THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CCID Consulting Company Limited*** (the "**Company**"), you should at once hand this circular, the reply slip and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

CCIDConsulting

賽迪顧問股份有限公司
CCID CONSULTING COMPANY LIMITED*

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

(Stock code: 02176)

www.ccidconsulting.com

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND ADOPTION OF THE NEW ARTICLES; NOTICE OF THE EXTRAORDINARY GENERAL MEETING; NOTICE OF H SHARE CLASS MEETING; AND NOTICE OF DOMESTIC SHARE CLASS MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice of the EGM is set out on pages 96 to 98 of this circular. The notice of the H Share Class Meeting is set out on pages 99 to 101 of this circular. The notice of the Domestic Share Class Meeting is set out on pages 102 to 104 of this circular.

Any Shareholder(s) entitled to attend and vote at the EGM, the H Share Class Meeting and the Domestic Share Class Meeting are entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder. In the event that a Shareholder appoints more than one proxy to attend the EGM, the H Share Class Meeting and the Domestic Share Class Meeting, such proxies may only exercise their voting rights on a poll.

If you intend to appoint a proxy to attend the EGM, the H Share Class Meeting and/or Domestic Share Class Meeting, you are required to complete and return the form of proxy enclosed herein and published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ccidconsulting.com.) in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned by hand or by post to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shares) or the Company's principal place of business at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC (for Domestic Shares) not less than 24 hours before the time for holding the EGM, the H Share Class Meeting and the Domestic Share Class Meeting or not less than 24 hours before the time appointed for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. Completion and return of the proxy form(s) will not preclude holders of H Share(s) and holders of Domestic Share(s) from attending and voting in person at the EGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjournment thereof should they so wish. This circular is also available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the "Investor Relations" page of the Company's website at www.ccidconsulting.com.

* *For identification purpose only*

1 December 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:

"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors of the Company
"Class Meetings"	the H Share Class Meeting and the Domestic Share Class Meeting
"Company"	CCID Consulting Company Limited* (賽迪顧問股份有限公司), a joint stock limited company incorporated in the PRC whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 2176)
"Director(s)"	the director(s) of the Company
"Domestic Share Class Meeting"	the domestic share class meeting of the Company to be held on Thursday, 18 December 2025 at 9:00 a.m. (immediately after the EGM)
"Domestic Share(s)"	ordinary domestic share(s) of nominal value of RMB0.10 each in the registered capital of the Company which are subscribed for and paid-up in Renminbi
"EGM"	the extraordinary general meeting of the Company to be held on Thursday, 18 December 2025 at 9:00 a.m.
"Existing Articles"	the existing Articles of Association currently in effect
"Group"	the Company and its subsidiaries
"H Share Class Meeting"	The H share class meeting of the Company to be held on Thursday, 18 December 2025 at 9:00 a.m. (immediately after the EGM and the Domestic Share Class Meeting)
"H Share(s)"	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK$
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

"New Articles"	the Existing Articles as amended by incorporating the Proposed Amendments
"PRC" or "China"	the People's Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
"Proposed Amendments"	has the same meaning as ascribed to it in the section headed "Letter from the Board — proposed amendments of the Existing Articles and adoption of the New Articles" in this circular
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of the shares of the Company
"Shares"	share(s) of the Company, including the Domestic Shares and the H Shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

CCIDConsulting

賽迪顧問股份有限公司
CCID CONSULTING COMPANY LIMITED*

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

(Stock code: 02176)

www.ccidconsulting.com

Executive Directors:
Ms. Shen Wen
Mr. Fu Changwen

Independent Non-Executive Directors:
Mr. Hu Bin
Mr. Zhang Tao
Mr. Fang Hongbin

Registered Address:
Room 311, No. 2 Building,
No. 28 Zhen Xing Road,
Chang Ping District,
Beijing,
the PRC

Principal Place of Business in the PRC:
10th Floor, CCID Plaza,
No. 66 Zizhuyuan Road,
Haidian District,
Beijing,
the PRC

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai,
Hong Kong

1 December 2025

To the Shareholders

Dear Sir/Madam,

PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND ADOPTION OF THE NEW ARTICLES; NOTICE OF THE EXTRAORDINARY GENERAL MEETING; NOTICE OF H SHARE CLASS MEETING; AND NOTICE OF DOMESTIC SHARE CLASS MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the approval by way of poll of the proposed amendments to the Existing Articles and adoption of the New Articles, and give you the notice of the EGM and the Class Meetings.

2. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES AND ADOPTION OF THE NEW ARTICLES

Reference is made to the announcement of the Company dated 1 December 2025 regarding the proposed amendments to the Existing Articles and adoption of the New Articles.

On 17 February 2023, the State Council (the "**State Council**") of the People's Republic of China (the "**PRC**") and the China Securities Regulatory Commission (the "**CSRC**") issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) respectively (collectively, the "**New PRC Regulations**"), with effect from 31 March 2023. Accordingly, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) (the "**Special Regulations**") issued by the State Council on 4 August 1994 and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21) (《到境外上市公司章程必備條款》(證委發[1994]21號文件)) (the "**Mandatory Provisions**") issued by the State Council Securities Commission and the State Commission for Restructuring the Economic Systems on 27 August 1994 shall be repealed on the date the New PRC Regulations came into force. Pursuant to the New PRC Regulations, the Stock Exchange has made consequential amendments to the Listing Rules, with effect from 1 August 2023.

In November 2021, the Stock Exchange amended the then Appendix 3 to the Listing Rules (which has been renumbered to Appendix A1 to the Listing Rules with effect from 31 December 2023) in order to streamline the shareholder protection standards that issuers were required to provide into one set of Core Standards for all issuers. In January 2025, the Stock Exchange further amended the Core Standards as part of its efforts to expand the paperless listing regime. These amendments to the Core Standards have taken effect since 1 January 2022 and 10 February 2025, respectively, and pursuant to the related transitional arrangement, the Company had until the second annual general meeting following 1 January 2022 and the next annual general meeting held after 1 July 2025, respectively to make the necessary changes to the Articles to conform to the Core Standards.

In light of the aforementioned amendments to the Listing Rules and the regulations and in accordance with the latest provisions of relevant laws, regulations and normative documents, such as the Company Law of the People's Republic of China (《中華人民共和國公司法》) (which were implemented in 2024), and in conjunction with the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》) published by CSRC and other relevant laws, regulations and normative documents, as well as the requirements of regulatory authorities, while taking into account the Company's actual circumstances, the

Company proposes the New Articles which consolidate all the Proposed Amendments to the Existing Articles, upon approved, be adopted in substitution for, and to the exclusion of, the Existing Articles.

Full details of the Proposed Amendments (marked-up against the relevant contents in the conformed version of the Existing Articles posted on the website of the Stock Exchange) are set out in Appendix to this circular. The English translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the Chinese version and its English translation, the Chinese version shall prevail.

The proposed amendments to the Existing Articles and adoption of the New Articles shall only take effect upon approval by Shareholders by passing separate special resolutions at the EGM and the Class Meetings, including the H Share Class Meeting and the Domestic Share Class Meeting and the approval by and the registration/filing with the relevant regulatory authorities in the PRC.

The Directors believe that the proposed amendments to the Existing Articles and adoption of the New Articles are in the interests of the Company and its Shareholders as a whole. Independent legal advisors have confirmed that the Proposed Amendments and adoption of New Articles are in compliance with the laws of the PRC and the Listing Rules.

3. THE EGM, THE H SHARE CLASS MEETING AND THE DOMESTIC SHARE CLASS MEETING

The Company will convene the EGM and the Class Meetings consecutively from 9:00 a.m. on 18 December 2025 at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC, for the purpose of considering and, if thought fit, approving by the Shareholders the resolutions set out in the notices of the EGM and the Class Meetings, respectively.

The notice of the EGM is set out on pages 96 to 98 of this circular. The notice of the H Share Class Meeting is set out on pages 99 to 101 of this circular. The notice of the Domestic Share Class Meeting is set out on pages 102 to 104 of this circular.

Reply slips for the EGM and the Class Meetings, respectively, for the purpose of informing the Company whether you will be attending (in person or by proxy) the EGM and/or the Class Meetings are enclosed in this circular. Please complete and sign the relevant reply slips (if you are entitled to attend the EGM and/or the Class Meetings) and return the same to the Company's H share registrar, Tricor Investor Services Limited (in the case of the holders of H Shares), or the Company's principal place of business in the PRC (in the case of the holders of Domestic Shares) on or before 12 December 2025 in accordance with the instructions printed thereon.

The proxy forms for use at the EGM and the Class Meetings, respectively, are also enclosed in this circular. If you intend to attend the EGM and/or the Class Meetings by proxy, please complete and sign the proxy forms in accordance with the instructions printed thereon and return the same to the Company's principal place of business in the PRC at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC (in

the case of the holders of Domestic Shares) or the office of the Company's H Share registrar, Tricor Investor Services Limited (in the case of the holders of H Shares), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM and/or the Class Meetings or 24 hours before the time appointed for holding any adjournment thereof.

4. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend and vote at the EGM and the Class Meetings, the register of members of the Company will be closed from 15 December 2025 to 18 December 2025, both days inclusive, during which period no transfer of Shares will be effected. The record date for determining the eligibility of holders of Shares to attend and vote at the EGM and the Class Meetings will be 18 December 2025.

In order to be entitled to attend and vote at the EGM and the Class Meetings, all transfer documents of the Shares accompanied by the relevant share certificate(s) must be lodged in the Company's principal place of business in the PRC at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC (in the case of the holders of Domestic Shares) or the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (in the case of the holders of H Shares) not later than 4:30 p.m. on 12 December 2025 for registration.

Shareholders whose names appear on the registers of members of the Company at the close of business on 18 December 2025 will be entitled to attend and vote at the EGM and the Class Meetings.

5. VOTING BY WAY OF POLL

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, pursuant to Article 67 of the Articles of Association, the chairman of the EGM and the Class Meetings will demand a poll for the purpose of voting on the resolutions set out in the notices of the EGM and the Class Meetings.

On a poll conducted at such meetings, Shareholders (including proxies) entitled to two or more votes are not required to cast all their votes for or against a resolution or to abstain from voting on a resolution by not casting any of their votes. No Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM and the Class Meetings. Voting results will be uploaded onto the website of the Company (www.ccidconsulting.com) and the website of the Stock Exchange (www.hkexnews.hk) after the EGM and the Class Meetings.

6. RECOMMENDATION

The Board (including the independent non-executive Directors) is of the view that the Proposed Amendments to the Existing Articles and adoption of the New Articles at the EGM and the Class Meetings are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the Class Meetings.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information as set out in the Appendix to this circular. This circular has been prepared in both English and Chinese. In the case of any discrepancy, the Chinese text shall prevail.

Yours faithfully,
By Order of the Board
CCID Consulting Company Limited*
Ms. Shen Wen
Chairlady

* *For identification purpose only*

ARTICLES OF ASSOCIATION

OF

CCID CONSULTING COMPANY LIMITED

(Approved by the resolution of the extraordinary general meeting, domestic share class meeting and H share class meeting on ~~24 March 2022~~18 December 2025)

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~~*Note:* In the marginal notes of the Articles of Association, "*MP*" means Mandatory Provisions for Articles of Association of Companies Listing Overseas promulgated by the former China Securities Committee under the State Council and the former State Committee on Economic System Reform; "*Zheng Jian Hai Han*" means Circular Regarding Comments on the Amendment of Articles of Association of Companies Listing Overseas in Hong Kong (Zheng Jian Hai Han [1995] No.1), which was promulgated by the Overseas Listing Department of China Securities Regulatory Commission and the Production System Department of the former State Committee on Economic System Reform; "*Opinions*" means Opinions Regarding the Promotion of Legally Compliant Operations and the Further Reform of Companies Listing Overseas, which was promulgated by the State Economic and Trade Commission and China Securities Regulatory Commission ("CSSCC"); and "*Practice Guidelines for Company Secretary*" means Practice Guidelines for Company Secretary of Companies Listing Overseas; "A3" means the Appendix Three of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; "A13D" means the Part D of the Appendix 13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; "Reply" means the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad ("Guo Han [2019] No. 97").~~

ARTICLES OF ASSOCIATION OF CCID CONSULTING COMPANY LIMITED

CHAPTER 1 GENERAL PROVISIONS

Article 1

CCID Consulting Company Limited (hereinafter referred to as the "Company") is a joint-stock limited company established in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), ~~the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies,~~the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (CSRC Announcement [2023] No. 43), the Guidelines for Articles of Association of Listed Companies (CSRC Announcement [2025] No. 6), the Measures for the Administration of Independent Directors of Listed Companies (CSRC Order No. 220), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (Main Board) (hereinafter referred to as the "Listing Rules"), and other relevant laws and administrative regulations of the People's Republic of China.

The Company was established by way of promotion with the approval of the State Economic and Trade Commission (Document No. [2002]115). It was registered with the Beijing Administration for Industry and Commerce on 15 March 2002, and obtained its business license. The Company's business license number is 1100001199461. On 26 October 2015, the Company renewed its business license with a unified social credit code at the Beijing Administration for Industry and Commerce. The unified social credit code is 91110000722619729C.

The founders of the Company are the former Research Centre of Computer and Microelectronics Industry Development under the Ministry of Information Industry (current name: China Software Testing Center (Research Center of Ministry of Industry and Information Technology Software and Integrated Circuit Promotion)), Beijing-CCID Riyue Investment Company Limited, Deng Zhicheng, Xu Mutu, Lu Shan, Yang Tianxing and Luo Wen.

Upon approval by The Stock Exchange of Hong Kong Limited, Overseas-Listed Foreign Shares issued by the Company in Hong Kong, being H Shares, were transferred from the GEM to the Main Board on 14 May 2021.

Article 2

Registered Chinese name of the Company	:	CCID Consulting Company Limited
Abbreviation	:	CCID Consulting
English name of the Company	:	CCID Consulting Company Limited
Abbreviation	:	CCID Consulting

Article 3

Company address	:	Room 311, No. 2 Building, No. 28 Zhen Xing Road, Chang Ping District, Beijing
Postal code	:	102200
Telephone No.	:	(010) 88559008
Fax No.	:	(010) 88559009

~~**Article 4**~~ ~~MP 4~~

Article 4

The Company's legal representative is the Chairman of the Board of Directors of the Company.

~~**Article 5**~~ ~~MP 5~~

Article 5

The Company is a joint stock limited company which has perpetual existence.

Article 6

The Company ~~**made amendments to the original Articles of Association (the "original Articles of Association") and**~~ formulated the current Articles of Association (the "Articles of Association") ~~**at the extraordinary general meeting, domestic share class meeting and H share class meeting on 21 January 2022,**~~ in accordance with Company Law, ~~Special Regulations, Mandatory Provisions for Articles of Association of Companies Listing Overseas (the "Mandatory Provisions"), the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad《(國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), other national laws~~ the Securities Law, the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Guidelines for Articles of Association of Listed Companies, the Measures for the Administration of Independent Directors of Listed ~~A11 C, 1(a)~~

Companies, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (Main Board) and other laws, administrative regulations and related rules.

~~The original Articles of Association took effect from the incorporation date of the Company.~~ MP 6

These Articles of Association shall take effect upon the passing of special resolutions at a general meeting and the class meetings of the Company. After these Articles of Association come into effect, the original Articles of Association shall be superseded by these Articles of Association.

From the date on which the Articles of Association come into effect, the Articles of Association constitute the legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.

In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》), the Company shall establish a Communist Party of China organization to carry out the activities of the Party, set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization. Major business management matters must be studied and discussed in advance by the Party organization before the board of directors and other relevant departments make decisions in accordance with their powers and prescribed procedures.

Article 7

The Articles of Association are binding on the Company and its shareholders, Directors, Supervisors, General Manager and other senior management personnel, all of whom may, according to the Articles of Association, assert rights in respect of the affairs of the Company.

A shareholder may take action against the Company pursuant to the Articles of Association, and ~~vice versa.~~the Company may take action against the shareholders, Director, General Manager and other senior management personnel pursuant to the Articles of Association. A shareholder may also take action against another shareholder, the Directors, Supervisors, General Manager and other senior management personnel of the Company pursuant to the Articles of Association.

The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.

The senior management personnel referred to in this Articles of Association include the vice general manager, the secretary of the Board and the financial officer of the Company.

Article 8

All the assets of the Company are divided into equal shares, and the shareholders are liable to the Company to the extent of the shares subscribed by them, and the Company is liable for its debts to the extent of all of its assets.

The Company may invest in other limited liability companies and joint stock limited companies, and its liabilities therefor shall be limited to the amount of the capital invested. ~~Subject to the approval of companies approving departments authorised by the State Council, the Company may, in accordance with its operational and managerial requirements, operate as a holding company in accordance with paragraph 2 of Article 12 of the Company Law and its liabilities therefor shall be limited to the amount of the capital invested.~~ MP 8

CHAPTER 2 BUSINESS OBJECTIVES AND SCOPE OF BUSINESS

Article 9

The business objectives of the Company are: to maximize the benefits of shareholders and promote the sustained and healthy development of the information industry in accordance with national laws, administrative regulations and other related rules.

Article 10

The business scope of the Company shall be in accordance with the items approved by the registration authority with which the Company is registered. MP 10

The business scope of the Company includes: computer system service, data processing, basic software service, application software service; corporate governance, investment and assets management, market research, economic information consultation; convention service, undertaking exhibition and demonstration activities; technology development, technology consultation, computer technology training and technology intermediary service.

According to the needs of business management, the Company may amend the Articles of Association and the business scope in accordance with the relevant provisions. However, the amendment shall be registered. As to projects within the business scope of the Company which have to be approved under the laws and administrative rules and regulations, they shall be approved according to the law.

The operating period of the Company is long-term.

CHAPTER 3 SHARES AND REGISTERED CAPITAL

Article 11

There ~~must, at all times,~~must be ordinary shares in the Company, which include "Domestic Shares" and "Foreign Shares". ~~Subject to the approval of the companies approving department authorised by the State Council, the~~The Company may, according to its requirements, create different classes of shares, but it must be subject to the filing and approval procedures (if necessary) with the securities regulatory authority under the State Council. MP 11 ~~A3, 9~~

Article 12

The shares issued by the Company shall each have a par value of RMB0.1. ~~MP 12~~

Article 13

Subject to the ~~approval of~~registration or filing with the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors. ~~MP 13~~

"Foreign Investors" mean those investors who subscribe for the Company's shares and who are located in foreign countries and Hong Kong Special Administration Region, Macao Special Administration Region and Taiwan province. "Domestic Investors" mean those investors who subscribe for the Company's shares and who are located within the territory of the PRC (except the areas referred to above).

Article 14

~~Shares which the Company issues to Domestic Investors for subscription in RMB are called "Domestic Shares"; shares which the Company issues to Foreign Investors for subscription in foreign currencies are called "Foreign Shares".~~ Shares which the Company issues to Investors for subscription in RMB are called "Domestic Shares"; shares which the Company issues to Investors for subscription in foreign currencies are called "Foreign Shares". Foreign Shares which are listed overseas are called "Overseas Listed Foreign Shares". The shareholders of "Domestic Shares" and the shareholders of "Overseas Listed Foreign Shares" shall be shareholders of ordinary shares, possessing the same rights and obligations. ~~A3, 9~~

"Foreign currencies" means the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to ~~make~~pay the share price to the Company.

~~Foreign Shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". "H Shares" means the shares which have been admitted by the relevant departments of the State for listing on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.~~

Article 15

As examined and approved by the authorised department of the State Council, the Company issued total share capital of 51,000,000 ordinary shares, which ~~represent~~represents 100% of the ordinary shares issued by the Company to its founders when it was first established. Of these, 40,800,000 shares (80% of the aggregate number of shares) are owned by the former Research Centre of Computer and Microelectronics Industry Development under the Ministry of Information Industry (current name: China Software Testing Center (Research Center of Ministry of Industry and Information Technology Software and Integrated Circuit Promotion)), 9,690,000 shares (19% of the aggregate number) are owned by Beijing CCID Riyue Investment Company Limited, 102,000 shares (0.2% of the aggregate number) are owned by Deng Zhicheng, 102,000 shares (0.2% of the aggregate number) are owned by Xu Mutu, 102,000 shares (0.2% of the aggregate number) are owned by Yang Tianxing, 102,000 shares (0.2% of the aggregate number) are owned by Luo Wen and 102,000 shares (0.2% of the aggregate number) are owned by Lu Shan respectively.

The Company increased its capital for the first time after the founding of the Company with the issuance of 190,000,000 ordinary shares of overseas listed foreign shares, and after exercising the Over-allotment Option, no more than 28,500,000 of Overseas Listed Foreign Shares were issued. The Domestic Shares held by the Company's state-owned shareholders of the former Research Centre of Computer and Microelectronics Industry Development under the Ministry of Information Industry (current name: China Software Testing Center (Research Center of Ministry of Industry and Information Technology Software and Integrated Circuit Promotion)) and Beijing CCID Riyue Investment Company Limited were converted into Overseas Listed Foreign Shares, which were not more than 19,000,000 shares, and the number of shares after exercising the Over- allotment Option did not exceed 2,850,000 shares.

Article 16

Pursuant to the relevant approval (Cai Han [2022] No.22) issued by Ministry of Industry and Information Technology, China Software Testing Center (Research Center of Ministry of Industry and Information Technology Software and Integrated Circuit Promotion) transferred its holding of 392,610,000 Shares of the Company to CCID Academy for Industry and Information Technology Limited at nil consideration.

Upon completion of the above transfer, the share capital structure of the Company is 700,000,000 ordinary shares, among which 491,000,000 shares are Domestic Shares (approximately 70.143% of the aggregate number of ordinary shares issued by the Company), 392,610,000 shares are owned by CCID Academy for Industry and Information Technology Limited, 98,390,000 shares are owned by Beijing CCID Riyue Investment Company Limited respectively, and 209,000,000 shares are Overseas Listed Foreign Shares, which represent approximately 29.857% of the entire ordinary shares issued by the Company.

Article 17

~~The Company's Board of Directors may take all necessary action for the respective issuance of the Overseas Listed Foreign Shares and Domestic Shares after the proposals for issuance of the same have been approved by the securities authority of the State Council.~~ MP 17

~~The Company may implement its proposal to issue Overseas Listed Foreign Shares and Domestic Shares pursuant to the preceding paragraph within fifteen months from the date of approval by the China Securities Supervisory and Control Commission ("CSSCC").~~

~~**Article 18**~~

~~Where the total number of shares stated in the proposal for the issuance of shares includes Overseas Listed Foreign Shares and Domestic Shares, such shares should be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for all at once due to special circumstances, the shares may, subject to the approval of the CSSCC, be issued on separate occasions.~~ MP 18

~~**Article 19**~~

~~Upon the completion of the Overseas Listed Foreign Shares issued, if the Over-allotment Option is not exercised, the Company's registered capital is~~The registered capital of the Company amounts to RMB70,000,000~~; if the Over-allotment Option is fully exercised, the company's registered capital increases to RMB72,850,000. The Company shall register its registered capital with the state industry and commerce department~~. MP 19

~~**Article 20**~~

Article 18

The Company may, based on its operation and development needs, authorise the increase of its capital pursuant to the Articles of Association. The Company may increase its capital in the following ways: MP 20

(1) by offering new shares for subscription by unspecified investors;

(2) by placing new shares to its existing shareholders;

(3) by allotting bonus shares to its existing shareholders;

(4) by issuing new shares to specially-designated investors;

(5) by converting capital reserves into share capital; and

(6) by any other means which is permitted by laws and administrative regulations.

After the Company's increase of share capital by means of the issuance of new shares has been approved in accordance with the provisions of the Articles of Association, the issuance thereof should be made in accordance with the procedures set out in the relevant laws and administrative regulations of the State.

Article 19

According to the regulations of the securities regulatory authority under the State Council, the domestic shareholders of the Company may transfer all or part of their shares to overseas investors, subject to approval by an overseas stock exchange for listing and trading overseas; all or part of the domestic shares may be converted into overseas listed shares available for trading on an overseas stock exchange. The listing and trading of the said shares on an overseas stock exchange shall also comply with the regulatory procedures, rules, and requirements of the overseas securities market. No shareholder meeting is required to approve the conversion and/or transfer of such shares and their listing and trading on an overseas stock exchange.

Article 20

The shares of the Company shall be transferred in accordance with the law. Transfer of overseas-listed shares listed in Hong Kong requires registration by the share registrar in Hong Kong appointed by the Company.

CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES

Article 21 ~~MP 21~~

~~Unless otherwise stipulated in the relevant laws or administrative regulations, shares in the Company shall be freely transferable and are not subject to any lien.~~ ~~A3, 1(2)~~

~~CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES~~

According to the provisions of the Articles of Association, the Company may reduce its registered capital. ~~MP 22~~

~~**Article 23**~~

Article 22

The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital. ~~MP 23~~

The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of capital and shall publish an announcement at least three (3) times in the newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does

not receive such notice, within ~~ninety (90~~forty-five (45) days of the date of the first announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

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

Article 23

The Company may, in accordance with the procedures set out in the Articles of Association and pursuant to the requirements of the laws, administrative regulations, departmental rules, listing rules of the stock exchange in which Company's shares are listed and the Articles of Association, repurchase its shares under the following circumstances:

(1) cancellation of shares for the purposes of reducing its capital;

(2) merging with another company that holds shares in the Company;

(3) awarding shares for employee stock ownership plan or share incentive plan;

(4) acquiring shares held by Shareholders, who vote against any resolution proposed in any general meeting on the merger or division of the Company, upon their request;

(5) using shares to convert into corporate bonds which are convertible into shares that issued by Company;

(6) protecting the Company value and Shareholders' equity when necessary; and

(7) other circumstances permitted by laws and administrative regulations.

Article 24

~~The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the relevant governing authority of the State, repurchase its outstanding shares under the following circumstances:~~ MP 24

~~(1) cancellation of shares for the purposes of reducing its capital;~~

~~(2) merging with another company that holds shares in the Company; and~~

~~(3) other circumstances permitted by laws and administrative regulations.~~

The Company may acquire its own shares through centralized trading on a public exchange or by other means approved by laws, regulations, and the securities regulatory authorities and stock exchanges where the Company's shares are listed.

Article 25

~~The Company may repurchase shares in one of the following ways, with the approval of the relevant governing authority of the State:~~ ~~MP 25~~

~~(1) by making an offer for the repurchase of shares to all its shareholders on a pro rata basis;~~ ~~A3, 8(2)~~

~~(2) by repurchasing shares through public dealing on a stock exchange; or~~

~~(3) by repurchasing shares outside of the stock exchange by means of an off-market agreement.~~

Repurchase by the Company of its own shares due to the reasons specified in item (1) to (2) of Article 23 hereof shall be subject to the resolution by the general meeting. Repurchase by the Company of its own shares due to the reasons specified in item (3), (5) or (6) of Article 23 hereof shall be subject to the resolution by a Board meeting attended by more than two-thirds of the Directors.

Repurchase by the Company of its own shares due to the reasons specified in item (3), (5) or (6) of Article 23 hereof shall be carried out through open and centralized transactions.

Article 26

~~The Company must obtain the prior approval of the shareholders in a general meeting in the manner stipulated in the Articles of Association before it can repurchase shares outside the stock exchange by means of an off-market agreement. The Company may, by obtaining the prior approval of the shareholders in a general meeting (in the same manner), rescind or vary any contract which has been so entered into or waive any right thereof.~~ ~~MP 26~~

~~A contract for the repurchase of shares referred to in the preceding paragraph includes (but not limited to) an agreement to become liable to repurchase shares or an agreement to have the right to repurchase shares.~~

~~The Company shall not assign any contract for the repurchase of its shares or any right contained in such agreement.~~

After acquiring its own shares in accordance with Article 23 of the Company's Articles of Association, if the acquisition falls under item (1), the shares shall be cancelled within ten (10) days from the date of acquisition; if the acquisition falls under Items (2) or (4), the shares shall be transferred or cancelled within six (6) months; if the acquisition falls under Items (3), (5), or (6), the total number of shares held by the Company shall not exceed 10% of the total number of issued shares of the Company, and the shares shall be transferred or cancelled within three (3) years.

The repurchase of foreign shares listed overseas by the Company shall comply with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulatory requirements of the listing place.

CHAPTER 5 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

Article 27

~~Upon repurchase of shares according to laws, the Company shall cancel those shares and apply to register the change of the registered capital with original companies' registration authorities within the period required by laws and administrative regulations.~~ ~~MP 27~~

~~The aggregate par value of the cancelled shares shall be deducted from the Company's registered share capital.~~

Share certificates of the Company shall be in registered form.

Share certificates of the Company shall bear items including other matters as required by the Company Law, Special Regulations Law and the stock exchange on which the shares of the Company are listed.

Article 28

~~Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:~~ ~~A3, 8~~

~~(1) where the Company repurchases shares at par value, payment shall be made out of book surplus distributable profits of the Company or out of proceeds of a new issue of shares made for that purpose;~~ ~~MP 28~~

~~(2) where the Company repurchases shares of the Company at a premium to its par value, payment up to the par value may be made out of the book surplus of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows:~~

~~(i) if the shares being repurchased were issued at par value, payment shall be made out of the book surplus of distributable profits of the Company; or~~

~~(ii) if the shares being repurchased were issued at a premium to its par value, payment shall be made out of the book surplus of distributable profits of the Company or out of the proceeds of a new issue of shares made for that purpose, provided that the amount paid out of the proceeds of the new issue shall not exceed the aggregate amount of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the book value of the Company's capital common reserve fund account (including the premiums on the new issue) at the time of the repurchase;~~

~~(3) the Company shall make the following payments out of the Company's distributable profits:~~

~~(i) payment for the acquisition of the right to repurchase its own shares;~~

~~(ii) payment for variation of any contract for the repurchase of its shares;~~

~~(iii) payment for the release of its obligations under any contract for the repurchase of; and~~

~~(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value of shares which have been repurchased shall be transferred to the Company's capital common reserve fund account.~~

~~CHAPTER 5 FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES OF THE COMPANY~~

The Company shall establish a register of shareholders based on the vouchers provided by securities registries. The register of shareholders shall be sufficient evidence of the shareholders' shares in the Company.

Article 29

~~The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to a person who is acquiring or is proposing to acquire shares in the Company. This includes any person who directly or indirectly incurs any obligations as a result of the acquisition of shares in the Company.~~ ~~MP 29~~

~~The Company and its subsidiaries shall not, at any time, provide any form of financial assistance to the Obligor for the purposes of reducing or discharging the obligations assumed by such person.~~

~~This Article shall not apply to the circumstances specified in Article 31 of this Chapter.~~

The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organisations, maintain the register of shareholders of Overseas Listed Foreign Shares overseas and appoint overseas agents to manage such register of shareholders. Such original register of shareholders of Overseas Listed Foreign Shares listed in Hong Kong shall be kept in Hong Kong.

A duplicate register of shareholders for the holders of Overseas Listed Foreign Shares shall be maintained at the Company's residence. The appointed overseas agents shall ensure consistency between the original and the duplicate register of shareholders at all times.

If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas Listed Foreign Shares, the original register of shareholders shall prevail.

Article 30

~~For the purpose of this Chapter, "financial assistance" includes (but not limited to) the following:~~ ~~MP 30~~

~~(1) gift;~~

~~(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the Obligor), compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights;~~

~~(3) provision of loan or the making of any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or the change in parties to, or the assignment of rights under, such loan or contract; or~~

~~(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.~~

~~For the purposes of this Chapter, "assumption of obligations" includes the assumption of obligations by means of contract or by means of arrangement (irrespective of whether such contract or arrangement is enforceable or not and irrespective of whether such obligation is to be borne solely by the Obligor or jointly with other persons) or by any other means which results in a change in his financial position.~~

The Directors, Supervisors and senior management personnel of the Company shall report to the Company their number of shares held in the Company and the subsequent changes in their shareholdings. The number of shares that such persons may transfer every year during their terms of office shall not exceed 25% of the total number of the Company's shares held by them. Such personnel shall not transfer the Company's shares held by them within half a year after they terminate their employment with the Company.

Article 31

~~The following acts shall not be deemed to be acts prohibited by Article 29 of this Chapter:~~ ~~MP 31~~

~~(1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company;~~

~~(2) the lawful distribution of the Company's assets as dividend;~~

~~(3) the distribution of dividends in the form of shares;~~

~~(4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the shareholding structure of the Company effected in accordance with the Articles of Association;~~

~~(5) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits); and~~

~~(6) contributions made by the Company to the employee share ownership scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).~~

~~**CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**~~

Where the PRC laws, administrative regulations, departmental rules, regulatory documents and securities regulatory agencies where the Company's shares are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a general meeting or on the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

Article 32 ~~MP 32~~

~~Share certificates of the Company shall be in registered form.~~

~~Share certificates of the Company shall bear items including other matters as required by the Company Law, Special Regulations and the stock exchange on which the shares of the Company are listed.~~

When the Company needs to convene a general meeting for the purposes of dividend distribution, liquidation or any other purposes which need to determine the identity of the shareholders, the Board of Directors or the convener of the general meeting shall determine a record date for the determination of shareholdings. Shareholders whose names appear in the register of shareholders at the end of the shareholdings record date are shareholders of the Company entitled to relevant rights and interests.

CHAPTER 6 SHAREHOLDERS' RIGHTS AND OBLIGATIONS

Article 33

~~Share certificates are signed by the Chairman of the Board of the Company. Related senior management personnel should also sign on the share certificates if required by Stock Exchange on which the shares of the Company are listed. Share certificates become effective once company chop or specially required security chop or digitally printed chop are stamped on them as authorised by the Board of Directors. Company chop on shares should be authorised by the Board of Directors. Signatures of Director of the Company and other related senior management personnel can be printed on the shares as well.~~ ~~A3, 2(1)~~ ~~"Zheng Jian Hai Han" 1~~

~~**Article 34**~~

~~The Company shall keep a register of shareholders which shall contain the following items:~~ ~~MP 34~~

~~(1) the name~~A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) ~~and address (residence), the occupation or nature of each shareholder;~~

~~(2) the class and quantity of shares held by each shareholder;~~

~~(3) the amount paid up on or agreed to be paid up on the shares held by each shareholder;~~

~~(4) the share certificate numbers of the shares held by each shareholder;~~

~~(5) the date on which each person was registered as a shareholder; and~~

~~(6) the date on which any shareholder ceased to be a shareholder.~~

~~Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shares in the Company.~~

~~**Article 35**~~

~~The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organisations, maintain the register of shareholders of Overseas Listed Foreign Shares overseas and appoint overseas agents to manage such register of shareholders. Such original register of shareholders of Overseas Listed Foreign Shares listed in Hong Kong shall be kept in Hong Kong.~~ ~~A13D, 1(b)~~ MP 35

~~A duplicate register of shareholders for the holders of Overseas Listed Foreign Shares shall be maintained at the Company's residence. The appointed overseas agents shall ensure consistency between the original and the duplicate register of shareholders at all times.~~ ~~"Zheng Jian Hai Han" 2~~

~~If there is any inconsistency between the original and the duplicate register of shareholders for the holders of Overseas Listed Foreign Shares, the original register of shareholders shall prevail.~~

~~**Article 36**~~

~~The Company shall have a complete register of shareholders.~~ ~~MP 36~~

~~It shall comprise the following parts:~~

~~(1) the register of shareholders which is maintained at the Company's residence (other than those share registers which are described in sub-paragraphs (2) and (3) of this Article);~~

~~(2) the registers of holders of Overseas Listed Foreign Shares maintained at the place of the securities exchanges on which the shares are listed, it is required that where any such shares are listed on Hong Kong Stock Exchange, the register in relation to such listed shares shall be maintained in Hong Kong;~~ ~~A13D, 1(b)~~

~~(3) the register of shareholders which is maintained in such other place as the Board of Directors may consider necessary for the purposes of the listing of the Company's shares.~~

~~Article 37~~

~~Different parts of the register of shareholders shall not overlap. No transfer of any shares registered in any part of the register shall, during the continuance of that registration, be registered in any other part of the register.~~ ~~MP 37~~

~~Amendments or rectification of the register of shareholders shall be made in accordance with the laws of the place where the register of shareholders is maintained.~~

~~Article 38~~

~~All Overseas Listed Foreign Shares having been fully paid for and listed in Hong Kong can be transferred freely based on the articles of association and the instrument of transfer provided by the Hong Kong Stock Exchange or the standard transfer forms. If Transferors or transferees are the recognised clearing houses (or their nominee) (hereinafter collectively referred to as the "Recognised Clearing House") referred to the law of a jurisdiction where the Company's shares are listed or quoted on a stock exchange thereof, the Recognised Clearing House may sign the instrument of transfer or standard transfer form on machine printed forms. However, the following conditions have to be fulfilled, failing which the Board of Directors has the right to reject any transfer document without giving any reason:~~ ~~A3, 1(4)~~ ~~A3, 1(1)~~

~~(1) payment of HK$2.5 (for every instrument of transfer), or such larger amount as may be approved by the Hong Kong Stock Exchange, to the Company for the registration of any instrument of transfers or other documents relating to or affecting the ownership of the shares in question or the change of ownership of those shares;~~

~~(2) the instrument of transfer relates only to Overseas Listed Foreign Shares listed in Hong Kong;~~

~~(3) payment in full of any stamp duty due on the instrument of transfer;~~

~~(4) provision of the relevant share certificates and any other evidence reasonably required by the Board of Directors to prove the transferor's right to make the transfer;~~

~~(5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four (4); and~~ ~~A3, 1(3)~~

~~(6) the relevant shares of the Company are free from all liens.~~

~~**Article 39**~~

~~Where the PRC laws, administrative regulations, departmental rules, regulatory documents and securities regulatory agencies where the Company's shares are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or on the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.~~

~~**Article 40**~~

~~When the Company needs to convene a shareholders' meeting for the purposes of determination, dividend distribution, liquidation or any other purposes which need to determine shareholdings, the Board of Directors shall determine a record date for the determination of shareholdings. The shareholders of the Company shall be such persons who appear in the register of shareholders at the close of such record date.~~ ~~MP 39~~

~~**Article 41**~~

~~Any person who disputes the register of shareholders and asks for inclusion of his name in or removal of his name from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.~~ ~~MP 40~~

~~**Article 42**~~

~~A person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, he may apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares").~~ ~~MP 41~~

~~Application by a holder of A Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 150 of the Company Law.~~

~~Application by a holder of Overseas Listed Foreign Shares, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of shareholders of holders of Overseas Listed Foreign Shares is maintained, the rules of the stock exchange or other relevant regulations.~~

~~The issue of a replacement share certificate to a holder of H Shares, who has lost his share certificate, shall comply with the following requirements:~~ ~~A3, 2(2)~~

(1) ~~The applicant shall submit an application to the Company in the prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.~~

~~(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.~~

~~(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the Board of Directors.~~ ~~A3, 7(1)~~

~~(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.~~

~~In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.~~

~~(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.~~

~~(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and record the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.~~

~~(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant therefor.~~

~~Article 43~~

~~Where the Company issues a replacement share certificate pursuant to the Articles of Association, as for a bona fide purchaser obtaining new share certificates referred to above or a shareholder registered as a owner of the shares (in case of a bona fide purchaser), his name (title) shall not be removed from the register of shareholders.~~ ~~MP 42~~

~~**Article 44**~~

~~The Company shall not be liable for any damages sustained by any person from his cancellation of the original share certificate or the issuance of the replacement share certificate unless the Chairman is capable to prove that the Company has acted in a deceitful manner.~~ ~~MP 43~~

~~**CHAPTER 7 SHAREHOLDERS' RIGHTS AND OBLIGATIONS**~~

~~**Article 45**~~ ~~MP 44~~

~~A shareholder of the Company is a person who lawfully holds shares in the Company and whose name (title) is entered in the register of shareholders.~~is entered in the register of shareholders.

A shareholder shall enjoy rights and assume obligations according to the class and number of shares held by him; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.

When a legal person or unincorporated organization acts as a shareholder of the Company, its rights should be exercised on its behalf by its legal representative or the agent of the legal representative (if the shareholder is an authorized clearing house or its agent).

If the shareholder is an authorized clearing house (or its agent), the shareholder may appoint a representative or company representative to attend the general meeting or creditors' meeting, and such representative shall have the same statutory rights as other shareholders, including the right to speak and vote.

For the joint shareholders, if one of the joint shareholders has passed away, the surviving shareholders shall be deemed by the Company to have the ownership of the related shares, but the Board of Directors is entitled to ask for the provision of the suitable death certificate for the purpose of revision of the shareholders' register. For joint shareholders, only the shareholder named first in the shareholders' register has the right to receive the share certificates of the related shares, receive the notice of the Company, attend the Company's general meeting and exercise his voting right; while, any notice delivered to the said shareholder shall be deemed as if the notice has been delivered to all of the joint shareholder of the related shares.

~~**Article 46**~~

Article 34 ~~A3, 9~~

The shareholders of ordinary shares of the Company shall enjoy the following rights: ~~MP 45~~

(1) the right to receive dividends and other distributions in proportion to their shareholdings;

(2) the right to request, convene, preside, attend or appoint a proxy to attend ~~shareholders'~~ general meetings and ~~to~~ exercise voting rights;

(3) the right to supervise the Company's business operations, the right to present proposals or raise queries;

(4) the right to transfer, send as gift or pledge shares held by them in accordance with laws, administrative regulations and provisions of the Articles of Association;

~~(5) the right to obtain relevant information in accordance with the Articles of Association, including:~~

~~i. the right to obtain a copy of the Articles of Association, subject to payment of costs;~~

~~ii. the right to inspect and copy, subject to payment of a reasonable fee:~~

~~(i) all parts of the register of shareholders;~~

~~(ii) personal particulars of each of the Company's Directors, Supervisors, General Manager and other senior management personnel, including:~~

~~(a) present and former name and alias;~~

~~(b) principal address (place of residence);~~

~~(c) nationality;~~

~~(d) primary and all other part-time occupations and duties; and~~

~~(e) identification documents and the numbers thereof;~~

~~(iii) statement of the Company's share capital;~~

~~(iv) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year as well as the aggregate amount paid by the Company for this purpose; and~~

~~(v) minutes of shareholders' general meeting;~~

(5) the right to review and copy the Company's articles of association, register of shareholders, minutes of general meetings, resolutions of Board meetings and financial accounting reports. Shareholders who have individually or collectively held more than 3% of the Company's shares for more than 180 consecutive days has the right to inspect the Company's accounting books and accounting vouchers;

(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;

(7) shareholders who object to the resolutions passed at the general meeting regarding the merger or division of the Company has the right request the Company to acquire their shares; and

(8) other rights conferred by laws, administrative regulations and the Articles of Association.

~~**Article 47**~~

Article 35

Shareholders who request inspection or copy of any relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law, and other laws, administrative regulations and the requirements of the stock exchange where the Company is listed. Shareholders who request inspection of the Company's accounting books and vouchers shall submit a written request to the Company, stating their purpose. If the Company has reasonable grounds to believe that a shareholder's inspection of the accounting books and vouchers has an improper purpose and may harm the Company's legitimate interests, it may refuse to allow inspection and shall provide a written reply to the shareholder within fifteen (15) days from the date of the shareholder's written request, explaining the reasons. If the Company refuses to allow inspection, the shareholder may file a lawsuit to the People's Court. Shareholders may entrust accounting firms, law firms or other intermediary institutions to inspect the materials stipulated in the preceding paragraph. Shareholders and their entrusted accounting firms, law firms or other intermediary institutions shall comply with the provisions of laws and administrative regulations concerning the protection of state secrets, trade secrets, personal privacy and personal information when inspecting and copying the relevant materials.

Article 36

The shareholders of ordinary shares of the Company shall assume the following obligations: ~~MP 46~~

(1) to comply with the laws, administrative regulations and this Articles of Association;

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

(3) not to withdraw its share capital unless required by laws and regulations;

(4) not to abuse their shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;

(5) other obligations imposed by laws, administrative regulations and the Articles of Association.

~~Shareholders are not liable to make any further contribution to the share capital other than according to the terms which were agreed by the subscriber of the relevant shares at the time of subscription.~~

~~Article 48~~

~~In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder (as defined in Article 49) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:~~ MP 47

~~(1) act honestly in the best interests of the Company in removing a Director or Supervisor;~~

~~(2) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company;~~

~~(3) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association).~~

~~Article 49~~

~~For the purpose of the Article 48, a "controlling shareholder" means a person who satisfies any one of the following conditions:~~ MP 48

~~(1) a person who, acting alone or in concert with others, has the power to elect more than half of the Board of Directors;~~

~~(2) a person who, acting alone or in concert with others, has the power to exercise thirty (30) per cent or more or has power to control the exercise of thirty (30) per cent or more of the voting rights in the Company;~~

~~(3) a person who, acting alone or in concert with others, holds thirty (30) per cent or more of the issued and outstanding shares of the Company;~~

~~(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.~~

~~CHAPTER 8 GENERAL MEETINGS~~

~~Article 50~~

~~The shareholders' general meeting is the organ of authority of the Company~~ Where any shareholder of the Company abuses the shareholders' rights and incurs losses to the Company or other shareholders, such shareholder shall bear the liability for compensation

in accordance with the laws; where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

CHAPTER 7 GENERAL MEETINGS

Article 37

The general meeting is the organ of authority of the Company and shall exercise its functions and powers in accordance with laws. ~~MP 49~~

~~**Article 51**~~

Article 38

The ~~shareholders'~~ general meeting shall exercise the following functions and powers: ~~MP 50~~

(1) ~~to decide on the Company's business policies and investment plans~~to elect and replace the Directors and supervisors who are not employee representatives and to decide on matters concerning the emolument of the Directors and supervisors;

(2) ~~to elect and replace Directors and to decide on matters relating to emolument of Directors~~to consider and approve reports of the Board of Directors and the Board of Supervisors;

~~(3) to elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the emolument of supervisors;~~

~~(4) to consider and approve reports of the Board of Directors;~~

~~(5) to consider and approve reports of the Board of Supervisors;~~

~~(6) to consider and approve the Company's annual financial budget and final accounts;~~

(~~7~~3) to consider and approve the Company's profit distribution proposals and proposals for making up losses;

~~(8) to resolve on the increase or reduction of the Company's registered capital;~~

(~~9~~4) to resolve on the increase or reduction of the Company's registered capital;

(5) to resolve on matters such as merger, division, dissolution and liquidation or change of company form of the Company;

~~(10) to resolve on the issuance of debentures by the Company;~~

(~~11~~6) to resolve on the issuance of debentures by the Company;

(7) to resolve on the appointment, removal or non-renewal of the services of an accounting firm responsible for auditing affairs of~~or~~ the Company;

(~~12~~8) to amend the Articles of Association;

(~~13~~9) ~~to consider proposals submitted by shareholders representing more than five per cent. (including 5%) of voting shares of the Company~~to consider and approve share incentive scheme and employee share ownership scheme;

(10) to consider proposals submitted by shareholders representing, individually or collectively, more than one per cent. (including one per cent) of voting shares of the Company;

~~(14) other matters which are required by laws, administrative regulations and the Articles of Association to be resolved by the shareholders' general meeting.The shareholders' general meeting may delegate or entrust its matters to be handled by the Board of Directors.~~

~~**Article 52**~~

(11) to consider the Company's purchase or disposal of major assets within one year with the guarantee amount reaching or exceeding twenty five per cent of the latest audited total assets of the Company; and

(12) other matters which are required by laws, administrative regulations, the departmental rules, the requirements of the stock exchange where the Company's shares are listed and the Articles of Association to be resolved by the general meeting.

Subject to compliance with laws, administrative regulations, departmental rules, and the listing rules of the stock exchange where the Company's shares are listed, the general meeting may authorize or entrust the Board of Directors to handle matters authorized or entrusted.

Article 39

~~The~~Except in special circumstances such as when the company is in crisis, the Company shall not enter into any contract with any person other than a Director, Supervisor, General Manager or other senior management personnel of the Company whereby the management and administration of the whole or any substantial part of any business of the Company is to be handed over to such a person without the prior approval of shareholders in a general meeting. ~~MP 51~~

~~**Article 53**~~

~~Shareholders' general meetings can be annual general meetings or extraordinary general meetings. Shareholders' general meetings shall be convened by the Board of Directors. The annual shareholders' general meeting shall be convened once a year, and shall take place within six~~ ~~MP 52~~

Article 40

General meetings can be annual general meetings or extraordinary general meetings. General meeting shall be convened once per year by the Board of Directors, and shall take place within six (6) months of the end of the previous accounting year.

The Board of Directors shall convene an extraordinary general meeting within two (2) months after the occurrence of any one of the following circumstances:

(1) where the number of Directors is less than the number stipulated in the Company Law or is no more than two-thirds of the number required by the Articles of Association;

(2) where the accrued losses of the Company amount to one-third of its total share capital;

(3) where shareholders individually or collectively, holding more than ten (10) per cent. (including ten per cent) ~~or more~~ of the Company's issued shares carrying the right to vote make a request in writing to convene an extraordinary general meeting;

(4) where the Board of Directors considers it necessary or the Board of Supervisors proposes to call for such a meeting;

~~**Article 54**~~

~~When the Company convenes an annual general meeting, a notice to notify all registered shareholders must be given twenty (20) business days before the meeting; when the Company convenes an extraordinary general meeting, a notice to notify all registered shareholders must be given fifteen (15) days or ten (10) business days (whichever is longer) before the meeting. Such notice shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. The date of the general meeting and the date of the communication are excluded for the purpose of calculation of the above notice period.~~ ~~Reply~~

~~Subject to compliance with laws and regulations~~(5) other circumstances as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, or the Articles of Association.

The number of shares held by the shareholder mentioned in item (3) above shall be calculated on the date on which the shareholder submits a written request.

Article 41

When the Company convenes an annual general meeting, a notice to notify shareholders must be given twenty-one (21) days before the meeting; when the Company convenes an extraordinary general meeting, a notice to notify shareholders must be given fifteen (15) days before the meeting. Such notice to all registered shareholders shall contain the matters to be considered at the meeting as well as the date and venue of the meeting. The date of the general meeting and the date of the communication are excluded for the purpose of calculation of the above notice period.

Subject to compliance with laws and regulations of the places of incorporation and listing of the Company and the Listing Rules, the aforesaid notice of general meetings may be sent or supplied in the corporate communication manner provided under ~~Article 58 in lieu of~~the Articles of Association by delivery in person or sending by mail or by means of electronic announcement at official website~~ to the shareholder as recorded in the register of shareholders.~~. For shareholders who intend to attend the ~~shareholders'~~general meetings should give a written notice to the Company within the time specified in the notice of the meeting.

~~**Article 55**~~

~~In an annual general meeting of the Company, shareholders holding more than five per cent. (including 5%) of total voting shares of the Company are entitled to propose new resolutions in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.~~ ~~MP 54~~

~~**Article 56**~~

~~A general meeting shall not decide on matters which are not specified in the notice.~~

~~**Article 57**~~

~~Notice of general meetings shall comply with the following requirements~~To the extent permitted by regulatory rules of the stock exchange in the place where the Company's shares are listed, the Company may provide online voting method to facilitate the shareholders attending the general meeting in the virtual manner and voting in the electronic manner by leveraging technologies. ~~MP 56~~

Article 42

When the Company convenes a general meeting, any shareholder holding individually or collectively more than one per cent of the total number of shares carrying voting rights is entitled to submit a written temporary proposal to the convener at least ten (10) days prior to the meeting. The temporary proposal must have a clear topic and specific resolutions. The convener shall notify the other shareholders within two (2) days upon receipt of the proposal and submit it to the general meeting for consideration; except where the temporary proposal violates laws, administrative regulations, or the Articles of Association, or falls

outside the scope of the general meeting's authority. If the listing rules of the stock exchange where the company's shares are listed stipulate otherwise, those rules shall also be met.

Except as provided in the preceding paragraph, the convener shall not amend the proposals already listed in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.

Article 43

A general meeting shall not decide on matters which are not specified in the notice of the general meeting.

Article 44

Notice of general meetings shall comply with the following requirements:

(1) present corporate communication: presented in person or sending by mail or by means of electronic announcement at official website or Company website;

(2) be in specific place, date and time of the meeting;

(3) state the motions and proposals to be discussed at the meeting;

(4) provide such information and description as are necessary for the shareholders to exercise an informed judgment on the proposals before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganise its share capital, or to restructure the Company in any other manner, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such a proposal must be properly explained;

(5) contain a disclosure of the nature and extent, if any, of material interests of any Director, ~~Supervisor,~~ General Manager or other senior management personnel in the transaction proposed and the effect of the proposed transaction on him in his capacity as shareholder in so far as it is different from the effect on the other shareholders ~~of the same class~~;

(6) ~~contain the full text of any special resolution proposed for the meeting;~~

~~(7)~~ contain a specific statement that ~~a shareholder~~all shareholders of ordinary shares are entitled to attend and vote ~~is~~at the general meeting, and are entitled to appoint ~~one or more~~ proxies in writing to attend and vote instead of him and that a proxy need not be a shareholder; ~~and~~

(7) state the time within which and the address to which the relevant instruments appointing the proxies for the meeting are to be delivered~~.~~;

(8) state the record date for shareholders entitled to attend the general meeting;

~~**Article 58**~~

~~Notice of general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote thereat) by corporate communication: presented in person or sending by mail or by means of electronic announcement at official website or Company website to the address of the shareholder as recorded in the register of shareholders.~~ MP 57

~~For holders of Domestic Shares, notice of meetings may also be issued by means of aforesaid corporate communication. Subject to compliance with laws and regulations of the places of incorporation and listing of the Company and the Listing Rules, the aforesaid notice of general meetings may be sent or supplied in the manner provided under the Articles of Association in lieu of aforesaid corporate communication: presented in person or sending by mail or by means of electronic announcement at official website or Company website to the address of the shareholder as recorded in the register of shareholders.~~

~~Once a notice of general meeting is issued,~~(9) state the permanent contact information for conference affairs;

(10) state the voting time and procedures (if applicable) via the internet or other means.

Article 45

The Company shall hold the general meeting in the address of the Company or such other place specifically notified by the convener of the general Meeting.

The general meeting will be held in a venue and, in principle, in person. The Company's Board of Directors may, under the specific circumstance, and shall, provide online, video, telephone, or other means of communication to facilitate shareholders' participation and voting at the general meeting in accordance with the laws, administrative regulations, the securities regulatory authority of the company's listing location, the Hong Kong Listing Rules, or the Articles of Association. Shareholders participating in the general meeting through the aforementioned means shall be deemed to have attended.

After the notice of general meeting is issued, ~~the general meeting shall not be postponed or cancelled~~ the general meeting shall not be postponed or cancelled without any justified grounds~~ and the proposals listed in the notice of general meeting shall not be cancelled.~~and the proposals stated in the notice of the general meeting shall not be cancelled. In case of postponement or cancellation,~~ the Company shall make an announcement and state the reasons at a time at least two working days prior to the pre-determined date of convention of the meeting~~ the Company shall issue an announcement and state the reasons therein at least two (2) working days before the original date of the general meeting.

"Corporate Communication" shall mean any document issued or to be issued by the Company for the information or action of any holders of the Company's securities, including but not limited to:

Directors' report and its annual accounts together with a copy of the auditor's report thereon and, where applicable, its summary financial report;

Half-year report and, where applicable, its summary half-year report;

~~Quarterly report;~~

Notice of meeting;

Listing document;

Circular; and

Proxy form.

When served by mail, the Corporate Communication shall be put into an envelope on which the address is clearly written with prepaid postage. The Corporate Communication shall be deemed as sent when the same is deposited into a mail box, and shall be deemed as served 48 hours after it has been sent. Corporate Communication served in person shall be deemed as served on the date when the addressee signs (or stamps) the reply slip and such date shall be deemed to be the date of service.

The date when Corporate Communication is served by electronic means shall be deemed to be the date of service.

If the Corporate Communication is sent or supplied by means of the Company's own website, it shall be deemed to be served on: (1) the date on which a notification, stating that the relevant Corporate Communication has been available on the Company's own website, is sent to holders of the Company's securities pursuant to the requirements of the laws and regulations of the places of incorporation and listing of the Company and the Listing Rules; or (2) if later, the date on which the Corporate Communication first appears on the Company's own website.

Corporate Communication referred to in the preceding paragraph, should be ~~given forty-five (45) days before the meeting to securities regulatory authorities of the State Council or one or more national newspapers and periodicals; or any requirements of any corporate communications should be made available, whichever may be~~ delivered in person or sending by mail or by means of electronic announcement at official website or Company website in accordance to the ~~shareholder as recorded in the register of shareholders.~~requirements concerning notification term for general meeting. Upon ~~publish~~publication of notice, all ~~the Domestic Shares of the~~ shareholders are deemed to receive notice of the ~~shareholders'~~general meeting.

~~**Article 59**~~

Article 46

Upon accidental omission due to a person entitled for the notices of meetings or those who have not received any notice of meetings presented in person or sending by mail or by means of electronic announcement at official website or Company website, meetings and resolutions thereof do not void under such circumstance.

~~**Article 60**~~

Article 47

Any shareholder entitled to attend and vote at a ~~shareholders'~~ general meeting of the Company shall be entitled to appoint one or more persons (who need not be a shareholder or shareholders) as his proxies to attend and vote instead of him. A proxy so appointed shall enjoy the following rights pursuant to authorisation by that shareholder: ~~MP 59~~

(1) the shareholders' right to speak at the general meeting;

(2) the right to demand or join in demanding a poll; and

~~(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.~~

(3) the right to vote on a poll.

Where that shareholder is a Recognised Clearing House, it may authorise such person or persons as it thinks fit to act as its representative (or representatives) ~~at any shareholders' general meeting or any meeting of any class of shareholders~~ at any general meeting or any meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be entitled to exercise the same power on behalf of the Recognised Clearing House as that clearing house could exercise as if it were an individual shareholder of the Company. ~~Opinions from HK Clearing House~~

~~**Article 61**~~

Article 48

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a legal person, it shall be under seal or under the hand of a Director or attorney duly authorised. The letter of authorisation shall contain the number of the shares to be represented by the attorney. If several persons are authorised as the attorney of the shareholder, the letter of authorisation shall specify the number of the shares to be represented by each attorney.

~~**Article 62**~~

Article 49

The instrument appointing a proxy shall be deposited at the residence of the Company or at some other place specified for that purpose in the notice of meeting no later than twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or twenty-four (24) hours before the time specified for the voting. Where such an instrument is signed by a person under power of attorney on behalf of the appointor, that power of attorney or other authorisation documents shall be notarially certified. The notarially ~~MP 61~~

certified power of attorney and other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the Company's residence or at some other place specified for that purpose in the notice of meeting.

~~If the appointor is a legal person (exclude Recognised Clearing House (such requirements on the authorised representative of such Recognised Clearing House to attend the Company's general meeting are referred to Article 60), its legal representative or a person appointed by its Board of Directors or other decision-making body shall be entitled to attend a shareholders' general meeting of the Company on behalf of the appointor as its proxy, and attendance or actions by the appointee at such meeting shall for the purpose of the Articles be deemed the attendance or (as the case may be) actions of the appointor.~~

~~Article 63~~

~~Article 64~~

~~the previous death or loss of capacity of the principal~~ If the appointor is a legal person, its legal representative or a person appointed by its Board of Directors or other decision-making body shall be entitled to attend a general meeting of the Company on behalf of the appointor as its proxy, and attendance or actions by the appointee at such meeting shall for the purpose of the Articles be deemed the attendance or (as the case may be) actions of the appointor.

Article 50

Any form issued to a shareholder by the Directors for use by him for appointing a proxy to attend and vote at a ~~shareholders'~~ general meeting of the Company shall be such as to enable the shareholder, according to his intention, to instruct the proxy to vote in favor of or against each resolution dealing with business to be transacted at the meeting. Such a form should contain a statement that in default of instructions the proxy may vote as he thinks fit.

The Company is entitled to ask the proxy who represents a shareholder to attend the general meeting to provide his identification document.

In the case a legal person shareholder appoints its representative to attend the meeting, the Company is entitled to ask the representative to provide his identification document and the copy of the resolution or the power of attorney which has been notarized (other than a recognized clearing house or its agent), indicating the appointment by the Board of Directors or other power authority of the said legal person shareholder.

Article 51

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in

respect of which the proxy is given, provided that no notice in writing of such death, loss of capacity, revocation or transfer shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

~~**Article 65**~~

~~Resolutions of a shareholders' general meeting can be divided to ordinary resolutions or special resolutions.~~ ~~MP 64~~

~~An ordinary resolution of a shareholders' general meeting~~

Article 52

Resolutions of a general meeting can be divided to ordinary resolutions or special resolutions.

An ordinary resolution of a general meeting ~~shall be passed by an affirmative vote of more than half of the Company's total voting shares being held by the shareholders who are present at the meeting. A special resolution of a shareholders' general meeting shall be passed by an affirmative vote of~~ shall be passed by more than half of the votes of the shareholders who are present at the meeting (including proxies).

A special resolution of a shareholders' general meeting shall be passed by more than two-thirds ~~of the Company's total voting shares being held by the shareholders who are present at the meeting.~~ of the votes of the shareholders who are present at the meeting (including proxies).

~~**Article 66**~~

Article 53

Shareholders (including proxies) who vote at the ~~shareholders'~~ general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share carries the right to one vote.

Where the Listing Rules requires any shareholder to abandon his voting on specific resolution, or restricts any shareholder to vote for or against specific resolution, any vote of the shareholder or his proxy against the relevant requirement or restriction shall not be included.

~~**Article 67**~~

~~At any shareholders' general meeting, a resolution shall be decided on a show of hands unless a poll is demanded:~~ ~~MP 66~~

Article 54

At any general meeting, a resolution shall be decided on a show of hands, unless otherwise required by the relevant regulations by competent securities authorities of the place where the Company has its shares listed or other applicable laws and regulations, or a poll is demanded by the following persons before or after deciding on a show of hands:

(1) by the Chairman of the meeting;

(2) by at least two shareholders who are entitled to vote and their proxies;

(3) by one or more shareholders (including proxies) representing ten per cent or more of shares carrying the right to vote at the meeting individually or collectively.

~~Unless a poll is demanded, a declaration by the Chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.~~

~~The demand for a poll may be withdrawn by the person who demands the same.~~

~~Article 68~~

~~A poll demanded on the election of the Chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs before the end of this meeting,~~Unless otherwise required by the relevant regulations by competent securities authorities of the place where the Company has its shares listed or other applicable laws and regulations, or a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution. ~~MP 67~~

The demand for a poll may be withdrawn by the person who demands the same.

Article 55

A poll demanded on the election of the Chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs before the end of this meeting, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

~~**Article 69**~~

Article 56

On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.

~~**Article 70**~~

~~In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.~~ ~~MP 69~~

~~**Article 71**~~

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

Article 57

The following matters shall be resolved by an ordinary resolution at a general meeting: ~~MP 70~~

(1) work reports of the Board of Directors and the Supervisory Committee;

(2) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(3) appointment and removal of members of the Board of Directors and Supervisors, their emolument and manner of payment;

~~(4) annual preliminary and final budgets, balance sheets and profit and loss accounts and other financial statements of the Company; and~~

(4) removal of any director before the expiration of his term of office (including managing directors or other executive directors), but the removal shall be without prejudice to the Director's claim for damages under any contract;

(5) decision to engage, renew or terminate the engagement of the accounting firm that handles the Company's audit affairs;

(6) issue of corporate bonds by the Company;

(7) matters involving the Company's purchase or sale of material assets within one year or providing guarantees amounting to or exceed twenty-five per cent of the Company's latest audited total assets; and

(8) matters other than those which are required by laws ~~and administrative regulations or by the Articles of Association to be adopted by special resolution~~, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be passed by special resolution.

~~**Article 72**~~

Article 58

The following matters shall be resolved by means of special resolution of the general meeting; ~~MP 71~~

(1) increase or reduction of the Company's ~~share~~registered capital ~~and the issuance of shares of any class, warrants and other similar securities~~;

(2) ~~issuance of debentures by the Company;~~

~~(3)~~ division, ~~merger~~split, merger, dissolution and liquidation or change of company form of the Company;

(3) matters involving the Company's purchase or sale of material assets within one year or providing guarantees amounting to or exceed thirty per cent of the Company's latest audited total assets;

(4) repurchase of the shares of the Company because of the circumstances under items (1) and (2) as required in Article 23 of the Articles of Association;

(5) amendment of the Articles of Association;

(6) share incentive scheme; and

~~(5)~~ ~~other matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by means of a special resolution.~~

~~**Article 73**~~

~~Shareholders seeking to convene an extraordinary general meeting or a class meeting~~ (7) other matters which are required by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be passed by special resolution. ~~MP 72~~

Article 59

Shareholders seeking to convene an extraordinary general meeting shall proceed in accordance with the following procedure:

~~(1) two or more shareholders holding ten per cents (10%) or more of the shares carrying the right to vote at the meeting sought to be held may, by signing one or more counterpart requisitions stating the object of the meeting, require the Board of Directors to convene an extraordinary general meeting or a class meeting. The Board of Directors shall as soon as possible proceed to do so. The shareholdings referred to shall be calculated as at the date of the delivery of the requisitions;~~

~~(2) if the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisition, the requisitionists may themselves convene such a meeting in a manner as nearly as possible as where meetings are to be convened by the Board, provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the Board.~~

~~Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.~~

~~**Article 74**~~

~~A shareholders' general meeting shall be convened by the Chairman of the Board of Directors who shall preside as chairman of the meeting. If the Chairman is unable to attend the meeting for any reason, the Deputy Chairman of the Board of Directors shall convene and take the chair of the meeting. If both the Chairman and Deputy Chairman of the Board of Directors are unable to attend the meeting, then a Director of the Company shall be recommended by the Chairman to convene and take the chair of the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as chairman.~~ ~~MP 73~~

~~**Article 75**~~

~~The Chairman of a shareholders' general meeting shall be responsible for deciding whether or not a resolution has been carried. His decision shall be final and shall be announced at the meeting and recorded in the minutes.~~ ~~MP 74~~

~~**Article 76**~~

~~Where the Chairman of a shareholders' general meeting has doubt about the results of the resolution tabled for voting, he may count the number of votes cast. If no counting is made by the Chairman of the meeting, any shareholder who queries the results as announced by the Chairman shall have the right to immediately demand a counting of the votes. The Chairman shall forthwith conduct a counting of the votes as demanded.~~ MP 75

~~**Article 77**~~

~~Where a counting of the votes has been conducted at a shareholders' general meeting~~Shareholders who hold, individually or collectively, ten per cent or more of the shares in the Company shall request in writing the Board of Directors to hold an extraordinary general meeting. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to call such an extraordinary general meeting within ten (10) days after receiving the proposal from the abovementioned shareholders to call such meeting. ~~MP 76~~

If the Board of Directors agrees to hold an extraordinary general meeting, it shall issue a notice calling such meeting within five (5) days after it has so resolved. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original request.

If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a response within ten (10) days after receipt of the proposal, the Shareholders who hold, individually or collectively, ten per cent of the shares of the Company may propose in writing to the Supervisory Committee to hold an extraordinary general meeting.

If the Supervisory Committee agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within five (5) days after receipt of the proposal. The consent of the relevant shareholders shall be secured if any change is to be made in the notice to the original requirement.

If the Supervisory Committee fails to issue the notice calling such meeting within the period specified hereinabove, it shall be deemed to have failed to convene and preside over such meeting. The shareholders holding, individually or collectively, ten per cent of the shares in the Company for ninety (90) days or more consecutively may convene and preside over such meeting.

If the Supervisory Committee or the shareholders decide to convene the extraordinary general meeting on their own, they must notify the Board of Directors in writing and file a record with the stock exchange (if applicable).

The Supervisory Committee or the shareholders convening the meeting shall submit relevant supporting documents (if applicable) to the stock exchange when issuing the notice of the meeting and the announcement of the resolutions of the meeting.

Before the announcement of the resolutions of the meeting, the shareholding ratio of the shareholders convening the meeting shall not be less than ten per cent.

For meetings convened by the Supervisory Committee or by the shareholders on their own, the Board of Directors and the secretary to the Board shall cooperate. The Board of Directors shall provide a register of shareholders as of the record date.

If the Supervisory Committee or shareholders convene and hold a meeting on their own because the Board of Directors failed to hold a meeting as required by the aforementioned requirements, the Company shall bear the necessary expenses for the meeting.

Article 60

A general meeting shall be convened by the Chairman of the Board of Directors who shall preside as chairman of the meeting. If the Chairman is unable to attend the meeting or fails to perform his/her duties for any reason, the Deputy Chairman of the Board of Directors shall convene and take the chair of the meeting. If both the Chairman and Deputy Chairman of the Board of Directors are unable to attend the meeting or fails to perform his/her duties, then a Director shall be jointly elected by more than half of the Directors to act as the chairman of the meeting.

A general meeting convened by the Supervisory Committee on its own shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor shall be jointly elected by more than half of the supervisors to preside over the meeting.

A general meeting convened by shareholders on their own shall be presided over by a representative elected by the convenors.

When a general meeting is held, if the chairman of the meeting violates the rules of procedure and makes it impossible for the general meeting to continue, the general meeting may, with the consent of more than half of the voting rights of the shareholders present in person at the meeting, elect a person to act as the chairman of the meeting and continue the meeting.

The convenor shall ensure the continuous conduct of the general meeting until final resolutions are adopted. Should the meeting be suspended or become unable to pass resolutions due to force majeure or other exceptional circumstances, necessary measures shall be taken to either resume the meeting as soon as possible or directly terminate the current general meeting, with prompt public disclosure. Simultaneously, the convenor shall report to the competent authorities such as the stock exchange.

Article 61

Where the Chairman of a general meeting has doubt about the results of the resolution tabled for voting, he may count the number of votes cast. If no counting is made by the Chairman of the meeting, any shareholder or the proxy who queries the results as announced by the Chairman shall have the right to immediately demand a counting of the votes. The Chairman shall conduct a counting of the votes in real time as demanded.

Article 62

Where a counting of the votes has been conducted at a general meeting, the results shall be recorded in the minutes.

These minutes and the signed attendance record of those shareholders attending the meeting and the powers of attorney of those attending by proxy shall be kept at the Company's residence.

~~**Article 78**~~

Article 63

Copies of the minutes shall be available to inspection during office hours of the Company to any shareholders without charge. If a shareholder demands from the Company a copy of such minutes hereof, the Company shall send a copy to him or her within seven (7) days upon receiving such demand and the shareholder shall be responsible for reasonable charges as may be imposed.

~~**CHAPTER 9 SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS**~~

~~**Article 79**~~

~~Holders of various classes of shares are referred to classified shareholders.~~ ~~MP 78~~

~~Classified shareholders shall have rights and assume obligations in accordance with laws, regulations and the Articles of Association.~~

~~**Article 80**~~

~~Any proposal by the Company to vary or abrogate the rights conferred on any classified shareholders must be approved by a special resolution of the shareholders' general meeting and by the classified shareholders affected at a separate meeting convened in accordance with Articles 82 to 86.~~ ~~MP 79~~

~~**Article 81**~~

~~The rights of classified shareholders are deemed to be varied or abrogated in the following circumstances:~~ ~~MP 80~~

~~(1) the increase or decrease of the number of shares of such class, or the increase or decrease of the number of shares of a class having voting or equity rights or privileges equal or superior to the shares of such class;~~

~~(2) the exchange of all or part of the shares of such class into shares of another class, or the exchange of all or part of the shares of another class into the shares of such class or conferring such rights of exchange;~~

~~(3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;~~

~~(4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class;~~

~~(5) the increase, removal or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights or rights to acquire securities of the Company attached to shares of such class;~~

~~(6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;~~

~~(7) the creation of a new class of shares having voting or equity rights or other privileges equal or superior to the shares of such class;~~

~~(8) the imposition of restrictions or additional restrictions on the transfer of ownership of the shares of such class;~~

~~(9) the issue of rights to subscribe for, or convert into, shares of such class or another class;~~

~~(10) the increase in rights or privileges of shares of another class;~~

~~(11) the restructuring of the Company which will result in shareholders of different classes bearing a disproportionate burden of such proposed restructuring; and~~

~~(12) the variation or abrogation of the provisions of this chapter.~~

~~**Article 82**~~

~~Shareholders of the affected class, whether or not otherwise having the right to vote at general meetings, shall nevertheless have the right to vote at classified shareholders' meeting in respect of matters concerning Articles 81 (2) to (8) and (11) to (12), but Interested Shareholders shall not be entitled to vote at classified shareholders' meeting.~~ ~~MP 81~~

~~In this Article, an "Interested Shareholder" has the following meaning:~~

~~(1) in the case of a repurchase by a general offer made to all shareholders in equal proportions or through open transactions on a stock exchange under Article 25, a Controlling Shareholder within the meaning of Article 49 is an Interested Shareholder;~~

~~(2) in the case of a repurchase of shares by contract made outside the stock exchange under Article 25, a holder of the shares to which the contract relates is an Interested Shareholder; or~~

~~(3) in the case of a restructuring of the Company, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of shareholders of that class is an Interested Shareholder.~~

~~Article 83~~

~~Resolution of any class shareholders' meeting shall be passed by votes of not less than two thirds of the voting rights of shareholders of that class represented at that meeting who, according to Article 82, are entitled to vote at class shareholders' meeting.~~ ~~MP 82~~

~~Article 84~~

~~When the Company convenes a class general meeting, it shall issue a notice with reference to the requirements of Article 54 of the Articles of Association regarding the notice period for holding a general meeting.~~ ~~Reply~~

~~Subject to compliance with laws and regulations of the places of incorporation and listing of the Company and the Listing Rules, the aforesaid notice of general meetings may be sent or supplied by corporate communication provided under Article 58 in lieu of delivery in person or sending by mail or by means of electronic announcement at official website to the shareholders as recorded in the register of shareholders.~~

~~For shareholders who intend to attend the shareholders' meetings should give a written notice to the Company within the time specified in the notice of the meeting.~~

~~Article 85~~

~~Notices of class shareholders' meeting need only be served on shareholders entitled to vote thereat.~~ ~~MP 84~~

~~Meetings of any class of shareholders shall be conducted as nearly as possible as shareholders' general meetings. Provisions in the Articles of Association which relate to any meeting of shareholders shall apply to any meeting of a class of shareholders.~~

~~**Article 86**~~

~~In addition to holders of other classes of shares, holders of Domestic Shares and Overseas Listed Foreign Shares are deemed to be shareholders of different classes. The special procedure for approval by class shareholders shall not apply:~~ ~~A13D, 1(f) MP85~~

~~(1) where the Company issues, either separately or concurrently, Domestic Shares and Overseas Listed Foreign Shares in numbers not exceeding twenty per cent. of the number of Domestic Shares and Overseas Listed Foreign Shares then in issue respectively in any twelve month period as approved by a special resolution of a shareholders' general meeting; and~~ ~~"Zheng Jian Hai Han" 3~~

~~(2) where the Company's plan for issuing Domestic Shares and Overseas Listed Foreign Shares upon its establishment is implemented within fifteen months from the date of approval by the CSSCC.~~

~~CHAPTER 10~~CHAPTER 8 BOARD OF DIRECTORS

~~**Article 87**~~

Article 64

The Company shall establish a Board of Directors comprising 5 directors, of which over half shall be external directors (herein meaning those directors who do not hold office in the Company) and at least three of the directors shall be independent (non-executive) Directors (herein meaning those directors who are independent to the shareholders, do not hold office in the Company and comply with the requirements of the Listing Rules regarding being independent non-executive Directors), ~~of which at least one Independent Director shall have~~ of which at least one Independent(non-executive) Director shall have the appropriate professional qualifications required by the Listing Rules or the appropriate accounting or related financial management expertise.

One of the Directors of the Board shall be the Chairman.

~~**Article 88**~~

Article 65

Directors shall serve a term of three years. The directors may, after the expiry of their term of office, hold a consecutive term upon re-election, but the term of office of the independent non-executive Directors shall not exceed nine (9) years. The Chairman and Deputy Chairman of the Board of Directors is elected and removed by a majority of all the Directors. The Chairman and Deputy Chairman of the Board of Directors shall be appointed for a term of three (3) years, and may serve consecutive terms if re-elected.

~~Directors are elected by the shareholders in general meeting. A notice in writing of the intention to propose a candidate for election as a Director and a notice in writing by that candidate of his willingness to be elected shall have been given to the Company at least seven days before the date of the shareholder's meeting. The period is counted at the date when a notice of meeting on such election but is not ended in or early seven days prior to the meeting date.~~ ~~A3, 4(4)(5) "Zheng Jian Hai Han" 4~~

~~Subject to the relevant laws and administrative regulations, the shareholders' general meeting may remove any Director by special resolution prior to the expiration of such Directors' term, but without prejudice to any claim for damages which such Director may have under any contract.~~ ~~A3, 4(3) "Zheng Jian Hai Han" 4~~

~~External directors shall have sufficient time and requisite expertise to perform their duties.~~The term of office for directors shall commence from the date of their appointment and end upon the expiration of the current term of the Board of Directors. If a director's term expires and a new director is not elected in a timely manner, the original director shall continue to perform his/her duties in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director assumes office.

A director may resign before the expiration of his term. A director shall submit a written resignation report to the Board of Directors. The Board of Directors shall disclose the relevant information within two (2) days. If the resignation of a director results in the number of directors on the Board falling below the statutory minimum, the former director shall continue to perform his/her duties in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director assumes office. Except as provided above, a director's resignation shall take effect upon delivery of the resignation report to the Board of Directors.

Directors whose terms of office have not yet expired shall be liable for compensation for any losses caused to the company due to their unauthorized departure.

Subject to the relevant laws and administrative regulations, the general meeting may remove any Director by ordinary resolution prior to the expiration of such Directors' term of service, but without prejudice to any claim for damages that may be made under any contract.

If a director fails to attend two consecutive board meetings in person or appoint another director to attend on their behalf, it shall be deemed that the director is unable to perform his or her duties, and the board of directors may recommend removal of his/her position at the general meeting.

External directors shall have sufficient time and requisite expertise to perform their duties.~~The Company shall provide the necessary information~~The Company shall provide the necessary information to enable the external directors to perform their duties. Independent (non-executive) Directors may report directly to the general meetings, securities regulatory authorities of the State Council and other relevant departments. ~~Opinions 6~~

Directors are not required to hold shares in the Company.

~~**Article 89**~~

~~The Board of Directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:~~

Article 66

The Board of Directors shall exercise the following functions and powers: ~~MP 88~~

(1) ~~to be responsible for convening shareholders' general meetings and to report on its work to the shareholders' general meeting~~ to be responsible for convening general meetings and to report on its work to the general meeting;

(2) ~~to implement resolutions of the shareholders' general meeting~~ to implement resolutions of the general meeting;

(3) ~~to decide on the Company's business plans and investment proposals~~ to decide on the Company's business plans, operation plans, investment plans and investment proposals;

(4) ~~to formulate the Company's annual financial budget and final accounts~~ to formulate the Company's annual financial budget and final accounts;

(5) to formulate the Company's profit distribution proposals and proposals for making up losses;

~~(6) to formulate proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of debentures of the Company;~~

(6) to formulate proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of shares, corporate bonds or other securities and listing of the Company;

(7) to draft proposals for the merger, division ~~or dissolution~~or dissolution or change of company form of the Company;

(8) to decide on the establishment of the Company's internal management organization and branch offices;

(9) to appoint or remove the Company's General Manager and secretary to the Board, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and other senior management personnel (including the financial officers) based on the recommendations of the General Manager, and to decide on their emolument;

(10) to formulate the Company's basic management system;

(11) to formulate proposals for any amendment of the Articles of Association;

(12) ~~to make decisions on affairs and administrative affairs,~~ decide issue of new shares upon authorization from the general meeting;

(13) to propose appointment or change of accounting firm responsible for the audit affairs of the Company;

(14) to formulate proposal for the Company to repurchase its shares under the circumstances stipulated in item (1) and (2) under Article 23 of the Articles of Association; and, in accordance with the Articles of Association or the authorization of the general meeting, to decide on the repurchase of the Company's shares under the circumstances stipulated in item (3), (5), and (6) under Article 23 of the Articles of Association;

(15) except for matters that, as required by relevant laws, regulations, and the Articles of Association, must be decided by resolutions at the general meeting, to decide on other company affairs and administrative matters, and sign significant agreements ~~other than those subject to resolution by the shareholders' general meeting as required by the relevant laws and regulations and the Articles of Association~~; and

~~Except in relation to items (6), (7), and (11) which require the affirmative vote of more than two thirds of the Directors, resolutions on any other items may be approved by the affirmative vote of more than half of the Directors.~~ ~~Opinions 6~~

~~These resolutions adopted by the Board with regard to the connected transactions of the Company shall not be valid unless they are backed by the signature of the Independent Directors.~~

~~Article 90~~

~~The Board of Directors shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of any fixed assets of the Company where the sum of estimated value of fixed assets to be disposed of and the value of such fixed assets disposed of within four (4) months immediately preceding the proposed disposition exceeds thirty per cent. (33%) of the value of fixed assets shown in the latest balance sheet considered by a general meeting.~~ ~~MP 89~~

~~For the purposes of this Article, "disposition" includes an act involving the transfer of interests in assets, but excludes the provision of guarantee by fixed assets.~~

~~The validity of a disposition on fixed assets made by the Company shall not be affected by any breach of the first paragraph of this Article.~~

~~When the Board of Directors makes a decision on market development, merger and acquisition, investment in new areas, etc., for projects involving investment or acquisition or merger amounting to more than 10% of total assets of the Company, an independent consulting agency shall be engaged to provide professional opinions, which shall be regarded as an important basis for the Board of Directors to make decision.~~ ~~Opinions 4~~

(16) to be responsible for other functions and powers granted by laws, regulations, the listing rules of the stock exchange where the company's shares are listed, the Articles of Association or the general meeting.

For matters that the Board of Directors resolves in the preceding paragraph, except for items 6, 7, 11, 12 and 14 which require a two-thirds majority vote of the Directors, the remaining items may be approved by a majority vote of the Directors.

~~**Article 91**~~

Article 67

The Chairman of the Board of Directors shall exercise the following functions and powers: ~~MP 90~~

(1) to preside over general meetings and convene and preside over Board meetings;

(2) to review on the implementation of resolutions passed by the Board of Directors;

(3) to sign the securities certificates issued by the Company;

(4) to sign important documents of the Board of Directors and other documents that are required to be signed by the legal representative of the Company;

(5) to propose list of company general manager and board secretary;

(6) in cases of an emergency of force majeure such as catastrophic natural disasters, to exercise special powers to deal with the Company's affairs in compliance with the law and the interests of the Company, and report to the Board of Directors and the general meeting of the Company afterwards;

(7) to exercise other functions and powers granted by the Board of Directors.

~~When the Chairman is not available to exercise his functions and powers, he can design a Deputy Chairman to exercise such functions and powers on his behalf.~~

~~**Article 92**~~

Where the chairman is unable or fail to perform his/her duties, the vice chairman shall perform his/her duties; if the vice chairman is unable or fail to perform his/her duties, a director shall be jointly elected by more than half of the directors to perform the duties.

Article 68

The Board of Directors shall hold at least four regular meetings each year. The Board meetings shall be convened by the Chairman. ~~Upon anything urgent, an extraordinary Board meeting can be held under the proposal by one third or more of the Directors or the General Manager.~~ ~~MP 91~~

~~**Article 93**~~

~~A notice concerning the convening of board meetings or extraordinary board meetings~~Extraordinary board meetings may be convened under one of the following circumstances:

(1) jointly demanded by more than one-third of the directors;

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

(3) proposed by the Supervisory Committee.

The chairman of the Board of Directors shall convene and preside over a board meeting within ten (10) days upon receipt of any demand.

Article 69

A notice concerning the convening of board meetings or extraordinary board meetings can be given in person, by means of fax, express courier, by ~~registered airmail,~~email, and electronic announcement through the official website or Company website. ~~MP 92~~

~~email, and electronic announcement through the official website or Company website.~~

~~**Article 94**~~

~~All Directors should be notified of a Board meeting 14 days before the meeting, and for extraordinary Board meetings, they should be notified 5 days before the meeting.~~

~~**Article 95**~~

~~All the Executive Directors and external directors shall be notified the important matters that must be resolved by the Board of Directors within the period stipulated in Article 94, and be provided sufficient information~~ ~~Opinions 3~~

Article 70

All Directors should be notified of a regular Board meeting fourteen (14) days before the meeting, and for extraordinary Board meetings, the requirement on the notice period is not applicable, but a reasonable notice should be served to all directors and the general managers.

Article 71

All the Executive Directors and external directors shall be notified the important matters that must be resolved by the Board of Directors within the period stipulated in Article 71, and be provided sufficient information at the same time. Such important matters shall be implemented in strict compliance with the required procedures. The Directors may request for supplementary information.

The Directors may request for supplementary information. ~~Upon more than one-fourth of the Directors or more than two external directors consider that the information provided is not sufficient or the demonstration is not clear,~~ Upon more than one-fourth of the Directors or more than two external directors consider that the information provided is not sufficient or the demonstration is not clear, they may jointly propose to postpone the consideration of certain matters of the agenda of the Board meeting, and the Board of Directors shall accept such proposal.

Notice of a meeting shall be deemed to be served to any Directors who attend the meeting without protesting against any lack of notice before or at its commencement.

Any ~~regular or extraordinary~~ meeting of the Board of Directors may be held by telephone conferencing or similar communication equipment. As long as all Directors participating in the meeting can hear and communicate clearly with each other, all such Directors shall be deemed to be present in person at the meeting.

~~**Article 96**~~

Article 72

Board meeting shall be held only upon more than half of the members of Board of Directors (including proxies) are present. Each Director has one vote. ~~MP 93~~

Unless otherwise required by the Articles of Association, the Board may pass resolutions only upon a majority vote~~; in the case of an equality of votes, the Chairman of the Board shall have an additional vote~~.

~~**Article 97**~~

If a director has a conflict of interest with a matter to be resolved at a board meeting, that director should avoid attending the meeting and have no voting rights, nor may they act as a proxy for other directors in exercising their voting rights; furthermore, that director will not be counted when calculating the quorum of board members present at the meeting. Resolutions at board meetings require a majority vote of directors with no conflict of interest. If fewer than three directors with no conflict of interest are present at the meeting, the matter should be submitted to the general meeting for consideration.

Article 73

Directors shall attend the Board meetings in person. Where a Director isn't available to attend a meeting for any reason, he may appoint another Director in written power of attorney to attend the Board meeting on his behalf. The power of attorney shall set out the authorisation scope.

The Director so appointed as a proxy of another Director to attend the meeting shall exercise the rights of a Director within the scope of power of attorney. Where a Director doesn't attend or appoint a proxy to attend a Board meeting on his behalf, he shall be deemed to waive his voting right at the meeting.

~~**Article 98**~~

Article 74

In the case of matters requiring approval by an extraordinary board meeting, if the resolution in question is sent to all Directors by the Board and is affirmatively signed and accepted by the number of Directors necessary to make such a decision as stipulated in ~~Article 89~~the said requirements under the Articles of Association, then such matters can be deemed as a resolution and do not need to be adopted by the Board of Directors.

~~**Article 99**~~

Article 75

The Board of Directors shall keep minutes of its decisions concerning the matters under its consideration at the meeting of the Board and such meetings as are not convened. Directors attending the meeting and the person recording the minutes shall sign their names on the minutes of that meeting.

Directors shall be liable for resolutions of the Board. If a resolution is against the laws, administrative rules or the Articles of Association, and thus causing the Company suffers any loss, the Directors who participate in voting shall assume the liability to compensate to the Company; but those Directors who are proved to have cast a dissenting vote which is recorded in the minutes shall be exempted from liability.

~~**CHAPTER 11**~~**Article 76**

The Board of Directors establishes specialized committees including the audit committee, remuneration committee and nomination committee, as well as other specialized committees deemed necessary by the Board. These specialized committees are accountable to the Board and perform their duties in accordance with the Articles of Association and the Board's authorization. Proposals must be submitted to the Board for review and decision. All members of the specialized committees are directors and meet the standards of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Board is responsible for formulating working procedures for the specialized committees to regulate their operation.

The members of the audit committee shall be appointed by the Board of Directors and shall consist of no fewer than three directors, all of whom shall be non-executive Directors and more than half of whom shall be independent non-executive Directors; the chairman of the audit committee shall be an independent non-executive Director; and at least one member of the audit committee shall possess the appropriate professional qualifications required under Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, or possess appropriate accounting or related financial management expertise.

The members of the remuneration committee shall be appointed by the Board of Directors and shall consist of no fewer than three directors, most of whom shall be independent non-executive Directors and shall be chaired by an independent non-executive Director.

The members of the nomination committee shall be appointed by the Board of Directors and shall consist of no fewer than three directors, with a majority of the members being independent non-executive Directors, and the chairman or an independent non-executive Director serving as the chairperson.

CHAPTER 9 SECRETARY TO THE BOARD OF DIRECTORS

~~**Article 100**~~

~~The Company shall have the secretary to the Board of Directors. The secretary shall be the senior management personnel of the Company.~~ ~~MP 96~~

~~**Article 101**~~

~~The secretary to the Company's Board of Directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board of Directors.~~ ~~MP 97~~

Article 77

The Company shall have one secretary to the Board of Directors. The secretary shall be the senior management personnel of the Company.

Article 78

The secretary to the Company's Board of Directors shall be a person whom the Hong Kong Stock Exchange deems competent in academic or professional qualifications or relevant experience to perform the duties as a company secretary, and shall be appointed or dismissed by the Board of Directors.

The main tasks of the secretary to the Board of Directors include:

(1) to assist directors to deal with the daily matters of the Board of Directors, continuously provide, remind and ensure directors to be well informed of the laws, regulations, policies and requirements of both domestic and overseas regulatory organisations concerning the operation of the Company, and assist directors and managers to practically implement the domestic and foreign laws, regulations, the Articles of Association and other regulations when performing their duties and powers;

(2) to be responsible for the organisation and preparation of the documents of the Board of Directors and general meeting, well prepare the meeting record work, ensure the meeting policies in conformity with the legal procedures, and to keep abreast of the execution of the resolutions of the Board of Directors;

(3) to be responsible for the organisation and coordination of information disclosure, coordinate the relationship with the investors, and enhancement of the transparency of the Company;

(4) to participate in and organise the financing in capital market;

(5) to deal with the relationships with the intermediary organs, regulatory authorities and the Media, take good care of public relationship.

The main duties and responsibilities of the secretary to the Board of Directors are:

(1) To organise and arrange the Board meetings and the General Meetings; to prepare documents for such meetings; to make relevant arrangements for meetings, to be responsible for recording minutes; to ensure the accuracy of minutes; to keep documents and minutes of meetings and to actively learn about the implementation of relevant resolutions; and to report and make recommendations to the Board on important issues being implemented.

(2) to ensure that important decisions of the Board will be implemented in strict compliance with required procedures; at the request of the Board, to take part in, and organise the consultation and analysis of issues to be decided by the Board and provide advice and recommendations thereon; and to carry out daily routine of the Board and its relevant committees upon authorisation.

(3) to act as the contact person of the Company with securities regulatory authorities; to be responsible for the organisation, preparation and timely submission of documents required by regulatory authorities; and to be responsible for undertaking, organising and completing tasks delegated by regulatory authorities.

(4) to be responsible for coordinating and organising the Company's information disclosure, setting up a sound information disclosure system and participating in all meetings of the Company in relation to information disclosure; and to gain in timely manner knowledge of important business decisions and relevant information of the Company.

(5) to be responsible for keeping price-sensitive information of the Company confidential and formulating effective confidentiality rules and measures; in case of a leakage of share price-sensitive information of the Company for whatever reasons, to take necessary remedial measures, make prompt explanation and clarification ~~and notify regulatory authorities of overseas jurisdictions where the Company is listed and CSRC~~.

(6) to be responsible for coordinating and organising marketing activities, coordinating reception of visits to the Company, dealing with investor relationships, maintaining contact with investors, intermediaries and the media; to be responsible for coordinating and answering questions raised by the public, to ensure investors can promptly obtain information disclosed by the Company; to organise and prepare for

marketing and promotion activities within and outside the PRC; to prepare a summary report on marketing activities and important visits as well as other activities~~; and to CSRC the relevant matters~~.

(7) to be responsible for administering and keeping the Company's register of shareholders, registers of Directors, records of shareholdings of major shareholders and directors and list of holders of outstanding debentures of the Company; and to be permitted to keep the common seal and to establish comprehensive measures for the management of the common seal.

(8) to assist directors and managers in exercising their powers as per domestic and foreign laws, regulations, the Articles of Association and other relevant regulations; and to serve a prompt reminder after becoming aware of resolutions or possible resolutions in breach of relevant regulations~~; and to have the right to report the case to CSRC and other regulatory authorities~~.

(9) to provide necessary information to the Supervisory Committee and other audit committees to perform the supervisory duties and to assist in due diligence of the financial officers of relevant companies, the directors and General Managers of the Company.

~~(10) to perform other responsibilities conferred by the Board and other responsibilities required by the foreign listing places.~~

~~Article 102~~

(10) to perform other responsibilities conferred by the laws, regulations, the rules of the stock exchange where the Company's shares are listed, the Articles of Association, the general meeting and the Board.

Article 79

A Director or the senior management personnel of the Company may concurrently act as the secretary to the Company's Board of Directors. ~~No accountant of the accounting firm engaged by the Company~~No accountant of the accounting firm engaged by the Company to handle the Company's audit affairs may concurrently act as the secretary to the Company's Board of Directors. ~~MP 98~~

~~may concurrently act as the secretary to the Company's Board of Directors.~~

In the case of a Director acting concurrently as the secretary to the Board and an action has to be taken by a Director and the secretary to the Board respectively, the director acting concurrently as the secretary to the Board may not act in his/her capacity as both the director and the secretary to the Board.

~~CHAPTER 12~~

CHAPTER 10 GENERAL MANAGER OF THE COMPANY

~~Article 103~~

~~The Company shall have one (1) General Manager and no more than twenty (20) Deputy General Managers, who shall all be nominated by General Manager and appointed or removed by the Board of Directors.~~ ~~MP 99~~

~~Article 104~~

Article 80 ~~MP 100~~

The Company shall have one General Manager, no more than twenty Deputy General Managers, and one chief financial officer who shall all be nominated by General Manager and appointed or removed by the Board of Directors.

The Company's Board of Directors may decide that Board members concurrently serve as General Manager and other senior management personnel, but the number of Directors concurrently serving as General Manager and other senior management personnel shall not exceed one-half of the total number of Directors of the company.

Article 81

The Company's General Manager shall be accountable to the Board of Directors and shall exercise the following duties and powers:

(1) to be in charge of the Company's production, operation and management, to co-ordinate the implementation of the resolutions of the Board of Directors~~;~~, and to report the duties to the Board of Directors;

(2) to organise the implementation of the Company's annual business plan and investment proposal;

(3) to draft plans for the establishment of the Company's internal management structure;

(4) to draft the Company's basic management system;

(5) to draft the Company's ~~basic~~specific regulations;

(6) to request the ~~appointment~~Board to appoint or ~~dismissal of~~dismiss the Company's Deputy General Manager and other senior management personnel (including the chief financial officers);

(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors; and

(8) other duties and powers conferred by the Articles of Association and the Board of Directors.

~~**Article 105**~~

Article 82

The General Manager shall attend Board meetings, but do not have any voting rights at Board meetings. ~~MP 101~~

~~**Article 106**~~

Article 83

In performing their functions and powers, the General Manager ~~and~~, Deputy General Manager and other senior management officer of the Company shall act honestly and diligently in accordance with laws, administrative regulations and the Articles of Association.

~~**CHAPTER 13 SUPERVISORY COMMITTEE**~~

~~**Article 107**~~

CHAPTER 11 SUPERVISORY COMMITTEE

Article 84

The Company shall have a Supervisory Committee. ~~MP 103~~

~~**Article 108**~~

Article 85

The Supervisory Committee consists of three supervisors. Supervisor has a term of three (3) years and can be re-elected. External supervisors (refers such supervisor not serving in the company, the same below) shall account more than half of the Supervisory Committee.

The Supervisory Committee shall have one (1) Chairman.

The appointment or removal of the Chairman of the Supervisory Committee shall be determined by two-thirds or more of the members of the Supervisory Committee. ~~A13D, 1(d) (i) "Zheng Jian Hai Han" 5~~

~~**Article 109**~~

Article 86

The Board of Supervisors shall comprise of two (2) shareholders' representatives and one (1) employee representative of the Company. ~~Shareholders' representatives shall be elected and removed by shareholders in general meeting. Employee representatives shall be democratically elected and removed by the Company's employees.~~ ~~MP 105~~

~~**Article 110**~~

Article 87

Directors, General Manager ~~and~~, chief financial officers and other senior management personnel may not act concurrently as supervisors.

~~**Article 111**~~

~~Supervisors' meetings shall be convened regularly at least 2 times a year. The meetings shall be called upon by the Chairman of the Supervisory Committee.~~

~~**Article 112**~~

~~The Supervisory Committee shall be responsible to the Board meeting and exercise the following functions and powers in accordance with law:~~

Article 88

Supervisors' meetings shall be convened at least once per six (6) months. The meetings shall be called upon by the Chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fail to perform his/her duties, a supervisor shall be jointly elected by more than half of the supervisors to convene and preside over the meeting of the Supervisory Committee.

Article 89

The Supervisory Committee shall be responsible to the Board meeting and exercise the following functions and powers in accordance with law:

(1) to review the Company's financial position;

~~(2) to supervise the Directors, General Manager and other senior management personnel to ensure that they do not act in contravention of any law, administrative regulations or the Articles of Association during their performance of duties;~~

(2) to supervise the Directors and senior management personnel on their performance of their duties, and to propose removal of any Director or senior management personnel who violates laws, administrative regulations, this Articles of Association, or resolutions of the general meeting;

(3) to demand the Directors, General Manager and other senior management personnel to rectify their error if they have acted in a harmful manner to the Company's interest;

4) to check and inspect the financial information such as the financial report, business report and plans for profits distribution to be submitted by the Board of Directors to the general meetings, and to authorise, in the Company's name, publicly certified and practicing accountants to assist in the review on such information should any doubt arise in respect thereof;

~~(5) to propose to convene an extraordinary general meeting;~~

(5) to propose to convene an extraordinary general meeting, and to convene and preside over general meetings when the Board of Directors fails to perform its duties to convene and preside over such meetings;

(6) ~~to represent the Company in negotiations with or in bringing actions against a Director~~to propose resolution at the general meeting;

(7) to represent the Company in negotiations with Directors and senior management personnel or in lawsuits against Directors and senior management personnel; and

~~(7) other duties and powers as may be specified by the Articles of Association and general meetings.~~

~~The Supervisory Committee has the right to give suggestions on the appointment of the accounting agencies by the Company. When necessary, has the right to appoint another accounting agency on behalf of the Company to conduct independent examination on the financial issues of the Company, could directly report the situations to State Council Securities Committee and other regulatory departments.~~ ~~MP 108~~

(8) other duties and powers as conferred by laws, regulations, listing rules of the stock exchange where the Company's shares are listed, the Articles of Association and general meetings.

Supervisors shall attend Board meetings.

~~**Article 113**~~ ~~MP 109~~

~~Proceedings of Supervisory Committee: resolutions of the Supervisory Committee shall be passed by the affirmative vote of more than two-thirds of all of its members.~~ ~~A13D, 1(d) (ii) "Zheng Jian Hai Han" 5~~

~~**Article 114**~~

Article 90

Proceedings of Supervisory Committee: resolutions of the Supervisory Committee shall be passed by a majority vote of more than half of the members of the Supervisory Committee.

Article 91

All reasonable fees incurred in respect of the employment of professionals (such as lawyers, certified public accountants or practicing auditors) which are required by the Supervisory Committee in the exercise of its functions and powers shall be borne by the Company. ~~MP 110~~

~~**Article 115**~~

~~A supervisor shall carry out his duties faithfully and bona fide in accordance with laws, administrative regulations and the Articles of Association.~~ ~~MP 111~~

~~**CHAPTER 14**~~**Article 92**

A supervisor shall carry out his duties faithfully and bona fide in accordance with laws, administrative regulations and the Articles of Association, and must not use their position to accept bribes or other illegal income, nor embezzle the Company's property.

CHAPTER 12 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

~~**Article 116**~~

Article 93 ~~MP 112~~

A person may not serve as a Director, Supervisor, General Manager or other senior management personnel of the Company if any of the following circumstances apply:

(1) a person who does not have or who has limited capacity for civil conduct;

(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and the sentence is enforced for less than five (5) years~~ or~~. If a ~~person who has been deprived of his political rights and not~~suspended sentence is granted, no more than ~~five (5~~two (2) years have ~~lapsed~~passed since the ~~sentence was served~~expiration of the probation period;

(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;

(4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of law and who are personally liable therefor, where less than three (3) years have elapsed since the date of the cancellation of the business licence;

(5) a person who has a relatively large amount of debts which have become due and outstanding;

(6) ~~a person who is currently under investigation by the judicial authorities for violation of criminal law~~a person who has been subject to securities market entry bans by the securities regulatory authority under the State Council, and whose bans have not yet expired;

(7) a person who has been publicly identified by the stock exchange as unsuitable to serve as directors or senior managers of listed companies, and whose period of unsuitability has not yet expired;

(8) ~~a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;~~the circumstances specified by laws, administrative regulations, departmental rules, or relevant laws and regulations of the place where the company's stock is listed.

~~(8) a person other than a natural person; or~~

~~(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five (5) years have lapsed from the date of such conviction.~~

~~Article 117~~

~~The validity of an act carried out by a Director, General Manager or other senior management personnel of the Company on its behalf shall, as against a bona fide third party, not be affected by any irregularity in his office, election or any defect in his qualification.~~ ~~MP 113~~

~~Article 118~~

~~In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's Directors, Supervisors, General Manager or personnel owes a duty to each shareholder, in the exercise of the duties and powers of the Company entrusted to him:~~ ~~MP 114~~

Any election, appointment, or hiring of Directors that violates this provision shall be invalid. If a Director falls under any of the circumstances described in this provision during their term of office, the Company shall remove them from their position.

Article 94

Directors, General Managers, and other senior management personnel shall abide by laws, administrative regulations, and the Articles of Association, and shall have the following fiduciary duties to the Company:

(1) ~~not to procure the Company to do anything ultra vires to the scope of business as stipulated in its business licence;~~

~~(2) to act honestly and in the best interests of the Company;~~

~~(3) not to expropriate the Company's property in any way, including (but not limited to) usurpation of opportunities which may benefit the Company; and~~

~~(4) not to deprive of the individual interest of shareholders, including (but not limited to) rights to distribution and voting rights, save and except pursuant to a restructuring of the Company which has been submitted to the shareholders in general meeting for approval in accordance with the Articles of Association.~~

~~**Article 119**~~

~~Each of the Company's Directors, Supervisors, General Manager and other senior management personnel owes a duty, in the exercise of his powers and in the discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~ ~~MP 115~~

~~**Article 120**~~

~~Each of the Company's Directors, Supervisors, General Manager and other senior management personnel shall exercise his powers or perform his duties in accordance with the fiduciary principle, and shall not put himself in a position where his duty and his interest may conflict. This principle includes (but not limited to) performance of the following obligations:~~ ~~MP 116~~

~~(1) to act bona fide in the best interests of the Company;~~

~~(2) to act within the scope of his powers and not to exceed such powers;~~

~~(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a general meeting, not to transfer the exercise of his discretion;~~

~~(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;~~

~~(5) unless otherwise provided for in the Articles of Association or except with the informed consent of the shareholders given in a general meeting, not to enter into any contract, transaction or arrangement with the Company;~~

~~(6) not to use the Company's property for his own benefit, without the informed consent of the shareholders given in a general meeting;~~

~~(7)~~ not to abuse his position to accept bribes or other illegal income; ~~or expropriate the Company's property in any way, including (but not limited to) opportunities which benefit the Company;~~

~~(8) not to accept commissions in connection with the Company's transactions, without the informed consent of the shareholders given in a general meeting;~~

~~(9) to comply with the Articles of Association, to perform his official duties faithfully, to protect the Company's interests and not to exploit his position and power in the Company to advance his own interests;~~

~~(10) not to compete with the Company in any way, save with the informed consent of the shareholders given in a general meeting;~~

~~(11) not to misappropriate the Company's funds or to lend such funds to any other person, not to use the Company's assets to set up deposit accounts in his own name or in the any other name or to use such assets to guarantee the debts of a shareholder of the Company or any other personal liabilities;~~

~~(12) not to divulge any confidential information which he has obtained during his term of office, without the informed consent of the shareholders in a general meeting; nor shall he use such information otherwise than for the Company's benefit, unless disclosure of such information to the court or other governmental authorities is made in the following circumstances:~~

~~1. disclosure is required by law;~~

~~2. the public interest so demands; or~~

~~3. the interests of the relevant director, Supervisor, General Manager or other senior management personnel so demand.~~

~~Article 121~~

(2) shall not embezzle the Company's property or misappropriate the Company's funds;

(3) shall not deposit the Company's assets or funds in accounts opened in their own name or in the name of other individuals;

(4) without reporting to the Board of Directors or general meeting and passing a resolution from the Board of Directors or general meeting as stipulated in the Articles of Association, they shall not directly or indirectly enter into contracts or transactions with the Company;

(5) shall not use their position to seek business opportunities belonging to the Company for themselves or others, except where such business opportunities are prohibited by law, administrative regulations, or the Articles of Association, unless reported to the Board of Directors or general meeting and approved by a shareholders' resolution;

(6) shall not operate or manage businesses similar to those of the Company for themselves or others without reporting to the Board of Directors or general meeting and passing a resolution at general meeting;

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

(8) shall not disclose company secrets without authorization;

(9) shall not use their related party relationships to impair the Company's interests;

(10) other fiduciary duties stipulated by law, administrative regulations, departmental rules, and the Articles of Association.

Any income obtained in violation of this article shall belong to the Company; if losses are caused to the Company, the one violating this article shall be liable for compensation.

The provisions of item (4) in clause 2 of this Article shall apply to the contracts or transactions entered into by the close relatives of Directors, general managers and other senior management personnel, enterprises directly or indirectly controlled by Directors, general managers and other senior management personnel or their close relatives, and entities that have other related relationships with Directors, general managers and other senior management personnel.

Article 95

Directors, general managers, and other senior management personnel shall comply with the provisions of laws, administrative regulations, and the Articles of Association, and owe a duty of diligence to the Company. In performing their duties, they shall exercise reasonable care that is normally expected of managers for the best interests of the Company.

Directors, general managers, and other senior management personnel owe the following duties of diligence to the Company:

(1) They shall exercise the rights granted to them by the Company prudently, diligently, and attentively to ensure that the Company's business activities comply with the requirements of national laws, administrative regulations, and various national economic policies, and that business activities do not exceed the business scope stipulated in the business license;

(2) They shall treat all shareholders fairly;

(3) They shall keep abreast of the Company's business operations and management status;

(4) They shall sign written confirmations of the Company's periodic reports, ensuring that the information disclosed by the Company is true, accurate, and complete;

(5) They shall truthfully provide relevant information and materials to the Board's audit committee and shall not obstruct the Board's audit committee from exercising its functions and powers;

(6) Other duties of diligence stipulated by laws, administrative regulations, departmental rules, and the Articles of Association.

Article 96

~~Each director, Supervisor, General Manager and other senior management personnel of the Company shall not direct the following persons or institutions (herein refers to "associates") to act in a manner which a Director, Supervisor, General Manager and other senior management personnel is prohibited from so acting:~~ MP 117

~~(1) the spouse or minor children of the director, Supervisor, General Manager and other senior management personnel of the Company;~~

~~(2) the trustee of the director, Supervisor, General Manager and other senior management personnel or of any person described in sub-paragraph (1) of this Article;~~

~~(3) partners of Directors, Supervisors, General Manager and other senior management personnel or of any person described in sub-paragraphs (1) and (2) of this Article;~~

~~(4) a company in which a Director, Supervisor, General Manager and other senior management personnel, whether alone or jointly with persons referred to in sub-paragraphs (l), (2) and (3) of this Article or other Directors, Supervisors, General Manager and other senior management personnel, has de facto controlling interest; or~~

~~(5) the Directors, Supervisors, General Manager and other senior management personnel of a company which is being controlled in the manner set out in sub-paragraph (4) of this Article.~~

~~**Article 122**~~

~~The duty of a Director, Supervisor, General Manager and other senior management personnel to act in good faith does not necessarily terminate on the expiration of their term of office.~~ MP 118 The fiduciary duty of care and loyalty owed to the Company's Directors, supervisors, general managers, and other senior management personnel does not necessarily terminate upon the end of their term of office. Their obligation to maintain the confidentiality of the Company's trade secrets remains effective after their term of office ends. The duration of other obligations should be determined on an equitable basis, depending on the length of time between the occurrence of the event and their departure from office, and the circumstances and conditions under which their relationship with the Company ends.

~~**Article 123**~~

~~A Director, Supervisor, General Manager and other senior management personnel of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given at a general meeting, save under the circumstances of Article 48 of this Articles of Association.~~ ~~MP 119~~

~~**Article 124**~~

~~Where a Director, Supervisor, General Manager and other senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board of Directors.~~ ~~MP 120~~

~~Unless the interested director, Supervisor, General Manager and other senior management personnel discloses his interests in accordance with the preceding sub-paragraph of this Article and the contract, transaction or arrangement is approved by the Board of Directors at a meeting in which the director, Supervisor, or senior management personnel is not counted as part of the quorum and refrains from voting, or from entering into a contract, transaction or arrangement in which that senior management personnel is materially interested is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested senior management personnel.~~

~~A Director, Supervisor, General Manager and other senior management personnel of the Company is deemed to be interested in a contract, transaction or arrangement in which his associate is interested.~~

~~Except for the circumstance as follows, a Director may not vote on the meetings of Directors in regard to any contract or arrangement or any other proposes which he or his associate has material interest, and in determining whether there is a quorum for a meeting, he shall not be taken into account.~~

~~Such exception refers:~~

~~(1) (i) where Director or his associate lends to the Company or any subsidiary thereof, or he or she is required by the Company and any subsidiary thereof to cause or assume obligation for their interests, the Director or his associate shall be provided any ledge or indemnification guarantee; or~~

~~(ii) where Company or any subsidiary thereof provides the third party any mortgage or indemnification guarantee for its liability or obligation, and as far as such liability or obligation, Director or his associate has taken all or part thereof (either personally or collectively) through one mortgage or indemnification guarantee or provision of a mortgage.~~

~~(2) where any offer or proposal given by other person or company for subscribing or purchasing the shares, bonds or other securities of the Company or other company (which was initiated by the Company or in which the Company has interests), the Director or his associate has or will have interests for participating in underwriting or sub-underwriting of the offer;~~

~~(3) any proposal concerning any other company in which the Director or his associates is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in 5 per cent. or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associates is derived); or~~

~~(4) any proposal or arrangement relating to the interests of the employees of the Company or the subsidiary thereof, including:~~

~~(i) Adopt, amend or exercise any employee's shares scheme, any share award scheme or share option scheme in favor of the Director and the associate thereof; or~~

~~(ii) Adopt, amend or exercise a pension fund or retirement, death, or disability benefits scheme which relates both to Directors, his associates and employees of the Company, and such scheme does not provide in respect of any Director, or his associates, as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates; and~~

~~(5) any contact or arrangement which a Director or his associate has interests, and in which the Director or his associate has interests in the same way to other holders of the shares, bonds and other securities of the Company only due to their equity therein.~~

~~As far as this Article, the definition of "associate" is same to that under Listing Rules.~~

~~Article 125~~

~~Where a Director, Supervisor, General Manager and other senior management personnel of the Company gives to the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements which may subsequently be made by the Company, that notice shall be deemed for the purposes of the preceding Article to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.~~ ~~MP 121~~

~~Article 126~~

~~The Company shall not pay taxes for or on behalf of a Director, Supervisor, General Manager and other senior management personnel in any manner.~~ ~~MP 122~~

~~Article 127~~

~~The Company shall not directly or indirectly make a loan to or provide any guarantee in connection with the making of a loan to a Director, Supervisor, General Manager and other senior management personnel of the Company or its holding company or any of their respective associates. The foregoing prohibition shall not apply to the following circumstances:~~ ~~MP 123~~

~~(1) provision of a loan or guarantee for a loan by the Company to its subsidiary;~~

~~(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds available to its Directors, Supervisors, General Manager and other senior management personnel to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in a general meeting; and~~

~~(3) if the ordinary course of business of the Company includes the lending of money or the giving of guarantees, the Company may make a loan to or provide a guarantee in connection with the making of a loan to a Director, Supervisor, General Manager and other senior management personnel or his associates in the ordinary course of its business on normal commercial terms.~~

~~Article 128~~

~~Any person who receives funds from a loan which has been made by the Company acting in breach of the preceding Article shall, irrespective of the terms of the loan, forthwith repay such funds.~~ ~~MP 124~~

~~Article 129~~

~~A guarantee for the repayment of a loan which has been provided by the Company acting in breach of Article 127 (1) shall not be enforceable against the Company, save in respect of the following circumstances:~~ ~~MP 125~~

~~(1) the guarantee was provided in connection with a loan which was made to an associate of a Director, Supervisor, General Manager and other senior management personnel of the Company or the Company's holding company and the lender of such funds did not know of the relevant circumstances at the time of the making of the loan; or~~

~~(2) the collateral which has been provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.~~

~~Article 130~~

~~For the purposes of the foregoing provisions of this Chapter, a "guarantee" includes an undertaking or property provided by the obligor to secure his performance of obligations.~~ ~~MP 126~~

~~Article 131~~

~~In addition to any rights and remedies provided by laws and administrative regulations, where a Director, Supervisor, General Manager and other senior management personnel of the Company breaches the duties which he owes to the Company, the Company has a right:~~ ~~MP 127~~

~~(1) to demand such a Director, Supervisor, General Manager or other senior management personnel to compensate it for losses sustained by the Company as a result of such breach;~~

~~(2) to rescind any contract or transaction which has been entered into between the Company and such a Director, Supervisor, General Manager and other senior management personnel or between the Company and a third party (where such third party knows or should have known that such a Director, Supervisor, General Manager and other senior management personnel representing the Company has breached his duties owed to the Company);~~

~~(3) to demand such a Director, Supervisor, General Manager and other senior management personnel to surrender the gains made as result of the breach of his obligations;~~

~~(4) to recover any monies which should have been received by the Company and which were received by such a Director, Supervisor, General Manager and other senior management personnel instead, including (but not limited to) commissions; and~~

~~(5) to demand repayment of interest earned or which may have been earned by a Director, Supervisor, General Manager and other senior management personnel on money that should have been paid to the Company.~~

~~Article 132~~

~~The Company shall make written contract with a Director or Supervisor in relation to emoluments. The emoluments shall be approved in advance by general meeting. The aforesaid emoluments include:~~ ~~MP 128~~

~~(1) emoluments in respect of his service as director, Supervisor, or senior management personnel of the Company;~~

~~(2) emoluments in respect of his acting as a Director, supervisor or a senior management personnel of any subsidiary of the Company;~~

~~(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;~~

~~(4) payment by means of compensation for loss of office, or as consideration for or in connection with his retirement from office.~~

~~No proceedings may be brought by a Director or Supervisor against the Company for anything due to him in respect of the matters mentioned in this Article except pursuant to the preceding contract.~~

~~**Article 133**~~

~~The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event that the Company is acquired, the Company's directors and supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. For the purposes of this Article, the acquisition of the Company includes any of the following:~~ MP 129

~~(1) an offer made by any person to the general body of shareholders; or~~

~~(2) an offer made by any person with a view to the offer or becoming a "controlling shareholder" within the meaning of Article 49 hereof.~~

~~If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant director or supervisor and shall not be paid out of such sum.~~

~~**CHAPTER 15**~~

CHAPTER 13 FINANCIAL AND ACCOUNTING SYSTEMS AND PROFIT DISTRIBUTION

~~**Article 134**~~

Article 97

The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and PRC ~~enterprise~~ accounting standards formulated by the finance regulatory department of the State Council.

~~**Article 135**~~

~~At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in a manner prescribed by law.~~ MP 131

~~**Article 136**~~

~~The Board of Directors of the Company shall place before the shareholders at every annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.~~

Article 98

The Company should use RMB as its functional currency.

At the end of each fiscal year, the Company shall prepare a financial report which shall be examined and verified in a manner prescribed by law.

Article 99

Unless otherwise stipulated by the relevant laws, regulations, the listing rules of the stock exchange where the company's shares are listed, and the Articles of Association, the Company's board of directors shall, at each annual general meeting, submit to the shareholders such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.

~~**Article 137**~~

Article 100

The Company's financial reports and ~~directors'~~Directors' reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of ~~shareholders'~~ annual general meeting. Each shareholder shall be entitled to have a copy of the financial reports referred to in this Chapter.

The ~~aforesaid report and director~~financial report ~~should be given to shareholders 21 days before the date of the shareholders' meetings, by prepaid~~mentioned above shall include the report of the Board together with the balance sheet (including any documents required to be attached under PRC or other laws and administrative regulations) and the profit and loss statement (income statement) or the statement of income and expenditure (cash flow statement), or (without violating any applicable laws of the PRC) a summary financial report approved by the stock exchange where the Company's shares are listed.

Except as otherwise provided by applicable laws, regulations and the listing rules of the stock exchange where the Company's shares are listed and in these Articles of Association, the Company shall send the aforementioned report and the report of the Board by postage-paid ~~mail, the electronic announcement~~ mail to (or through the official website or electronic announcement on the Company's website or any other means of ~~corporate~~ communication ~~to~~ provided by the Company) each shareholder registered in the register of foreign shareholders of the overseas ~~shareholders as recorded in the register of shareholders~~listed company at least twenty-one (21) days prior to the general meeting.

~~**Article 138**~~

Article 101

The financial statements of the Company shall, in addition to being prepared in accordance with PRC enterprise accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place overseas where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, such difference shall be stated in the financial statements. In distributing its profits after tax of relevant fiscal year, the lower of the two profits after tax prepared by (i) PRC enterprise accounting standards and regulations or (ii) international accounting standards, or that of the place overseas where the Company's shares are listed shall be adopted.

~~**Article 139**~~

~~Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC enterprise accounting standards and regulations, and also in accordance with either international accounting standards or that of the place overseas where the Company's shares are listed.~~

~~**Article 140**~~

~~The Company shall publish its annual, biannual and quarterly financial reports in each fiscal year. Annual financial report shall be published within 45 days after the expiration of each fiscal year, biannual financial report shall be published within 45 days after the expiration of first half of each fiscal year, and quarterly report shall published within 90 days after the expiration of each quarter.~~ ~~MP 136~~

~~**Article 141**~~

~~The Company shall not keep accounts other than those required by law.~~ ~~MP 137~~

~~**Article 142**~~

~~Profits after tax of the Company shall be applied in the following order of priority:~~

~~(1) to make up for losses;~~

~~(2) allocation to the statutory common reserve fund;~~

~~(3) allocation to the statutory common welfare fund;~~

~~(4) allocate the arbitrary common reserve fund according to the resolution of general meeting; and~~

~~(5) payment of dividends for ordinary shares.~~

~~No dividends can be distributed or no other distribution in the form of dividends can be made before making up losses, collect statutory reserve fund and statutory public welfare fund.~~ ~~A3, 3(1)~~

Article 102

Any interim results or financial information published or disclosed by the Company must also be prepared and presented in accordance with PRC enterprise accounting standards and regulations, and also in accordance with either international accounting standards or that of the place overseas where the Company's shares are listed.

Article 103

The Company shall publish its annual and half-year financial reports. Annual financial report shall be published within four (4) months days after the end of each fiscal year, half-year financial report shall be published within three (3) months after the end of the first six month of the fiscal year.

Article 104

The Company may not establish any accounting books other than those required by law. The Company's assets shall not be stored in accounts opened in the name of any individual.

Article 105

When distributing after-tax profits for the current year, the Company shall allocate 10% of the profits to its statutory reserve fund. If the accumulated statutory reserve fund exceeds 50% of the Company's registered capital, no further allocation is required.

If the Company's statutory reserve fund is insufficient to cover losses from previous years, the current year's profits shall be used to cover the losses before allocating to the statutory reserve fund as stipulated above.

After allocating to the statutory reserve fund from after-tax profits, the Company may, upon resolution at a general meeting, allocate to a discretionary reserve fund from after-tax profits.

The remaining after-tax profits after covering losses and allocating to statutory reserve fund shall be distributed according to the proportion of shares held by shareholders, unless otherwise stipulated in the company's articles of association.

If a shareholder distributes profits to other shareholders in violation of relevant laws and regulations and the Articles of Association, the shareholder shall return the profits which is distributed in violation of the regulation to the Company; if this causes losses to the Company, the shareholder and the responsible Directors and senior management personnel shall bear liability for compensation.

Shares held by the Company itself do not participate in profit distribution.

The dividend doesn't bear any interest, unless the Company doesn't distribute relevant dividend to the shareholders on the due date. Shareholders are entitled to dividends on the payment of any shares paid before the call on shares, but shareholders have no right on dividend declared before the due date for advancement thereof.

If the Company exercises the power to confiscate the uncollected dividends, such power shall be exercised only after the expiry of the applicable period. ~~A3, 3(2)~~

For the exercise of power to terminate the delivery of ~~H~~ overseas-listed share dividend warrants by post, if such dividend warrants haven't been cashed, then such power shall be exercised only after such dividend warrants haven't been cashed twice. However, upon such dividend warrants can't be served initially to the recipient and have been returned, such power can be exercised also. ~~A3, 13(1)~~

For the exercise of power to ~~sale~~disposal of shares of untraceable holders of ~~H~~ overseas-listed shares, unless complying with the following provisions, otherwise the Company shall not exercise such power:

(1) The relevant shares have been distributed at least three times of dividends within twelve years, and no dividend is claimed during that period; and

(2) After the expiry of twelve years, the Company publishes an advertisement in the newspapers, indicating its intention to sell shares, and it shall notify the Stock Exchange of Hong Kong.

~~**Article 143**~~

Article 106

Capital common reserve fund includes the following items: ~~MP 138~~

(1) premium on shares issued at a premium price; and

(2) any other income designated for the capital common reserve fund by the regulations of the finance regulatory department of the State Council.

~~**Article 144**~~

~~The common reserve fund of the Company shall be applied for the following purposes:~~

~~(1) compensating the losses;~~

~~(2) increase of capital by conversion: The Company may subject to a resolution of a general meeting convert the common reserve fund into share capital by issuing new shares or increasing the par value of each share in proportion to the shareholders' existing shareholding. However, when the statutory common reserve fund is converted to increase share capital, the remaining statutory common fund after such conversion shall be no less than twenty five per cent. of the registered capital; and~~

Article 107

The common reserve fund of the Company shall be applied for the following purposes:

(1) compensating the losses. To make up for the Company's losses, discretionary reserves and statutory reserves should be used first; if these are still insufficient, capital reserves may be used in accordance with regulations.

(2) increase of capital by conversion: when the statutory common reserve fund is converted to increase share capital, the remaining statutory common fund after such conversion shall be no less than twenty five per cent. of the registered capital; and

(3) expansion of the Company's production and operation.

~~**Article 145**~~

Article 108

The amount of dividend declared by the Company will be determined based on the Company's operation results, cash flow, financial position, operation and capital requirements as well as other factors. The Company will take the discretion to declare dividends according to the above factors. In addition to resolutions otherwise made by general meeting, under the premise of considering the Company's position and complying with relevant laws and regulations and the relevant provisions of the Articles of Association, the Board of Directors can determine to allocate, distribute and pay interim dividends and special dividends.

~~**Article 146**~~

~~The Company may distribute dividends in the following forms:~~ ~~MP 139~~

Article 109

The Company may distribute dividends in the following forms~~:~~ (or both forms):

(1) cash; and

(2) shares.

~~**Article 147**~~

Article 110

Dividends of ordinary shares shall be denominated and declared in RMB. Dividends of Domestic Shares shall be paid in RMB. Dividends of Foreign Shares shall be denominated and declared in RMB, but shall be paid in the currency of the place where these Foreign Shares are listed (or, if there is more than one such place, of the place where those Foreign Shares maintain a primary listing as determined by the Board of Directors). Foreign currency payments that the Company needs to make to foreign shareholders shall be handled in accordance with the relevant national regulations on foreign exchange management.

~~**Article 148**~~

Article 111

Unless otherwise stipulated by related laws or administrative regulations, for dividend paid in foreign currencies, the exchange rates applied are the average closing prices of the related foreign currencies announced by the People's Bank of China one week prior to the ~~announcement~~declaration of dividend and other distributions.

~~**Article 149**~~

Article 112

The Company shall appoint receiving agents for holders of the Overseas Listed Foreign Shares. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts which the Company should pay to holders of Overseas Listed Foreign Shares on such shareholders' behalf.

The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place at which the stock exchange on which the Company's shares are listed or the relevant regulations of such stock exchange.

~~The receiving agents appointed for holders of Overseas Listed Foreign Shares listed in Hong Kong shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.~~

~~CHAPTER 16~~

CHAPTER 14 APPOINTMENT OF ACCOUNTING FIRM

~~Article 150~~

Article 113

The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the State to audit the Company's annual financial report and review other financial reports of the Company.

~~The first accounting firm of the Company may be appointed by the founders' meeting before the first annual shareholders' meeting. The term of appointment of the accounting firm shall terminate at the end of the first shareholders' annual meeting. If the founders' meeting does not exercise its duties and powers according to the aforementioned provisions, then the Board of Directors shall exercise its duties and powers.~~

~~Article 151~~

~~The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting of shareholders at which they were appointed until the conclusion of the next annual general meeting of shareholders.~~ ~~MP 142~~

~~Article 152~~

~~The accounting firm appointed by the Company shall be entitled to the followings:~~ ~~MP 143~~

~~(1) a right to review to the books, records and vouchers of the Company at any time, the right to require the Directors, General Manager and other senior management personnel of the Company to supply relevant information and explanations;~~

~~(2) a right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the discharge of its duties; and~~

~~(3) a right to attend shareholders' general meetings and to receive all notices of, and other communications relating to, any general meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.~~

~~Article 153~~

~~If there is a vacancy in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.~~ ~~MP 144~~

~~**Article 154**~~

The appointment of an accounting firm to handle the Company's audit affairs must be decided by the general meeting, and the Board of Directors may not make any appointment before the any decision made at a general meeting.

Article 114

The accounting firm appointed by the Company to handle its audit affairs shall hold office from the conclusion of the annual general meeting at which they were appointed until the conclusion of the next annual general meeting.

Article 115

The Company shall provide the accounting firm engaged to handle the Company's audit affairs with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials, and shall not refuse, conceal or falsify them.

Article 116

~~The shareholders in a general meeting may by ordinary resolution remove the accounting firm before the expiration of its term of office,~~The shareholders at a general meeting have the right to, by ordinary resolution, remove the accounting firm which is engaged to handle the Company's audit affair before the expiration of its term of office, irrespective of the provisions in the contract between the Company and the accounting firm. ~~MP 145~~

~~However, the right of the accounting firm in claiming for damages which arise from its removal shall not be affected thereby.~~

~~**Article 155**~~

~~The emolument of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The emolument of an accounting firm appointed by the Board of Directors which is to fill the vacancy shall be determined by the Board of Directors.~~ ~~MP 146~~

~~**Article 156**~~

~~The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.~~ ~~MP 147~~

~~**Article 157**~~

~~Where a resolution is passed at a general meeting of shareholders to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint an accounting firm appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before expiry of its term of office, the following provisions shall apply:~~ ~~A13D, 1(e) (i) "Zheng Jian Hai Han" 9~~

~~(1) A copy of the appointment or removal proposal shall be sent before notice of meeting is given to the shareholders to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement.~~

~~(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations are received too late) take the following measures:~~

~~(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm leaving its post; and~~

~~(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association and its appendices.~~

~~(3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be read out at the meeting.~~

~~(4) An accounting firm which is retired from its office shall be entitled to attend the following meetings:~~

~~(i) the general meeting at which its term of office would otherwise have expired;~~

~~(ii) the general meeting at which it is proposed to fill the vacancy caused by its removal; and~~

~~(iii) the general meeting which convened as a result of its voluntary resignation;~~

~~The leaving accounting firm has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.~~

~~**Article 158**~~

Article 117

The emolument of an accounting firm engaged to handle the Company's audit affairs or the manner in which such firm is to be remunerated shall be determined by the shareholders at a general meeting by way of ordinary resolution.

Article 118

Prior notice should be given to the accounting firm in advance if the Company decides to remove or not to renew appointment of such accounting firm. Such accounting firm shall be entitled to make representations at the general meeting. Where the accounting firm resigns from its position as the Company's auditors, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company. ~~MP 148~~

~~**Article 159**~~

~~An accounting firm may resign its office by depositing a written notice of resignation at the Company's domicile. Such notice shall contain the following statements:~~ ~~A13D, 1(e) (ii) "Zheng Jian Hai Han" 10~~

~~(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or~~

~~(2) a statement of any such circumstances.~~

~~Such resignation notice shall become effective on the date of such deposit or on such later date as may be stipulated in such notice.~~

~~Where a notice is deposited under the foregoing provisions of this Article, the Company shall within fourteen (14) days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph (2) of this Article, the Company shall deposit a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of such statement by postage pre paid mail to each of the holders of the overseas listed foreign shares at its registered address contained in the shareholders' register.~~ ~~A13D, 1(e) (iii)~~

~~Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the Board of Directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.~~ ~~A13D, 1(e) ((iv))~~

~~**CHAPTER 17 MERGER AND DIVISION OF THE COMPANY**~~

~~**Article 160**~~

CHAPTER 15 MERGER AND DIVISION OF THE COMPANY

Article 119

In the case of merger or division of the Company, the Board of Directors shall propose a proposal, and, upon approval in accordance with the procedures under the Articles of Association, deal with the relevant approval procedures pursuant to laws. A shareholder who objects to the proposal of merger or division shall have the right to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents which shall be available for inspection by the shareholders ~~of the Company~~. ~~MP 150~~

To overseas shareholders, the aforesaid document should be sent by prepaid mail, or the electronic announcement through the official website or Company website or any means of corporate communication.

~~**Article 161**~~

~~The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.~~

~~In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date on which the Company's merger resolution is passed, and shall publish an announcement at least three times in a newspaper within thirty days. After the merger, the rights against debtors and the indebtedness of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company.~~ ~~A3, 7(1)~~

~~**Article 162**~~

Article 120

The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. ~~MP 151~~

In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date on which the Company's merger resolution is passed, and shall publish an announcement within thirty (30) days in a newspaper or on the National Enterprise Credit Information Publicity System. Creditors have the right to demand that the Company settle its debts or provide corresponding guarantees within thirty (30) days from the date of receiving the notice, or within forty-five (45) days from the date of the announcement if they have not received the notice.

After the merger, the claims and debts of the merging parties shall be assumed by the surviving company or the newly established company.

Article 121

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

In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date on which the Company's division resolution is passed, and shall publish an announcement ~~at least three times~~ in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days.

Debts owing by the Company before the division shall be borne by the companies after the division in accordance with the relevant division agreement. However, this does not apply if the Company has a separate written agreement with its creditors regarding debt repayment reached before the division.

~~**Article 163**~~

Article 122

The Company shall, in accordance with law, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with law.

~~CHAPTER 18~~CHAPTER 16 DISSOLUTION AND LIQUIDATION OF THE COMPANY

~~**Article 164**~~

Article 123 ~~MP 153~~

The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

(1) a resolution regarding the dissolution is passed by shareholders at a general meeting;

(2) dissolution is necessary due to a merger or division of the Company;

~~(3) the Company is legally declared insolvent due to its failure to repay debts as they become due; and~~

(3) the company's operation and management encounter serious difficulties, and continued existence would cause significant losses to the shareholders' interests, and the problem cannot be resolved through other means, shareholders holding more than 10% of the total voting rights of the Company may request the People's Court to dissolve the Company;

(4) the Company~~is ordered to close by law because of its break of laws and administrative regulations.~~ violates laws or administrative regulations and its business license is revoked, it is ordered to close down, or it is dissolved according to law;

~~**Article 165**~~

(5) the company is declared bankrupt according to law due to its inability to pay its debts as they fall due; and

(6) the operating period stipulated in the Articles of Association expires, or other dissolution events stipulated in the Articles of Association occur.

If the company experiences any of the dissolution events stipulated in the preceding paragraph, it shall publicize the dissolution events through the National Enterprise Credit Information Publicity System within ten days.

If the company is dissolved due to the circumstances described in item (6) of this Article, it may continue to exist by amending its articles of association.

Article 124

Should be Company be dissolved due to provisions mentioned in item (1), (3), (4) and (6) in clause (1) above, the Company should establish a liquidation committee within fifteen days~~.~~ to commence the liquidation. Members of the liquidation committee should be selected at ~~General Meeting in the form of ordinary resolution~~the board meeting or general meeting. MP 154

~~Should the Company be dissolved due to provisions mentioned in clause (3) above, the People's Court will, subject to related laws, organise shareholders, related organisations and professionals to establish a liquidation committee so as to conduct the liquidation.~~

Where the Company is dissolved under sub-paragraph (4) of the preceding Article, the relevant authorities shall organise the shareholders, relevant organisations and related professional personnel to establish a liquidation committee to carry out the liquidation.

Should the Company be dissolved due to provisions mentioned in item (5) of the preceding Article, the People's Court will, subject to related laws, organise shareholders, related organisations and professionals to establish a liquidation committee to carry out the liquidation.

~~Where the Company is dissolved under sub-paragraph (4) of the preceding Article, the relevant authorities shall organise the shareholders, relevant organisations and related professional personnel to establish a liquidation committee to carry out the liquidation.~~

~~**Article 166**~~

~~Where the Board of Directors proposes to liquidate the Company for any reason other than the Company's declaration of its own insolvency, the Board shall include a statement in its notice convening a general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board of Directors is of the opinion that the Company will be capable to pay its debts in full within twelve months from the commencement of the liquidation.~~ MP 155

~~Upon the passing of the resolution by the shareholders in a general meeting in relation to the liquidation of the Company, all functions and powers of the Board of Directors shall cease.~~

~~The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation; and to present a final report to the general meeting on completion of the liquidation.~~

~~**Article 167**~~

~~The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty days of its establishment, publish an announcement at least three times in a newspaper. The liquidation committee shall register the creditor's right.~~ MP 156

~~**Article 168**~~

Article 125

The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System.

Article 126

Within thirty (30) days following the date of service of the written notification, or within ~~ninety (90)~~forty-five (45) days following the public announcement if the written notification is not personally received, the creditors shall declare creditors' rights to the liquidation committee. A creditor declaring a creditor's right shall state the relevant matter in relation to the debt, and provide evidentiary material. The liquidation committee shall register the creditors' rights. During the period for declaring the creditors' rights, the liquidation committee shall not make any payments to creditors. MP 157

~~**Article 169**~~

Article 127

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

(1) to categorise the Company's assets and prepare a balance sheet and an inventory of assets respectively;

(2) to notify the creditors or to publish public announcements;

(3) to dispose of and liquidate any unfinished businesses of the Company;

(4) to pay all outstanding taxes and taxes incurred during the liquidation process;

(5) to settle claims and debts;

(6) to deal with the surplus assets remaining after repayment by the Company of its debts; and

(7) to represent the Company in any civil proceedings.

~~**Article 170**~~

Article 128

After categorising the Company's assets and preparing the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the relevant authority for confirmation. ~~MP 158~~

Payment of debts out of the Company's property shall be made in the order of priority prescribed by applicable laws and regulations.

The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding. The Company shall not undertake any new business during the process of liquidation.

~~**Article 171**~~

~~Upon completion of the categorisation of the Company's assets and preparation a balance sheet and an inventory of assets in connection with the liquidation of the Company, if the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the People's Court in accordance with laws for a declaration of insolvency.~~ ~~MP 159~~

~~After the Company is declared insolvent by a ruling of the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the People's Court.~~

~~**Article 172**~~

Article 129

Upon completion of the categorisation of the Company's assets and preparation a balance sheet and an inventory of assets, if the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the People's Court in accordance with laws for bankruptcy and liquidation.

After acceptance of the bankruptcy application by the People's Court, the liquidation committee shall transfer all matters relating to the liquidation to the bankruptcy administrator designated by the People's Court.

Article 130

Following the completion of the liquidation, ~~the liquidation committee shall prepare a liquidation report, a statement of income and expenses received and made during the liquidation period and a financial report, which shall be verified by a Chinese registered accountant and submitted to the general meeting or relevant authorities for confirmation.~~ ~~MP 160~~

~~The liquidation committee shall, within thirty (30) days after the confirmation of general meeting or relevant authorities, submit the documents referred to in the preceding paragraph to the company registration authorities and apply for cancellation of registration of the Company,~~ the liquidation committee shall prepare a liquidation report submit to the general meeting or relevant authorities for confirmation. The report shall also be sent to the company registration authorities and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.

~~CHAPTER 19~~

CHAPTER 17 PROCEDURES FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

~~Article 173~~

Article 131 ~~MP 161~~

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

~~Article 174~~

~~Amendment of the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies approving authorities authorised by the State Council and the China Securities Regulatory Commission. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with laws.~~

~~If there is any specific requirement under the PRC laws or by the State Council, the amendment of the Articles of Association could be made directly according to the applicable requirements and take effect in accordance with the relevant provisions of Article 6 of the Articles of Association.~~

Article 132

If the amendments to the Articles of Association passed at the general meeting require approval from the competent authority, such approval must be obtained from the competent authority; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with laws.

~~**CHAPTER 20 RESOLUTION OF DISPUTES**~~

~~**Article 175**~~

~~The Company shall abide by the following principles for dispute resolution:~~

~~(1) Whenever any disputes or claims arise between: holders of the Overseas Listed Foreign Shares and the Company; holders of the Overseas Listed Foreign Shares and the Company's Directors, Supervisors, General Manager or other senior management personnel; or holders of the Overseas Listed Foreign Shares and holders of Domestic Shares, in relation to the affairs of the Company arising as a result of any rights or obligations arising from the Articles of Association, the Company Law, Special Regulations or other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration.~~ ~~MP 163 "Zheng Jian Hai Han" 11~~

~~Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company or the Company's shareholders, Directors, Supervisors, General Manager or other senior management personnel, comply with the decisions made in the arbitration.~~

~~Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders need not be resolved by arbitration.~~

~~(2) A claimant may elect for arbitration to be carried out at either at the China International Economic and Trade Arbitration Commission in accordance with its Rules or at the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.~~

~~(3) If any disputes or claims of rights are settled by means of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.~~

~~(4) The judgement of an arbitral body shall be final and conclusive and binding on all parties.~~

~~**CHAPTER 21**~~

The Board of Directors amends the Articles of Association in accordance with the resolution passed at the general meeting to amend the Articles of Association and the approval opinions of the relevant competent authority.

Amendments to the Articles of Association are information required to be disclosed by laws, regulations, and other rules and shall be announced as required.

CHAPTER 18 SUPPLEMENTARY PROVISIONS

~~**Article 176**~~

Article 133

Unless otherwise provided, any notice or report required or permitted to be given or delivered by the Company by public advertisement must be published in at least one newspaper with national circulation approved by the State Council securities regulatory department, and must be published, as far as practicable, on the same day in the Chinese and English languages respectively in a major Chinese and a major English newspaper in Hong Kong.

~~**Article 177**~~

Article 134

The Articles of Association are written in Chinese and English. Both versions are equally valid, but in the case of discrepancy, the Chinese version shall prevail.

~~**Article 178**~~

Article 135

In the Articles of Association, references to "accounting firm" shall have the same meaning as "auditors".

The term "controlling shareholder" in the Articles of Association refers to a shareholder holding more than 50% of the Company's total share capital; or a shareholder whose shareholding is less than 50% but whose voting rights are sufficient to significantly influence resolutions of the general meeting.

The term "de facto controller" in the Articles of Association refers to a natural person, legal person, or other organization that, through investment relationships, agreements, or other arrangements, is capable of effectively controlling the Company's actions.

The terms "above," "within," and "within" in these Articles of Association include the stated number; the terms "outside," "below," "more than," "exceed," "exceeding," and "outside" do not include the stated number; "day" refers to a calendar day.

The Board of Directors of the Company reserves the right to interpret these Articles of Association. Matters not covered in these Articles of Association shall be submitted by the Board of Directors to the general meeting for review and approval.

賽迪顧問股份有限公司
CCID CONSULTING COMPANY LIMITED*

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

(Stock code: 02176)

www.ccidconsulting.com

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the "**EGM**") of CCID Consulting Company Limited (the "**Company**") will be held at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the People's Republic of China on Thursday, 18 December 2025 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company:

Unless otherwise specified, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 December 2025 (the "**Circular**"). Please refer to the Circular for details of the proposed resolution.

SPECIAL RESOLUTION

"**THAT** the Proposed Amendments as set out in the Circular be approved, and the New Articles in the form produced to the meeting, a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the Board be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles, including without limitation, handling relevant formalities such as the registration/filing of the relevant changes."

By Order of the Board
CCID Consulting Company Limited*
Ms. Shen Wen
Chairlady

Beijing, the PRC, 1 December 2025

As at the date of this notice, the Board comprises two executive Directors, namely Ms. Shen Wen and Mr. Fu Changwen, and three independent non-executive Directors, namely Mr. Hu Bin, Mr. Zhang Tao and Mr. Fang Hongbin.

* *For identification purpose only*

Notes:

1. In order to determine which of the Shareholders are entitled to attend and vote at the EGM, the register of Shareholders will be closed from Monday, 15 December 2025 to Thursday, 18 December 2025, both days inclusive, during which period no transfer of the H Shares will be effected. In order to qualify for attending the EGM, all transfer documents of H Shares accompanied by the relevant share certificate(s) must be lodged in the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or the Company's principal place of business in the PRC at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC not later than 4:30 p.m. on Friday, 12 December 2025.

   Shareholders whose names appear on the register of members of the Company on Thursday, 18 December 2025 will be entitled to attend and vote at the EGM.

2. Shareholders entitled to attend and vote at the EGM convened by the above notice are entitled to appoint in writing one or more proxies to attend and vote at the EGM on their behalf. A proxy needs not be a Shareholder.

3. A proxy form for the EGM is enclosed. In order to be valid, the instrument appointing a proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation or a legal person, executed under common seal or under the hand of its director or attorney duly authorised in writing.

4. In order to be valid, the instrument appointing a proxy shall be deposited at the Company's principal place of business in the PRC at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC (for Domestic Shares) or the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shares) not less than 24 hours before the time designated for holding the EGM (i.e. 9:00 a.m. on Thursday, 18 December 2025) or 24 hours before the time designated for any adjournment thereof.

5. A completed and signed reply slip shall be deposited at the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shares) or the Company's principal place of business at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC (for Domestic Shares) on or before 4:30 p.m. on Friday, 12 December 2025. The reply slip can be returned either by post, by fax, or in person.

6. Shareholders who attend the EGM shall bear their own traveling, meal and accommodation expenses.

7. The Company's principal place of business in the PRC:

10th Floor, CCID Plaza
No. 66 Zizhuyuan Road
Haidian District, Beijing, the PRC
Tel No.: (8610) 8855 8527
Fax No.: (8610) 8855 9009

The Company's H Share registrar, Tricor Investor Services Limited:

17/F, Far East Finance Centre,
16 Harcourt Road, Hong Kong, the PRC
Tel No.: (852) 2980 1333
Fax No.: (852) 2810 8185

This notice is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the "Investor Relations" page of the Company's website at www.ccidconsulting.com.

賽迪顧問股份有限公司
CCID CONSULTING COMPANY LIMITED*

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

(Stock code: 02176)

www.ccidconsulting.com

NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Share Class Meeting of CCID Consulting Company Limited* (the "**Company**") will be held at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the People's Republic of China at 9:00 a.m. on 18 December 2025 (immediately after the EGM and the Domestic Share Class Meeting of the Company) for the purpose of considering and, if thought fit, passing the following resolution of the Company:

Unless otherwise specified, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 December 2025 (the "**Circular**"). Please refer to the Circular for details of the proposed resolution.

SPECIAL RESOLUTION

"**THAT** the Proposed Amendments as set out in the Circular be approved, and the New Articles in the form produced to the meeting, a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the Board be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles, including without limitation, handling relevant formalities such as the registration/filing of the relevant changes."

By Order of the Board
CCID Consulting Company Limited*
Ms. Shen Wen
Chairlady

Beijing, the PRC, 1 December 2025

As at the date of this notice, the Board comprises two executive Directors, namely Ms. Shen Wen and Mr. Fu Changwen, and three independent non-executive Directors, namely Mr. Hu Bin, Mr. Zhang Tao and Mr. Fang Hongbin.

* *For identification purpose only*

Notes:

1. In order to determine which of the Shareholders are entitled to attend and vote at the H Share Class Meeting, the register of H Shareholders will be closed from Monday, 15 December 2025 to Thursday, 18 December 2025, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the H Share Class Meeting, all transfer documents of H Shares accompanied by the relevant share certificate(s) must be lodged in the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 12 December 2025.

   Shareholders whose names appear on the register of members of the Company on Thursday, 18 December 2025 will be entitled to attend and vote at the H Share Class Meeting.

2. A shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the H Share Class Meeting on his or her behalf. A proxy needs not be a Shareholder.

3. A proxy form for the H Share Class Meeting is enclosed. In order to be valid, the instrument appointing a proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation or a legal person, executed under common seal or under the hand of its director or attorney duly authorised in writing.

4. In order to be valid, the instrument appointing a proxy shall be deposited at the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time designated for holding the H Share Class Meeting or 24 hours before the time designated for any adjournment thereof.

5. A completed and signed reply slip shall be deposited at the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before 4:30 p.m. on Friday, 12 December 2025. The reply slip can be returned either by post, by fax, or in person.

6. Shareholders who attend the H Share Class Meeting shall bear their own traveling, meal and accommodation expenses.

7. The Company's H Share registrar, Tricor Investor Services Limited:

   17/F, Far East Finance Centre
   16 Harcourt Road, Hong Kong, the PRC
   Tel No.: (852) 2980 1333
   Fax No.: (852) 2810 8185

This notice is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the "Investor Relations" page of the Company's website at www.ccidconsulting.com.

* *For identification purpose only*

賽迪顧問股份有限公司
CCID CONSULTING COMPANY LIMITED*

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

(Stock code: 02176)

www.ccidconsulting.com

NOTICE OF DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Share Class Meeting of CCID Consulting Company Limited* (the "**Company**") will be held at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the People's Republic of China on Thursday, 18 December 2025 at 9:00 a.m. (immediately after the EGM of the Company) for the purpose of considering and, if thought fit, passing the following resolution of the Company:

Unless otherwise specified, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 1 December 2025 (the "**Circular**"). Please refer to the Circular for details of the proposed resolution.

SPECIAL RESOLUTION

"**THAT** the Proposed Amendments as set out in the Circular be approved, and the New Articles in the form produced to the meeting, a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification, which incorporates and consolidates all the Proposed Amendments, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect and that the Board be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the New Articles, including without limitation, handling relevant formalities such as the registration/filing of the relevant changes."

By Order of the Board
CCID Consulting Company Limited*
Ms. Shen Wen
Chairlady

Beijing, the PRC, 1 December 2025

As at the date of this notice, the Board comprises two executive Directors, namely Ms. Shen Wen and Mr. Fu Changwen, and three independent non-executive Directors, namely Mr. Hu Bin, Mr. Zhang Tao and Mr. Fang Hongbin.

* *For identification purpose only*

Notes:

1. In order to determine which of the Shareholders are entitled to attend and vote at the Domestic Share Class Meeting, the register of Shareholders will be closed from Monday, 15 December 2025 to Thursday, 18 December 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the Domestic Share Class Meeting, all transfer documents of Shares accompanied by the relevant share certificate(s) must be lodged in the Company's principal place of business in the PRC at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC not later than 4:30 p.m. on Friday, 12 December 2025.

   Shareholders whose names appear on the register of members of the Company on Thursday, 18 December 2025 will be entitled to attend and vote at the Domestic Share Class Meeting.

2. A shareholder entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies (whether he/she is a shareholder) to attend and vote at the Domestic Share Class Meeting on his or her behalf. A proxy needs not be a Shareholder.

3. A proxy form for the Domestic Share Class Meeting is enclosed. In order to be valid, the instrument appointing a proxy shall be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation or a legal person, executed under common seal or under the hand of its director or attorney duly authorised in writing.

4. In order to be valid, the instrument appointing a proxy shall be deposited at the Company's principal place of business in the PRC at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC not less than 24 hours before the time designated for holding the Domestic Share Class Meeting or 24 hours before the time designated for any adjournment thereof.

5. A completed and signed reply slip shall be deposited at the Company's principal place of business at 10th Floor, CCID Plaza, No. 66 Zizhuyuan Road, Haidian District, Beijing, the PRC on or before 4:30 p.m. on Friday, 12 December 2025. The reply slip can be returned either by post, by fax, or in person.

6. Shareholders who attend the Domestic Share Class Meeting shall bear their own travelling, meal and accommodation expenses.

7. The Company's principal place of business in the PRC:

10th Floor, CCID Plaza,
No. 66 Zizhuyuan Road,
Haidian District, Beijing,
the PRC
Tel No.: (8610) 8855 8527
Fax No.: (8610) 8855 9009

This notice is also published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the "Investor Relations" page of the Company's website at www.ccidconsulting.com.