of such liquidation committee shall be determined by the Board or the general meeting. **If the liquidation committee is not established within the prescribed period, the creditors can submit an application to the People's Court for appointing relevant officers to establish the liquidation committee to carry out the liquidation.** If the Company is dissolved under item (V)	**Article 252** For the circumstance in item (I) above, the Company may continue to subsist by amending the Articles of Association. If the Company is dissolved under items (I), (II), and (VI) above, a liquidation committee shall be set up to start liquidation within 15 days from the date of occurrence of the cause for dissolution. The members of such liquidation committee shall be determined by the Board or the general meeting. If the Company is dissolved under item (V) above, relevant competent authorities shall organize the Shareholders, relevant authorities and relevant professionals to form a liquidation committee to carry out liquidation. Where a Company is declared bankrupt

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above, relevant competent authorities shall organize the Shareholders, relevant authorities and relevant professionals to form a liquidation committee to carry out liquidation. Where a Company is declared bankrupt according to the law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.	according to the law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.
Article 261 The liquidation committee shall exercise the following functions and powers during liquidation: (I) thoroughly examining the assets of the Company and preparing a balance sheet and a schedule of assets respectively; (II) notifying the creditors by a notice or public announcement; (III) handling the outstanding business of the Company in connection with liquidation; (IV) repaying all outstanding tax payment and the tax payment which arise in the course of the liquidation process; (V) clearing up claims and debts; (VI) **dealing with** the remaining assets after full payment of the Company's debts; (VII) participating in civil litigation on behalf of the Company.	**Article 254** The liquidation committee shall exercise the following functions and powers during liquidation: (I) thoroughly examining the assets of the Company and preparing a balance sheet and a schedule of assets respectively; (II) notifying the creditors by a notice or public announcement; (III) handling the outstanding business of the Company in connection with liquidation; (IV) repaying all outstanding tax payment and the tax payment which arise in the course of the liquidation process; (V) clearing up claims and debts; (VI) **distributing** the remaining assets after full payment of the Company's debts; (VII) participating in civil litigation on behalf of the Company.
Article 262 The liquidation committee shall notify the creditors within a period of 10 days since the date it is established, and publish the relevant announcements **in newspaper or other means** within 60 days. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the public announcement, report their creditors' rights to the liquidation committee. When reporting creditors' rights, the	**Article 255** The liquidation committee shall notify the creditors within a period of 10 days since the date it is established, and publish the relevant announcements **on qualified media or the National Enterprise Credit Information Publicity System and the HKEXnews website (www.hkexnews.hk) of the Hong Kong Stock Exchange** within 60 days. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the public announcement, report their creditors' rights to the liquidation

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creditor shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights. In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors.	committee. When reporting creditors' rights, the creditor shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights. In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors.
Article 270 The Company shall abide by the following principles for dispute resolution: (I) If any dispute or claim arises between a shareholder of overseas listed foreign shares and the Company, or between a shareholder of overseas listed foreign shares and a director, **supervisor**, chief executive officer (CEO) or other senior management officer of the Company, or between a shareholder of overseas listed foreign shares and a shareholder of domestic shares, in connection with the rights and obligations relating to the Company's affairs and as regulated by these Articles of Association, the Company Law or other relevant laws, administrative regulations and departmental rules, the parties concerned shall submit the dispute or claim for arbitration. When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons being the Company or shareholders, directors, **supervisors**, chief executive officer (CEO) or other senior management offers of the Company that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall submit to the arbitration. Disputes concerning the definition of Shareholders and the register of Shareholders are not required to be	**Article 263** The Company shall abide by the following principles for dispute resolution: (I) If any dispute or claim arises between a shareholder of overseas listed foreign shares and the Company, or between a shareholder of overseas listed foreign shares and a director, chief executive officer (CEO) or other senior management officer of the Company, or between a shareholder of overseas listed foreign shares and a shareholder of domestic shares, in connection with the rights and obligations relating to the Company's affairs and as regulated by these Articles of Association, the Company Law or other relevant laws, administrative regulations and departmental rules, the parties concerned shall submit the dispute or claim for arbitration. When a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be in its entirety, and all persons being the Company or shareholders, directors, chief executive officer (CEO) or other senior management offers of the Company that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall submit to the arbitration. Disputes concerning the definition of Shareholders and the register of Shareholders are not required to be

Before Amendment	After Amendment
settled by means of arbitration.	settled by means of arbitration.
(II) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Center in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must participate in the arbitration in the arbitration institution selected by the applicant. If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center;	(II) A dispute or claim submitted for arbitration may be arbitrated, at the option of the arbitration applicant, by either China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or Hong Kong International Arbitration Center in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim for arbitration, the other party must participate in the arbitration in the arbitration institution selected by the applicant. If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center;
(III) Unless otherwise prescribed by laws, administrative regulations or departmental rules, the laws of the People's Republic of China shall apply to the settlement by means of arbitration of the disputes or claims referred to in item (I);	(III) Unless otherwise prescribed by laws, administrative regulations or departmental rules, the laws of the People's Republic of China shall apply to the settlement by means of arbitration of the disputes or claims referred to in item (I);
(IV) The award made by the arbitration institution shall be final and binding on all the parties involved;	(IV) The award made by the arbitration institution shall be final and binding on all the parties involved;
(V) The said arbitration agreement is reached between the Directors or Senior management officers and the Company, with the Company representing both itself and each of its Shareholders;	(V) The said arbitration agreement is reached between the Directors or Senior management officers and the Company, with the Company representing both itself and each of its Shareholders;
(VI) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct public hearing and announce the arbitration award.	(VI) Any arbitration submitted shall be deemed as authorizing the arbitration tribunal to conduct public hearing and announce the arbitration award.

Before Amendment	After Amendment
Article 271 Definitions:	**Article 264** Definitions:
(I) Controlling Shareholder shall cover a Shareholder who meets any of the following conditions:	(I) Controlling Shareholder shall cover a Shareholder who meets any of the following conditions:
1. When acting alone or in concert with others, he/she may elect more than half of the Directors;	1. When acting alone or in concert with others, he/she may elect more than half of the Directors;
2. When acting alone or in concert with others, he/she may exercise more than 30% (including 30%) of the voting rights of the Company or may control more than 30% (including 30%) of the voting rights of the Company;	2. When acting alone or in concert with others, he/she may exercise more than 30% (including 30%) of the voting rights of the Company or may control more than 30% (including 30%) of the voting rights of the Company;
3. When acting alone or in concert with others, he/she holds more than 30% (including 30%) of the outstanding shares issued by the Company;	3. When acting alone or in concert with others, he/she holds more than 30% (including 30%) of the outstanding shares issued by the Company;
4. When acting alone or in concert with others, he/she has de facto control over the Company in any other way;	4. When acting alone or in concert with others, he/she has de facto control over the Company in any other way;
5. Circumstances specified in Rule 19A.14 of the Hong Kong Listing Rules.	5. Circumstances specified in Rule 19A.14 of the Hong Kong Listing Rules.
(II) Actual controller means a person who, although not a shareholder of the Company, is able, through investment relationships, agreements or other arrangements, to actually control the conduct of the Company.	(II) Actual controller means a person who, although not a shareholder of the Company, is able, through investment relationships, agreements or other arrangements, to actually control the conduct of the Company.
(III) Affiliation refers to the relationship between the controlling shareholders, actual controllers, directors, **supervisors,** and senior management officers of the Company and the enterprise directly or indirectly controlled by the Company, and other relationships that may lead to the transfer of interests of the Company, provided that the state-controlled	(III) Affiliation refers to the relationship between the controlling shareholders, actual controllers, directors and senior management officers of the Company and the enterprise directly or indirectly controlled by the Company, and other relationships that may lead to the transfer of interests of the Company, provided that the state-controlled enterprises are not

Before Amendment	After Amendment
enterprises are not affiliated because they are controlled by the state.	affiliated because they are controlled by the state.

Except for the proposed amendments mentioned above, other provisions of the Articles of Association remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.