東方電氣股份有限公司
DONGFANG ELECTRIC CO., LTD.

DONGFANG ELECTRIC CORPORATION LIMITED

ARTICLES OF ASSOCIATION

DEC.GF-0001-3

Content

CHAPTER 1 – GENERAL PROVISIONS

1. For the purpose of protecting the legitimate rights and interests of the Company, shareholders, employees and creditors and regulating the organization and operation of the Company, in accordance with the "Company Law of the People's Republic of China" (hereinafter called "the Company Law"), the "Securities Law of the People's Republic of China" (hereinafter called "the Securities Law") and other relevant laws and regulations, these Articles of Association (or the "Articles of Association" or "these Articles") were formulated.

2. This Company (or the "Company") is established as a joint stock company with limited liability under the "Standard Opinion for the Joint Stock Companies", the "Implementation of the Addendum to the "Standard Opinion for the Joint Stock Companies" by Companies Seeking Listing in Hong Kong", other relevant laws and regulations of the PRC.

On 28 December 1993, the Company was established by way of a promotion under the approval of the State Commission for Restructuring the Economic Systems under the document numbered Ti Gai Sheng 1993 No.214. On 28 December 1993, the Company was registered at the Sichuan Province Deyang Municipal Administration for Industries and Commerce and the business licence thereof was obtained. The business licence number is 20511548-5.

Promoter of the Company is: Dongfang Electrical Machinery Works

On 3 May 1994, the Company was reorganized as a public company with the approval of the State Commission for Restructuring the Economic Systems under the document numbered Ti Gai Sheng 1994 No.42. On the same date, the Company was re-registered at the Sichuan Province Deyang Municipal Administration for Industries and Commerce. After the re-registration, the business licence number is 20511548-5.

3. Registered name of the Company: 東方电气股份有限公司 Dongfang Electric Corporation Limited

4. Address of the Company: No. 18 Xixin Road, High-Tech District (Western District), Chengdu, Sichuan Province, PRC.

5. The Company is an independent enterprise legal person in the PRC, governed and protected by laws, regulations and other government provisions of the PRC.

6. The chairperson of the Company's board of directors shall be the legal representative of the Company. If the chairperson who is the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of resignation of the legal representative.

7. The legal consequences of civil activities carried out by the legal representative in the name of the Company shall be borne by the Company. The restrictions on the powers and responsibilities of the legal representative in these Articles of Association or by the shareholders' meeting shall not be opposed by a party acting in good faith. If the legal representative causes damage to others in the performance of his or her duties, the Company shall bear civil liability. After the Company has assumed civil liability, it may seek compensation from the legal representative who is at fault in accordance with the provisions of the law or these Articles of Association.

8. Each shareholder of the Company shall assume liability toward the Company to the extent of the amount of shares held by him. The Company shall be liable for its debts to the extent of all of its properties.

9. The Company is a joint stock company with permanent perpetuality.

10. In accordance with the requirements of the Company Law and the Constitution of the Communist Party of China, an organization of the Communist Party of China shall be established. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.

11. The Company may invest in other enterprises. However, unless it is otherwise provided for by any law, it shall not become a capital contributor that shall bear several and joint liabilities for the debts of the enterprises it invests in.

12. According to the necessity of development in business and subject to the approval of the department authorized by the State Council, the Company may set up branches, offices, joint ventures and cooperative enterprises both in and outside the PRC and in the region of Hong Kong, Macau and Taiwan.

13. From the date of its entry into force, these Articles of Association shall become a legally binding document governing the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders and between shareholders, and shall be binding on the Company, its shareholders, directors, and senior management.

In accordance with these Articles of Association, shareholders may sue shareholders, shareholders may sue the Company's directors and senior management, shareholders may sue the Company, and the Company may sue shareholders, directors, and senior management.

14. The other officers here contained in these Articles includes the President, Senior Vice President, Vice President, Chief Accountant, board secretary and general legal counsel of the Company.

CHAPTER 2 – OBJECTIVES AND SCOPE OF OPERATION

15. The objectives of operation of the Company: to adopt advanced scientific methods of management and flexible operational policies; to make efforts in developing domestic and international markets; to develop the Company into a first-class enterprise in the world in the production of power generating facilities; and to ensure that the shareholders as a whole can receive reasonable economic returns.

16. The legally registered business scope of the Company: manufacture of general equipment(manufacture of boilers and prime movers, boilers and ancillary equipment, steam turbines and auxiliary machine equipment, hydro turbine generator and axillary machine equipment, other prime movers, pumps and similar machinery), steam-power and hydro-power generating equipment for manufacture of electrical machinery and appliance(such as manufacture of electric machinery, generators and generating units and motors), manufacture, sale and R&D of nuclear power generation equipment, wind power generation equipment, power generation equipment of renewable energy sources and spare parts; R&D, manufacture and sale of industry control and automation; R&D, manufacture and sale of environmental protection equipment(denigration, desulphurization, sewage, solid waste), energy-saving equipment and petrochemical container; R&D manufacture and sale of equipment including instruments, general machinery; manufacture and sale of industrial gas; design of power stations, development of full set of technology of equipment for power stations, and sale and service of full set of technology of equipment; scientific research, design, installment, adjustment, trial run, reformation and maintenance services of power stations and its equipment: chief contracting and sub-contracting for overseas power generating equipment, electromechanical and complete projects as well as tender for domestic international projects; export of equipment and materials necessary for the above overseas projects; deployment of staff necessary for the above overseas projects; trade of import and export; commercial service; professional technical service; scientific exchange and service popularization industry; bidding agency; purchase agency (the above business scope excludes legal projects requiring prior approvals and permits by law, regulations and decisions of the State Council). (the above business scope is subject to the approval and recorded by the relevant regulatory authority)

17. The Company shall have the power to provide guarantees, to raise or borrow monies, including (but not limited to) the issue of debentures of the Company and also have the power to charge or mortgage its business, properties and other assets, provided that this complies with the PRC laws and administrative rules.

Subject to the approval by the relevant government authorities, the Company may, when appropriate, modify its investment policies, scope and style of operations according to the local and international market trends, business development requirements in the PRC and the Company's own development capabilities and business requirements.

CHAPTER 3 – SHARES AND REGISTERED CAPITAL

18. The Company's shares are in the form of stock, and the Company shall issue common shares at any time.

The Company may issue other types of shares as needed, subject to the approval of the State Council's authorized approval department. The issuance of the Company's shares shall be conducted in accordance with the principles of openness, fairness, and justice, and each share of the same class shall have equal rights. Shares of the same class issued in the same issuance shall have the same issuance conditions and price, and the subscriber shall pay the same price for each share subscribed.

19. All of the shares issued by the Company is shares with par value of RMB1.00 per share. The A shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

20. With the approval of the securities authority of the State Council, the Company shall issue shares to both domestic and foreign investors.

The foreign investors stated above are the investors, acquiring the shares issued by the Company, in foreign countries and in the region of Hong Kong, Macau and Taiwan. The domestic investors are those acquiring the shares issued by the Company in the PRC, other than those aforesaid areas.

21. The shares issued by the Company to the domestic investors that the subscription monies have to be paid in Renminbi are called domestic-investment shares. The shares issued by the Company to the foreign investors that the subscription monies have to be paid in foreign currency are called foreign-investment shares. The foreign-investment shares listed outside the PRC are called overseas-listed foreign-investment shares.

22. With the approval of the department authorized by the State Council, The Company issued 146,706,300 domestic shares to the promoter after its establishment in 1993, and on 9 April 1994 the Company non-publicly issued 73,293,700 domestic shares to the promoter. With the approval of the securities authority of the State Council, the Company issued 170,000,000 overseas listed foreign shares on 30 May 1994, and issued 60,000,000 domestic shares to the public in the PRC on 4 July 1995. With the approval of the State-owned Assets Supervision and Administration Commission of the State Council, the promoter transferred all 220,000,000 shares of the Company to Dongfang Electric Corporation at nil consideration. Transfer of such shares was completed on 17 February 2006. With the approval of the securities governing authority of the State Council, the Company non-publicly issued 367,000,000 domestic shares to Dongfang Electric Corporation on 7 October 2007, the Company issued 65,000,000 domestic share to public on 26 November 2008, and the Company non-publicly issued 119,930,000 domestic share to eight specific targets including Dongfang Electric Corporation on 1 December 2009, the Company increased 831,930,000 domestic shares by the capital reserve fund to all A shareholders of shareholder extension on 5 July 2010 and increased 170,000,000 foreign shares by the capital reserve fund to all H shareholders on 23 July 2010.

With approval of China Securities Regulatory Committee, the Company publicly issued A share convertible corporate bonds amounting to RMB4,000 million on 10 July 2014. The process of conversion and redemption of all the convertible corporate bonds has been completed in February 2015, thus the Company's shares have changed with an increase in total share capital to 2,336,900,368 shares. The Company's shareholding structure is as follows: the Company has issued 2,336,900,368 ordinary shares, of which 1,996,900,368 are domestic shares, accounting for 85.45% of the total number of shares issued by the Company, and 340,000,000 are overseas-listed foreign shares, accounting for 14.55% of the total number of shares issued by the Company.

With the approval of the China Securities Regulatory Commission, the Company issued 753,903,063 shares to Dongfang Electric Corporation on 12 June 2018 to purchase relevant assets, and the total share capital of the Company increased to 3,090,803,431 shares.

With the approval of authority authorized by the State Council, the Company granted 27,988,699 shares to the participants under the Restricted A Share Incentive Scheme for 2019 on 22 November 2019, and the total share capital of the Company increased to 3,118,792,130 shares; On September 24, 2021, the Company granted 972,000 shares to participants under the reserved portion of the Restricted A Share Incentive Scheme, and the total share capital of the Company increased to 3,119,764,130 shares.

As approved by the shareholders' meeting, the Company repurchased and cancelled certain restricted A shares granted and yet still locked up namely 138,000 shares, 475,000 shares, 150,000 shares, 193,333 shares, 274,000 shares, 1,034,340 shares, 17,334 shares on 5 February 2021, 20 August 2021, 10 March 2022, 14 July 2022, 13 March 2023, 14 March 2024, 23 January 2025, respectively, and the Company's total share capital reduced to 3,117,482,123 shares.

After review and approval by the Shanghai Stock Exchange and registration by the China Securities Regulatory Commission, on 14 April 2025, the Company issued 272,878,203 domestic shares to three specific targets including Dongfang Electric Corporation, and the Company's total share capital increased to 3,390,360,326 shares.

Subject to the approval of the Hong Kong Stock Exchange, the Company issued 68,000,000 overseas listed foreign shares to specific investors on 24 September 2025, and the Company's total share capital increased to 3,458,360,326 shares.

The Company's shareholding structure is as follows: the Company has issued 3,458,360,326 ordinary shares, of which 3,050,360,326 are domestic shares, accounting for 88.20% of the total number of shares issued by the Company, and 408,000,000 are overseas listed foreign shares, accounting for 11.80% of the total number of shares issued by the Company.

23. Dividends or other distributions payable on domestic-investment shares of the Company shall be calculated and paid in Renminbi. Whereas the Company makes payments of dividends or other payments to the overseas-listed foreign-investment shareholders, such payments shall be calculated and declared in Renminbi and paid in foreign currencies. The remittance of the balance of the share capital fund in foreign currencies raised by the Company and the payments of dividends and other payments in foreign currencies made by the Company to the shareholders shall be made pursuant to the provisions regarding the regulation on foreign exchange of the PRC.

24. In accordance with the relevant provisions of the laws and regulations, the shares of the Company shall be sold, acquired, transferred, bestowed, inherited and pledged.

Any transfer of the shares of the Company must be registered with the share registrar of the Company.

25. The Company or its subsidiaries (including affiliated companies) shall not provide financial assistance in the form of gifts, advance payments, guarantees, loans, etc. to others to acquire shares of the Company or its parent company, except for the implementation of employee stock ownership plans by the Company.

For the benefit of the Company, upon passed the resolution of the shareholders' meeting or the board of directors in accordance with these Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance to others to acquire shares of the Company or its parent company, but the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. The resolution of the board of directors shall be passed by more than two-thirds of all directors.

26. The Company may not accept taking the shares of the Company as subject matter of a pledge.

27. The shares issued before the Company publicly issues shares shall not be transferred within 1 year from the day when the shares of the Company get listed and are traded in a stock exchange. If laws, administrative regulations, or securities regulatory authorities of the State Council have other provisions on the transfer of shares of the Company held by shareholders and de facto controllers of listed companies, such provisions shall prevail.

The directors and senior management of the Company shall declare to the Company the shares held by them and the changes thereof. During the term of office, the shares transferred by any of them each year shall not exceed 25% of the total number of shares of the Company held as determined upon their appointment. The shares of the Company held by the aforesaid persons shall not be transferred within 1 year from the day when the shares of the Company get listed and are traded in a stock exchange. Within 6 months after any of the aforesaid persons is removed from his/her post, he/she shall not transfer the shares of the Company he/she holds.

Trading of shares of the same class of the Company by the Directors and Senior Management of the Company during their term of office shall be reported to the Shanghai Stock Exchange for filling in advance as required by the relevant regulations; any change in their shareholdings in the Company shall be reported to the Company immediately and be announced on the website of the Shanghai Stock Exchange by the Company.

Where shares are pledged within the restricted transfer period specified by laws and administrative regulations, the pledgee may not exercise the pledge during the restricted transfer period.

28. Where any director, senior management of the Company or any shareholder who holds more than 5% of the shares of the Company, sells the shares of the Company or other securities with an equity nature as held within 6 months after purchase, or purchases any shares as held within 6 months after sale, the proceeds as generated therefrom shall be incorporated into the profits of the Company. The board of directors of the Company shall take back the proceeds. However, where a securities company holds more than 5% of the shares of the Company, as a result of undertaking of the residual shares, and other circumstances stipulated by the China Securities Regulatory Commission are excluded.

Shares or other securities with an equity nature held by directors, senior management and natural person shareholders referred to in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents, children and under accounts of other persons.

Where the board of directors of the Company fails to act in accordance with the provisions set out in the preceding paragraph, the shareholders have the right to require the board of directors to act accordingly within 30 days. Where the board of directors of the Company fails to act in accordance with such provisions within the aforesaid term, the shareholders shall have the right to directly file a lawsuit with the People's Court in their own names for the interests of the Company.

Where the board of directors of the Company fails to act according to the provisions as set out in paragraph 1, the directors in charge shall bear several and joint liabilities according to law.

29. The domestic-investment shares of the Company shall be listed in the PRC Shanghai Stock Exchange.

The overseas-listed foreign-investment shares of the Company shall be listed on the Hong Kong Stock Exchange.

30. The registered capital of the Company is Renminbi 3,458,360,326.

31. The Company may, based on its operational and development requirements, in accordance with the relevant provisions of the laws and regulations, and subject to the resolutions passed on the shareholders' meeting, increase its share capital in the following ways:

(1) Issuing shares to unspecified parties;

(2) Issuing shares to specified parties;

(3) Bonus issues of shares to the existing shareholders;

(4) Conversion of the surplus reserve into capital;

(5) Other methods pursuant to the laws and administrative regulations and regulated by the China Securities Regulatory Commission.

CHAPTER 4 – SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section 1 Shareholders

32. The shareholders of the Company are persons who hold shares of the Company in accordance with the law and whose names (business names) are registered in the register of members. The Company shall establish a register of members based on the certificates provided by the securities registration and settlement institution. The Company shall formulate a register of members and keep therein, which shall record the following matters:

(1) the names and addresses (residence) for by shareholders;

(2) the type and number of shares subscribed for by each shareholder;

(3) if shares are issued in paper form, the number of the shares;

(4) the date on which each shareholder acquired the shares.

Unless there is proof to the contrary, the register of members shall be sufficient evidence of the shareholdings in the Company of a shareholder.

33. Register of members The Hong Kong branch register must be available for inspection by shareholders.

34. A controlling shareholder refers to a shareholder whose shares represent more than 50% of the total share capital of a limited liability company, or a shareholder with shareholding ratio less than 50%, but the voting rights of the shares held by such shareholder are sufficient to have a significant impact on the resolutions of the general meeting.

A de facto controller means a natural person, legal person or unincorporated organization through investment relationships, agreements, or other arrangements, may actually control the activities of the Company.

The controlling shareholders and de facto controllers of the Company shall exercise their rights, perform their obligations, and protect the interests of the listed company in accordance with the provisions of laws, administrative regulations, and the China Securities Regulatory Commission and stock exchanges.

In case that the Company finds its shareholder, controlling shareholder, the de facto controller and their connected parties misappropriating the Company's assets (capital), the Company shall through judicial procedures immediately freeze their shares of the Company or the assets they owned. Should they fail to repay the misappropriation amount by cash, their shareholdings or assets shall be liquidated by way of legal procedures for repayment of the assets (capital) of the Company that they misappropriated. Directors and senior management of the Company are required to duly perform their duties to safeguard the assets (capital) of listed company. In case that the Company finds directors and senior management assisting in or conniving at controlling shareholder and its subsidiaries misappropriating the Company's assets (capital), the board of directors shall, according to circumstances, impose penalty against the person who is directly responsible and submit a proposal to general meeting to remove the director(s) who are grossly responsible.

35. The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(1) Exercise shareholder rights in accordance with the law, and not abuse control rights or use related party relationships to damage the legitimate rights and interests of the Company or other shareholders;

(2) Strictly fulfill the public statements and commitments made, and not change or waive them without authorization;

(3) Strictly fulfill information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company in information disclosure, and promptly notify the Company of any major events that have occurred or are about to occur;

(4) Prohibit the use of the Company's funds in any way;

(5) Prohibit the Company and relevant personnel from providing guarantees in violation of laws and regulations through coercion, instruction, or demand;

(6) Prohibit the use of the Company's undisclosed material information to seek benefits, disclose undisclosed material information related to the Company in any way, or engage in illegal activities such as insider dealing, short-term trading, and market manipulation;

(7) Prohibit the use of unfair related party transactions, profit distribution, asset restructuring, external investment, or any other means to damage the legitimate rights and interests of the Company and other shareholders;

(8) Ensure the integrity of the Company's assets, the independence of its personnel, finances, institutions, and business, and shall not affect the independence of the Company in any way;

(9) Comply with laws, administrative regulations, China Securities Regulatory Commission regulations, securities exchange business rules, and other provisions of these Articles of Association.

If the controlling shareholder or de facto controller of the Company instructs a director or senior management to engage in acts that harm the interests of the Company or its shareholders, they shall bear joint and several liability with such director or senior management.

36. When the controlling shareholder or de facto controller pledges the Company's shares held or actually controlled by it, it shall maintain the Company's control and the stability of its production and operation.

37. When the controlling shareholder or de facto controller transfers its shares held in the Company, it shall comply with the restrictive provisions on share transfer in laws, administrative regulations, and the provisions of the China Securities Regulatory Commission and the stock exchange, as well as its commitments on restricting share transfer.

38. All the fully paid overseas-listed foreign-investment shares listed in Hong Kong shall be freely transferred pursuant to these Articles. However, the board of directors may refuse to recognize any transfer instruments without assigning any reason thereof unless the same satisfies the following:

(1) a payment of HK$2 or a higher charge as consented by Hong Kong Stock Exchange has been made to the Company for the purpose of registration of any instrument of transfer or other documents related to or affecting the ownership of any shares;

(2) the instrument of transfer only involves overseas-listed foreign-investment shares listed in Hong Kong;

(3) the stamp duty on the instrument of transfer has been paid;

(4) the respective share certificates and other supporting documents evidencing the transfer of such shares reasonably required by the board of directors have been produced;

(5) if the shares shall be transferred to joint holders, the number of joint holders shall not exceed 4;

(6) the Company has no lien over the relevant shares.

39. Where the relevant laws and regulations and the listing rules of the stock exchange stipulate the period of closure of register of members before convening the general meeting or the record date set by the Company for the purpose of distribution of dividends, those provisions shall prevail.

40. Where the Company decides to convene general meetings, distribute dividends, liquidate or carry out other activities necessary for the ascertainment of shareholdings, the board of directors or the convener of the general meeting shall determine the date of record for share registration, and shareholders registered after the close of trading on the date of record shall be the shareholders entitled to the relevant rights and interests.

Section 2 Rights and obligation of Shareholders

41. Shareholders are entitled to rights and assume obligations in accordance with the type and proportion of shares they hold. Shareholders holding the same type of shares shall enjoy the same rights and assume the same obligations.

42. A holder of ordinary shares of the Company shall have the following rights:

(1) to receive dividends and other distributions in proportion to the number of shares held;

(2) to request, convene, preside over, attend or appoint a proxy to attend general meetings and to exercise corresponding rights to vote;

(3) to supervise the operation of the Company and to make any suggestions or inquiries in relation thereof;

(4) to transfer, donate, or pledge their shares in accordance with the relevant laws, administrative rules and these Articles;

(5) to inspect and copy the Company's articles of association, register of members, minutes of general meetings, resolutions of the board of directors, and financial accounting reports; shareholders who have held more than 3% of the Company's shares for more than 180 consecutive days, either individually or in aggregate, may request to inspect the Company's accounting books and accounting vouchers; shareholders may request to inspect and copy relevant materials of the Company's wholly-owned subsidiaries in accordance with the provisions of this paragraph;

(6) in the event of the cessation or liquidation of the Company, to share in the distribution of surplus assets of the Company pro rata the number of shares held;

(7) a shareholder, who votes against the resolution at the general meeting in relation to the merger and split-up of the Company, may request the Company to purchase his shares;

(8) any other rights conferred by the laws, administrative rules and these Articles.

43. Shareholders who request to inspect or copy relevant materials of the Company shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law. Shareholders who request to inspect the Company's accounting books and accounting vouchers shall submit a written request to the Company, stating the purpose and providing written documents proving the type and number of shares held in the Company. After verifying the identity of the shareholders, the Company shall provide the materials in accordance with the shareholders' requests. If the Company has reasonable grounds to believe that the shareholder's purpose in inspecting the accounting books and accounting vouchers is improper and may harm the legitimate interests of the Company, it may refuse to provide access and shall respond to the shareholder in writing within 15 days from the date of the shareholder's written request, stating the reasons.

44. If a resolution of a general meeting or a meeting of the board of directors is in violation of any law, administrative regulation, the shareholders are entitled to request the People's Court to invalidate it.

If the procedures for calling a general meeting, or meeting of the board of directors, or the way of voting, is in violation of any law, administrative regulation or these Articles, or if a resolution is in violation of these Articles, the shareholders may, within 60 days from the day when the resolution is made, request the People's Court to revoke it. However, this does not apply if the procedures for convening the general meeting or board of directors' meeting, or the voting methods, only have minor defects that do not substantially affect the resolution.

If the board of directors, shareholders, or other relevant parties dispute the validity of a resolution of the general meeting, they shall file a lawsuit with the People's Court in a timely manner. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management shall perform their duties effectively to ensure the normal operation of the Company.

Where the People's Court makes a judgment or ruling on the relevant matters, the company shall perform its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, and the stock exchange, fully explain the impact, and actively cooperate in the enforcement after the judgment or ruling takes effect. Where it involves the correction of previous matters, it shall be handled in a timely manner and the corresponding information disclosure obligations shall be performed.

45. In any of the following circumstances, the resolutions of the general meeting or board of directors of the Company shall be invalid:

(1) No general meeting or board of directors' meeting was held to make the resolution;

(2) The general meeting or board of directors' meeting did not vote on the matters to be resolved;

(3) The number of persons attending the meeting or the number of voting rights held did not reach the number of persons or the number of voting rights specified in the Company Law or these Articles of Association;

(4) The number of persons agreeing to the resolution or the number of voting rights held did not reach the number of persons or the number of voting rights specified in the Company Law or these Articles of Association.

46. Where any director or senior manager other than members of the audit and risk committee violates any law, administrative regulation, or these Articles during the course of performing his/her duties, if any loss is caused to the Company, the shareholder(s) of the Company individually or jointly holding 1% or more of the total shares of the Company for a period of 180 days or more may request in writing the audit and risk committee to initiate a lawsuit in the People's Court. Where any member of the audit and risk committee violates any law, administrative regulation, or these Articles during the course of performing his/her duties, if any loss is caused to the Company, the shareholders may request in writing the board of directors to initiate a lawsuit in the People's Court.

If the audit and risk committee or the board of directors refuses to lodge a lawsuit after it receives a written request as mentioned in the preceding paragraph, or if it fails to initiate a lawsuit within 30 days after it receives the request, or if, in an emergency, the failure to lodge an action immediately will cause unrecoverable damage to the interests of the Company, the shareholder(s) as listed in the preceding paragraph may, on their own behalf and in their name, directly lodge a lawsuit in the People's Court.

If the legitimate rights and interests of the Company are impaired and any losses are caused to the Company, the shareholders as mentioned in the first paragraph may initiate a lawsuit in the People's Court according to the provisions of the preceding two paragraphs.

If the directors, senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or these Articles in the performance of their duties, causing losses to the Company, or if others infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company, causing losses, shareholders who have held, individually or in aggregate, more than 1% of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing the audit committee or board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or file a lawsuit directly with the People's Court in their own name.

47. If any director or senior management damages the shareholders' interests by violating any law, administrative regulation, or these Articles, the shareholders may lodge a lawsuit in the People's Court.

48. The holders of ordinary shares of the Company shall undertake the following obligations:

(1) to comply with the laws, administrative regulations and these Articles;

(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(3) none of the shareholders may prejudice any of the interests of the Company or of other shareholders by abusing the shareholder's rights, or prejudice the interests of any creditor of the Company by abusing the independent status of legal person or the shareholder's limited liabilities.

(4) except as provided by laws and regulations, not withdraw their share capital.

Where a shareholder of the Company abuses its shareholder rights and causes losses to the Company or other shareholders, it shall bear liability for compensation in accordance with the law.

Where a shareholder of the Company abuses the independent legal personality of the Company and the limited liability of shareholders to evade debts and seriously damages the interests of the Company's creditors, it shall bear joint and several liability for the debts of the Company.

Where shareholders use two or more companies under their control to commit the acts specified in the preceding paragraph, each company shall bear joint and several liability for the debts of any one company.

(5) other obligations imposed by the laws, administrative rules and these Articles.

49. Shareholders holding more than 5% shares of the Company, their concert parties and de facto controllers shall inform the Company of their relationships to the Company; and the Company shall report such relationships to the Shanghai Stock Exchange for filling as required. The above-mentioned related party refers to the relationship between the Company's controlling shareholders, de facto controllers, directors, senior management and the enterprises they directly or indirectly control, as well as other relationships that may result in the transfer of the Company's interests. However, state-controlled enterprises are not considered to be related parties solely because they are both state-controlled.

Section 3 General meeting

50. The general meeting of the Company shall be composed of all shareholders. The general meeting shall be the authority of the Company and shall exercise its powers in accordance with the law.

51. The general meeting shall perform the following functions:

(1) to elect and replace directors who are non-employee representatives and to determine the matters relating to remuneration of the directors;

(2) to consider and approve the report of directors;

(3) to consider and approve the plans for profit distribution and plans for losses settlement of the Company;

(4) to resolve for the increase or reduction of the registered share capital of the Company;

(5) to resolve for the matters relating to amalgamation, division, dissolution and liquidation or change in company form of the Company;

(6) to resolve for the issue of debentures of the Company;

(7) to resolve for the appointment, or removal of the accountants firm who undertakes the audit of the Company;

(8) to amend the Articles of Association;

(9) to consider and approve the guarantees provided in the Article 53 to these Articles of Association;

(10) to consider and approve the purchases or sales of any material asset of the Company, the amount of which exceeds 30% of its latest audited total assets;

(11) to consider and approve the change in the use of the proceeds from fund raising;

(12) to consider and approve the share incentive plan and employee stock ownership scheme;

(13) to consider the provisional motion put forward by the shareholders individually or collectively holding more than 1% of shares of the Company;

(14) general meeting may authorise or delegate the board of directors to deal with those matters that the board of directors is authorised or delegated to deal with;

(15) to determine other matters required by the laws, administrative rules and the Articles of Association to be resolved at a general meeting.

The general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

52. Except in special circumstances such as a crisis, the Company shall not enter into any contract with any person other than a director, senior management whereby such person undertakes the management and administration of the whole or any substantial part of any business of the Company without the approval by special resolution of shareholders at general meeting.

53. The following external guarantees provided by the Company shall be subject to the consideration and approval at the general meeting:

(1) Any guarantee as provided after the total amount of guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the latest audited net assets;

(2) Any guarantee provided when the aggregate amount of external guarantees provided by the Company has reached or exceeded 30% of the latest audited total asset value of the Company;

(3) Any guarantee provided to others after the total amount of guarantee provide by the Company within one year has exceeded 30% of the Company’s latest audited total assets;

(4) A guarantee as provided to a guaranteed party whose asset-liability ratio is higher than 70%;

(5) A guarantee, the amount of which exceeds 10% of the latest audited net asset;

(6) A guarantee as provided to the shareholder, de facto controller or the connected party;

54. External investment (including trust asset management and investment in subsidiaries) meet the following standards shall be submitted to the general meetings for consideration; save as aforesaid, such investment shall be considered and determined by the Board:

(1) Total assets (book value or assessed value, whichever is higher) involved in the transactions exceed 30% of the latest audited total assets of the Company;

(2) The consideration (including liabilities and expenses) exceed 50% of the latest audited net assets of the Company and the absolute amount exceeds RMB50 million;

(3) Profit of the transaction exceeds 50% of the audited net profit of the Company of the most recent accounting year, and the absolute amount exceeds RMB50 million;

(4) The operating revenue of the most recent accounting year generated by the target (such as equity) of the transaction exceeds 50% of the audited operating revenue of the Company of the most recent accounting year, and the absolute amount exceeds RMB5 million;

(5) The net profit of the most recent accounting year generated by the target (such as equity) of the transaction exceeds 50% of the audited net profit of the Company of the most recent accounting year, and the absolute amount exceeds RMB50 million.

(6) The net profit of the transaction target (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds 5 million.

Should any of the aforesaid figures is negative, its absolute value shall be adopted for the purpose of calculation.

In case of trust asset management, if it is difficult to perform the review procedures and disclosure obligations for each investment transaction due to the frequency of transactions and time requirements, etc., it may make reasonable estimates of the investment scope, amount, and term, calculate the proportion of the amount to the net assets, and submit it to the general meeting for review in accordance with the provisions of the second paragraph of this article. The period of use of the relevant amount shall not exceed 12 months, and the transaction amount at any point in time during the period (including the relevant amount of reinvestment of the proceeds of the aforementioned investment) shall not exceed the investment amount.

Save for trust asset management, other external investment of the same category shall be calculated on an accumulative basis in 12 consecutive months. Those that have been submitted to the general meeting for consideration in accordance with this Article shall no longer be included in the relevant cumulative calculation.

55. General meetings shall be classified as annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings shall be convened once every year and shall be held within six months after the previous financial year end.

Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two months:

(1) the number of directors is less than the number prescribed by the Company Law or less than two-third of the number required in these Articles;

(2) the losses of the Company which has not been made up amount to one-third of the total amount of its paid up share capital;

(3) upon the requisition in writing of shareholders individually or collectively holding more than 10% of shares of the Company;

(4) when the directors think necessary or the audit and risk committee propose to convene;

(5) other circumstances as specified in the laws, administrative regulations, department rules and these Articles.

56. The board of directors shall convene a general meeting in a timely manner within the prescribed time limit. With the consent of more than half of all independent directors, an independent director has the right to propose the board of directors to convene an extraordinary general meeting. In respect to the proposal of the independent director for convening an extraordinary general meeting, the board of directors shall, in accordance with the laws, administrative regulations and these Articles, give a written reply on whether to convene the extraordinary general meeting or not within 10 days upon receipt of the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall send out a notice of the extraordinary general meeting within 5 days after the resolution of the board of directors has been passed. If the board of directors does not agree to convene an extraordinary general meeting, it shall provide the reasons and make an announcement.

57. The audit and risk committee propose the board of directors to convene an extraordinary general meeting, and shall put forward the proposal to the board of directors in written form. The board of directors shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply on whether to convene an extraordinary general meeting or not within 10 days upon receipt of the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it shall send out a notice of the extraordinary general meeting within 5 days after the resolution of the board of directors is made; if it makes any change to the original proposal in the notice, it shall obtain the consent of the audit and risk committee.

If the board of directors does not agree to convene an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be regarded that the board of directors is not able or fails to perform the duty of convening an extraordinary general meeting, and the audit and risk committee may convene and preside over the extraordinary general meeting by itself.

58. Shareholders individually or jointly holding 10% or more of the Company's total shares who request to convene an extraordinary general meeting or a class general meeting shall sign one or more written requests of the same form and contents and submit it/them to the board of directors, and put forward the agenda of the meeting and the proposal with complete contents. The board of directors shall, in accordance with the laws, administrative regulations and these Articles, give a written reply on whether to convene an extraordinary general meeting or a class general meeting or not within 10 days upon receipt of the proposal. The aforesaid amount of the shares held by the shareholders is calculated on the date of the written proposal is put forwarded by the shareholders.

If the board of directors agrees to convene an extraordinary general meeting, it shall send out a notice within 5 days after the resolution of the board of directors is made; if it makes any change to the original proposal in the notice, it shall obtain the consent of the relevant shareholders.

If the board of directors does not agree to convene an extraordinary general meeting or fails to give feedback within 10 days upon receipt of the proposal, the shareholders who individually or jointly hold 10% or more of the Company’s issued shares shall have the right to propose the audit and risk committee to convene an extraordinary general meeting, but shall put forward the request to the audit and risk committee in written form.

If the audit and risk committee agrees to convene an extraordinary general meeting, it shall send out a notice within 5 days upon receipt of the request; if it makes any change to the original proposal in the notice, it shall obtain the consent of the relevant shareholders.

If the audit and risk committee fails to send out a notice of the general meeting within the prescribed time limit, it shall be deemed that the audit and risk committee will not convene or preside over the meeting, and the shareholders who individually or jointly hold 10% or more of the Company’s issued shares for a consecutive 90 or more days may convene and preside over the meeting by themselves. The procedures of convening the meeting shall be same with that of convening the general meeting by the board of directors, and the place of the meeting shall be at the domicile of the Company.

59. Where the audit and risk committee or shareholders decide(s) to convene the general meeting by itself/themselves, it/they shall send out a written notice to the board of directors, and shall put on the records of the stock exchange.

Before the resolution of the general meeting is announced, the proportion of shares held by the convening shareholders shall not be less than 10%.

The audit and risk committee or shareholders that convene the meeting shall, when circulating a notice of meeting and making an announcement on the resolution of a general meeting, submit the relevant certification materials to the stock exchange.

60. In respect of the general meeting convened by the audit and risk committee or shareholders on its/their own initiative, the board of directors and its secretary shall show cooperation. The board of directors shall provide the register of members on the date of equity registration.

61. The necessary expenses for convening the general meeting by the audit and risk committee or shareholders shall be borne by the Company.

62. The contents of a proposal shall fall within the function exercised by the general meeting, shall have definite agenda and specific matters for resolution, and shall be in compliance with the laws, administrative regulations and these Articles.

63. When the Company convenes a general meeting, the board of directors, the audit and risk committee and the shareholders individually or jointly holding 1% or more shares of the Company is/are entitled to make proposals to the Company.

The shareholders individually or jointly hold 1% or more of the shares of the Company may put forward a temporary proposal and submit it to the convener in written form within 10 days before the meeting is held. The convener shall issue a supplementary notice of the meeting and announce the contents of the temporary proposal within 2 days upon receipt of the aforesaid proposal, and submit the temporary proposal to the shareholders' meeting for consideration, except where the temporary proposal violates the provisions of laws, administrative regulations, or the Company's Articles of Association, or does not fall within the scope of authority of the general meeting.

Unless it is prescribed by the preceding paragraph, the convener, after sending out a notice of a shareholders' meeting, shall not amend the proposal as mentioned in the aforesaid notice or add any new proposal.

The general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice of the shareholders' meeting or that is inconsistent with Article 62 of these Articles.

64. The Company will notify all shareholders by announcement 20 days before the date of the annual general meeting, and will notify all shareholders by announcement 15 days before the date of the extraordinary general meeting. The aforesaid notice convening a general meeting shall include:

(1) designated place, duration and time of the meeting, and the record date for shareholders entitled to attend the general meeting;

(2) state the business and proposal to be transacted at the meeting;

(3) a clear statement that: Shareholders entitled to attend and vote may authorize a written proxy to attend the meeting and vote on their behalf, and such proxy need not be a shareholder;

(4) specify the time and place for lodging proxy forms and written replies for attending the general meeting; the name and telephone number of the permanent contact person for meeting arrangements; and the time and procedures for voting via the internet or by other means.

65. Any accidental neglection to give a notice of meeting to or the non-receipt of the notice of a meeting by any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at such meeting.

66. After a notice of general meeting is given, the general meeting shall not be postponed or cancelled, and the proposals set out in the notice of general meeting shall not be cancelled, without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.

After a notice of a general meeting is given, the venue of the live conference of the general meeting shall not be changed. In case of actual needs to change, the convener shall make an announcement and explain the reasons at least 2 working days prior to the date of the live conference.

A general meeting may not decide on matters not specified in the notice.

67. Any shareholder entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy to attend and vote instead of him/her.

Hong Kong Securities Clearing Company Limited shall have the right to appoint representatives or company representatives to attend the issuer's general meetings and creditors' meetings, and such representatives or company representatives shall enjoy the same statutory rights as other shareholders, including the right to speak and vote.

68. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing; if the appointer is a body corporate, the same shall be affixed with the seal of such body corporate.

69. The instrument appointing a proxy shall be deposited not less than 24 hours before the time for holding the meeting or the time designated for voting at the registered address of the Company or such other places as specified in the notice convening the meeting. If such instrument is signed by a person authorized by the appointer, the power of attorney and other instrument of authority shall be notarially certified. Such power of attorney and other instrument of authority so notarially certified together with the instrument appointing a proxy shall be deposited at the registered address of the Company or at such other places as specified in the notice convening the meeting.

70. Individual shareholders attending the meeting in person shall present their valid identity card or other valid identification documents or proof of identity; if attending on behalf of another person, they shall present their valid identity documents and a power of attorney from the shareholder.

Legal person shareholders shall be represented at the meeting by their legal representative or an agent authorized by the legal representative. If the legal representative attends the meeting, they shall present their own identity card and valid proof of their legal representative status; if an agent attends the meeting, the agent shall present their own identity card and a written power of attorney issued by the legal representative of the legal person shareholder in accordance with the law.

71. Any form issued to a shareholder by the board of directors of the Company for appointing a proxy shall be in such form that enables the shareholder, according to his/her intention, to instruct the proxy to vote in favour of or against each resolution to be transacted at the meeting. Such a form shall contain a statement that in absence of any instructions the proxy may vote as he/her thinks fit.

72. The board of directors, independent directors and shareholders holding 1% shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission may openly solicit shareholders' voting rights. The collection of such proxy shall be without consideration and sufficient information regarding voting intention shall be disclosed to the proxy. Except for statutory conditions, the company shall not propose a minimum shareholding limit for the solicitation of voting rights.

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

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

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

74. A shareholder (including proxy of the shareholder) may exercise voting rights in proportion to the number of shares carrying voting rights represented by him/her and one share shall have one vote.

When the general meeting deliberates on major matters that affect the interests of small and medium-sized investors, the votes of small and medium-sized investors shall be counted separately. The results of the separate vote shall be disclosed in a timely manner.

The Company has no voting right for the shares it holds, and such shares shall not be included in the total amount of shares with voting right of the shareholders who attend the general meeting.

75. The shareholder interested in the connected transaction shall abstain from voting and shall not be counted towards the total number of shares carrying voting rights at the general meeting.

Where any shareholder is, under Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

76. The following matters shall be passed by an ordinary resolution at a general meeting:

(1) the working reports of the board of directors;

(2) plans formulated by the board of directors for distribution of profits and for making up losses;

(3) appointment and removal of the members of the board of directors, their remuneration and method of payment;

(4) other matters not required by the laws and administrative rules or by these Articles to be passed by special resolution.

77. The following matters shall be passed by a special resolution at a general meeting:

(1) increase and reduction of share capital of the Company;

(2) the division, spin-off, amalgamation, dissolution and liquidation of the Company;

(3) amendments to these Articles;

(4) purchase or sale of any material asset or providing a guarantee to others by the Company within one year, the amount of which exceeds 30% of its latest audited total assets;

(5) share incentive plan;

(6) matters stipulated by laws, administrative regulations or these Articles of Association, as well as other matter which will have material effect on the Company, if it is passed by an ordinary resolution, is required to be passed by a special resolution.

78. The venue that the Company convenes the general meeting shall be the residence of the Company. A meeting venue shall be set up for the general meeting which shall be held in the form of an on-site meeting. The Company shall provide convenience for the shareholders by the provision of a network-based voting.

In addition to holding a physical meeting at the venue designated by the Company, the general meeting may also be held by electronic communication, allowing shareholders to attend the general meeting virtually through technological means.

No undisclosed significant events shall be announced or divulged to shareholders on the general meetings.

79. General meetings shall be presided over by the chairperson of the board of directors. If the chairperson of the board of directors is unable to perform his/her duties or fails to perform his/her duties, the vice chairperson (if the Company has two or more vice chairpersons, the vice chairperson jointly recommended by more than half of the directors) shall preside. If the vice chairperson is unable to perform his/her duties or fails to perform his/her duties, one director jointly recommended by more than half of the directors shall preside.

General meetings convened by the audit and risk committee shall be presided over by the convener of the audit and risk committee. If the convener of the audit and risk committee is unable to perform his or her duties or fails to perform his or her duties, the meeting shall be presided over by a member of the audit and risk committee jointly recommended by more than half of the members of the audit and risk committee. General meetings convened by the shareholders themselves shall be presided over by the convener or his or her representative.

If the chairperson of a general meeting violates the rules of procedure and renders the meeting unable to continue, the general meeting may, with the consent of shareholders holding more than half of the voting rights present at the meeting, elect one person to serve as the chairperson and continue the meeting.

80. Minutes shall be prepared for the general meeting. The contents of the minutes shall contain:

(1) date, place, agenda and name of convener of the meeting;

(2) names of person who presided over the meeting and the directors and senior management attending or present at the meeting;

(3) the number of shareholders and proxies attending the meeting, the total number of Shares carrying voting rights and its percentage in the total issued capital of the Company;

(4) the process of each proposal, the main points of the speech and the voting points of the speech and the voting results;

(5) the questions raised by the shareholders and the relevant reply or content of explanation by the board of directors; and

(6) name of attorneys, vote counters and scrutineers;

(7) any other business should be contained in the minutes in accordance with these Articles.

81. The Company shall formulate rules of procedure for general meetings, which shall be approved by the general meeting and attached to the Articles of Association as Annex I.

CHAPTER 5 – SPECIAL PROCEDURES FOR VOTING OF CLASS SHAREHOLDERS

82. The shareholders holding different classes of shares are known as class shareholders.

The class shareholders shall have the rights and shall undertake the obligations pursuant to the provisions of the laws, administrative rules and these Articles

83. Rights conferred on any class of shareholders in the capacity of shareholders ("Class Rights") may not be varied or abrogated unless it is approved by a special resolution of shareholders in general meeting and by the class shareholders' meeting of that class so affected which shall be convened in accordance with Articles 86 to 89.

84. The following circumstances shall be deemed to be a variation or abrogation of class rights of a certain class:

(1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having the same or more rights on voting, distributions or other privileges;

(2) to effect an exchange of all or part of the shares of such class with another class or to effect an exchange of all or part of the shares of another class with the shares of such class or to grant the rights of such an exchange;

(3) to cancel or reduce the vested rights to accrued dividends or rights to cumulative dividends of such class;

(4) to reduce or cancel the preferential rights vested with such class in claiming the dividends or the distribution of properties in liquidation of the Company;

(5) to increase, cancel or reduce the rights on conversion of shares, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company of such class;

(6) to cancel or reduce the rights of such class to receive any monies payable in a particular currency by the Company;

(7) to create a new class of shares having the same or more rights on voting, distributions or other privileges than that of such class;

(8) to restrict or enhance the restriction on the transfer or ownership of the shares of such class;

(9) to issue options or rights on conversion of shares of such class or another class of shares;

(10) to increase the rights or privileges of another class;

(11) to reorganize the Company where the proposed reorganization with result in different classes of shareholders undertaking liabilities not in a proper proportion;

(12) to amend or abrogate the provisions of this chapter.

85. Shares of the affected class, whether or not otherwise having the voting rights at the shareholders' meetings, shall nevertheless have the voting right at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of the preceding Article but interested shareholder(s) shall not be entitled to vote at such class meetings.

The aforesaid "interested shareholder" includes:

(1) in the case that the Company repurchases its own shares by a general offer to all shareholders pursuant to Article 192 or through open transactions on a stock exchange, "interested shareholder" refers to the controlling shareholder as defined in Article 34 of these Articles;

(2) in the case that the Company repurchases its own shares by an agreement not being made on a stock exchange pursuant to Article 192, "interested shareholder" refers to a shareholder related to such agreement;

(3) in the case of reorganization of the Company, "Interest Shareholder" refers to a shareholder who undertakes liabilities proportionally less than other shareholders of the same class or a shareholder who has interest different from that of other shareholders of the same class.

86. A resolution passed in a class meeting shall only be passed by more than two-third of the shares with voting rights of shareholders of that class pursuant to the preceding Article.

87. To convene a class meeting, the Company shall give a notice with reference to Article 64 of the Articles in relation to the requirements on notice period of convening an extraordinary general meeting, to notify all of the relevant class shareholders on the register of the matters to be considered, the date and the place of such meeting.

88. Notice of the class meeting shall be given to the shareholders who are entitled to vote in such meeting.

The proceedings in class meeting shall be as same as possible to that of the proceedings in a general meeting and the articles related to the proceedings of a general meeting provided in these Articles shall apply to the class meeting.

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

The special procedures for voting of class shareholders do not apply to the following situations:

(1) where it has been approved by shareholders by a special resolution at a general meeting that the Company can issue domestic-investment shares and overseas-listed foreign-investment shares in each 12 months independently or simultaneously not exceeding 20 per cent. of the number of issued shares in each category.

(2) Where the plans of the Company on its establishment to issue domestic-investment shares and overseas-listed foreign-investment shares are accomplished within 15 months from the day from the date of approval obtained from the State Council Securities Commission.

CHAPTER 6 – DIRECTORS AND BOARD OF DIRECTORS

Section 1 Directors and independent directors

90. The Company shall have a board of directors, which shall be composed of 7 to 11 directors.

The Company shall appoint independent directors in compliance with the PRC relevant laws and regulations.

The board of directors shall include one representative of the Company's employees.

The board of directors shall have one chairperson and may have 1 to 2 deputy chairmen.

91. Directors shall be elected at the general meeting. Director candidates may be nominated by the board of directors, shareholders who individually or jointly hold more than 1% of the Company's issued shares. The list of candidates shall be proposed and resolved at the general meeting by ordinary resolution. The period for giving to the Company notice in writing of the intention to nominate a person for election as a director and that of the willingness of the candidate to be elected shall be not less than 7 days. The period for lodgment of the notices shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

The Company shall disclose detail information (including the biographical and basic information) of the director candidate at the shareholders' meeting to ensure that shareholders shall have a sufficient understanding of the director candidate before the vote is made.

Before the general meeting is convened, the director candidate shall give an undertaking in writing to consent to the nomination, undertake the truthfulness and completeness of information disclosed and that he/she would diligently carry out the duties of a director after being elected.

Each term of office of a director shall be 3 years commencing from the date of appointment, reappointed upon re-election.

Directors shall be elected or replaced by the general meeting and may be dismissed by the general meeting prior to the expiry of the term of their office.

The representative of the employees of the board of directors shall directly serve as director after he/she is democratically elected at the meeting of the representatives of the employees, meeting of employees or otherwise.

The terms of independent director and the representative of the employees who serves as director are the same as that of other directors.

92. Director may resign prior to the expiry of his/her term of office. The director who resigns shall submit a written resignation to the Company, and the resignation shall take effect on the date of receipt of the resignation report by the Company. The Company shall disclose the relevant information of resignation within two trading days. Should the resignation of directors results in the number of members of the board of directors falling below the statutory or minimum requirement, directors shall continue to perform their duties in accordance with the laws, the administrative regulations, the department rules and these Articles. Any person appointed by the board of directors to fill a temporary vacancy or increase the number of directors on the board of directors shall serve only until the first annual general meeting after his/her appointment and shall then be eligible for re-election.

The general meeting may resolve to remove a director (but without prejudice to any claim made by the director under any contract) with effect from the date of the resolution.

If a Director is dismissed before the expiry of his/her term of office without just cause, he/she may request the Company to compensate him/her.

Upon the effective date of resignation or expiration of the term of office of a director, he/she shall complete all handover procedures with the board of directors. His/her duty of loyalty to the Company and its shareholders shall not be automatically terminated upon the expiration of his/her term of office, but shall remain valid for a reasonable period of time as specified in these Articles of Association. The responsibilities of a director during his/her term of office shall not be exempted or terminated upon his/her resignation.

The resignation procedure for independent directors shall be implemented in accordance with the relevant provisions of laws, administrative regulations, and departmental rules.

93. The chairperson and vice chairperson shall be elected by more than half of the vote of all directors.

94. Election of directors shall follow a cumulative voting system.

Directors shall be elected by more than half of the voting rights represented by shareholders present at the general meeting. If the number of directors elected by voting is more than the maximum number of directors, directors obtaining the highest number of votes with reference to the maximum number of directors so fixed shall be elected as directors.

The number of votes received by the director candidates shall be calculated by multiplying the number of votes the shareholder possesses and the number of directors that shareholder is entitled to elect. A shareholder may cast all votes for a director candidate or divide all his/her votes among two or more director candidates, or for all director candidates at his/her discretion.

95. A director may concurrently hold other senior management in the Company, but the total number of directors who concurrently hold other senior management together with the representatives of the employees who serve as director shall not exceed half of the total number of the Company's directors.

The composition of the Board shall be in compliance with relevant requirements of laws, administrative regulations, normative documents and the regulatory provisions of the place where the Company's shares are listed.

96. A person shall be disqualified from being a director of the Company if any one of the following circumstances applies:

(1) a person who is incapable of taking civil action or has restricted capability on civil action;

(2) a person who has been sentenced to punishment having committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the social economic order, and have been penalized due to the above offence or have been deprived of their political rights due to having committed crimes, where a period of less than five years has been elapsed since the date of enforcement of the penalty or having been granted probation, with the probation period having expired but not more than two years;

(3) a person who is a director, factory manager or manager of a company or an enterprise which is bankrupt and liquidated and who has to bear personal liability for the insolvency of that company or enterprise, and a period of three years has not yet been elapsed since the completion date of bankruptcy and liquidation of that company or enterprise;

(4) a person who is a legal representative of a company or enterprise, the business licence of which has been canceled on the grounds of contravention of the laws and bears personal liability therefor, and a period of three years has not yet been elapsed since the cancellation of the business licence and order for closure of that company or enterprise;

(5) a person who has a relatively substantial amount of debts due and outstanding was listed by the People's Court as a discredited executor;

(6) if currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed;

(7) has been publicly recognized by a securities trading venue as unsuitable to serve as a director, senior management of a listed company, and the period has not expired;

(8) other circumstances set out in the laws, administrative regulations or departmental rules.

If a director is elected or appointed in violation of the provisions of this article, the election, appointment, or engagement shall be invalid. If a director falls under any of the circumstances specified in this article during his or her term of office, the Company shall remove him or her from office and suspend his or her duties.

97. Directors shall comply with laws, administrative regulations, and the provisions of these Articles of Association, shall have a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and those of the Company, and shall not use their powers to obtain improper benefits.

Directors shall have the following duties of loyalty to the Company:

(1) They shall not encroach upon the property of the Company or misappropriate the funds of the Company;

(2) They shall not deposit the funds of the Company in accounts opened in their own names or in the names of other individuals;

(3) They shall not use their powers to bribe or receive other illegal income;

(4) They shall not directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the board of directors or the general meeting and obtaining the approval of the board of directors or the general meeting in accordance with the provisions of these Articles of Association;

(5) They shall not use their positions to seek business opportunities belonging to the Company for themselves or others, except where they report to the board of directors or the general meeting and obtain the approval of the general meeting, or where the Company cannot use such business opportunities in accordance with the provisions of laws, administrative regulations or these Articles of Association;

(6) They shall not engage in or operate businesses similar to those of the Company for themselves or others without reporting to the board of directors or the general meeting and obtaining the approval of the general meeting;

(7) They shall not accept commissions from others for transactions with the Company for their own benefit;

(8) They shall not disclose the Company’s secrets without authorization;

(9) They shall not use their related party relationships to harm the interests of the Company;

(10) Other duties of loyalty stipulated by laws, administrative regulations, departmental rules and regulations, and these Articles of Association.

The income obtained by directors in violation of the provisions of this Article shall belong to the Company; if losses are caused to the Company, they shall bear liability for compensation.

The provisions of paragraph 2, item (4) of this Article shall apply to contracts or transactions entered into by close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, and related parties that have other relationships with directors and senior management.

98. Directors shall comply with the provisions of laws, administrative regulations, and these Articles of Association, and shall have a duty of diligence to the Company. In performing their duties, they shall exercise the reasonable care that a manager should normally exercise in the best interests of the Company.

Directors shall have the following duties of diligence to the Company:

(1) Exercise the rights conferred by the Company with prudence, seriousness, and diligence to ensure that the Company's commercial conduct complies with national laws, administrative regulations, and various national economic policies, and that its commercial activities do not exceed the scope of business specified in its business license;

(2) Treat all shareholders fairly;

(3) Keep abreast of the Company's business operations and management status;

(4) Sign written confirmation of the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;

(5) Provide the audit and risk committee with relevant information and materials in a truthful manner and shall not obstruct the audit and risk committee in the exercise of its powers;

(6) Other due diligence obligations stipulated by laws, administrative regulations, departmental rules, and these Articles of Association.

99. The fiduciary duties borne by a director of the Company shall not necessarily cease upon the termination of the term of his/her office. The duty to keep the business secret of the Company in confidence shall continue after the termination of his/her term of office. Other duties shall continue for such period as fairness may determine depending on the time lapse between the termination and the act concerned and the circumstances and conditions under which the relationship with the Company terminated.

100. The Company is prohibited from paying taxes for a director and senior management of the Company in any manner.

101. The provisions of this Articles of Association regarding circumstances in which a person may not serve as a director and the management system for leaving office shall also apply to senior management.

The provisions of this Articles of Association regarding the duties of loyalty, diligence, and integrity of directors shall also apply to senior management.

102. If directors or senior management cause damage to others in the performance of their duties for the Company, the Company shall bear liability for compensation; if directors or senior management act with intent or gross negligence, they shall also bear liability for compensation. If directors or senior management violate laws, administrative regulations, departmental rules, or the provisions of these Articles of Association in the performance of their duties for the Company and cause losses to the Company, they shall bear liability for compensation.

103. Independent directors shall, in accordance with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, the stock exchange, and these Articles of Association, diligently perform their duties, play roles in participating in decision-making, providing checks and balances and offering professional consultation within the Board of Directors, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of minority shareholders.

104. Independent directors must ensure their independence. The following persons shall not serve as independent directors:

(1) Persons employed by the Company or its subsidiaries, and their spouses, parents, children, and major social relations;

(2) Natural persons who directly or indirectly hold more than 1% of the Company's issued shares or are among the Company's top ten shareholders, and their spouses, parents, and children;

(3) Persons employed by shareholders who directly or indirectly hold more than 5% of the Company's issued shares or are among the Company's top five shareholders, and their spouses, parents, and children;

(4) Persons employed by subsidiaries of the Company's controlling shareholders or de facto controllers, and their spouses, parents, and children;

(5) Persons who have significant business dealings with the Company, its controlling shareholders, de facto controllers, or their respective subsidiaries, or persons employed by entities that have significant business dealings with the Company, its controlling shareholders, or de facto controllers;

(6) Persons who provide financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholders, de facto controllers, or their respective subsidiaries, including but not limited to all project team members, review personnel at all levels, persons who sign reports, partners, directors, senior management, and persons in charge of the intermediary institutions providing such services;

(7) Persons who have been in any of the circumstances listed in items (1) to (6) above within the last twelve months;

(8) Other personnel deemed to lack independence in accordance with laws, administrative regulations, China Securities Regulatory Commission provisions, securities exchange rules, and this Articles of Association.

The subsidiaries of the controlling shareholders and de facto controllers of the companies referred to in items (4) to (6) of the preceding paragraph shall not include enterprises that are controlled by the same state-owned asset management agency as the Company and do not constitute an affiliated relationship with the Company in accordance with relevant provisions. Independent directors shall conduct self-examinations of their independence on an annual basis and submit the results of such self-examinations to the board of directors. The board of directors shall evaluate the independence of the independent directors in office on an annual basis and issue a special opinion, which shall be disclosed together with the annual report.

105. Independent directors of the Company shall meet the following conditions:

(1) Be qualified to serve as a director of a listed company in accordance with laws, administrative regulations, and other relevant provisions;

(2) Be independent in accordance with the requirements of these Articles of Association;

(3) Be familiar with the basic knowledge of the operation of listed companies and relevant laws, regulations, and rules;

(4) Have been working in the fields of law, accounting or in economic for more than 5 years;

(5) Have good personal integrity and no record of serious dishonesty or other adverse conduct;

(6) Other conditions specified by laws, administrative regulations, the China Securities Regulatory Commission, the rules of the securities exchange, and this Articles of Association.

106. As members of the board of directors, independent directors shall have a duty of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following duties:

(1) Participate in the decision-making of the board of directors and express clear opinions on matters under discussion;

(2) Supervise potential significant conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management, and protect the legitimate rights and interests of minority shareholders;

(3) Provide professional and objective advice on the Company’s operation and development, and promote the improvement of the board of directors’ decision-making;

(4) Other responsibilities stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.

107. Independent directors shall exercise the following special powers:

(1) Independently hire intermediary agencies to audit, consult on, or verify specific matters of the Company;

(2) Propose to the board of directors that an extraordinary general meeting be convened;

(3) Propose that a board of directors meeting be convened;

(4) Publicly solicit shareholders' rights in accordance with the law;

(5) Express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(6) Other powers and responsibilities stipulated by laws, administrative regulations, the China Securities Regulatory Commission regulations, and these Articles of Association.

The independent directors shall exercise the powers listed in items (1) to (3) of the preceding paragraph with the consent of a majority of all independent directors. The Company shall promptly disclose the exercise of the powers listed in paragraph 1 by the independent directors. If the above powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

108. The following matters shall be submitted to the board of directors for consideration after obtaining the consent of the majority of all independent directors of the Company:

(1) Related party transactions that should be disclosed;

(2) Plans for changes or exemptions of commitments by the Company and related parties;

(3) Decisions and measures taken by the board of directors of the acquired listed company in relation to the acquisition;

(4) Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission regulations, and these Articles of Association.

109. The Company shall establish a mechanism for special meetings attended only by independent directors (hereinafter referred to as "special meetings of independent directors"). When the board of directors deliberates on matters such as related party transactions, it shall obtain the prior approval of the special meeting of independent directors.

The Company shall hold special meetings of independent directors on a regular or irregular basis. The matters listed in Article 107, Paragraph 1, Items (1) to (3) and Article 108 of these Articles of Incorporation shall be deliberated by the special meeting of independent directors.

Special meetings of independent directors may study and discuss other matters of the Company as necessary.

Special meetings of independent directors shall be convened and presided over by one independent director jointly recommended by a majority of independent directors. If the convener fails to perform or is unable to perform his or her duties, two or more independent directors may convene the meeting on their own and recommend one representative to preside over the meeting.

The special meeting of independent directors shall prepare meeting minutes in accordance with the provisions, and the opinions of the independent directors shall be recorded in the meeting minutes. The independent directors shall sign and confirm the meeting minutes. The Company shall provide convenience and support for the convening of special meetings of independent directors.

Section 2 Board of directors

110. The board of directors shall be accountable to the general meeting and to perform the following duties:

(1) to decide on the Company's business plans and investment proposals;

(2) to be responsible for convening general meetings and to prepare working report to the general meetings;

(3) to execute resolutions passed in the general meetings;

(4) to decide on the Company's development strategy, planning, and investment plans;

(5) to review and approve the Company's annual financial budgets and final accounts;

(6) to formulate proposals for profit distribution and proposals for settlement of losses of the Company;

(7) to formulate proposals for the increase or reduction of share capital of the Company;

(8) to formulate proposals for the issue of debentures or other securities and listing;

(9) to formulate plans for major acquisitions, acquiring the Company's shares or disposal by the Company and for the amalgamation, division and dissolution or change in company form of the Company;

(10) to decide on the external investments, sales of assets, pledging, external guarantees, entrusted wealth management, related transactions, external donations of the Company's major assets within the authority granted by the general meeting;

(11) to decide on the establishment of the Company's internal management organization;

(12) to decide to appoint or dismiss the President and secretary of the board of the Company, and to determine their remuneration and rewards and punishments; on the basis of nominations made by the President, to decide to appoint or dismiss the Senior Vice President, Vice President, Chief Accountant and other officers and to determine their remuneration and rewards and punishments;

(13) to formulate the basic management system of the Company;

(14) to decide on the level of wages and salary, welfare and award schemes of the Company;

(15) to formulate proposals for amendments to these Articles;

(16) to manage Company information disclosure matters;

(17) to propose to general meeting to appoint or change accounting firm that performs audit of the Company;

(18) to receive work report of the president of the Company and review the work of the president;

(19) to decide on other major business and administrative matters that are not specified in these Articles of Association as matters to be decided by the general meeting;

(20) other powers conferred by the laws, administrative regulations, departmental regulations and these Articles, or the general meeting.

Resolutions made by the board of directors, save that items (7), (8), (9) and (15) above which shall require the consent of more than two-thirds of the directors, shall require the consent of a majority of the directors by voting.

111. Prior to making decisions on material issues such as the direction of the reform and development of the Company, its main objectives and tasks, and key work arrangement, the board of directors shall seek advice from the Party organisation. When the board of directors appoints senior management of the Company, the Party organisation shall first deliberate on the candidates and make recommendations or recommend candidates to the board of directors and the president.

112. The Chairman shall exercise the following powers:

(1) to preside the general meetings and to convene and preside meetings of the board of directors;

(2) to supervise and inspect the implementation of the resolutions of the board of directors;

(3) to sign securities issued by the Company, major contracts and other important documents or execute a power of attorney in order to authorize other representatives to execute such documents;

(4) to participate in meetings of the president and other important meetings of the Company and to provide guidance on important business activities of the Company when the board of directors is not in session;

(5) to exercise the special right to rule on and deal with affairs of the Company at times of force majeure events such as war and natural calamities, provided that such rights shall be exercised in the interests of the Company and a report in writing thereof shall be presented in time to the board of directors and the general meeting subsequently;

(6) other powers conferred by these Articles and the board of directors.

If the chairperson is unable to perform his/her duties, he/she may designate a deputy chairperson to perform the same on his/her behalf.

113. The board of directors shall hold at least four meetings every year which shall be convened by the Chairman.

Extraordinary meetings of the Board shall be held in any of the following circumstances:

(1) deemed as necessary by the Chairman;

(2) proposed by the shareholders representing more than one tenth of voting rights;

(3) proposed jointly by more than one-third of the Directors;

(4) proposed by the audit and risk committee;

(5) proposed by the President.

114. Meetings of the board of directors shall basically be held at the legal address of the Company. However, meetings of the board of directors may be held at any other places in or outside the PRC if the board of directors so resolved.

115. The expenses incurred by the directors in attending board meetings shall be borne by the Company. These expenses include transportation fees between the location of the Director and the venue of meeting, charges for accommodation and meals during the period of board meeting, rent for the venue of board meeting and local transportation fees.

116. No notice of the board meeting shall be required if the time and venue of regular meetings of the board of directors have been fixed by the board of directors in advance.

If the time and venue of regular meetings of the board of directors have not been fixed by the board of directors in advance, the chairperson shall send to all the directors notice of the meeting by telex, telegram, facsimile, express delivery or, registered mail or delivery in person at least fourteen days prior to the regular Board meeting and at least five days prior to the extraordinary Board meeting. In urgent circumstances where it is necessary to convene an extraordinary Board meeting as soon as possible, the meeting notice may be issued at any time by telephone or other oral means, but the convener shall explain the circumstances at the meeting.

The notice shall be written in Chinese and may be accompanied with an English version if necessary.

The notice shall set out the time, venue, duration, purpose and business, as well as the date of issuance of the notice.

Notice of a meeting shall be deemed to have been served to the director who has attended such meeting without protesting against, before or at the commencement of such meeting, any lack of notice.

117. The board of directors shall provide to the directors sufficient information including the background information relating to the matters to be discussed at the meeting, the deliberations of the independent directors' special meeting (if any), and the opinions of the special committees of the board of directors (if any), as well as all materials and data necessary for directors to vote on the proposals.

118. Any ordinary or provisional meetings of the board of directors may be held by conference telephone or similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other, all such directors shall be deemed to be present in person at the meeting.

119. The board of directors may adopt written resolutions in lieu of convening meetings of the board of directors, provided that the requirements of the listing rules of the stock exchange on which the Company's shares are listed are complied with. However, the draft of such resolutions shall be sent to every director by delivery in person, post, telex or facsimile. A resolution shall be a directors' resolution without the need to convene a board meeting if it has been sent to all directors, approved and signed by the requisite number of directors to pass the resolution and returned to the secretary of the board of directors by one of the aforesaid means.

120. A meeting of the board of directors shall be held only when more than half of the directors attend the meeting. Each director shall have one vote. The resolution of board of directors shall be passed by the affirmative votes of more than half of the directors of the board.

121. Where any of the directors has any connected relationship with the enterprise or individual involved in the matter to be decided at the meeting of the board of directors, the director shall promptly report this to the board in writing. Directors who are related shall not vote on the relevant resolution, nor may he vote on behalf of any other director. The meeting of the board of directors shall not be held unless more than half of the unconnected directors are present at the meeting. A resolution of the board of directors shall be passed by more than half of the unconnected directors. If the number of unconnected directors in presence is less than 3 persons, the matter shall be submitted to the general meeting of the Company for consideration and approval.

122. The directors shall attend in person the board meetings. A director who is unable to attend a board meeting may in writing appoint another director as his or her proxy to attend the meeting. The instrument appointing proxy shall specify the scope of authorization in detailed terms, but an independent director may not authorize a non-independent director to vote on his or her behalf.

The proxy representing the appointer to attend the meeting shall have the rights of the directors within the scope of authorization. When a Director who does not attend a board meeting and who has not appointed a proxy to attend the same on his or her behalf, he or she shall be deemed to have waive his or her right to vote at the meeting.

123. Board meetings shall be conducted in Chinese. If necessary, a translator may be present to provide Chinese-English instantaneous translation.

124. The board of directors shall keep the resolutions in respect of business conducted at the meetings in the minutes of the meetings. Any director is entitled to submit his proposed amendments or supplement to the minutes in writing to the chairperson within one week after receiving the minutes.

The directors, secretary to the board of directors and recorder who have attended the meeting shall sign on the minutes.

The directors shall be accountable to the resolutions of the board of directors. Where a resolution violates the laws, administrative rules or these Articles, or a resolution of the general meeting and has caused severe losses to the Company, the directors voting in favor of such resolution shall be liable for compensation to the Company. If it is proved that a certain director has expressed a dissenting opinion during voting and the incident is recorded in the minutes of the meeting, the said director shall be exempted from such liability.

125. The minutes shall be kept at the Company's legal address and a complete copy of the minutes shall promptly be sent to each director.

126. Upon the approval of the "Rules of procedures of the meetings of the board of directors" at the general meeting, the same shall be included as Appendix II of the Articles.

Section 3 Special committees of the board of directors

127. The Company's board of directors shall establish special committees for audit and risk, strategic development, nomination, remuneration and assessment, which shall perform their duties in accordance with these Articles of Association and the powers delegated by the board of directors. Proposals made by special committees shall be submitted to the board of directors for consideration and decision. The board of directors shall be responsible for formulating the working procedures of special committees.

128. The audit and risk committee shall consist of 3 to 5 members, all of whom shall be current directors who do not serve as senior management of the Company. Independent directors shall constitute more than half of the members. The members shall include directors who are familiar with enterprise management, as well as directors who have knowledge or experience in risk and compliance supervision and certain accounting knowledge. The independent directors who are accounting professionals shall serve as conveners.

129. The audit and risk committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and internal control, reviewing the Company's risk management strategies, major risk management solutions and risk assessment reports on major decisions, and exercising the powers of the supervisory board as stipulated in the Company Law. The following matters shall be reviewed by the audit and risk committee:

(1) Disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

(2) Hiring or dismissing accounting firms that conduct audits of the Company;

(3) Appointing or dismissing the financial officer of the Company;

(4) Making changes to accounting policies, accounting estimates, or corrections of significant accounting errors for reasons other than changes in accounting standards;

(5) Submitting reports on the construction and operation of the internal control system (including risk management and compliance management) to the board of directors;

(6) Risk management strategies and major risk management solutions;

(7) Criteria or mechanisms for determining major decisions, major risks, major events, and important business processes, as well as risk assessment reports for major decisions;

(8) Comprehensive audit reports on risk management supervision and evaluation submitted by the internal audit department;

(9) Organizational structure and responsibilities of the risk management organization;

(10) Basic compliance management systems, construction plans, and annual reports;

(11) Major compliance management matters;

(12) Establishment and responsibilities of the compliance management department;

(13) Other matters specified by laws, administrative regulations, the China Securities Regulatory Commission regulations, and this Articles of Association.

130. The matters specified in items (1), (2), (3) and (4) of the preceding article shall be submitted to the board of directors for consideration after being approved by more than half of all members of the audit and risk committee.

131. The audit and risk committee shall hold at least one meeting per quarter. An extraordinary meeting may be held upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the audit and risk committee shall be held with the attendance of more than two-thirds of its members.

Resolutions of the audit and risk committee shall be adopted by a majority vote of the members of the audit and risk committee.

Voting on resolutions of the audit and risk committee shall be by one person, one vote.

Resolutions of the audit and risk committee shall be recorded in meeting minutes in accordance with regulations, and the members of the audit and risk committee attending the meeting shall sign the meeting minutes.

132. The strategic development committee shall consist of 3 to 7 members, all of whom shall be selected from among the current directors of the Company, including at least one independent director. The strategic development committee shall be responsible for providing strategic guidance to the Company and reviewing major investment plans, and shall make recommendations to the board of directors on the following matters:

(1) The Company's medium- and long-term strategic development plan;

(2) Major investment and financing proposals that are required to be approved by the board of directors in accordance with the Company's articles of association;

(3) Major capital operations and asset management projects that are required to be approved by the board of directors in accordance with the Company's Articles of Association;

(4) The Company's ESG-related development strategies and major matters;

(5) Other major matters that affect the development of the Company;

(6) Inspecting and evaluating the implementation of the above matters and submitting written opinions on the results of the inspection and evaluation;

(7) Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.

133. The nomination committee shall consist of 3 to 5 members, all of whom shall be selected from among the current directors of the Company, with independent non-executive directors constituting more than half of the members. The nomination committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the board of directors on the following matters:

(1) Nominating or removing directors;

(2) Hiring or dismissing senior management;

(3) Other matters as required by laws, administrative regulations, the China Securities Regulatory Commission, and this Articles of Association.

If the board of directors does not adopt or fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for non-adoption in the board resolution and disclose such information.

134. The remuneration and assessment committee shall consist of 3 to 5 members, all of whom shall be selected from among the current directors of the Company, with independent non-executive directors constituting more than half of the members. The remuneration and assessment committee shall be responsible for formulating the assessment criteria for directors and senior management and conducting assessments, formulating and reviewing remuneration policies and plans such as the remuneration determination mechanism, decision-making process, payment and suspension of payment arrangements for directors and senior management, and making recommendations to the board of directors on the following matters:

(1) Remuneration of directors and senior management;

(2) Formulation or amendment of equity incentive plans and employee share ownership plans, and the achievement of conditions for the participants to obtain and exercise their rights and interests;

(3) Share ownership plans for directors and senior management in the proposed spin-off of subsidiaries;

(4) Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.

If the board of directors does not adopt or fully adopt the recommendations of the Compensation and Evaluation Committee, it shall record the opinions of the Compensation and Evaluation Committee and the specific reasons for non-adoption in the board resolution and disclose such information.

CHAPTER 7 – SENIOR MANAGEMENT

135. The Company shall have one president, appointed or dismissed by the board of directors.

136. The president shall be accountable to the board of directors and shall perform the following duties:

(1) to take charge of the management of the production and business operations of the Company, to organize the implementation of the resolutions of the board of directors, and to report the work to the board of directors;

(2) to organize the implementation of the annual business plans and investments plans of the Company;

(3) to propose development programs, annual production and operation plans, annual budget, plans for after-tax profit distributions and plans for making up losses of the Company;

(4) to formulate plans for the establishment of the internal management organization of the Company;

(5) to formulate the basic management system of the Company;

(6) to formulate basic rules and regulations of the Company;

(7) to convene and to president's meetings;

(8) to propose to the board of directors the appointment or dismissal of the Senior Vice President, Vice President, Chief Accountant, general legal counsel and other officers of the Company;

(9) to appoint, remove or transfer management personnel and workers of the Company other than those who shall be appointed or dismissed by the board of directors (unless otherwise provided in these Articles);

(10) to determine the imposition of any awards or penalties, promotion or demotion, increase or reduction in salaries/wages or the appointment, or dismissal of staff of the Company;

(11) to represent the Company externally in handling important business matters within the scope of authorization by the board of directors;

(12) other duties conferred by these Articles and the board of directors.

137. The president may attend the board meetings. The general manger who is not a director shall not have voting right at the board meetings.

The board of directors may, as necessary, invite senior management of the Company, persons in charge of relevant business departments, experts, and other relevant persons to attend meetings to explain relevant proposals, provide advice, express opinions, or answer questions.

When matters under consideration by the board of directors involve legal issues, the general legal counsel shall attend and provide legal opinions.

138. The president, senior vice president, vice president and other senior management shall attend the general manager's meeting convened and presided by the President. Should the President not be able to preside the meeting, the senior vice president or the vice president duly appointed by the President shall convene and preside the meeting.

139. The president shall formulate the working rules of the president, which shall be implemented after being approved by the board of directors.

The working rules of the president include the following:

(1) Conditions, procedures and participants of the meetings of the president;

(2) The specific responsibilities and division of labor of the president and other senior management;

(3) The use of company funds and assets, the authority to sign material contracts, and the reporting system to the board of directors;

(4) Other matters deemed necessary by the board of directors.

140. The president, senior vice president and other senior management shall give three months prior notice of resignation to the board of directors.

141. The Company shall have a secretary to the board of directors who shall be appointed by the board of directors.

142. Secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience, be responsible to the Company and the Board, and perform the following duties:

(1) to be responsible for the Company's information disclosure affairs, coordinating the Company's information disclosure, organising the formulation of Information Disclosure Management System of the Company, and urging the Company and relevant information disclosure obligors to comply with the regulations on information disclosure;

(2) to be responsible for managing investor relations, and coordinating the information communication among the Company, securities regulatory authorities, investors, de facto controllers, intermediaries and media;

(3) to organise the preparation of the Board meetings and general meetings, attend the general meetings, the Board meetings and the meetings of the senior management, and be responsible for record work of the Board meetings and sign;

(4) to be responsible for confidentiality work of information disclosure, immediately report and disclose to the stock exchange in the event of divulgence of undisclosed significant information;

(5) to keep close eyes on media reports and actively seek to prove their truthness, and to urge the Company and other relevant entities to timely respond to the stock exchange's enquiry;

(6) to organise trainings on laws and administrative regulations for the Company's directors and senior management and assist them in understanding their respective duties in information disclosure;

(7) to supervise directors and senior management in complying with laws and regulations, relevant provisions of the stock exchange, and the Company's articles of association, and in fulfilling their commitments; when aware of resolutions made or likely to be made by the Company, directors, or senior management that violate relevant provisions, they shall remind them and immediately report to the stock exchange truthfully;

(8) to be responsible for the management of changes in the Company's shares and derivative products;

(9) other duties as prescribed by the Company Law, the China Securities Regulatory Commission and the stock exchange.

143. A director or other senior management of the Company may be appointed as the secretary to the board of the directors.

The secretary to the Board shall still assume the responsibilities of the secretary to the Board subsequent to dismissal or resignation and prior to performance of the obligations of reports and announcements or completion of procedures for leaving post and handing over archives.

CHAPTER 8 – FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION, INTERNAL AUDIT, AND GENERAL LEGAL COUNSEL SYSTEM

Section 1 Financial and accounting systems and distribution of profits

144. The Company shall formulate the accounting system of the Company in accordance with the relevant requirement of the laws, administrative rules and the PRC Accounting Standard stipulated by the authority of the State Council governing financial matters.

145. Books of account and records shall be kept in such place as the board of directors considers fit and shall at all times be open for inspection of the directors.

146. The financial year of the Company shall coincide with the calendar year which is from 1 January to 31 December on the Gregorian calendar

147. The Company shall adopt Renminbi as its accounts keeping unit. All accounts shall be written in Chinese.

148. The Company shall not, except from the statutory books of accounts, have any other books of accounts. The Company's funds shall not be deposited in accounts opened in the name of any individual.

149. The Company shall announce quarterly financial reports within 30 days after the end of the first 3 months and 9 months of every financial year.

The Company shall submit and disclose its annual report to the China Securities Regulatory Commission's local institutions and the stock exchange within four months after the end of each fiscal year, and submit and disclose its interim report to the China Securities Regulatory Commission's local institutions and the stock exchange within two months after the end of the first half of each fiscal year.

The above-mentioned annual report and interim report shall be prepared in accordance with the relevant laws, administrative regulations, and the provisions of the China Securities Regulatory Commission and the stock exchange.

Annual financial reports shall be audited by an accounting firm in accordance with the laws.

150. The Company shall appoint an independent accountants firm complying with the relevant requirements of the PRC to audit the annual financial report and other financial reports of the Company.

151. The term of appointment of the accountants firm shall commence from the conclusion of the current annual general meeting of the Company until the conclusion of the next succeeding annual general meeting.

152. Accountants firm appointed by the Company shall be entitled to the following:

(1) to inspect from time to time the books, records and supporting documents of the Company and shall be entitled to request the directors, president or other senior management of the Company to provide the relevant information and explanations;

(2) to demand the Company taking all reasonable measures to obtain from its subsidiaries such information and explanations which are necessary for the purposes of carrying out their duties as accountants firm of the Company;

(3) to attend the general meetings and to receive all notices of, and other communications relating to, any general meeting which a shareholder is entitled to receive, and to speak at any general meeting in relation to the matters involving them as the accountants firm of the Company.

153. The shareholders at general meeting may by ordinary resolution to remove the accountants firm before the expiration of their term of office notwithstanding any provisions in the contract between the Company and the accountants firm, but without prejudice to their claim, if any, for damages in respect of such removal.

154. The remuneration or the means of determination of the remuneration of the accountants firm shall be decided by the shareholders at general meeting.

155. The general meetings shall determine the appointment, and dismissal the service of the accountants firm. The Board shall not appoint accounting firms prior to the decision of general meeting.

156. In the event of the dismissal or termination of the services of the accountants firm by the Company, such accountants firm shall be given notice in advance. Such accountants firm shall be entitled to present its views at the general meeting. The accountants firm which tender resignation shall point out any misconduct of the Company at the general meeting.

157. The board of directors of the Company shall submit to the shareholders at each annual general meeting the financial reports prepared by the Company as required by the relevant laws, administrative regulations, and normative documents promulgated by local governments and competent authorities.

158. In accordance with the Listing Rules and relevant law and regulations of PRC and Hong Kong, the financial statement of the Company shall be prepared in accordance with PRC accounting standards and regulations.

159. Capital reserve fund includes the following sums:

(1) the amount of share premiums in excess of the par value received in the issue of shares; and

(2) other incomes to be included in the capital reserve fund as provided by the regulations of the authority of the State Council governing financial matters.

160. The Company may distribute dividends by way of cash or stocks.

Cash dividend is prior to share dividend. If the Company satisfies the cash dividends conditions, it is required to make dividend distribution with cash dividends. Where the Company's share capital size and equity structure are rational and its share capital increases in line with its results growth, the Company may distribute its profit by shares. The profit distribution by shares by the Company shall be on the premise of giving reasonable cash dividends return to shareholders and maintaining proper share capital size, and give comprehensive consideration to the growth, dilution of net asset value per share and other factors.

Investors' reasonable investment return shall be respected in the Company's profit distribution, the Company shall fully listen to the opinions of the minority shareholders, protect the lawful interests of minority investors and safeguard the rights that shareholders of the Company are entitled to by laws such as return on assets. The profit distribution policies of the Company shall maintain continuity and stability in compliance with relevant laws and regulations as well as regulations of the China Securities Regulatory Commission.

The management and the Board of the Company shall formulate profit distribution plan according to the Company's profitability and actual needs for its business development in consideration of its capital demand, reasonable investment returns to shareholders, the social capital cost and external financing conditions as well as the will of minority shareholders and opinions of independent directors.

After every half of an accounting year or every accounting year, according to the actual conditions and development objectives of the Company, the Board of the Company shall formulate an annual or interim cash dividend distribution proposal, which will be submitted to a general meeting for approval upon consideration and approval of the audit and risk committee.

If independent directors believe that a cash dividend plan may harm the interests of the listed company or minority shareholders, they shall have the right to express an independent opinion. If the Board does not adopt or only partially adopts the opinions of independent directors, it shall disclose the opinion of the independent directors and the specific reasons for not adopting the opinion in the announcement of the Board's resolution.

The audit and risk committee shall supervise the implementation of profit distribution policies and decision-making procedures by the Board and the management.

Independent directors may solicit opinions of minority shareholders, put forth cash dividends distribution proposals and directly submitted to the Board for consideration.

In the event of any adjustments or alterations to cash dividend policies as a result of material changes in external business environment or own operating conditions, the Board shall submit a proposal to be voted on at a general meeting after independent directors have given their opinions thereon and the audit and risk committee has approved such proposal.

Resolutions made by the Board on proposed adjustments to profit distribution policies shall be approved by over two-thirds of all directors and independent directors. Resolutions made by the audit and risk committee on proposed adjustments to profit distribution policies shall be approved by over two thirds of all members. Adjustments to profit distribution policies proposed for consideration at a general meeting shall be approved by over two-thirds of the shareholders present at such general meeting.

161. After payment of taxes and levies, profits of the Company shall be distributed in the following order:

(1) making up for losses;

(2) allocation to statutory surplus reserve;

(3) if there are preference shares, payment of dividends in respect of preference shares;

(4) allocation to discretionary surplus reserve in accordance with the resolution passed at the general meeting;

(5) payment of dividends in respect of ordinary shares.

The Company's shares held by the Company shall not be part of profit distribution.

162. No dividends shall be paid before the Company has made up its losses and has made allocation to its statutory surplus reserve.

163. The Company shall allocate 10% of its after-tax profits to the statutory surplus reserve. If the statutory surplus reserve accumulates to be 50% of the registered capital, no allocation to the statutory surplus reserve shall be made.

164. Discretionary reserves shall be extracted separately from the Company's after-tax profits in accordance with the resolution of the general meeting.

165. The surplus reserve shall only be used for:

(1) making up losses;

(2) expansion of production and operation of the Company;

(3) conversion into registered capital.

When the capital reserve is used to make up for the Company's losses, the discretionary capital reserve and the statutory capital reserve shall be used first; if this is still insufficient, the capital reserve may be used in accordance with the provisions.

When the Company's statutory surplus reserve is converted into an increase in registered capital, the remaining amount of such reserve shall not be less than 25% of the registered capital.

166. Dividends shall be distributed in proportion to shareholders' shareholding as approved by the general meeting subject to Article 162 and Article 163.

167. Cash dividend policies of the Company:

(1) Cash dividend policy target is the remaining dividends.

(2) If the Company's most recent annual audit report is not an unqualified opinion or an unqualified opinion with a paragraph related to significant uncertainties regarding its ability to continue as a going concern, the Company may not distribute profits.

(3) Cash dividends of the Company shall be distributed in proportion to the shares held by shareholders, except where non-pro rata distribution is provided pursuant to laws and regulations or the Articles of Association.

(4) Where net profit attributable to shareholders of the Company for that year and the accumulated distributable profit as at the end of that year are positive, dividends can be distributed in cash.

(5) Where the undistributed profit of the Company is positive, the profit distributed in cash for the last three years shall not be less than 30% of the average annual distributable profit realized for the last three years.

(6) Where the Company makes a profit with sufficient capital, the Company may distribute interim dividends. Unless the general meeting otherwise resolves, the Board shall be authorized by the general meeting to distribute interim dividends. Unless the laws and regulations otherwise require, the amount of interim dividends shall not exceed 50% of the distributable profit as mentioned in the interim profit statement.

(7) Where the Company makes a profit for that year without a cash dividend proposal, the Company shall have sufficient reasons, specify the use of retained capital and make corresponding plans. In addition, the Company shall disclose such reasons and use plans in regular reports, with independent opinions from independent directors expressed thereon.

(8) In the event of misappropriation of the Company's capital by a shareholder, the Company shall deduct the capital misappropriated by such shareholder from cash dividends attributable to such shareholder.

(9) Where the cash dividend conditions are satisfied, if the Company is in a mature development stage without significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 80%; if the Company is in a mature development stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 40%; and if the Company is in a growth stage with significant cash outlay arrangements, the minimum percentage of cash dividend in profit distribution shall be 20%.

After the profit distribution plan is resolved at a general meeting, or after the Company's board of directors has formulated a specific plan based on the conditions and upper limits for the next year's interim dividends reviewed and approved by the general meeting, the dividends (or shares) shall be distributed within two months.

168. When distributing dividends to the shareholders, the Company shall make such withholding tax payable on the dividend income of the shareholders in accordance with the PRC tax law.

169. The Company shall appoint receiving agents for the overseas-listed foreign-investment shareholders. The receiving agent shall receive dividends declared and all other monies in respect of overseas-listed foreign-investment shares on behalf of the overseas-listed foreign-investment shareholders.

The receiving agents appointed by the Company shall be subject to the relevant requirements provided under the laws of the place of listing or the provisions of the stock exchange.

Section 2 Internal audit and legal counsel system

170. The Company shall implement an internal audit system to clarify the leadership system, responsibilities and powers, personnel allocation, funding guarantees, application of audit results, and accountability for internal audit work.

171. The internal audit institution of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information, and other matters.

172. The internal audit institution shall be responsible to the board of directors. In the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall accept the supervision and guidance of the audit and risk committee. If the internal audit institution discovers any significant issues or clues, it shall immediately report directly to the audit and risk committee.

173. The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the audit and risk committee.

174. When the audit and risk committee communicates with external audit units such as accounting firms and state audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

175. The audit and risk committee shall participate in the assessment of the person responsible for internal audit.

176. The Company shall adhere to the rule of law in running the enterprise, implement a general legal counsel system, appoint one general legal counsel, give full play to the role of the general legal counsel in legal review and control in business management, and promote the Company's operation in accordance with the law and compliance management.

CHAPTER 9 – INSURANCE, LABOR MANAGEMENT, UNION ORGANIZATION

177. The various types of insurance of the Company shall be purchased from the People's Insurance Company of China or other insurance companies registered in the PRC and allowed by the laws of the PRC to provide insurance coverage to PRC companies.

178. The types of coverage, the premium, the period and other terms of insurance shall be determined by the board of directors.

179. The Company shall formulate its labour management, personnel management, wages and welfare system and social insurance system in accordance with the provisions of the PRC laws and administrative rules.

180. In respect of all levels of management personnel, the Company shall adopt an appointment system and in respect of ordinary staff and workers, the Company shall adopt a contract system. The Company shall have autonomy in respect of the allocation and the assignment of work of its employees and may exercise its own discretion to recruit and, in accordance with relevant laws and regulations and the terms of contracts, dismiss management personnel and staff and workers

181. The Company shall have autonomy in determining the levels of wages and welfare benefits for all levels of its management personnel and staff and workers in accordance with its own economic results and to the extent permitted by the relevant administrative rules.

182. The Company shall arrange for medical insurance, retirement insurance and unemployment insurance for its management personnel and staff and workers in accordance with the relevant PRC local and central governmental administrative rules and shall implement the laws, rules and the relevant requirements in respect of labour insurance for the retired and unemployed staff and labour protection.

183. The staff and workers of the Company shall be entitled to establish a trade union organization and carry out trade union activities in accordance with the Trade Union Law of PRC. The activities of the trade union organization shall be carried out beyond the normal working hours unless otherwise prescribed by the board of directors.

184. In each month, the Company shall allocate 2% of the total amount of actual wages paid to the staff and workers to the trade union fund. Such fund shall be used by the trade union in accordance with the" Measures for the Management of Trade Union Funds″ formulated by the China Federation of Trade Unions.

CHAPTER 10 – MERGER AND DIVISION, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION OF THE COMPANY

185. A proposal for the amalgamation or division of the Company shall be made by the board of directors of the Company. Such proposal shall go through the relevant examination and approval procedures according to the laws after being passed in accordance with the procedures stipulated in these Articles. The shareholders who oppose the proposal for amalgamation or division may demand the Company to or those shareholders who agree to the proposal for amalgamation or division to acquire their shares at a fair price. The contents of resolution in respect of the amalgamation or division of the Company shall be treated as specific document available for the inspection of the shareholders.

In respect of holders of the overseas listed foreign shares listed in Hong Kong, unless otherwise provided in the Articles of Association (including Article 197), the aforesaid documents shall also be served by mail.

186. The amalgamation of the Company shall be carried out in forms of merger by adoption or merger by new establishment.

Upon amalgamation, the Company shall enter into an amalgamation agreement with all parties and prepare a balance sheet and a checklist of the Company's assets. The Company shall notify the creditors within 10 days from the day of passing such resolution of amalgamation and make public announcements on the newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the day of passing such resolution of amalgamation.

During the amalgamation, the debts and liabilities of all parties shall be inherited by the amalgamated company or the company newly formed.

187. The consideration paid for a company merger shall not exceed 10% of the net assets of the Company and may be approved without a resolution of the shareholders' meeting, unless otherwise provided in these Articles of Association.

If a company is merged in accordance with the provisions of the preceding paragraph without a resolution of the shareholders' meeting, it shall be approved by a resolution of the board of directors.

188. Upon division, the assets of the Company shall be subsequently separated accordingly.

Upon division, the Company and all parties shall enter into a division agreement and prepare a balance sheet and a checklist of assets. The Company shall notify the creditors within 10 days from the day of passing such resolution of division and make public announcements on the newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the day of passing such resolution of division.

The debts incurred before the division of the Company shall be jointly and severally borne by the Company formed after the division. However, this shall not apply if the company has reached a written agreement with the creditors on the settlement of debts prior to the split.

189. Alteration of registered matters arising from the Company shall be applied for alterations of registration according to the laws; where the Company needs to be terminated due to dissolution, it shall apply to the company registration authority for cancellation of registration in accordance with the law, and the company registration authority shall announce the termination of the Company; where a new company is established, it shall apply to the company registration authority for registration of the establishment of the company in accordance with the law.

190. The Company may reduce its registered capital. The Company shall reduce its registered capital pursuant to the procedures under the Company Law, other relevant regulations and these Articles.

191. The Company shall not acquire its own shares. However, the following circumstances are exceptions:

(1) to decrease the registered capital of the Company;

(2) to merge with another company holding shares of the Company;

(3) to use for employee stock ownership scheme or as share incentive with shares;

(4) it is requested by any shareholder to purchase his shares because this shareholder raises any objection to the Company's resolution on merger or split-up made at the general meeting;

(5) to use for conversion of the corporate bonds issued by the company that can be converted into shares;

(6) when it is necessary for the company to safeguard the corporate value and the interests of its shareholders.

192. The Company may purchase its own shares by way of public centralisation trading, or through other ways approved by the laws and administrative regulations and the China Securities Regulatory Commission.

Where the Company needs to purchase its own shares for any of the circumstances as mentioned in items(3), (5) and (6) in the first paragraph of Article 191 of these Articles, it shall be conducted by way of public centralisation trading.

193. Where the Company needs to purchase its own shares for any of the circumstances as mentioned in items (1) and (2) in the first paragraph of Article 191 of these Articles, it shall be subject to a resolution to be passed at the general meeting. Where the Company needs to purchase its own shares for any of the circumstances as mentioned in items (3), (5) and (6) in the first paragraph of Article 191 of these Articles, it shall be subject to a resolution to be passed at the meeting of the board of directors with more than two-third of directors in accordance with the provisions of these Articles or the authorisation of the general meeting.

After the Company purchases its own shares pursuant to provisions of the first paragraph of Article 191 of these Articles, it shall, under the circumstance as mentioned in item (1), write them off within 10 days after the purchase; under either circumstance as mentioned in item (2), (4), transfer them or write them off within 6 months; under the circumstance as mentioned in items (3), (5) and (6), the total shares of the Company held by the Company shall not exceed 10% of its total amount of the issued shares and shall be transferred or be written off within 3 years.

194. When the Company issues new shares to increase its registered capital, shareholders shall not have preemptive rights, unless otherwise provided in these Articles of Association or decided by a resolution of the general meeting.

195. The Company may be dissolved for the following reasons:

(1) the business term specified in these Articles of Association has expired or other grounds for dissolution specified in these Articles of Association have arisen;

(2) it is resolved at the general meeting to dissolve the Company;

(3) it is necessary for the Company to be dissolved as a result of amalgamation or division;

(4) The Company is revoked, ordered to close, or revoked in accordance with the law due to its violation of the laws and administrative rules;

(5) Where the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face heavy loss if it continues to exist and it cannot be solved by any other means, the shareholders who hold 10% or more of the shareholders' total voting rights of the Company may plead the People's Court to dissolve the Company.

If the Company encounters the circumstances for dissolution specified in the preceding paragraph, it shall announce the circumstances for dissolution through the National Enterprise Credit Information Publicity System within ten days.

196. Where the Company is to be dissolved pursuant to the paragraph (1), (2), (4) and (5) of the preceding Article, it shall be liquidated. The directors shall be the liquidators of the company and shall establish a liquidation team to conduct the liquidation within 15 days from the date of the occurrence of the cause of dissolution. The liquidation team shall be composed of the directors, unless otherwise provided in these Articles of Association or otherwise decided by the general meeting.

If the persons responsible for liquidation fail to perform their liquidation obligations in a timely manner and cause losses to the company or creditors, they shall bear liability for compensation.

If the company is dissolved in accordance with item (4) of the preceding article, the department that revoked the business license, ordered the closure, or revoked registration, or the company registration authority may apply to the People's Court to designate relevant persons to form a liquidation team to conduct liquidation.

197. The liquidation committee shall notify creditors within ten days of its establishment and shall make publish announcements in a newspaper or on the National Enterprise Credit Information Publicity System within sixty days.

Creditors shall declare their claims within thirty days following the date of service of written notification and creditors who fail to receive written notification shall declare their claims within forty-five days following the date of public announcement. When declaring their claims, creditors shall explain the relevant matters concerning the claims and provide supporting materials.

The liquidation committee shall register the claims. During the period for declaring claims, the liquidation team shall not make any payments to creditors.

198. The liquidation committee has the following powers during the liquidation period:

(1) to dispose the assets of the Company and prepare a balance sheet and a checklist of assets;

(2) to notify creditors by notice or by making public announcements;

(3) to deal with and liquidate the outstanding business of the Company;

(4) to pay all taxes owed and taxes arising during the liquidation process;

(5) to settle claims and the debts;

(6) to distribute of any remaining assets of the Company following settlement of debts;

(7) to participate in civil litigation proceedings on behalf of the Company.

199. Following the disposal of the Company's assets and preparation for the balance sheet and the checklist of the Company's assets, the Company shall formulate a proposal for liquidation and submit the same to the general meeting or the People's Court in charge for approval.

The assets of the Company shall be used for repayment in the following order of priority after payment of expenses of liquidation including the remuneration of the liquidation committee and consultants:

(1) salary, social insurance premium and statutory compensation due to the employees;

(2) taxes in arrears;

(3) banks loans, debentures of the Company and other debts.

Any assets of the Company remaining after repayment of debts pursuant to the aforesaid paragraph shall be distributed to the shareholders of the Company according to the class and proportion of shares held by them. The Company shall continue to exist, but shall not engage in business activities unrelated to the liquidation.

The property of the company shall not be distributed to the shareholders before the settlement specified in the preceding paragraph.

200. In the case of the Company is liquidated by reason of dissolution, the liquidation committee, after the disposal of the Company's assets and preparation of the balance sheet and a checklist of the Company's assets, discovers that the Company's assets are insufficient to repay its debts in full, it shall promptly submit a bankruptcy liquidation to the People's Court.

Upon the People's Court accepts the bankruptcy application, the liquidation team shall transfer the liquidation affairs to the bankruptcy administrator appointed by the People's Court.

201. Following the completion of liquidation, the liquidation committee shall present a liquidation report and prepare a statement and various records of the receipts and payments during the period of liquidation for certification by a registered accountants firm in the PRC and the same shall be presented at the general meeting or the People's Court for approval, submit to the company registration authority for cancellation of the registration of the Company.

CHAPTER 11 – NOTICES AND ANNOUNCEMENTS

202. The notice, communication or other written materials of the Company can be issued in the following manner:

(1) by hand;

(2) by mail;

(3) by fax or electronic mail;

(4) by posting on the website of the Company and/or the specified website of the stock exchange on which the shares of the Company are listed to the extent as permitted under applicable laws, administrative regulations and the rules of the relevant securities regulatory body of the stock exchange on which the shares of the Company are listed;

(5) by public announcements in newspapers and/or other specified mass media;

(6) by any other methods as agreed between the Company and the addressee or as accepted by the addressee after the notice is received;

(7) by any other methods as authorized by the relevant securities regulatory body of the place where the shares of the Company are listed or as stipulated by the Articles of Association.

Notwithstanding the requirements in relation to the means of sending notice, announcement, communications or other written documents set out in this Articles of Association, the Company may use the means set out in item (4) of this Article to replace the use of personal delivery or prepaid mail to holders of overseas foreign-listed shares, provided that the relevant rules of securities governing body of the place where the shares of the Company are listed is complied with. The aforesaid notice, announcement, communications or other written documents shall include any documents issued or to be issued by the Company for Shareholders' reference or action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), report of the Board(including balance sheet and income statement), notice of shareholders' meetings, circular and other communication materials.

Holders of overseas foreign listed shares may by notice in writing request the Company to provide notice, data or written statement in printed form or using electronic means to obtain those corporate communications. If the holders of overseas foreign listed shares request to obtain the corporate communications of the Company in printed form, they should also state if they wish to receive the Chinese version, English version or both Chinese and English versions of the printed copies. The Company shall according to the written request send the relevant printed copies to the Shareholders' registered addresses by delivering in person or by pre-paid mail. Holders of overseas foreign listed shares may also give prior reasonable notice in writing to the Company to change their choice as to the manner of receiving the above mentioned corporate communications and as to the language version of the printed copies according to appropriate procedures.

Meanwhile, the Company can also send a written notice to request the shareholders of the foreign investment shares listed outside the People's Republic of China to specify whether the notices, newsletters or other written materials of the Company shall be delivered in printed version or by email. If the Company does not receive the above written confirmation from the holders of the foreign shares listed outside the People's Republic of China within the period designated by relevant laws, administrative regulations and rules of the securities supervision and management authorities of the place(s) where the shares of the Company are listed, the holders of the foreign shares are deemed to agree that the Company can send or provide newsletters thereof in the ways (including but not limited to publishing on the Company's website by electronic means) designated in advance by the Company in accordance with relevant laws, administrative regulations and rules of the securities supervision and management authorities of the place(s) where the shares of the Company are listed.

Notices to be given by the Company to domestic-investment shareholders shall be published in one or more publications specified by the PRC securities regulatory authority. Once the notice has been published, all domestic-investment shareholders shall be deemed to have received such notice.

203. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, paying the postage and posting in envelopes containing such notice. After 5 days of posting those letters containing such notice, the shareholders are deemed to have received such notice.

204. Any notices, documents, information or written statements to be served on the Company by shareholders or directors may be served by delivery or registered mail to the legal address of the Company.

205. Service of any notice, document, information or written statement to be served on the Company by shareholders or directors may be proved by showing that such notice, document, information or written statement was delivered in the normal course of delivery within the period prescribed for services or the evidence showing that it was sent by post with payment of postage to the correct address.

CHAPTER 12 – AMENDMENTS TO THE ARTICLES OF ASSOCIATION

206. The Company may amend these Articles in accordance with the provisions of the laws, administrative rules and these Articles.

207. The amendments to these Articles of the Company as resolved in the general meeting shall be submitted to the competent authority for approval if required, shall be effected upon receiving approvals from controlling authorities; whereas such amendments involving industry and commerce registration matters shall be registered according to law to record changes made thereof.

208. The procedures for the amendments to these Articles are:

(1) the board of directors formulates a proposal for amendments;

(2) the proposal for amendments shall be notified to the shareholders and a general meeting shall be convened in accordance with these Articles to vote on such proposal;

(3) the proposal for amendments shall be passed by a special resolution at the general meeting.

209. If the amendments to these Articles involve alterations of commercial registration, the Company shall announce the altered clauses to the shareholders following such registration.

If the amendments to these Articles involve alteration of its name, legal address, scope of operations or registered capital or other matters requiring public announcement, the Company shall make such public announcement.

210. In the case of amendments to these Articles involving a reduction of capital, the method of capital reduction shall be specified in the resolution to amend the Articles.

211. The provisions of this Chapter shall in all respects be subject to all other provisions of these Articles.

CHAPTER 13 – BYE-LAWS

212. The Articles of Association shall be interpreted by the board of directors of the Company.

213. The following words and expressions bear the following meanings in these Articles except those which should have other meanings pursuant to the contents thereof:

"Articles"	the Articles of Association of the Company;
"board of directors"	the board of directors of the Company;
"chairman"	the chairman of the board of directors of the Company;
"director"	director of the Company;
"legal address or address"	No. 18 Xixin Road, High-Tech District (Western District), Chengdu, Sichuan Province, PRC;
"RMB"	Renminbi, the lawful currency of the PRC;
"secretary"	secretary to the board of directors appointed by the board of directors;
"PRC"	the People's Republic of China;
"the Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"accountants firm"	auditors;

214. In these articles of association, the words of "above", "within", "in" include its underlying numbers, while "less than", "under", "below", "more than" do not include its underlying number.

215. The Articles of Association shall come into effect since its publication.