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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Harbin Electric Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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哈电集团
HARBIN ELECTRIC CORPORATION

哈尔滨电气股份有限公司
HARBIN ELECTRIC COMPANY LIMITED

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

(Stock Code: 1133)

(1) RE-ELECTION OF DIRECTORS;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, CANCELLATION OF THE SUPERVISORY COMMITTEE AND SUPERVISORS;
(3) PROPOSED AUTHORIZATION OF GENERAL MANDATE TO ISSUE H SHARES;
(4) PROPOSED AUTHORIZATION OF GENERAL MANDATE TO REPURCHASE H SHARES;
(5) NOTICE OF ANNUAL GENERAL MEETING;
(6) NOTICE OF H SHARES CLASS MEETING
AND
(7) NOTICE OF DOMESTIC SHARES CLASS MEETING

A letter from the Board is set out on pages 1 to 7 of this circular.

The AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026. The AGM will be held on Friday, 22 May 2026 at 9:00 a.m., and the H Shares Class Meeting and the Domestic Shares Class Meeting will be respectively held at 9:30 a.m. (or immediately after the AGM) and 10:00 a.m. (or immediately after the H Shares Class Meeting), notices of which are set out on pages 193 to 201 of this circular.

Whether or not you intend to attend those meetings, you are required to complete the forms of proxy enclosed herein in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding those meetings or any adjournment thereof. Completion and delivery of the said forms of proxy will not preclude you from attending and voting in person at those meetings or any adjournment thereof if you so wish.

22 April 2026

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026 at 9:00 a.m.;
"Articles of Association"	the articles of association of the Company (amended from time to time);
"Auditor"	the auditor of the Company;
"Board"	the board of Directors of the Company;
"close associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Company"	Harbin Electric Company Limited, a company incorporated in the PRC with limited liability, the H-shares of which are listed on the Main Board of the Stock Exchange (stock Codes: 1133);
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Domestic Share(s)"	the ordinary unlisted domestic share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company;
"Domestic Shareholder(s)"	the holder(s) of the Domestic Shares;
"Domestic Shares Class Meeting"	the domestic shares class meeting of the Company to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026 at 10:00 a.m. (or immediately after the H Shares Class Meeting);
"Executive Director(s)"	the executive Director(s) of the Company;

"HE"	Harbin Electric Corporation (哈爾濱電氣集團有限公司), a wholly state-owned company incorporated in the PRC under the laws of the PRC;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"H Share(s)"	the ordinary overseas listed foreign share(s) with a nominal value of RMB1.00 each in the issued share capital of the Company which are listed on the Main Board of the Stock Exchange;
"H Shareholder(s)"	the holder(s) of H Shares;
"H Shares Class Meeting"	the H shares class meeting of the Company to be held at Conference Room of the Company located at Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026 at 9:30 a.m. (or immediately after the AGM);
"Independent Non-executive Director(s)"	the independent non-executive Director(s) of the Company;
"Latest Practicable Date"	Monday, 13 April 2026;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and modified from time to time;
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;
"PRC Company Law"	the Company Law of the People's Republic of China, as amended and modified from time to time;
"Repurchase Mandate"	the mandate proposed to be granted to the Board by special resolutions at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting to repurchase not more than 10% of the total H Shares as at the date of passing the relevant resolutions;

"RMB"	Renminbi, the lawful currency of the PRC;
"Shareholder(s)"	holder(s) of the Share(s) of the Company;
"Share Issue Mandate"	the mandate proposed to be granted to the Board by special resolution at the AGM, to issue H Shares in one or more tranches representing in aggregate not more than 20% of the total number of the issued H Shares of the Company as at the date of the passing of the relevant resolutions;
"ShineWing Certified Public Accountants"	ShineWing Certified Public Accountants LLP;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Supervisor(s)"	the supervisor(s) of the Company;
"Supervisory Committee"	the supervisory committee of the Company; and
"Takeovers Codes"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of the Hong Kong.

哈尔滨电气股份有限公司
HARBIN ELECTRIC COMPANY LIMITED

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

(Stock Code: 1133)

Executive Directors:
Mr. Huang Wei
Mr. Liu Qing-yong
Mr. Du Xing-kai

Independent Non-Executive Directors:
Mr. He Yu
Ms. Niu Xiang-chun
Mr. Gao Yi-bin
Mr. Li Xie-hua

Registered Office and headquarters:
1399 Chuangxinyi Road,
Songbei District,
Harbin, Heilongjiang Province,
the People's Republic of China

Principal Place of Business in Hong Kong:
Room 1601, 16th Floor
LHT Tower
31 Queen's Road Central
Hong Kong

22 April 2026

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF DIRECTORS;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, CANCELLATION OF THE SUPERVISORY COMMITTEE AND SUPERVISORS;
(3) PROPOSED AUTHORIZATION OF GENERAL MANDATE TO ISSUE H SHARES;
(4) PROPOSED AUTHORIZATION OF GENERAL MANDATE TO REPURCHASE H SHARES;
(5) NOTICE OF ANNUAL GENERAL MEETING;
(6) NOTICE OF H SHARES CLASS MEETING AND
(7) NOTICE OF DOMESTIC SHARES CLASS MEETING

I. INTRODUCTION

The purpose of this circular is to give you the information to consider and, if thought fit, approve, among other things, (i) re-election of Directors; (ii) proposed amendments to the Articles of Association and the cancellation of the Supervisory Committee and Supervisors; (iii) the grant of general mandate to the Board to issue H Shares; and (iv) the grant of general mandate to the Board to repurchase H Shares of the Company, and providing you with the notices of the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting.

II. RE-ELECTION OF MR. LIU QING-YONG AS AN EXECUTIVE DIRECTOR AND DETERMINATION OF HIS REMUNERATION AND RE-ELECTION OF MR. LI XIE-HUA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND DETERMINATION OF HIS REMUNERATION

The Board is currently composed of seven Directors, including three Executive Directors and four Independent Non-executive Directors.

According to Article 83 of the currently effective Articles of Association, under the authorization of the shareholders general meeting, the Board shall have the authority to appoint any person either to fill a casual vacancy of the Board or as an additional Director, his/her term of office shall expire at the conclusion of the next annual general meeting of the Company. Such person is entitled to be re-elected to serve consecutive terms.

References are made to the announcements of the Company dated 4 September 2025 and 2 December 2025 in relation to, among other things, the appointment of Mr. Liu Qing-yong as an Executive Director with effect from 4 September 2025 and the appointment of Mr. Li Xie-hua as an Independent Non-executive Director with effect from 2 December 2025. Pursuant to Article 83 of the currently effective Articles of Association, Mr. Liu Qing-yong and Mr. Li Xie-hua will act as an Executive Director and an Independent Non-executive Director respectively until the conclusion of the AGM, and both Mr. Liu Qing-yong and Mr. Li Xie-hua are eligible and offer themselves for re-election.

The Company will propose the following two ordinary resolutions to the Shareholders at the AGM to consider and, if thought fit, approve the re-election of Mr. Liu Qing-yong as an Executive Director and determination of his remuneration, and approve the re-election of Mr. Li Xie-hua as an Independent Non-executive Director and determination of his remuneration.

"Proposed re-appointment of Mr. Liu Qing-yong as an Executive Director of the Company, who shall not receive any Director's remuneration."

"Proposed re-appointment of Mr. Li Xie-hua as an Independent Non-executive Director of the Company, who shall not receive any Director's remuneration."

Details of the abovementioned Directors are set out in Appendix II to this circular.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, CANCELLATION OF THE SUPERVISORY COMMITTEE AND SUPERVISORS

Reference is made to the announcement of the Company dated 26 March 2026 in relation to, among other things, the proposed amendments to the Articles of Association (the "**Proposed Amendments to the Articles of Association**"), and the cancellation of the Supervisory Committee and Supervisors.

Having regard to the actual circumstances of the Company and the relevant regulatory requirements, the Board proposes to amend the Articles of Association to reflect, among other things, (i) the relevant provisions of the PRC Company Law and other applicable laws, regulations and normative documents; (ii) the repeal of the Mandatory Provisions for the Articles of Association of Companies Listing Overseas (《到境外上市公司章程必備條款》); (iii) the cancellation of the Supervisory Committee and Supervisors with the audit committee of the Board to exercise the functions and powers of the Supervisory Committee as stipulated under the PRC Company Law; and (iv) the amendments to the Listing Rules, including the core shareholder protection standards as set out in Appendix A1 to the Listing Rules, the expansion of the paperless listing regime and the further expansion of the paperless listing regime; and the amendments to optimize the Corporate Governance Code set out in Appendix C1 to the Listing Rules.

Details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular. The English version of the Proposed Amendments to the Articles of Association set out in the Appendix I to this circular is an unofficial translation of its Chinese version and is for reference only. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

The Proposed Amendments to the Articles of Association shall take effect only upon consideration and approval by the Shareholders by way of special resolution at the AGM.

The Hong Kong legal advisers of the Company have confirmed that the Proposed Amendments to the Articles of Association comply with the relevant provisions of the Listing Rules. The PRC legal advisers of the Company have confirmed that the Proposed Amendments to the Articles of Association comply with the relevant provisions of the PRC Company Law. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company listed in Hong Kong.

At the AGM, the Company will propose a special resolution to the Shareholders to consider and, if thought fit, approve the Proposed Amendments to the Articles of Association, and authorize any one Executive Director to make such adjustments or other amendments to the Articles of Association as he/she deems necessary or otherwise appropriate in respect of the Proposed Amendments to the Articles of Association or as may be required by the relevant regulatory authorities, and to act on behalf of the Company in handling the relevant filing, amendments and registration (where necessary) procedures and other relevant matters arising from the Proposed Amendments to the Articles of Association.

IV. AUTHORIZATION OF GENERAL MANDATE TO ISSUE H SHARES

The Company will propose a special resolution to the Shareholders at the AGM to consider and, if thought fit, approve (i) grant of general mandate to the Board to carry out one-off issue or issue by tranches of H Shares of not more than 20% of the total issued H Shares of the Company at the date of passing this resolution as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing of such resolution or until the conclusion of the first annual general meeting of the Company after passing such resolution or its revocation or alteration by a special resolution at any general meeting thereafter, whichever is the earliest; and (ii) if the resolution on the grant of Share Issue Mandate to the Board was approved and implemented, then the Board will be authorized to amend the relevant articles (including Article 16 and Article 17 of the currently effective Articles of Association, and any corresponding and relevant provisions in its subsequent revised versions, and for the purposes of the Proposed Amendments to the Articles of Association, including Article 5 and Article 20 of the revised articles as set out in Appendix I) of the Articles of Association so as to reflect the alterations to the Company's total issued shares, share capital structure and registered capital arising from the issue of new shares.

Assuming that the above resolution on the authorization to the Board to issue new shares had been approved and implemented, and if required by the relevant regulatory authorities, the relevant amendments to the Articles of Association will be subject to Shareholders' approval by way of special resolutions at the general meeting, and approval by the relevant PRC government authority and registration or filing with the relevant authority.

V. AUTHORIZATION OF GENERAL MANDATE TO REPURCHASE H SHARES

The Company will propose a special resolution to the Shareholders at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting, to consider and, if thought fit, approve (i) grant of general mandate to the Board to carry out one-off repurchase or repurchase by tranches of H Shares of not more than 10% of the total issued H Shares of the Company at the date of passing this resolution through the Stock Exchange as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing of such resolution or until the conclusion of the first annual general meeting of the Company after passing such resolution or its revocation or alteration by a special resolution at any general meeting thereafter, whichever is the earliest; and (ii) if the resolution on the grant of the Repurchase Mandate to the Board was approved and implemented, then the Board will be authorized to amend the relevant articles (including Article 16 and Article 17 of the currently effective Articles of Association, and any corresponding and relevant provisions in its subsequent revised versions, and for the purposes of the Proposed Amendments to the Articles of Association, including Article 5 and Article 20 of the revised articles as set out in Appendix I) of the Articles of Association so as to reflect the alterations to the Company's total issued shares, share capital structure and registered capital arising from the repurchase of H Shares.

Assuming that the above resolution on the grant of the Repurchase Mandate to the Board had been approved and implemented, and if required by the relevant regulatory authorities, the relevant amendments to the Articles of Association will be subject to Shareholders' approval by way of special resolutions at the general meeting, the H shares class meeting and/or the domestic shares class meeting, and approval by the relevant PRC government authority and registration or filing with the relevant authority.

The explanatory statement in relation to the proposed grant of the Repurchase Mandate to the Board to be despatched to the Shareholders as required by the Listing Rules is set out in Appendix III to this circular.

VI. AGM, H SHARES CLASS MEETING AND DOMESTIC SHARES CLASS MEETING

The AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026. The AGM will be held on Friday, 22 May 2026 at 9:00 a.m., and the H Shares Class Meeting and the Domestic Shares Class Meeting will be respectively held at 9:30 a.m. (or immediately after the AGM) and 10:00 a.m. (or immediately after the H Shares Class Meeting), notices of which are set out on pages 193 to 201 of this circular.

At the AGM, certain resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, (i) re-election of Directors; (ii) Proposed Amendments to the Articles of Association, the cancellation of the Supervisory Committee and Supervisors; (iii) the grant of general mandate to the Board to issue H Shares; and (iv) the grant of general mandate to the Board to repurchase H Shares of the Company, and if the aforesaid resolutions on the grant of the mandate to issue new shares and/or the Repurchase Mandate to the Board are approved and implemented, then the Board will be authorized to amend the relevant articles of the Articles of Association.

The Company will propose two special resolutions to H Shareholders and Domestic Shareholders respectively at the H Shares Class Meeting and the Domestic Shares Class Meeting to consider and, if thought fit, approve the grant of general mandate to the Board to repurchase H Shares of the Company; and if the aforesaid resolution on the grant of the Repurchase Mandate to the Board is approved and implemented, then the Board will be authorized to amend the relevant articles of the Articles of Association.

Voting on the above resolutions will be conducted by poll at the AGM, the Class Meeting of H Shares and the Class Meeting of Domestic Shares (as the case may be) respectively. The re-election of Directors will be proposed for approval by the Shareholders at the AGM by way of an ordinary resolution. The grant of the mandate to issue new shares, the Repurchase Mandate and the authority to amend relevant articles of the Articles of Association (if the Share Issue Mandate and/or the Repurchase Mandate are/is granted and implemented) to the Board will be proposed for approval by relevant Shareholders by way of special resolutions at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting respectively (as the case may be).

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the connected persons of the Company, Shareholders or their respective close associates has a material interest in the resolutions to be proposed at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting and must abstain from voting at the AGM, H Shares Class Meeting or Domestic Shares Class Meeting.

Whether or not you intend to attend those meetings, you are required to complete the forms of proxy enclosed herein in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding those meetings or any adjournment thereof. Completion and delivery of the said forms of proxy will not preclude you from attending and voting in person at those meetings or any adjournment thereof if you so wish.

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the H Shares Class Meeting and Domestic Shares Class Meeting, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting in respect of such shares. In order to be qualified for attending the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting, all duly completed transfers of shares together with the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Monday, 18 May 2026.

VII. RECOMMENDATION

The Board is of the view that the resolutions proposed at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting are in the best interests of the Company and the Shareholders as a whole. The Board is also of the view that the grant of the mandate to issue new shares and the Repurchase Mandate are in the interests of the Company and the Shareholders. As such, the Board recommends you to vote in favour of all resolutions at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting.

VIII. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, 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 facts the omission of which would make any statement herein misleading.

Yours faithfully,
By Order of the Board
Harbin Electric Company Limited
Ai Li-song
Company Secretary

Harbin, the PRC

The details of proposed amendments to the Articles of Association are as follows:

Articles of Association	
Amendments to original articles	**Articles after amendments**
Chapter 1 General provisions	**Chapter 1 General provisions**
Newly added	**Article 1** In order to safeguard the legitimate rights and interests of Harbin Electric Company Limited (hereinafter referred to as "the Company"), shareholders, employees, and creditors, regulate the organization and behavior of the Company, and in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and other relevant laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed (hereinafter referred to as the "Relevant Regulatory Rules"), these Articles of Association is formulated.
Article 1 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") and the "State Council Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies" (hereinafter referred to as the "Special Regulations")~~ and other relevant laws and ~~administrative~~ regulations ~~of the PRC~~.	**Article 2** The Company is a joint stock limited company established in accordance with the Company Law and other relevant laws and regulations. Upon the approval of the State Commission for Restructuring the Economic Systems under document number Ti Gai Sheng (1994) No. 109, the Company was established on 29th September, 1994 by promotion method, was registered with the Harbin Municipality Administration of Industry and Commerce Bureau and has obtained a business licence. The unified social credit code is: 91230100127575573H.
Article 3 Upon the approval of the State Commission for Restructuring the Economic Systems under document number Ti Gai Sheng (1994) No. 109, the Company was established on 29th September, 1994 by promotion method, was registered with the Harbin Municipality Administration of Industry and Commerce Bureau and has obtained a business licence. The unified social credit code ~~of the Company~~ is: 91230100127575573H. ~~The promoter of the Company is: Harbin Electric Corporation Co., Ltd.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 2 The registered Chinese name of the Company:哈爾濱電氣股份有限公司 The English name of the Company: Harbin Electric Company Limited ~~The legal representative of the Company: The chairman of the Company~~ The ~~legal address~~ **domicile** of the Company: 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China, (Postal code: 150028~~, Telephone No.: (0451)82135727~~)	**Article 3** The registered Chinese name of the Company:哈爾濱電氣股份有限公司 The English name of the Company: Harbin Electric Company Limited **Article 4** The domicile of the Company: 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the People's Republic of China, (Postal code: 150028)
~~Article 4 The Company is a joint stock limited company. The lawful interests of the Company and its shareholders are governed and protected by the laws, regulations and other relevant governmental provisions of the PRC.~~	*Deleted*
Newly added	**Article 5** The registered capital of the Company is RMB2,236.276 million.
Article 6 The Company is a joint stock limited company of perpetual existence.	**Article 6** The Company is a joint stock limited company of perpetual existence.
Newly added	**Article 7** The legal representative of the Company shall be the chairman. If the chairman resigns, it shall be deemed as the resignation of the legal representative at the same time.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 5 The ~~entire capital of the Company is divided into shares of equal value, and the~~ liability of the shareholders to the Company is limited to the shares **they have subscribed for** ~~held by them.~~**, and the** ~~The~~ Company shall be liable for its debts to the extent of all its ~~assets~~ **properties**.	**Article 8** The liability of the shareholders to the Company is limited to the shares they have subscribed for, and the Company shall be liable for its debts to the extent of all its properties.
~~Article 8 The Company may invest in other limited liability companies and joint stock limited companies, and shall be liable to the investee companies to the extent of its investment in those companies. The Company shall not become a shareholder with unlimited liability of any other economic organizations.~~	*Deleted*
~~Article 9 Unless otherwise provided by the relevant laws and regulations, provisions in these Articles pursuant to the Mandatory Provisions for Companies Listing Overseas shall not be amended or abrogated.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 10 ~~These Article shall be effective upon approval by special resolution of its shareholders general meeting and the relevant supervisory authorities to replace completely the articles of association of the Company originally registered at the administration of industry and commerce authority.~~ From the effective date of these Articles of Association, these Articles shall constitute a legal document regulating the constitution and activities of the Company, the rights and obligations **relationship** between the Company and ~~its~~ shareholders and the shareholders inter se. These Articles are **legally** binding upon the Company**,** ~~and its~~ shareholders, directors, ~~supervisors, managers~~ and ~~other~~ officers. ~~The officers referred to as aforesaid may bring up any proposal in respect of the rights relating to the affairs of the Company which arise out of these Articles. The aforementioned persons may bring claims on matters related to the Company i~~**. I**n accordance with these Articles~~.~~**,** ~~The~~ shareholders may bring actions against **other shareholders, the directors and officers of the Company and** the Company ~~in accordance with these Articles~~, and the **Company** ~~shareholders~~ may bring actions against the **shareholders,** directors, ~~supervisors, managers~~ and ~~other~~ officers of the Company. ~~"Bringing actions" referred to in the preceding provision, includes initiation of proceedings in court and applying to arbitration tribunals to commence arbitration proceedings.~~	**Article 9** From the effective date of these Articles of Association, these Articles shall constitute a legal document regulating the constitution and activities of the Company, the rights and obligations relationship between the Company and shareholders and the shareholders inter se. These Articles are legally binding upon the Company, shareholders, directors, and officers. In accordance with these Articles, shareholders may bring actions against other shareholders, the directors and officers of the Company and the Company, and the Company may bring actions against the shareholders, directors, and officers of the Company.
Newly added	**Article 10** The officers referred to in these Articles of Association refer to the president, senior vice president, vice president, financial officer, company secretary, and other personnel specified in these Articles of Association.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 7 In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company established **the organisation of** the Communist Party **to carry out activities of the Party** ~~Committee of Harbin Electric Company Limited (the "**Party Committee**"). The Party Committee shall perform the core leading and political functions, provide the directions, manage the situation and ensure the implementation. Meanwhile, the Company shall set up a working agency for the Party, allocate sufficient personnel to handle Party affairs and guarantee working funds for the Party Committee.~~ **The Company provides necessary conditions for the activities of the Party organization.**	**Article 11** In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company established the organisation of the Communist Party to carry out activities of the Party. The Company provides necessary conditions for the activities of the Party organization.
Chapter 2 Objects and scope of operations	**Chapter 2 Objects and scope of operations**
Article 11 The objects of the Company's operations: ~~to utilize public capital from within or outside PRC, to enhance technology, to develop production capacity, to extensively develop market, focusing on quality, aiming at efficiency, integrating advanced scientific management and flexible production policies, so as to ensure that the shareholders of the Company obtain reasonable economic benefits~~ **adhere to the value pursuit of "building a power carrier of equipment manufacturing industry in the world", and follow the corporate purpose of "providing power for the world and bringing brightness to human being", provide users with products and services that are reliable in quality, excellent in performance, and efficient in service on an ongoing basis, pursue win-win sharing among shareholders, users, and employees, and contribute outstanding strength to global economic and social progress**.	**Article 12** The objects of the Company's operations: adhere to the value pursuit of "building a power carrier of equipment manufacturing industry in the world", and follow the corporate purpose of "providing power for the world and bringing brightness to human being", provide users with products and services that are reliable in quality, excellent in performance, and efficient in service on an ongoing basis, pursue win-win sharing among shareholders, users, and employees, and contribute outstanding strength to global economic and social progress.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 12 **As registered in accordance with the law, the** ~~The~~ scope of the Company's operations: ~~to undertake engineering projects as main contractor for thermoelectric, hydroelectric, nuclear power stations within and outside the country, and construction of full set equipment within and outside the country, and to supply engineering labour force; to manufacture and sell power plant equipment and its related facilities, pressurized containers and machinery/electrical equipment; to provide power plant engineering project technological consultancy, services, transfer; to engage in providing intermediary services; to engage in the business of a raw materials and related parts as import and export agent, domestic trading (except in respect of those items subject to specific PRC regulations); to engage in the business of a materials supplier; Operation of port facilities, passenger transport services, cargo handling within the port area, lightering, warehousing management, ship and port services, leasing business on port machinery, facilities, equipment, etc.; operating by itself or acting as the agent of all kinds of goods import and export business, excluding the national franchised import and export commodities and the commodities prohibited by the country to import; Engaging in the business of "Processing with provided material or sample, assembling with supplied parts, compensation trade", carrying out counter trade and transit trade.~~ ~~The Company shall carry on its operational activities within the registered scope of operations.~~	**Article 13** As registered in accordance with the law, the scope of the Company's operations: Licensed project: Manufacturing of special equipment; construction project design; construction project engineering; design of civil nuclear safety equipment; manufacturing of civil nuclear safety equipment; installation, maintenance, and testing of power transmission, supply, and receiving facilities. (For projects that require approval by law, business activities may only be carried out after approval by relevant departments. The specific business projects shall be subject to the approval documents or licenses issued by the relevant departments.) General project: Manufacturing of generators and generator sets; sales of generators and generator sets; sales of special equipment; manufacturing of steam turbines and auxiliary equipment; sales of steam turbines and auxiliary equipment; external contracting projects; manufacturing of ordinary valves and plugs (excluding special equipment manufacturing); sales of valves and plugs; research and development of wind farm related systems; sales of wind farm related equipment; research and development of emerging energy technologies; manufacturing of gas and liquid separation and purification equipment; sales of gas and liquid separation and purification equipment; manufacturing of gas compression machinery; sales of gas compression machinery; sales of station hydrogen refueling and storage facilities; domestic trade agency;

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~The Company may change its scope of operation upon amendment of these Articles in accordance with law and registration of the change by the companies registration authorities.~~ **Licensed project: Manufacturing of special equipment; construction project design; construction project engineering; design of civil nuclear safety equipment; manufacturing of civil nuclear safety equipment; installation, maintenance, and testing of power transmission, supply, and receiving facilities. (For projects that require approval by law, business activities may only be carried out after approval by relevant departments. The specific business projects shall be subject to the approval documents or licenses issued by the relevant departments.)**	technical services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion; import and export of goods; technology import and export; digital technology services; engaging in investment activities with self-owned funds; bidding agency services. (Except for projects that require approval according to law, business activities shall be independently conducted based on the business license in accordance with the law)

Articles of Association	
Amendments to original articles	**Articles after amendments**
General project: Manufacturing of generators and generator sets; sales of generators and generator sets; sales of special equipment; manufacturing of steam turbines and auxiliary equipment; sales of steam turbines and auxiliary equipment; external contracting projects; manufacturing of ordinary valves and plugs (excluding special equipment manufacturing); sales of valves and plugs; research and development of wind farm related systems; sales of wind farm related equipment; research and development of emerging energy technologies; manufacturing of gas and liquid separation and purification equipment; sales of gas and liquid separation and purification equipment; manufacturing of gas compression machinery; sales of gas compression machinery; sales of station hydrogen refueling and storage facilities; domestic trade agency; technical services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion; import and export of goods; technology import and export; digital technology services; engaging in investment activities with self-owned funds; bidding agency services. (Except for projects that require approval according to law, business activities shall be independently conducted based on the business license in accordance with the law)	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Chapter 3 Shares~~, assignment of shares and registered capital~~	**Chapter 3 Shares**
Newly added section	**Section 1 Shares issuance**
Article 13 The Company shall at all times have ordinary shares. The Company may, in accordance with its needs ~~and upon approval by the companies supervisory department authorized by the State Council~~, create other types of shares **in accordance with law**. **The common shares issued by the Company include two types of shares: domestic shares and overseas listed foreign shares.** **The shares issued by the Company within China are called domestic shares. The shares issued by the Company that are listed outside of China are called overseas listed foreign shares. Notwithstanding the provisions of Chapter 6 (Special voting procedures related to different class rights) of these Articles of Association, both the domestic shares and the overseas listed foreign shares are ordinary shares.**	**Article 14** The Company shall at all times have ordinary shares. The Company may, in accordance with its needs, create other types of shares in accordance with law. The common shares issued by the Company include two types of shares: domestic shares and overseas listed foreign shares. The shares issued by the Company within China are called domestic shares. The shares issued by the Company that are listed outside of China are called overseas listed foreign shares. Notwithstanding the provisions of Chapter 6 (Special voting procedures related to different class rights) of these Articles of Association, both the domestic shares and the overseas listed foreign shares are ordinary shares.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 14 The Company may issue shares to foreign investors and domestic investors upon approval of the companies supervisory department authorized by the State Council.~~ ~~For the purpose of the preceding article, "foreign investors" means overseas investors who subscribe for shares issued by the Company and investors from the territories of Hong Kong, Macau and Taiwan; "domestic investors" means investors who subscribe for shares issued by the Company from within the boundary of the People's Republic of China other than from the aforesaid territories.~~ ~~Of the total number of shares specified in an issue plan, if the Company issues overseas listed foreign shares and domestic shares respectively, there shall be one issue for each type of shares. Where there are extraordinary circumstances, multiple issues may be made subject to the approval of the State Council Securities Commission.~~ ~~The board of directors of the Company may make arrangements for the implementation for separate issues upon the approval of the Company's plan to issue overseas listed foreign shares and domestic shares by the securities supervisory authority of the State Council.~~ ~~The Company's plan for the separate issue of overseas listed foreign shares and domestic shares may be implemented separately within 15 months of the date of approval by the State Council Securities Commission.~~ ~~The shares issued by the Company to domestic investors which are subscribed for in Renminbi are called domestic shares. The shares issued by the Company to foreign investors which are subscribed for in foreign currencies are called overseas listed foreign shares.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 15** The shares of the Company shall take the form of stocks.
Newly added	**Article 16** The issuance of shares by the Company shall adhere to the principles of fairness and justice, with each share of the same class carrying the same rights. For shares of the same class issued in the same issuance, the issuance conditions and price per share shall be identical; each share subscribed by a subscriber shall be paid for at the same price.
Article 15 The shares issued by the Company shall be ~~in the form of registered ordinary shares. The shares issued by the Company shall all have~~ **par value shares, denominated in Renminbi, with** a nominal value of Rmb 1 per share.	**Article 17** The shares issued by the Company shall be par value shares, denominated in Renminbi, with a nominal value of Rmb 1 per share.
Newly added	**Article 18** The unlisted domestic shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited. The depository and custody of the overseas listed foreign shares issued by the Company shall be governed by the securities regulatory rules of the place where the Company's shares are listed.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 16 ~~Upon the approval of the companies supervisory department authorized by the State Council, the total number of ordinary shares which may be issued by the Company is 2,236,276,000 shares, the nominal value of each share being RMB1.00, of which:~~ (i) ~~when the Company was founded,~~ **The total number of shares issued by the Company upon its incorporation was 720,000,000 domestic shares, each with a nominal value of Rmb 1. All of such shares were subscribed for by the Company's promoter, Harbin Electric Corporation, which contributed assets as consideration for the shares. Such capital contribution was paid up at the time of the Company's incorporation.** ~~were issued to the promoter; in the share-increasing process in December 2005, after the promoter reduced the holding of 8,530,000 domestic shares, the quantity held by it was left with 711,470,000 domestic shares, accounting for 55.83% of the total quantity of shares of the Company; in the share-increasing process in March 2007, after the promoter reduced the holding of 10,235,000 domestic shares, the quantity held by it was left with 701,235,000 domestic shares, accounting for 50.93% of the total quantity of shares of the Company; in the share-increasing process in 2017, after the promoter increased the holding of 329,717,000 domestic shares, the quantity held by it was increased to 1,030,952,000 domestic shares, accounting for 60.41% of the total quantity of shares of the Company; in the share-increasing process in 2023, after the promoter increased the holding of 529,753,000 domestic shares, the quantity held by it was increased to 1,560,705,000 domestic shares, accounting for 69.79% of the total quantity of shares of the Company;~~	**Article 19** The total number of shares issued by the Company upon its incorporation was 720,000,000 shares, each with a nominal value of Rmb 1. All of such shares were subscribed for by the Company's promoter, Harbin Electric Corporation, which contributed assets as consideration for the shares. Such capital contribution was paid up at the time of the Company's incorporation. **Article 20** The number of issued shares of the Company is 2,236,276,000 shares, all of which are ordinary shares, consisting of 1,560,705,000 domestic shares and 675,571,000 overseas listed foreign shares.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(ii) after the Company was founded, it issued 469,151,000 overseas listed foreign shares. In December 2005, it increased 93,830,000 overseas listed foreign shares, the total quantity of overseas listed foreign shares reached 562,981,000 shares, accounting for 44.17% of the total quantity of shares of the Company's total shares; in March 2007, the Company increased 102,355,000 overseas listed foreign shares, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 49.07% of the total quantity of shares of the Company; after the issue of domestic shares in 2017, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 39.59% of the total quantity of shares of the Company; after the issue of domestic shares in 2023, the total quantity of overseas listed foreign shares reached 675,571,000 shares, accounting for 30.21% of the total quantity of shares of the Company.~~ The **number of issued shares** ~~structure of the share capital~~ of the Company is 2,236,276,000 ~~ordinary~~ shares**, al**l of which are ordinary shares, consisting of the promoter holds 1,560,705,000 domestic shares and ~~overseas listed foreign shareholders hold~~ 675,571,000 overseas listed foreign shares.	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 21** Neither the Company nor its subsidiaries (including its affiliated enterprises) shall provide financial assistance to any person for the purpose of acquiring shares of the Company or its parent company by means of gifts, advances, guarantees, loans, or the like, except where the Company implements an employee share ownership plan. For the benefit of the Company, and subject to approval by a resolution of the shareholders' meeting or a resolution of the board of directors made in accordance with the authorization granted by these Articles of Association or the shareholders' meeting, the Company may provide financial assistance to any person for acquiring shares of the Company or its parent company, provided that the aggregate cumulative amount of such financial assistance shall not exceed ten percent of the total issued share capital of the Company. Any resolution of the board of directors in this regard shall be passed by at least two-thirds of all directors.
Newly added section	**Section 2 Increase/decrease and repurchase of shares**

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 17 ~~The registered capital of the Company is RMB2,236,276,000.~~ The Company may, based on its business development requirement, increase its capital **by the following means** in accordance with **the requirements of laws and regulations and upon a resolution of the shareholders' meeting** ~~relevant provisions of these Articles. The following methods may be adopted for an increase in capital:~~ (1) by **issuing** ~~offering new~~ shares to unspecified ~~investors~~ **targets**; **(2) by issuing shares to specified targets;** ~~(2) by placing new shares to existing shareholders;~~ (3) by bonus issue of shares to existing shareholders; ~~or~~ **(4) capitalizing its capital reserve fund to increase share capital;** ~~(4) by any other method permitted by PRC laws and administrative regulations.~~ **(5) other means as prescribed by applicable regulatory rules and securities regulatory authorities.**	**Article 22** The Company may, based on its business development requirement, increase its capital by the following means in accordance with the requirements of laws and regulations and upon a resolution of the shareholders' meeting: (1) by issuing shares to unspecified targets; (2) by issuing shares to specified targets; (3) by bonus issue of shares to existing shareholders; (4) capitalizing its capital reserve fund to increase share capital; (5) other means as prescribed by applicable regulatory rules and securities regulatory authorities.
~~Article 18 When the Company increases its capital and issues new shares, after obtaining approval in accordance with the provisions of these Articles, the Company shall effect the procedures prescribed by the relevant PRC laws and administrative regulations.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 19 The Company may reduce its registered capital ~~in accordance with the provisions of these Articles.~~ When the Company reduces its registered capital, it shall **proceed in accordance with the Company Law, other relevant provisions, and the procedures stipulated in these Articles of Association** ~~prepare a balance sheet and a list of its properties.~~ ~~The Company shall notify its creditors within 10 days from the date of the resolution to reduce its registered capital, and shall make a public announcement in newspapers within 30 days thereof. The creditors shall have the right, within 30 days of receipt of the notice or within 45 days of the date of the public announcement if the notice has not been received, to require the Company to pay up its debts or provide corresponding security for the payment of the debt.~~ ~~The registered capital of the Company after capital reduction shall not be lower than the lowest limit prescribed by law.~~	**Article 23** The Company may reduce its registered capital. When the Company reduces its registered capital, it shall proceed in accordance with the Company Law, other relevant provisions, and the procedures stipulated in these Articles of Association.
~~Article 20 Following any increase or reduction in capital, the Company shall register such change with the companies registration authority and issue a public announcement.~~	*Deleted*
~~Article 21 Unless otherwise prescribed by PRC law and administrative regulations, the shares of the Company are freely transferable and are free all lines.~~	*Deleted*
~~Article 22 The Company shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 23 Domestic shares may, upon the approval of the board of directors and the relevant governmental authorities, be listed on stock exchanges within the PRC. Overseas listed foreign shares shall be listed on the Exchange or other stock exchange outside the PRC.~~	*Deleted*
~~**Chapter 5 Repurchase of shares**~~	*Deleted title*
Article 28 The Company **shall not repurchase its own shares. However,** ~~may, upon obtaining approval in accordance with these Articles and the approval of the relevant PRC supervisory authorities, repurchase its issued shares in~~ the following circumstances **are excepted**: (1) to ~~cancel its shares for the purpose of reducing~~ **reduce** its share **registered** capital; (2) to merge with another company which holds the shares of the Company; ~~(3) under other circumstances permitted by law and administrative regulations.~~ **(3) to use the shares for an employee share ownership plan or equity incentives;** **(4) where a shareholder requests the Company to repurchase its shares because the shareholder objects to a resolution of the shareholders' meeting on a merger or division of the Company;** **(5) to use the shares for the conversion of corporate bonds issued by the Company that are convertible into shares;** **(6) where such repurchase is necessary for safeguarding the Company's value and the interests of its shareholders.**	**Article 24** The Company shall not repurchase its own shares. However, the following circumstances are excepted: (1) to reduce its registered capital; (2) to merge with another company which holds the shares of the Company; (3) to use the shares for an employee share ownership plan or equity incentives; (4) where a shareholder requests the Company to repurchase its shares because the shareholder objects to a resolution of the shareholders' meeting on a merger or division of the Company; (5) to use the shares for the conversion of corporate bonds issued by the Company that are convertible into shares; (6) where such repurchase is necessary for safeguarding the Company's value and the interests of its shareholders.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 29 The Company may ~~upon obtaining the approval of the relevant PRC supervisory authorities repurchase~~ **acquire** its own shares **through open centralized trading methods or through other methods approved by relevant regulatory rules and securities regulatory authorities.** ~~by one of the following methods:~~ ~~(1) by way of an offer to repurchase in the same proportions made to all the shareholders;~~ ~~(2) by repurchasing those shares on a stock exchange by public transaction method; or~~ ~~(3) by entering into an off-market agreement to repurchase.~~ **Where the Company acquires its own shares under the circumstances specified in items (3), (5) and (6) of Article 24 of these Articles of Association, such acquisition shall be carried out through open centralized trading methods or through other methods approved by relevant regulatory rules and securities regulatory authorities.**	**Article 25** The Company may acquire its own shares through open centralized trading methods or through other methods approved by relevant regulatory rules and securities regulatory authorities. Where the Company acquires its own shares under the circumstances specified in items (3), (5) and (6) of Article 24 of these Articles of Association, such acquisition shall be carried out through open centralized trading methods or through other methods approved by relevant regulatory rules and securities regulatory authorities.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 26** Where the Company acquires its own shares under the circumstances specified in items (1) and (2) of Article 24 of these Articles of Association, such acquisition shall be approved by a resolution of the shareholders' meeting. Where the Company acquires its own shares under the circumstances specified in items (3), (5) and (6) of Article 24 of these Articles of Association, such acquisition shall be approved by a resolution of the board of directors at a board meeting attended by at least two-thirds of the directors, in accordance with the provisions of these Articles of Association or the authorization granted by the shareholders' meeting. Following the acquisition of its own shares by the Company under the provisions of Article 24 of these Articles of Association, if the acquisition falls under item (1), such shares shall be cancelled within ten days from the date of acquisition; if the acquisition falls under item (2) or (4), such shares shall be transferred or cancelled within six months; if the acquisition falls under item (3), (5) or (6), the total number of shares of the Company so held shall not exceed ten percent of the total number of the Company's issued shares, and such shares shall be transferred or cancelled within three years. Where the securities regulatory rules and securities regulatory authorities of the place where the Company's shares are listed have other provisions regarding the Company's acquisition of its own shares, such provisions shall prevail.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 30 When the Company repurchase its own shares by an off-market agreement it shall obtain the prior approval of the shareholders in a shareholders general meeting in accordance with these Articles. If prior approval of the shareholders is given in such manner, the Company may release or vary any contract so entered into by the Company or waive its rights thereunder. A contract to repurchase shares includes (but is not limited to) a contract to assume of the Company.~~	*Deleted*
~~Article 31 The Company shall not assign an agreement for the repurchase of its shares or any of the rights provided in that agreement.~~	*Deleted*
~~Article 32 Unless the Company has commenced liquidation, the Company shall repurchase its shares in accordance with the following provisions:~~ ~~(1) where the Company repurchase its shares at its nominal value, the moneys may be paid out of the distributable profits of the Company or the proceeds of an issue of new shares made for the purpose of repurchasing those shares;~~ ~~(2) where the Company redeems or repurchases its shares at a value in excess of their nominal value, the payment of the portion being the nominal value of those shares may be made out of the distributable profits of the Company or the proceeds of an issue of new shares made for the purpose of repurchasing those shares. Payment of the portion in excess of the nominal value shall be effected as follows:~~ ~~(i) if the shares being repurchased were issued at nominal value, payment shall be made out of the distributable profits of the company;~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(ii) if the shares being repurchased were issued at a premium, payment shall be made out of the distributable profits of the Company or the proceeds of an issue of new shares made for the purpose of repurchasing those shares, provided that the amount paid out of the proceeds of the issue of new shares shall not exceed the aggregate of premiums received by the Company on the issue of the shares repurchased nor shall it exceed the amount in the share premium account (or capital reserve fund) of the Company (including the premiums of the new shares issued);~~ ~~(3) the monies paid by the Company for the following purposes shall be paid out of the Company's distributable profits:~~ ~~(i) the acquisition of the right to repurchase its own shares;~~ ~~(ii) the variation of the agreement to repurchase its shares; or~~ ~~(iii) the release of any of its obligations under any agreement to repurchase;~~ ~~(4) the amount paid out of the distributable profits of the Company for the repurchase of shares shall., after deduction from the Company's registered capital, be credited to the share premium account (or capital reserve fund) of the Company.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 33 Shares lawfully repurchased by the Company shall be cancelled within the time limit prescribed by law or administrative regulations and an application shall be made to the original companies registration authority to change the registration of the registered capital. The Company's registered capital shall be reduced by the aggregate nominal value of the cancelled shares.~~	*Deleted*
~~**Chapter 6 Financial assistance for acquisition of shares**~~	*Deleted title*
~~Article 34 The Company and its subsidiaries shall not in any way provide any financial assistance to a person who purchases or proposes to purchase the shares of the Company. The aforementioned purchaser of the Company's shares includes a person who directly or indirectly assumes obligations by virtue of such purchase of the Company's shares.~~ ~~The Company and its subsidiaries shall not at any time and in any way provide financial assistance for the purpose of reducing or discharging the obligations of the obligor referred to above.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 35 "Financial assistance" referred to in this chapter includes(but is not limited to) financial assistance provided by way of:~~ ~~(i) gift~~ ~~(ii) guarantee (including the provision by the guarantor for an undertaking or property to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the Company's own negligence or default), release or waiver;~~ ~~(iii) the provision of a loan or entering into a contract under which the obligations of the Company are to be fulfilled before the obligations of the parties; or the change of any party to that loan or contract, or the assignment of rights under the loan or contract; and~~ ~~(iv) financial assistance given by any other method when the Company is unable to pay its debts or has no net assets or when its net assets may be reduced to a material extent.~~ ~~For the purpose of this chapter, the meaning of "assumed obligations" includes obligations assumed by the obligor as a result of entering into a contract or making an arrangement (whether or not such contract or arrangement is enforceable, and whether or not assumed by him personally or together with any other person) or by any other means whereby his financial position is changed.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 36 The following shall not be deemed to be prohibited for the purpose of Article 34 of this Chapter:~~ ~~(1) the provision of financial assistance by the Company in good faith in the interests of the Company and the principal purpose of that financial assistance is not to acquire shares in the Company, or that financial assistance is an incidental part of a certain larger overall plan of the Company;~~ ~~(2) the Company lawfully distributing its assets by way of dividend;~~ ~~(3) the allotment of bonus shares;~~ ~~(4) a reduction of the registered capital, repurchase of shares, reorganization of the share capital effected in accordance with these Articles;~~ ~~(5) the lending of money by the Company within its scope of operations in the ordinary course of its business, provided that the Company's net assets are not thereby reduced or, even if those assets are thereby reduced, that financial assistance is provided out of distributable profits of the Company;~~ ~~(6) the provision of moneys by the Company for contributions to employees' shares schemes, provided that the Company's net assets are not thereby reduced or, to the extent that those assets are thereby reduced, that financial assistance is provided out of distributable profits of the Company.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added section	**Section 3 Transfer of shares**
Article 24 **The shares of the Company shall be transferred in accordance with laws.** ~~(1)~~ All transfers of overseas **listed foreign shares listed in the Hong Kong Special Administrative Region of the PRC (the "Hong Kong")** shall be effected by a transfer in writing in the usual or common form or in such other form as the board of directors may accept **(including the standard form of transfer or transfer deed prescribed by The Stock Exchange of Hong Kong Limited from time to time);**~~, and may be under band only and there is no need to affix a chop on it.~~ **the execution of such instrument of transfer shall comply with the requirements of the securities regulatory rules of Hong Kong. If the shares of the Company listed in Hong Kong are issued and traded in a paperless form, their transfer shall be subject to the separate provisions of the securities regulatory rules of Hong Kong in this regard.** ~~(2) All fully paid up overseas listed foreign shares listed in Hong Kong are freely transferable in accordance with these Articles, but the board of directors may refuse to recognize any transfer document, unless:~~ ~~(i) a fee of HK$2, or such higher amount as may from time to time be agreed by the Exchange, or such lesser sum as the board of directors may from time to time require, is paid to the Company for the purpose of registering any transfer or other document relating to the ownership of the shares in question or the change of ownership of those shares;~~	**Article 27** The shares of the Company shall be transferred in accordance with laws. All transfers of overseas listed foreign shares listed in the Hong Kong Special Administrative Region of the PRC (the "**Hong Kong**") shall be effected by a transfer in writing in the usual or common form or in such other form as the board of directors may accept (including the standard form of transfer or transfer deed prescribed by The Stock Exchange of Hong Kong Limited from time to time); the execution of such instrument of transfer shall comply with the requirements of the securities regulatory rules of Hong Kong. If the shares of the Company listed in Hong Kong are issued and traded in a paperless form, their transfer shall be subject to the separate provisions of the securities regulatory rules of Hong Kong in this regard.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(ii) the transfer document relates only to overseas listed foreign shares listed Hong Kong;~~ ~~(iii) stamp duty payable on the transfer document is paid;~~ ~~(iv) the relevant share certificates and such other evidence as the board of directors may reasonably require to show the right of the transferor to make the transfer have been presented;~~ ~~(v) if the shares are transferred to joint holders, the number of joint holders shall not exceed four; and~~ ~~(vi) the relevant shares are free from all lines.~~ ~~(3) No shares shall be transferred to any person who is not of legal age or has mental incapacity or other legal incapacity.~~	
Newly added	**Article 28** The Company shall not accept its own shares as collateral for a pledge.
Newly added	**Article 29** Directors and officers of the Company shall, in accordance with relevant regulatory rules, declare to the Company and/or the stock exchange where the Company's shares are listed the shares of the Company held by them and any changes thereto. During their term of office as determined at the time of assuming office, the number of shares transferred by them each year shall not exceed twenty-five percent of the total number of shares of the same class of the Company held by them. Within six months after leaving office, the aforementioned persons shall not transfer the shares of the Company held by them.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Chapter 14~~Chapter 4 Party Committee	**Chapter 4 Party Committee**
Article 111 **In accordance with the Constitution of the Communist Party of China, the Regulations on the Work of Primary Organizations of State-owned Enterprises of the Communist Party of China (Trial), and other relevant provisions, and upon approval by the higher-level Party organization,** ~~The Company shall set up~~ the **Communist** Party **of China** Committee **of Harbin Electric Company Limited (hereinafter referred to as the "Party Committee" or the "Company Party Committee") is set up. Simultaneously, a Party Discipline Inspection Committee or discipline inspection commissioners shall be established in accordance with relevant regulations.** **The Company Party Committee shall be elected by the general meeting of Party members or the congress of Party members, and each term of office shall generally be five years. Upon expiration of the term, re-elections shall be conducted on schedule.** **The leadership team of the Company Party Committee shall generally consist of five to nine members, including one** ~~which shall consist of 1~~ secretary, **two or one deputy secretary** ~~1 deputy secretary in charge of party construction works~~ and several members of the Party Committee (standing committee). ~~The Chairman and the party secretary shall be held by the same person in principle. At the same time, the Company shall establish the Commission for Discipline Inspection of the Communist Party of Harbin Electric Company Limited (the "Discipline Committee").~~	**Article 30** In accordance with the Constitution of the Communist Party of China, the Regulations on the Work of Primary Organizations of State-owned Enterprises of the Communist Party of China (Trial), and other relevant provisions, and upon approval by the higher-level Party organization, the Communist Party of China Committee of Harbin Electric Company Limited (hereinafter referred to as the "Party Committee" or the "Company Party Committee") is set up. Simultaneously, a Party Discipline Inspection Committee or discipline inspection commissioners shall be established in accordance with relevant regulations. **Article 31** The Company Party Committee shall be elected by the general meeting of Party members or the congress of Party members, and each term of office shall generally be five years. Upon expiration of the term, re-elections shall be conducted on schedule. **Article 32** The leadership team of the Company Party Committee shall generally consist of five to nine members, including one secretary, two or one deputy secretary and several members of the Party Committee (standing committee).

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 113 The **Company** Party Committee shall ~~discharge its duties in accordance with the provisions under the Constitution of the Communist Party of China.~~ **play a leading role, clarify the direction, manage the overall situation, ensure implementation, and discuss and decide on major issues of the Company in accordance with regulations. The main responsibilities are:**	**Article 33** The Company Party Committee shall play a leading role, clarify the direction, manage the overall situation, ensure implementation, and discuss and decide on major issues of the Company in accordance with regulations. The main responsibilities are:
~~(1) To guarantee and supervise the implementation of policies and guidelines of the Party and the state in the Company, implement material strategic decisions of the Party Central Committee and the State Council and make deployment for the relevant material works of the superior Party organisation.~~	(1) Strengthen the political construction of the Party, adhere to and implement the fundamental, basic, and important systems of socialism with Chinese characteristics, educate and guide all Party members to always maintain a high degree of consistency with the Party Central Committee centered on Xi Jinping in political stance, direction, principles, and path;
~~(2) To insist on the combination of the principles of management of cadres by the Party and the selection of operation managers by the Board according to laws and execution of the right of employment by the operation managers. The Party Committee shall consider and propose opinions and suggestions on the candidates as nominated by the Board or president, or nominate candidates to the Board or president, and, together with the Board, conduct investigation on the candidates to be appointed and collective research to raise opinions and suggestions.~~	(2) Deeply study and implement the Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, study and promote the Party's theory, implement the Party's line, principles and policies, supervise and ensure the implementation of major decisions and deployments of the Party Central Committee and resolutions of higher-level Party organizations in the Company;
~~(3) To study and discuss reform, development and stability, material operation and management issues and other material issues involving staff's immediate interests of the Company, and propose opinions and suggestions thereon.~~	(3) Research and discuss major business management issues of the Company, support the shareholders' meeting, board of directors, and management to exercise their powers in accordance with the law;
	(4) Strengthen the leadership and supervision of the Company's personnel selection and appointment, and focus on the construction of the Company's leadership team, cadre team, and talent team;

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(4) To shoulder the main responsibility for the overall strictness in administering the party, lead the Company in terms of ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of labour union, the Communist Youth League and other groups, and lead the construction of the Party conduct and of an honest and clean government and support the Discipline Committee in practical performance of oversight responsibility.~~ ~~(5) Other responsibilities that shall be performed by the Party Committee.~~ **(1) Strengthen the political construction of the Party, adhere to and implement the fundamental, basic, and important systems of socialism with Chinese characteristics, educate and guide all Party members to always maintain a high degree of consistency with the Party Central Committee centered on Xi Jinping in political stance, direction, principles, and path;** **(2) Deeply study and implement the Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, study and promote the Party's theory, implement the Party's line, principles and policies, supervise and ensure the implementation of major decisions and deployments of the Party Central Committee and resolutions of higher-level Party organizations in the Company;** **(3) Research and discuss major business management issues of the Company, support the shareholders' meeting, board of directors, and management to exercise their powers in accordance with the law;**	

Articles of Association	
Amendments to original articles	**Articles after amendments**
(4) Strengthen the leadership and supervision of the Company's personnel selection and appointment, and focus on the construction of the Company's leadership team, cadre team, and talent team;	(5) Fulfill the main responsibility of the Company's party conduct and clean governance construction, lead and support internal disciplinary inspection organizations to fulfill their supervisory and disciplinary accountability responsibilities, strictly enforce political discipline and rules, and promote the extension of comprehensive and strict governance of the Party to the grassroots level;
(5) Fulfill the main responsibility of the Company's party conduct and clean governance construction, lead and support internal disciplinary inspection organizations to fulfill their supervisory and disciplinary accountability responsibilities, strictly enforce political discipline and rules, and promote the extension of comprehensive and strict governance of the Party to the grassroots level;	(6) Strengthen the construction of grassroots Party organizations and Party member teams, unite and lead employees and the masses to actively participate in the Company's reform and development;
(6) Strengthen the construction of grassroots Party organizations and Party member teams, unite and lead employees and the masses to actively participate in the Company's reform and development;	(7) Lead the ideological and political work, spiritual civilization construction, and united front work of the Company, and lead group organizations such as the Company's trade union, Communist Youth League, and women's organizations;
(7) Lead the ideological and political work, spiritual civilization construction, and united front work of the Company, and lead group organizations such as the Company's trade union, Communist Youth League, and women's organizations;	(8) According to work needs, carry out inspection work, establish inspection agencies, and in principle, inspect and supervise the Party organizations of the lower level units in accordance with the Party organization's affiliation and cadre management authority;
(8) According to work needs, carry out inspection work, establish inspection agencies, and in principle, inspect and supervise the Party organizations of the lower level units in accordance with the Party organization's affiliation and cadre management authority;	(9) Discuss and decide on other important matters within the scope of the Party Committee's responsibilities.

Articles of Association	
Amendments to original articles	**Articles after amendments**
(9) Discuss and decide on other important matters within the scope of the Party Committee's responsibilities.	
Newly added	**Article 34** A list of material operational and management matters shall be formulated in accordance with relevant provisions. Material operational and management matters shall be subject to prior review and discussion by the Party Committee, after which the board of directors and other relevant parties may make decisions in accordance with their respective authority and prescribed procedures.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 112 The Company shall adhere to and improve the leadership mechanism for cross appointment. Eligible Party **Committee** members are allowed to serve as members of the Board, ~~board of supervisors~~ and management through legal procedures. The eligible Party ~~Committee~~ members in the Board, ~~board of supervisors~~ and management are allowed to join the Party Committee in accordance with relevant provisions and procedures. **The party secretary and the chairman of the board of directors shall be the same person. A Party member serving as general manager shall generally serve as the deputy secretary of the Party Committee. A full-time deputy secretary dedicated to Party building work shall be appointed to the Party Committee, and such full-time deputy secretary shall generally serve on the board of directors and not concurrently hold any position at the management level.**	**Article 35** The Company shall adhere to and improve the leadership mechanism for cross appointment. Eligible Party Committee members are allowed to serve as members of the Board, and management through legal procedures. The eligible Party members in the Board, and management are allowed to join the Party Committee in accordance with relevant provisions and procedures. The party secretary and the chairman of the board of directors shall be the same person. A Party member serving as general manager shall generally serve as the deputy secretary of the Party Committee. A full-time deputy secretary dedicated to Party building work shall be appointed to the Party Committee, and such full-time deputy secretary shall generally serve on the board of directors and not concurrently hold any position at the management level.
Newly added chapter	**Chapter 5 Shareholders and shareholders' meeting**
~~Chapter 4 Share certificates~~ Section 1 General provisions for shareholders	**Section 1 General provisions for shareholders**
Article 25 ~~The shares in the Company shall be in the form of registered share certificates. Share certificates are signed and issued by the Company evidencing the holding of shares by a shareholder.~~ The Company may, in accordance with the relevant **regulatory rules** ~~regulations~~, issue share certificates in paper form **and/or adopt paperless issuance and trading,** and the share certificates shall contain matters prescribed by the **applicable regulatory rules** ~~Company Law and the rules of the stock exchange on which the Company's shares are listed~~.	**Article 36** The Company may, in accordance with the relevant regulatory rules, issue share certificates in paper form and/or adopt paperless issuance and trading, and the share certificates shall contain matters prescribed by the applicable regulatory rules.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 26 Share certificates shall be signed by the chairman. If the stock exchange on which the Company's shares are listed requires the signature of other officers of the Company, the share certificates shall also be signed by other relevant officers. A Share Certificate shall become effective after it is affixed with the Company Seal or machine-printed seal. The Company Seal shall only be affixed upon the directors' authorization. The signatures of the directors of the Company or other officers on the share certificates may also be machine-printed signatures.~~	*Deleted*
Article 37 ~~A shareholder of the Company is a person who holds shares of the Company lawfully and whose name is entered in the register of shareholders.~~ **The Company shall maintain a register of shareholders based on the certificates provided by the securities registration and settlement institution. The register of shareholders shall be sufficient evidence to prove the shareholders' holdings of shares in the Company.** A shareholder shall enjoy the rights and assume the obligations attached to the class ~~and number~~ of shares held; shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations accordingly. **The original copy of the register of shareholders for overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong and shall be available for inspection by shareholders. The Company may suspend registration of members in accordance with the provisions of applicable regulatory rules.**	**Article 37** The Company shall maintain a register of shareholders based on the certificates provided by the securities registration and settlement institution. The register of shareholders shall be sufficient evidence to prove the shareholders' holdings of shares in the Company. A shareholder shall enjoy the rights and assume the obligations attached to the class of shares held; shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations accordingly. The original copy of the register of shareholders for overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong and shall be available for inspection by shareholders. The Company may suspend registration of members in accordance with the provisions of applicable regulatory rules.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 27 ~~Any shareholder who is registered on the register of shareholders or any person who requests his name to be entered into the register of shareholders may, if he has lost his share certificate (the "**original certificate**"), apply to the Company for a new certificate in respect of the shares relating to that share certificate (the "**relevant shares**"). A holder of domestic shares who has lost his share certificate and applies for a replacement to be issued, shall company with the provisions of Article 150 of the Company Law.~~ A holder of overseas listed foreign shares who has lost his share certificate and applies for a replacement to be issued may do so in accordance with the laws and the regulations of the stock exchange or other relevant stipulations of the place where the register of overseas listed foreign shareholders is placed. ~~A holder of overseas listed foreign shares listed in Hong Kong who has lost his share certificate and applies for a replacement to be issued shall comply with the following procedure:~~	**Article 38** A holder of overseas listed foreign shares who has lost his share certificate and applies for a replacement to be issued may do so in accordance with the laws and the regulations of the stock exchange or other relevant stipulations of the place where the register of overseas listed foreign shareholders is placed.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(1) The applicant shall submit an application to the Company in the standard form prescribed by the Company accompanied by a notarial certificate or a statutory declaration, the contents of which shall include:~~ ~~(i) the grounds upon which the applicant makes his application, the circumstances of the loss of the original certificate, and such other particulars as the actual circumstances may require in order to verify the grounds upon which the application is made; and~~ ~~(ii) a declaration that no other person is entitled to be registered as a shareholder in respect of the relevant shares.~~ ~~(2) Prior to the issue of a replacement share certificate, the Company must ensure that no other declaration has been received from any person other than the applicant seeking to be registered as a shareholder in respect of those shares.~~ ~~(3) If the Company is prepared to issue a replacement share certificate to the applicant, it shall make an announcement of such intention at least once every 30 days in a period of 90 days prior to the issue in such publications as may be prescribed by the board of directors for this purpose. The prescribed publications shall be one Chinese and one English publication in Hong Kong.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(4) In order to render an announcement under paragraph (3) above effective, the Company shall, prior to publication of the announcement:~~ ~~(i) deliver to the stock exchange on which the relevant shares are listed a copy of the announcement to be published under paragraph (2) of this Article and receive a reply from such stock exchange confirming that the announcement proposed to be published is being exhibited on the stock exchange and will continue to be exhibited until the expiry of the 90-day announcement period referred to above; and~~ ~~(ii) in the case of an application made without the consent of the registered holder of the relevant shares, the Company shall send to such registered shareholder by post a copy of the announcement proposed to be published.~~ ~~(5) If, by the expiration of the 90-day period referred to in paragraphs (3), (4) of this Article, the Company shall not have received any objection to the issue of the replacement share certificate, the Company may issue a new share certificate for the relevant shares to the applicant or to such person as he may direct.~~ ~~(6) When the Company issues a new share certificate under this Article, it shall forthwith cancel the original certificate and enter the details of the cancellation and replacement issue in the register of shareholders.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(7) After the Company has issued a new replacement share certificate in accordance with this Article:~~ ~~(i) the name of a bona fide purchaser who obtains the new share certificate or a person whose name is subsequently entered in the register of shareholders in respect of the relevant shares (if a bona fide purchaser) shall not be removed from the register of shareholders; and~~ ~~(ii) the Company shall not be liable for any damages suffered by any person by reason of the cancellation of the original certificate or the issuance of the new share certificate, unless the claimant proves that the Company had acted fraudulently.~~ ~~(8) All expenses of the Company relating to the cancellation of an original certificate and the issuance of a new share certificate shall be borne by the applicant. The Company is entitled to refuse to take any action before reasonable security is provided by the applicant in respect of those expenses.~~	
Newly added	**Article 39** When the Company convenes a shareholders' meeting, distributes dividends, goes into liquidation, or engages in other activities requiring the identification of shareholders, the board of directors or the convenor of the shareholders' meeting shall determine the record date, and shareholders whose names appear on the register as of the close of trading on the record date shall be the shareholders entitled to the relevant rights and interests.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~**Chapter 7 Rights and obligations of shareholders**~~	*Deleted title*
Article 38 The holders of ~~ordinary~~ shares of the Company shall enjoy the following rights:	**Article 40** The holders of shares of the Company shall enjoy the following rights:
(1) to receive dividends and other distribution in proportion to the number of shares held by them;	(1) to receive dividends and other distribution in proportion to the number of shares held by them;
(2) to **request to convene, call, preside over,** attend or appoint a proxy to attend on their behalf shareholders' ~~general~~ meetings **in accordance with the law** and to **speak at such meetings and exercise the corresponding voting rights (unless required by applicable regulatory rules to abstain from voting on relevant matters)** ~~vote~~;	(2) to request to convene, call, preside over, attend or appoint a proxy to attend on their behalf shareholders' meetings in accordance with the law and to speak at such meetings and exercise the corresponding voting rights (unless required by applicable regulatory rules to abstain from voting on relevant matters);
(3) to supervise the ~~business operational activities~~ **operation** of the Company, to make suggestions or raise queries;	(3) to supervise the operation of the Company, to make suggestions or raise queries;
(4) to transfer**, contribute as a gift, or create a pledge over** their shares in accordance with the relevant laws and administrative regulations and these Articles;	(4) to transfer, contribute as a gift, or create a pledge over their shares in accordance with the relevant laws and administrative regulations and these Articles;
~~(5) to receive such information prescribe in these Articles including:;~~	(5) subject to the provisions of Article 41 of these Articles of Association, to inspect and make copies of these Articles of Association, the register of shareholders, the minutes of shareholders' meetings, the resolutions of the board of directors, and financial and accounting reports; shareholders holding, individually or in aggregate, three percent or more of the Company's shares for a consecutive period of more than 180 days may inspect the Company's accounting books and accounting vouchers;
~~① the right to a copy of these Articles upon payment of the cost thereof;~~	
~~② the right to inspect and copy upon payment of reasonable charges:~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(i) all parts of the register of shareholders;~~ ~~(ii) the following personal particulars of each of the directors, supervisors, managers and other officers of the Company:~~ ~~(a) his present and former name and aliases~~ ~~(b) his principal(residential) address;~~ ~~(c) his nationality~~ ~~(d) his primary occupation, duties and all other occupations; and~~ ~~(e) his identification document and its number;~~ ~~(iii) the state of the Company's share capital;~~ ~~(iv) a report showing the aggregate nominal value, the quantity and the maximum and minimum prices paid by the Company in respect of each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount paid by the Company for this purpose;~~ ~~(v) minute of shareholders' meetings~~	(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company according to the number of shares held by them; (7) to demand that the Company purchase their shares for shareholders who dissent from a resolution of the shareholders' meeting on a merger or division of the Company; (8) other rights as stipulated by relevant regulatory rules and these Articles of Association.

Articles of Association	
Amendments to original articles	**Articles after amendments**
(5) subject to the provisions of Article 41 of these Articles of Association, to inspect and make copies of these Articles of Association, the register of shareholders, the minutes of shareholders' meetings, the resolutions of the board of directors, and financial and accounting reports; shareholders holding, individually or in aggregate, three percent or more of the Company's shares for a consecutive period of more than 180 days may inspect the Company's accounting books and accounting vouchers; (6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company according to the number of shares held by them; (7) ~~other rights conferred by these Articles and relevant PRC laws and administrative regulations.~~ **to demand that the Company purchase their shares for shareholders who dissent from a resolution of the shareholders' meeting on a merger or division of the Company;** **(8) other rights as stipulated by relevant regulatory rules and these Articles of Association.**	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 41** When a shareholder requests to inspect or make copies of the relevant company materials referred to in paragraph (5) of the preceding article, they shall comply with the Company Law, the applicable laws and regulations concerning the protection of state secrets, trade secrets, personal privacy, personal information, etc., and these Articles of Association. A shareholder requesting to inspect or make copies of the relevant company materials referred to in paragraph (5) of the preceding article shall submit a written request to the Company in advance, stating the purpose and reasons for the request, sign a confidentiality agreement, and provide written documents evidencing the class of shares held, the number of shares held, and the duration of such holding. The shareholder shall bear the costs incurred from inspecting or making copies of the relevant company materials. Within the scope permitted by applicable laws and regulations, the Company may provide relevant materials to shareholders by means of pseudonyms, aggregated summaries, or redaction of certain information, in order to comply with the Company Law and the provisions of applicable laws and regulations concerning the protection of state secrets, trade secrets, personal privacy, personal information, etc. The Company may refuse access if it has reasonable grounds to believe that the shareholder's request to inspect the accounting books and accounting vouchers is for an improper purpose that may harm the legitimate interests of the Company.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 42** If the content of a resolution of the shareholders' meeting or the board of directors violates laws or administrative regulations, shareholders shall have the right to petition the people's court to affirm the resolution as null and void. If the convening procedures or voting methods of a shareholders' meeting or board of directors meeting violate laws, administrative regulations, or these Articles of Association, or if the content of a resolution violates these Articles of Association, shareholders shall have the right, within sixty days from the date the resolution is made, to petition the people's court to set aside the resolution. However, this shall not apply where the convening procedures or voting methods have only minor defects that do not materially affect the resolution.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 43** A resolution of the shareholders' meeting or the board of directors shall not be established under any of the following circumstances: (1) A resolution is made without a shareholders' meeting or board of directors meeting being convened; (2) No vote is taken on the matter set forth in the resolution at the shareholders' meeting or board of directors meeting; (3) The number of attendees or the number of voting rights represented at the meeting fails to meet the quorum requirements stipulated in the Company Law or these Articles of Association; (4) The number of persons approving the resolution or the number of voting rights represented fails to reach the number of persons or the number of voting rights stipulated in the Company Law or these Articles of Association.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 44** Where a director (other than a member of the audit committee) or an officer causes loss to the Company through a violation of laws, administrative regulations, or these Articles of Association while performing their duties, shareholder(s) holding, individually or in aggregate, one percent or more of the Company's shares for a consecutive period of more than 180 days shall have the right to request in writing that the audit committee institute legal proceedings in the people's court. Where a member of the audit committee causes loss to the Company through a violation of laws, administrative regulations, or these Articles of Association while performing their duties, the aforementioned shareholder(s) shall have the right to request in writing that the board of directors institute legal proceedings in the people's court. If the audit committee or the board of directors, upon receiving the written request from the shareholder(s) as stipulated in the preceding paragraph, refuses to institute legal proceedings, or fails to institute legal proceedings within thirty days from the date of receiving the request, or if the circumstances are urgent and failure to institute immediate legal proceedings would cause irreparable harm to the Company's interests, the shareholder(s) stipulated in the preceding paragraph shall have the right, in their own name and for the interest of the Company, to directly institute legal proceedings in the people's court. Where any other person infringes upon the lawful rights and interests of the Company and causes loss to the Company, the shareholder stipulated in paragraph 1 of this Article may institute legal proceedings in the people's court in accordance with the provisions of the preceding two paragraphs.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 45** Where a director or officer causes harm to a shareholder's interests through a violation of laws, administrative regulations, or these Articles of Association, the shareholder may institute legal proceedings in the people's court.
Article 39 The holders of ~~ordinary~~ shares of the Company shall assume the following obligations; (1) to abide by **laws, administrative regulations, and** these Articles; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; **(3) not to withdraw their capital contributions, except under circumstances provided for by laws or regulations;** **(4) not to abuse their shareholder rights to prejudice 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 prejudice the interests of the Company's creditors;** ~~(3)~~**(5)** other obligations imposed by ~~laws, administrative regulations~~ **relevant regulatory rules** and these Articles. ~~Save in respect of terms agreed upon subscription of shares, a shareholder shall not be liable to subscribe for further share capital.~~	**Article 46** The holders of shares of the Company shall assume the following obligations; (1) to abide by laws, administrative regulations, and these Articles; (2) to pay subscription monies according to the number of shares subscribed and the method of subscription; (3) not to withdraw their capital contributions, except under circumstances provided for by laws or regulations; (4) not to abuse their shareholder rights to prejudice 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 prejudice the interests of the Company's creditors; (5) other obligations imposed by relevant regulatory rules and these Articles.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 40 If any person obtains shares in the Company by virtue of the death or bankruptcy of another person, he may, in accordance with the relevant PRC laws and regulations, produce evidence and apply to the Company to register himself or any other specified person as the shareholder of the Company, and the Company shall be entitled to accept or reject that application in accordance with these Articles. That person shall be entitled, upon registration as shareholder in accordance with this Article, to such dividends to which he would have been entitled at the time he should have become a shareholder. If the Company refuses to register any person as a shareholder in accordance with these Articles, it shall give written notice to that person, stating the reasons therefore, within 2 months of that person's application to be registered.~~	*Deleted*
Newly added	**Article 47** Where a shareholder of the Company causes loss to the Company or to other shareholders through the abuse of their shareholder rights, they shall be liable for compensation in accordance with the law. Where a shareholder of the Company, through the abuse of the independent legal person status of the Company and the limited liability of shareholders, evades debts and seriously prejudices the interests of the Company's creditors, they shall bear joint and several liability for the debts of the Company.
~~Chapter 8 Register of Shareholders~~	*Deleted title*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 41 The Company shall keep a register of shareholders and enter therein the following matters:~~ ~~(1) the name, address (or residence), occupation and nature of each shareholder~~ ~~(2) the class and number of shares held by each shareholder;~~ ~~(3) the amount paid or payable on the shares held by each shareholder~~ ~~(4) the serial number of the shares held by each shareholder;~~ ~~(5) the date of registration as a shareholder;~~ ~~(6) the date of ceasing to be a shareholder.~~ ~~The register of shareholders is sufficient evidence to prove that shareholders hold the shares of the Company, unless there is evidence to the contrary.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 42 The Company shall have a complete register of shareholders which shall comprise of the following parts:~~ ~~(1) a part maintained at the Company's legal address, which shall be the register of all shareholders other than those registered in accordance with paragraphs (2) and (3) of this Article;~~ ~~(2) the register of holders of overseas listed foreign shares listed in Hong Kong, the original of which shall be kept in Hong Kong and maintained by an agent in Hong Kong; and~~ ~~(3) such parts in such other places as the board of directors may deem necessary for listing purposes.~~ ~~The Company may, in accordance with the understanding or agreements reached between the securities supervisory authorities of the State Council and overseas securities supervisory authorities, place the register of holders of overseas listed foreign shares overseas, and appoint an overseas agent to maintain that register. Duplicates shall be made of the register of shareholders maintained pursuant to paragraphs (2) and (3) of this Article and shall be maintained at the Company's legal address. The appointed overseas agent shall warrant at all times that the original register of holders of overseas listed foreign shares is consistent with the duplicate. In the case of inconsistencies between the original and duplicate register of holders of overseas listed foreign shares, the original register shall prevail.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 43 Different parts of the register of shareholders shall not overlap. No transfer of shares registered in one part of the register of the register of shareholders shall, during the continuance of the registration of those shares, be registered in any other parts of the register of shareholders.~~	*Deleted*
~~Article 44 The alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is kept. Any person who objects to the register of shareholders and seeks to register his name on the register of shareholders or to delete his name from the register of shareholders may apply to a court of competent jurisdiction to rectify the register of shareholders.~~	*Deleted*
~~Article 45 Where PRC laws and regulations, the Rules Governing the Listing of Securities on the Exchange, the relevant provisions of the securities regulatory authorities of the place where the shares of the Company are listed stipulate the period of closure of the register of shareholders prior to the holding of a shareholders general meeting or the record date for the determination of dividend distribution by the Company, such provisions shall prevail.~~ ~~When the Company convenes a shareholders general meeting, distributes dividend, liquidate or carries out other activities which require the confirmation of shareholding, the board of directors shall fix a day to be the record date for the purpose of determining shareholdings, and a shareholder whose name is in the register of shareholders at the end of the record date shall be a shareholder of the Company.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Chapter 9~~Section 2 ~~Obligations of c~~Controlling shareholders ~~towards other shareholders~~ and de facto controller	**Section 2 Controlling shareholders and de facto controller**
Newly added	**Article 48** The controlling shareholder(s) and de facto controller(s) of the Company shall exercise their rights and perform their obligations in accordance with the provisions of laws, administrative regulations, and securities regulatory authorities, and shall safeguard the interests of the Company.
Newly added	**Article 49** The controlling shareholder(s) and de facto controller(s) of the Company shall not use their affiliate relationships to damage the interests of the Company. If the controlling shareholder(s) or de facto controller(s) of the Company instruct the directors or officers to engage in conduct that harms the interests of the Company or the shareholders, they shall bear joint and several liability with such directors or officers.
Newly added	**Article 50** When pledging the shares of the Company that they hold or are actually controlled by them, the controlling shareholder(s) and de facto controller(s) shall maintain the stability of the Company's control and its production and operation.
Newly added	**Article 51** When transferring the shares of the Company held by them, the controlling shareholder(s) and de facto controller(s) shall comply with the restrictive provisions on share transfers as stipulated by laws, administrative regulations, and securities regulatory authorities, as well as any commitments they have made regarding restrictions on share transfers.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 46 Apart from the obligations imposed by law or administrative regulations or required by the listing rules of the stock exchange(s) on which the shares of the Company are listed, a controlling shareholder when exercising his rights as a shareholder shall not by the virtue of the exercise his voting rights cause a decision to be made in a manner prejudicial to the interests of all or part of the shareholders in connection with the following issues:~~ ~~(1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company;~~ ~~(2) to approve the taking by a director or supervisor (for his own benefit or for the benefit of another person) in any manner of the Company's assets including(but not limited to) any opportunities beneficial to the Company; or~~ ~~(3) to approve the taking by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) rights to distributions and voting rights, but not including proposals for the restructuring of the restructuring of the Company submitted to and approved by the shareholders in accordance with these Articles.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 47 A controlling shareholder referred in the preceding Articles means a person who satisfies any one of the following conditions:~~ ~~(1) he alone or acting in concert with others has the power to elect more than half of the number of directors;~~ ~~(2) he alone or acting in concert with others has the power to exercise or to control the exercise of 30 per cent. or more of the voting rights in the Company;~~ ~~(3) he alone or acting in concert with others holds 30 per cent. or more of the issued shares of the Company; or~~ ~~(4) he alone or acting in concert with others in any other manner controls the Company in fact.~~	*Deleted*
~~Chapter 10~~ **Section 3 General provisions of S~~s~~hareholders' ~~general~~ meetings**	**Section 3 General provisions of shareholders' meetings**

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 48 **The shareholders' meeting of the Company shall be composed of all shareholders.** The shareholders ~~general~~ meeting is the institution of power in the Company and its **following** power shall be exercised in accordance with the law.:	**Article 52** The shareholders' meeting of the Company shall be composed of all shareholders. The shareholders general meeting is the institution of power in the Company and its following power shall be exercised in accordance with the law:
Article 49 ~~The shareholders general meeting shall exercise the following powers:~~ ~~(1) to determine the operational policy and investment plan of the Company;~~ ~~(2)~~**(1)** to appoint, replace directors and fix their remuneration; ~~(3) to appoint, replace supervisor who are the representatives of the shareholders and to fix their remuneration;~~ ~~(4)~~**(2)** to examine and approve any report submitted by the board of directors; ~~(5) to examine and approve any report submitted by the Supervisory Committee;~~ ~~(6) to examine and approve the annual financial budget and report of the Company;~~ ~~(7)~~**(3)** to examine and approve the profit distribution proposal and the recovery of loss proposal of the Company; ~~(8)~~**(4)** to decide by resolution to increase or reduce the registered capital of the Company**, to decide by resolution on the issuance of any class of shares, warrants, bonds convertible into shares of the Company, and other similar securities**;	(1) to appoint, replace directors and fix their remuneration; (2) to examine and approve any report submitted by the board of directors; (3) to examine and approve the profit distribution proposal and the recovery of loss proposal of the Company; (4) to decide by resolution to increase or reduce the registered capital of the Company, to decide by resolution on the issuance of any class of shares, warrants, bonds convertible into shares of the Company, and other similar securities; (5) to decide by resolution on the issuance of corporate bonds; (6) to decide by resolution on the merger, division, dissolution, liquidation, or change of the corporate form, except where otherwise provided that the matter does not require consideration by the shareholders' meeting; (7) to amend these Articles;

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~~(9) to decide by resolution matters including the merger, demerger, termination and liquidation of the Company;~~	(8) to decide by resolutions on the engagement or dismissal of the accounting firm responsible for auditing the Company;
~~(10)~~**(5)** to decide by resolution **on the issuance of corporate** ~~that Company issues~~ bonds;	(9) to consider and approve guarantee matters as provided in Article 53 of these Articles of Association;
(6) to decide by resolution on the merger, division, dissolution, liquidation, or change of the corporate form, except where otherwise provided that the matter does not require consideration by the shareholders' meeting;	(10) to consider and approve any matter involving the amount of the Company's purchase or sale of significant assets, or provision of guarantees to others, within one year, that exceeds 30% of the Company's latest audited total assets;
~~(11) to decide by resolution to appoint, dismiss or not re-appoint a firm of accountants;~~	(11) to consider equity incentive plans and employee stock ownership plans;
~~(12)~~**(7)** to amend these Articles;	(12) to consider other matters as stipulated by relevant regulatory rules or these Articles of Association to be decided by the shareholders' meeting.
(8) to decide by resolutions on the engagement or dismissal of the accounting firm responsible for auditing the Company;	
(9) to consider and approve guarantee matters as provided in Article 53 of these Articles of Association;	
(10) to consider and approve any matter involving the amount of the Company's purchase or sale of significant assets, or provision of guarantees to others, within one year, that exceeds 30% of the Company's latest audited total assets;	
(11) to consider equity incentive plans and employee stock ownership plans;	

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(12) to consider other matters as stipulated by relevant regulatory rules or these Articles of Association to be decided by the shareholders' meeting. ~~(13) to consider any resolution proposed by shareholders representing 3% or more of the shares bearing voting rights of the Company;~~ ~~(14) any other matters required by law, administrative regulations and these Articles are to be dealt with in shareholders general meeting.~~	
Newly added	**Article 53** Where the Company provides a guarantee to a shareholder or de facto controller of the Company, such guarantee shall be considered and approved by the shareholders' meeting. Where applicable regulatory rules stipulate that other acts of providing guarantees by the Company must be considered and approved by the shareholders' meeting, such provisions shall prevail.

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Article 51 Shareholders' ~~general~~ meetings are divided into annual **shareholders'** ~~general~~ meetings and extraordinary **shareholders'** ~~general~~ meetings. ~~Shareholders general meetings shall be convened and the date and time of the meetings shall be decided by the board of directors.~~ Annual **shareholders'** ~~general~~ meetings shall be held once every year and shall be held within six months after **the previous** ~~each~~ financial year end. Under any of the following circumstances, the ~~board of directors~~ **Company** shall convene an extraordinary **shareholders'** ~~general~~ meeting within two months from the date **of the occurrence of such circumstance** ~~thereof~~: (1) when the number of directors is less than the number prescribed by the Company Law or two thirds of the number prescribed in these Articles; (2) when accumulated losses of the Company amount to one third of the total amount of its share capital; (3) upon the **request** ~~requisition in writing~~ of holders of **more than** 10 per cent or more **voting** shares of the Company **(excluding the Company's treasury shares), individually or in aggregate**; (4) when deemed necessary by the board of directors; (5) when **the audit committee** ~~supervisory committee~~ proposes to convene a shareholders' meeting.; **(6) other circumstances as stipulated by applicable regulatory rules and these Articles of Association.**	**Article 54** Shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be held once every year and shall be held within six months after the previous financial year end. **Article 55** Under any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of such circumstance: (1) when the number of directors is less than the number prescribed by the Company Law or two thirds of the number prescribed in these Articles; (2) when accumulated losses of the Company amount to one third of the total amount of its share capital; (3) upon the request of holders of more than 10 per cent voting shares of the Company (excluding the Company's treasury shares), individually or in aggregate; (4) when deemed necessary by the board of directors; (5) when the audit committee proposes to convene a shareholders' meeting; (6) other circumstances as stipulated by applicable regulatory rules and these Articles of Association.

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Newly added	**Article 56** The place for convening a shareholders' meeting of the Company shall be: the domicile of the Company or such other place as specified by the board of directors in the notice convening the shareholders' meeting. If permitted by applicable regulatory rules and conditions permit, the shareholders' meeting may be convened not only by physical meeting but also by electronic means, or by a combination of both. The Company may also provide online voting facilities for the convenience of shareholders.
Newly added section	**Section 4 Convening of shareholders' meeting**
Newly added	**Article 57** The board of directors shall convene shareholders' meetings on time within the prescribed time limit. Independent directors shall have the right to propose to the board of directors the convening of an extraordinary shareholders' meeting, subject to the consent of a majority of all independent directors. Upon receiving a proposal from an independent director requesting the convening of an extraordinary shareholders' meeting, the board of directors shall, in accordance with laws, administrative regulations, and these Articles of Association, provide a written response indicating whether it agrees to convene the extraordinary shareholders' meeting within ten days from the date of receipt of such proposal. If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days from the date of adopting the resolution.

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Newly added	**Article 58** The audit committee shall, when proposing to the board of directors the convening of an extraordinary shareholders' meeting, make such proposal in writing to the board of directors. The board of directors shall, in accordance with laws, administrative regulations, and these Articles of Association, provide a written response indicating whether it agrees to convene the extraordinary shareholders' meeting within ten days from the date of receipt of such proposal. If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days from the date of adopting the board resolution. Any change to the original proposal in the notice shall obtain the consent of the audit committee. If the board of directors does not agree to convene the extraordinary shareholders' meeting, or fails to provide a response within ten days from the date of receipt of the proposal, it shall be deemed that the board of directors is unable or fails to perform its duty to convene the shareholders' meeting, and the audit committee may convene and preside over such meeting on its own.

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Article 70 ~~When shareholders requisition an extraordinary general meeting or a class meeting, the following procedure shall be observed:~~ (1) ~~Two or more of the s~~**S**hareholders **holding, individually or in aggregate,** ~~which together hold~~ more than 10% ~~or more~~ of the shares carrying voting rights of **the Company (excluding the treasury shares of the Company)** ~~at the proposed meeting~~ **who request the board of directors to convene an extraordinary shareholders' meeting shall make such request in writing to the board of directors** ~~may sign a written requisition in one or more counterparts in the same form and content, requiring the board of directors to convene an extraordinary general meeting or a class meeting and stating the agenda of the meeting.~~ The board of directors shall**, in accordance with laws, administrative regulations, and these Articles of Association, provide a written response indicating whether it agrees to convene the extraordinary shareholders' meeting within ten days** ~~as soon as possible~~ after receipt of the **request** ~~aforesaid written requisition convene an extraordinary general meeting or class meeting~~. **If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days from the date of adopting the board resolution. Any change to the original request in the notice shall obtain the consent of the relevant shareholders.**	**Article 59** Shareholders holding, individually or in aggregate, more than 10% of the shares carrying voting rights of the Company (excluding the treasury shares of the Company) who request the board of directors to convene an extraordinary shareholders' meeting shall make such request in writing to the board of directors. The board of directors shall, in accordance with laws, administrative regulations, and these Articles of Association, provide a written response indicating whether it agrees to convene the extraordinary shareholders' meeting within ten days after receipt of the request. If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days from the date of adopting the board resolution. Any change to the original request in the notice shall obtain the consent of the relevant shareholders. If the board of directors does not agree to convene the extraordinary shareholders' meeting, or fails to provide a response within ten days from the date of receipt of the request, shareholders holding, individually or in aggregate, more than ten percent of the voting shares of the Company (excluding the treasury shares of the Company) may propose the convening of an extraordinary shareholders' meeting to the audit committee by making a written request to the audit committee.

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~~(2) If the board of directors fail to give notice convening a meeting within 30 days of its receipt of the aforesaid written requisition, the requisitioning shareholders may on their own convene a meeting within 4 months of the receipt of such request by the board of directors. The procedures convening the meeting shall be as similar as possible to that of a shareholders general meeting convened by the Board.~~ ~~All reasonable expenses incurred in relation to a meeting convened by the shareholders themselves by reason of the failure of the board of directors to convene a meeting pursuant to the request referred to above shall be borne by the Company and shall be deducted directly from the monies payable by the Company to those directors who have breached their duties.~~ **If the board of directors does not agree to convene the extraordinary shareholders' meeting, or fails to provide a response within ten days from the date of receipt of the request, shareholders holding, individually or in aggregate, more than ten percent of the voting shares of the Company (excluding the treasury shares of the Company) may propose the convening of an extraordinary shareholders' meeting to the audit committee by making a written request to the audit committee.**	If the audit committee agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days from the date of receipt of the request. Any change to the original request in the notice shall obtain the consent of the relevant shareholders. If the audit committee fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee does not convene and preside over the shareholders' meeting, and shareholders holding, individually or in aggregate, more than ten percent of the voting shares of the Company (excluding the treasury shares of the Company) for a consecutive period of more than 90 days may convene and preside over such meeting on their own.

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If the audit committee agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of convening the shareholders' meeting within five days from the date of receipt of the request. Any change to the original request in the notice shall obtain the consent of the relevant shareholders. **If the audit committee fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee does not convene and preside over the shareholders' meeting, and shareholders holding, individually or in aggregate, more than ten percent of the voting shares of the Company (excluding the treasury shares of the Company) for a consecutive period of more than 90 days may convene and preside over such meeting on their own.**	
Newly added	**Article 60** Where the audit committee or a shareholder decides to convene a shareholders' meeting on its/his/her own, it/he/she shall notify the board of directors in writing. Until the announcement of the resolutions of the shareholders' meeting, the proportion of voting shares (excluding the treasury shares of the Company) held by the convening shareholder(s) shall not fall below ten percent.

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Newly added	**Article 61** The board of directors and the Company Secretary shall cooperate with respect to any shareholders' meeting convened by the audit committee or a shareholder on its/his/her own.
Newly added	**Article 62** The expenses necessary for convening a shareholders' meeting on its/his/her own by the audit committee or a shareholder in accordance with the provisions of these Articles of Association shall be borne by the Company.
Newly added section	**Section 5 Proposals and notices for shareholders' meetings**
Newly added	**Article 63** The subject matter of a proposal shall fall within the scope of functions and powers of the shareholders' meeting, have a clear topic and specific matters for resolution, and comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 69 When the Company convenes a shareholders~~' general~~ meeting, **the board of directors, the audit committee and** shareholders holding**, individually or in aggregate, more than 1**~~3%~~ ~~or more~~ of the total shares ~~carrying the right to vote~~ of the Company are entitled to propose to the **Company** ~~convener of the shareholders general meeting in writing new matters to be considered 10 days prior to the convening of the shareholders general meeting. Those matters contained in the proposal which are within the scope of the duties of the shareholders general meeting must be included in the agenda of that meeting. The convener of the shareholders general meeting shall, within two days upon receipt of such proposals, issue a supplemental notice for the shareholders general meeting. The content of such proposals shall fall within the scope of the duties of the shareholders general meeting, and has a clear topic for discussion and specific issues for resolution~~.	**Article 64** When the Company convenes a shareholders' meeting, the board of directors, the audit committee and shareholders holding, individually or in aggregate, more than 1% of the total shares of the Company are entitled to propose to the Company. Shareholders holding, individually or in aggregate, one percent or more of the shares of the Company may, ten days prior to the date of a shareholders' meeting, propose an interim proposal and submit it in writing to the convenor. The convenor shall, within two days from the date of receipt of such proposal, issue a supplementary notice of the shareholders' meeting and submit such interim proposal to the shareholders' meeting for consideration, unless such interim proposal violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of these Articles of Association, or falls outside the scope of functions and powers of the shareholders' meeting. Where the securities regulatory rules of the place where the Company's shares are listed provide for stricter requirements, such stricter requirements shall prevail.

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Shareholders holding, individually or in aggregate, one percent or more of the shares of the Company may, ten days prior to the date of a shareholders' meeting, propose an interim proposal and submit it in writing to the convenor. The convenor shall, within two days from the date of receipt of such proposal, issue a supplementary notice of the shareholders' meeting and submit such interim proposal to the shareholders' meeting for consideration, unless such interim proposal violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of these Articles of Association, or falls outside the scope of functions and powers of the shareholders' meeting. Where the securities regulatory rules of the place where the Company's shares are listed provide for stricter requirements, such stricter requirements shall prevail. **Except as provided in the preceding paragraph, the convenor shall not modify the proposals already specified in the notice of the shareholders' meeting or add new proposals after the issuance of such notice.** **No proposal not specified in the notice of the shareholders' meeting or not conforming to the provisions of these Articles of Association shall be voted upon or resolved at the shareholders' meeting.**	Except as provided in the preceding paragraph, the convenor shall not modify the proposals already specified in the notice of the shareholders' meeting or add new proposals after the issuance of such notice. No proposal not specified in the notice of the shareholders' meeting or not conforming to the provisions of these Articles of Association shall be voted upon or resolved at the shareholders' meeting.

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Amendments to original articles	**Articles after amendments**
Article 52 ~~When the Company convenes~~ **The convener shall dispatch the notice of** an annual **shareholders'** ~~general~~ meeting~~, it shall give written notice~~ at least 20 ~~clear business~~ days prior to the date of the meeting~~; when the Company convenes~~ **and the notice of** an extraordinary **shareholders'** ~~general~~ meeting~~, it shall give written notice~~ at least ~~10 clear business days or~~ 15 days ~~(whichever is the longer period)~~ prior to the date of the meeting**. When calculating such notice periods, the day on which the meeting is held shall be excluded.**~~, and shall inform all the registered shareholders of the matters proposed to be considered at the meeting and the date and venue of the meeting.~~ ~~"Business day" means any day on which the Hong Kong Stock Exchange is open for the business of dealing in securities.~~	**Article 65** The convener shall dispatch the notice of an annual shareholders' meeting at least 20 days prior to the date of the meeting; and the notice of an extraordinary shareholders' meeting at least 15 days prior to the date of the meeting. When calculating such notice periods, the day on which the meeting is held shall be excluded.

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Amendments to original articles	**Articles after amendments**
Article 53 A notice of a **shareholders'** meeting ~~of shareholders~~ shall **include the following contents**:	**Article 66** A notice of a shareholders' meeting shall include the following contents:
~~(1) be given in writing;~~	(1) the time, place, and the period of the meeting;
~~(2)~~**(1)** ~~specify~~ the **time,** place, ~~the date~~ and the **period** ~~time~~ of the meeting;	(2) the matters and proposals to be submitted to the meeting for consideration;
~~(3) state the matters to be discussed at the meeting;~~	(3) contain conspicuously a statement: all holders of ordinary shares are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote at the meeting and such proxy need not also be a shareholder of the Company;
(2) the matters and proposals to be submitted to the meeting for consideration;	(4) the record date for determining shareholders entitled to attend the shareholders' meeting;
~~(4) provide to the shareholders such information and explanation as are necessary for the shareholders to exercise an informed decision on the matters proposed to be discussed. This principle includes (but is not limited to) when the Company proposes to amalgamate with another, repurchase shares, reorganize its share capital, or restructure in any other way, the details of the terms of and the contract (if any) for the proposed transaction shall be provided and the reason for and the effect of such proposal must be properly explained;~~	(5) the name and telephone number of the standing contact person for the meeting;
~~(5) if any director, supervisor, manager or officer has a material interest in the matter to be discussed, disclose the nature and extent of his interests; if the effect of the matters to be discussed on such director, supervisor, manager or officer in his capacity as a shareholders is different from the effect on the other shareholders of the same class then such different from the effect on the other shareholders of the same class then such differences should be specified;~~	(6) the voting time and procedures for online voting or voting by other means.

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~~(6) contain the text of any special resolution to be proposed at the meeting;~~ ~~(7)~~**(3)** contain conspicuously a statement**: all holders of ordinary shares are** ~~that a shareholders~~ entitled to attend **the shareholders' meeting** and **may** ~~vote is entitled~~ to appoint ~~one or more proxies~~ **a proxy in writing** to attend and vote **at the meeting** ~~instead of him~~ and that **a such** proxy need not also be a shareholder **of the Company**; ~~(8) specify the time and place for lodging the written replies and proxy forms.~~ **(4) the record date for determining shareholders entitled to attend the shareholders' meeting;** **(5) the name and telephone number of the standing contact person for the meeting;** **(6) the voting time and procedures for online voting or voting by other means.**	

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Amendments to original articles	**Articles after amendments**
~~Article 54 In respect of holders of overseas listed foreign shares listed in Hong Kong, notices of shareholders general meetings shall be served on all shareholders (whether or not entitled to vote thereat) by personal delivery or prepaid mail, and the address of the recipient shall be the address on the register of shareholders.~~ ~~In respect of holders of domestic shares, notices of shareholders general meetings may be given in accordance with the foregoing provision or by way of public announcement. If the public announcement method is used, it shall be published in accordance with the notification period requirements with respect to the holding of shareholders general meetings as stipulated in Article 52 of these Articles in one or more publications specified by PRC State securities regulatory authority. Once the notice is published, all holders of domestic shares shall be deemed to have received notice of the relevant shareholders general meeting.~~	*Deleted*
Newly added	**Article 67** If the shareholders' meeting is to discuss the election of directors, the notice of the shareholders' meeting shall fully disclose the information of the candidates for directors as required by the securities regulatory rules of the place where the Company's shares are listed.

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Amendments to original articles	**Articles after amendments**
Newly added	**Article 68** After the dispatch of the notice of shareholders' meeting, such meeting shall not be adjourned or cancelled without justifiable reasons, and the proposals set out in the notice of the shareholders' meeting shall not be withdrawn. In the event of any such adjournment or cancellation, the convener shall announce it in accordance with the securities regulatory rules of the place where the Company's shares are listed and state the reasons.
Newly added section	**Section 6 Convening of shareholders' meeting**
Newly added	**Article 69** The board of directors and other conveners of the Company shall take necessary measures to ensure the orderly conduct of the shareholders' meeting. Any conduct that disrupts the shareholders' meeting, creates disturbances, or infringes upon the lawful rights and interests of shareholders shall be stopped by taking measures, and the relevant authorities shall be promptly notified for investigation and handling.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 56 **All holders of ordinary shares registered on the record date, or their proxies, have the right to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association.** Any shareholder entitled to attend and vote at a shareholders**'** ~~general~~ meeting **may attend the meeting in person or may appoint a proxy (who need not be a shareholder) to attend and vote on his/her behalf. In the case of a legal person shareholder, if such legal person shareholder has appointed a proxy to attend any shareholders' meeting, it shall be deemed to be present in person.** ~~shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote instead of him, and that proxy shall exercise the following rights in accordance with the authorisation of the shareholder.~~ ~~(1) the same right as the shareholder to speak at a shareholders general meeting;~~ ~~(2) the right to demand a poll on his own or together with others; and~~ ~~(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxies may only vote on a poll.~~ **HKSCC Nominees Limited shall be entitled to appoint proxies or corporate representatives to attend shareholders' meetings, and such proxies or corporate representatives shall enjoy the same statutory rights as other shareholders, including the right to speak and vote at the shareholders' meeting.**	**Article 70** All holders of ordinary shares registered on the record date, or their proxies, have the right to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association. Any shareholder entitled to attend and vote at a shareholders' meeting may attend the meeting in person or may appoint a proxy (who need not be a shareholder) to attend and vote on his/her behalf. In the case of a legal person shareholder, if such legal person shareholder has appointed a proxy to attend any shareholders' meeting, it shall be deemed to be present in person. HKSCC Nominees Limited shall be entitled to appoint proxies or corporate representatives to attend shareholders' meetings, and such proxies or corporate representatives shall enjoy the same statutory rights as other shareholders, including the right to speak and vote at the shareholders' meeting.

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Amendments to original articles	**Articles after amendments**
Newly added	**Article 71** If an individual shareholder attends the meeting in person, he/she shall produce his/her identity card or other valid certificate or document that can prove his/her identity; if a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identity document and the shareholder's proxy form. A legal person shareholder should be represented at the meeting by its legal representative or a proxy appointed by such legal person shareholder or its legal representative (or authorized person). If the legal representative attends the meeting, he/she shall produce his/her identity card and valid proof of his/her status as legal representative; if a proxy attends the meeting, the proxy shall produce his/her own identity card and a written proxy form duly issued in accordance with the law. Attendance at the meeting by other non-individual shareholders shall refer to the provisions for legal person shareholders.

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Amendments to original articles	**Articles after amendments**
Newly added	**Article 72** A proxy form issued by a shareholder appointing a proxy to attend a shareholders' meeting shall specify the following: (1) the name of the principal, the class and number of shares held by the principal in the Company; (2) the name of the proxy; (3) specific instructions from the shareholder, including instructions to vote for or against each item considered on the agenda of the shareholders' meeting; (4) the date of issue and term of validity of the proxy form; (5) the signature (or seal) of the principal.
~~Article 57 A shareholder shall appoint his proxy by an instrument in writing, signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be under a legal person's chop or signed by its director or an attorney duly authorised in writing.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 58 The ~~instrument appointing the~~ proxy **form** shall be deposited at the legal address of the Company or such other place prescribed in the notice convening the meeting 24 hours prior to the holding of the relevant meeting or 24 hours prior to the time at which the poll is to be conducted**, or provided to the Company by other means (such as electronic means) permitted by relevant regulatory rules**. If the ~~instrument appointing the~~ proxy **form** is signed by a person authorised by the appointor, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority **and proxy form** shall be deposited ~~together with the instrument appointing the proxy~~ at the legal address of the Company or such other place prescribed in the notice convening the meeting, **or provided to the Company by other means (such as electronic means) permitted by relevant regulatory rules.** ~~If a proxy is a legal person, its legal representative or such person authorized by resolution of its directors or other governing body to act its representative may attend at the general meeting.~~	**Article 73** The proxy form shall be deposited at the legal address of the Company or such other place prescribed in the notice convening the meeting 24 hours prior to the holding of the relevant meeting or 24 hours prior to the time at which the poll is to be conducted, or provided to the Company by other means (such as electronic means) permitted by relevant regulatory rules. If the proxy form is signed by a person authorised by the appointor, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority and proxy form shall be deposited at the legal address of the Company or such other place prescribed in the notice convening the meeting, or provided to the Company by other means (such as electronic means) permitted by relevant regulatory rules.
~~Article 59 Any form issued to shareholders by the board of directors to be used for appointing proxies shall enable the shareholder to freely choose to instruct the proxy to vote in favour of or against each resolution of the meeting. Such a form shall contain a statement that in default of instructions the proxy may vote as he thinks fit.~~	*Deleted*

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~~Article 60 If, prior to vote being given, the appointor has died or has lost capacity or has revoked the appointment or has revoked the authority under which the proxy was given or the relevant shares were transferred, provided that no notice in writing of those matters shall have been received by the Company prior to the commencement of the relevant meeting, the vote of the proxy in accordance with the instrument of appointment shall remain effective.~~	*Deleted*
Newly added	**Article 74** The Company shall be responsible for preparing the attendance register for persons attending the meeting. The attendance register shall contain information such as the names (or entity names) of the persons attending the meeting, their identity card numbers, the number of shares with voting rights held or represented, and the names (or entity names) of the persons represented.
Newly added	**Article 75** The convener shall, based on the shareholder register provided by the securities registration and settlement institution, verify the legality of the shareholders' qualifications, and register the names of the shareholders and the number of shares with voting rights held by them. The registration for the meeting shall terminate before the meeting presider announces the number of shareholders and proxies present on-site and the total number of shares with voting rights they represent. If the securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the above matters, those provisions shall prevail.
Newly added	**Article 76** If the shareholders' meeting requires directors or officers to attend the meeting, such directors or officers shall attend the meeting and answer questions from shareholders.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 71 Shareholders' general meetings shall be ~~convened in accordance with these Articles and~~ presided over by the chairman of the board of directors. If the chairman is unable **or fails to perform his/her duties** ~~to attend the meeting for any reason~~, the vice-chairman of the board of directors shall **preside over** ~~convene~~ the meeting ~~and take the chair of the meeting~~ **(if the Company has two or more vice chairmen, the vice chairman jointly nominated by a majority of the directors shall preside over). If the vice chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly nominated by a majority of the directors.** ~~If both the chairman and the vice-chairman are both unable to attend the meeting, the board of directors may designate a director to convene the meeting and act as the chairman of the meeting. If no chairman of the meeting was so designated, the shareholders present at the meeting may elect a person to act as chairman, and if for any reason, the shareholders are unable to appoint a chairman of the meeting, the shareholder or his proxy present at the meeting holding the largest number of shares carrying the right to vote shall be the chairman of the meeting.~~ ~~The chairman of the meeting shall be responsible for deciding whether or not a resolution of the shareholders' meeting is passed. His decision shall be final and shall be declared at the meeting and recorded in the minutes of the meeting.~~	**Article 77** Shareholders' meetings shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, the vice-chairman of the board of directors shall preside over the meeting (if the Company has two or more vice chairmen, the vice chairman jointly nominated by a majority of the directors shall preside over). If the vice chairman is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly nominated by a majority of the directors. If a shareholders' meeting is convened by the audit committee on its own initiative, it shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the audit committee jointly nominated by a majority of the members of the audit committee. If a shareholders' meeting is convened by shareholders on their own initiative, it shall be presided over by the convener or a representative nominated by the convener. During a shareholders' meeting, if the presider violates the rules of procedure, causing the meeting to be unable to proceed normally, the shareholders' meeting may nominate one person to act as the presider to continue the meeting, subject to the consent of shareholders holding a majority of the voting rights present at the meeting.

Articles of Association	
Amendments to original articles	**Articles after amendments**
If a shareholders' meeting is convened by the audit committee on its own initiative, it shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the audit committee jointly nominated by a majority of the members of the audit committee. **If a shareholders' meeting is convened by shareholders on their own initiative, it shall be presided over by the convener or a representative nominated by the convener.** **During a shareholders' meeting, if the presider violates the rules of procedure, causing the meeting to be unable to proceed normally, the shareholders' meeting may nominate one person to act as the presider to continue the meeting, subject to the consent of shareholders holding a majority of the voting rights present at the meeting.**	
Newly added	**Article 78** At the annual shareholders' meeting, the board of directors shall report on its work over the past year to the shareholders' meeting.
Newly added	**Article 79** Directors and officers shall provide explanations and clarifications regarding enquiries and suggestions from shareholders at the shareholders' meeting.
Newly added	**Article 80** The presider shall, before the commencement of voting, announce the number of shareholders and proxies present on-site and the total number of shares with voting rights they represent, which shall be determined as recorded in the attendance register.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 81** Minutes of the shareholders' meeting shall be kept by the Company Secretary. The minutes shall record the following: (1) the time, place, agenda and name(s) of the convener(s) of the meeting; (2) the names of the presider and the directors and officers attending the meeting; (3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights they represent and its proportion to the total number of shares of the Company; (4) the proceedings, main points of discussion and voting results for each proposal; (5) the enquiries or suggestions raised by shareholders and the corresponding responses or explanations; (6) the names of the tellers and scrutineers; (7) other matters required by these Articles of Association to be recorded in the minutes.
Newly added	**Article 82** The convener shall ensure that the minutes are true, accurate and complete. Directors, the Company Secretary, the convener or its representative, and the presider present at the meeting shall sign the minutes. The minutes shall be kept together with the signed attendance register of shareholders present on-site, proxy forms, and valid records of voting by online or other means, for a period of no less than ten years.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 74 Shareholders may, during business hours of the Company inspect without charge copies of the minutes of shareholders' meetings. If any shareholder requests from the Company a copy of the relevant minutes, the Company shall send a copy to him by post within 7 days after having received reasonable charges.~~	*Deleted*
Newly added	**Article 83** The convener shall ensure the shareholders' meeting is held continuously until final resolutions are adopted. If the shareholders' meeting is suspended or cannot adopt resolutions due to special circumstances such as force majeure, the convener shall take necessary measures to resume the shareholders' meeting as soon as possible or directly terminate the current shareholders' meeting.
Newly added section	**Section 7 Voting and resolutions of the shareholders' meeting**
Article 61 Resolutions of shareholders'~~ general~~ meetings shall be divided into ordinary resolutions and special resolutions. To pass an ordinary resolution at a shareholders'~~ general~~ meeting, **a majority** ~~more than one half~~ of the votes held by the shareholders (including proxies) present at the meeting must be exercised in favour of that resolution. To pass a special resolution at a shareholders'~~ general~~ meeting, more than two thirds of the votes held by the shareholders (including proxies) present at the shareholders'~~ general~~ meeting must be exercised in favour of that resolution.	**Article 84** Resolutions of shareholders' meetings shall be divided into ordinary resolutions and special resolutions. To pass an ordinary resolution at a shareholders' meeting, a majority of the votes held by the shareholders (including proxies) present at the meeting must be exercised in favour of that resolution. To pass a special resolution at a shareholders' meeting, more than two thirds of the votes held by the shareholders (including proxies) present at the shareholders' meeting must be exercised in favour of that resolution.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 67 The following matters shall be approved by ordinary resolution of a shareholders general meeting:~~	**Article 85** The following matters shall be approved by special resolution of a shareholders' meeting:
~~(1) work reports of the board of directors and the supervisory committee;~~	(1) the increase, reduction of registered capital;
~~(2) proposals formulated by the board of directors for distribution of profits and for making up losses;~~	(2) the demerger, merger, termination and liquidation of the Company;
~~(3) appointment and removal of the members of the board of directors and members of the supervisory committee, their remuneration (including but not limited to remuneration payable upon loss of office as director or completion of term appointment) and method of payment;~~	(3) amendments to these Articles;
~~(4) annual budget and results, balance sheet, profit and loss account and other financial reports of the Company;~~	(4) the purchase or sale of major assets or provision of guarantees to others by the Company within one year, where the amount involved exceeds 30 per cent of the Company's latest audited total assets;
~~(5) all matters required to be approved by a shareholders general meeting other than those required to be approved by way of special resolution under PRC laws, administrative regulations or these Articles.~~	(5) an equity incentive plan;
	(6) other matters which are required by laws, administrative regulations or these Articles of Association and considered by the shareholders' meeting by way of ordinary resolution to have potentially a material effect on the Company and should be approved by special resolution.
	Except for the matters set out above which shall be passed by a special resolution, all other matters to be passed by the shareholders' meeting shall be passed by an ordinary resolution.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 68 The following matters shall be approved by special resolution of a shareholders**'** ~~general~~ meeting: (1) the increase, reduction of **registered** capital ~~and the issue of any class of shares, warrants and other similar securities;~~ ~~(4) the issue of bonds of the Company;~~ ~~(3)~~**(2)** the demerger, merger, termination and liquidation of the Company; ~~(4)~~**(3)** amendments to these Articles; **(4) the purchase or sale of major assets or provision of guarantees to others by the Company within one year, where the amount involved exceeds 30 per cent of the Company's latest audited total assets;** **(5) an equity incentive plan;** ~~(5)~~**(6)** other matters which **are required by laws, administrative regulations or these Articles of Association and** ~~is~~ considered by the shareholders**'** ~~general~~ meeting by way of ordinary resolution to have potentially a material effect on the Company and should be approved by special resolution. **Except for the matters set out above which shall be passed by a special resolution, all other matters to be passed by the shareholders' meeting shall be passed by an ordinary resolution.**	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 62 When a shareholder (including his proxy) ~~votes at a shareholders general meeting, he shall~~ exercises his voting rights according to the number of shares carrying the right to vote held by him, each share shall have one vote. **The shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be counted in the total number of shares with voting rights present at the shareholders' meeting.**	**Article 86** When a shareholder (including his proxy) exercises his voting rights according to the number of shares carrying the right to vote held by him, each share shall have one vote. The shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be counted in the total number of shares with voting rights present at the shareholders' meeting.
~~Article 63 Unless the following persons, either before or after any vote by show of hands, demand a poll, resolutions passed at a shareholders general meeting shall be put to vote by a show of hands:~~ ~~(1) the chairman of the meeting; or~~ ~~(2) at least two shareholders with voting rights present in person or by proxy; or~~ ~~(3) one or a number of shareholders or their proxies who alone or together holds 10 per cent or more of the shares carrying the right to vote at that meeting.~~ ~~Unless a poll is demanded, a declaration by the chairman as to the manner in which a resolution has been passed based on the results of the show of hands and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution at that meeting.~~ ~~The demand for a poll may be withdrawn by the person who so demanded.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 64 ~~If the matter in respect of which a poll is demanded relates to the election of the chairman of the meeting or the adjournment of the meeting, the poll shall be taken forthwith. A poll demanded on any other matter shall be taken at such time as the chairman of the meeting decides, and the meeting may continue to proceed to discuss other matters, but the result of the poll shall be deemed to be the resolution of that meeting. The result of a poll shall be declared as soon as possible.~~ **Where a related transaction is to be considered at a shareholders' meeting, the related shareholder shall not vote on the resolution, and the number of shares with voting rights represented by such shareholder shall not be counted in the total number of valid votes cast.** ~~According to the Listing Rules of Hong Kong Stock Exchange,~~ **If the securities regulatory rules of the place where the Company's shares are listed require** any shareholder must waiver voting right as for some resolution~~\~~**,** or limit any shareholder may only vote in favor of (or against) a resolution matter~~.~~**, then in** ~~In~~ case of any violation of such requirement or restriction, the votes cast by the shareholder**s** (including its agent) shall be disregarded.	**Article 87** Where a related transaction is to be considered at a shareholders' meeting, the related shareholder shall not vote on the resolution, and the number of shares with voting rights represented by such shareholder shall not be counted in the total number of valid votes cast. If the securities regulatory rules of the place where the Company's shares are listed require any shareholder must waiver voting right as for some resolution, or limit any shareholder may only vote in favor of (or against) a resolution matter, then in case of any violation of such requirement or restriction, the votes cast by the shareholders (including its agent) shall be disregarded.
~~Article 65 On a poll taken at a meeting, a shareholder (including his proxy) entitled to two or more votes need not cast all his votes in the same way.~~	*Deleted*
~~Article 66 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to an additional vote.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 50 **Except when the Company is in a crisis or other special circumstances, the** ~~The~~ Company shall not, without the prior approval of shareholders **by way of special resolution**, enter into any contract with any person other than a director~~, supervisor, manager~~ or officer whereby the responsibility for the management of the whole or substantial part of the business of the Company is given to such person.	**Article 88** Except when the Company is in a crisis or other special circumstances, the Company shall not, without the approval of shareholders by way of special resolution, enter into any contract with any person other than a director or officer whereby the responsibility for the management of the whole or substantial part of the business of the Company is given to such person.
Newly added	**Article 89** The list of candidates for directors shall be submitted to the shareholders' meeting for voting in the form of proposals.
Newly added	**Article 90** The shareholders' meeting shall vote on all proposals item by item. Where there are different proposals on the same matter, voting shall be conducted in the order in which the proposals are submitted. Unless the shareholders' meeting is suspended or cannot adopt resolutions due to special circumstances such as force majeure, the shareholders' meeting shall not shelve or refrain from voting on any proposal.
Newly added	**Article 91** When considering a proposal, the shareholders' meeting shall not modify it. If a modification is made, it shall be regarded as a new proposal and shall not be voted on at the current shareholders' meeting.
Newly added	**Article 92** The same voting right may only choose one of the following voting methods (if available): on-site voting, online voting, or other methods. If the same voting right is cast more than once, the result of the first vote shall prevail, unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed.
Newly added	**Article 93** Voting at the shareholders' meeting shall be conducted by way of a poll.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 94** Shareholders present at the shareholders' meeting shall express one of the following opinions on the proposals submitted for voting: for or against. Voting ballots that are left blank, incorrectly filled, illegible, or not cast shall be deemed as the voter having abstained from voting, and the shares represented by such ballots shall not be counted in the total number of valid votes.
Article 72 If the **presider** ~~chairman~~ of the meeting has any doubt as to the results of a resolution put to the vote, he may **organize a recount of the votes cast** ~~take a poll~~. If the **presider** ~~chairman~~ of the meeting fails to take a poll, any shareholder who is present in person or by proxy and who objects to the results declared by the **presider** ~~chairman~~ of the meeting may demand a poll immediately after the declaration of voting results and the **presider** ~~chairman~~ of the meeting shall immediately **organize a recount of the votes cast** ~~take a poll~~.	**Article 95** If the presider of the meeting has any doubt as to the results of a resolution put to the vote, he may organize a recount of the votes cast. If the presider of the meeting fails to take a poll, any shareholder who is present in person or by proxy and who objects to the results declared by the presider of the meeting may demand a poll immediately after the declaration of voting results and the presider of the meeting shall immediately organize a recount of the votes cast.
~~Article 73 If a poll is carried out at a shareholders meeting, the result thereof shall be entered into the minute book of the meeting.~~ ~~The minutes of shareholders general meetings together with the attendance book signed by the shareholders present at the meeting and the instruments appointing the proxies present at the meeting shall be kept in safe custody at the registered address of the Company and shall not be destroyed for 10 years.~~	
Newly added	**Article 96** If the shareholders' meeting adopts a proposal regarding the election of directors, the newly elected directors shall take office upon the adoption of the resolution of the shareholders' meeting electing such directors or at the time specified in such resolution of the shareholders' meeting.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 97** If the shareholders' meeting adopts a proposal regarding the distribution of cash dividends, bonus shares, or capitalization of capital reserve, the Company shall implement the specific plan within six months after the conclusion of the shareholders' meeting.
~~Chapter 11~~ Chapter 6 Special voting procedures related to different class rights	**Chapter 6 Special voting procedures related to different class rights**
Article 75 A holder of different classes of shares is a different class shareholder. Different classes of shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulations and the provisions of these Articles.	**Article 98** A holder of different classes of shares is a different class shareholder. Different classes of shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulations and the provisions of these Articles.
Article 76 If the Company proposes to vary or abrogate the rights of the holders of any class of shares, the variation or abrogation must be approved by special resolution of a shareholders general meeting and by the affected class of shareholders at a separate meeting conducted in accordance with Articles **101**~~78~~ to **104**~~81~~ before it may proceed.	**Article 99** If the Company proposes to vary or abrogate the rights of the holders of any class of shares, the variation or abrogation must be approved by special resolution of a shareholders general meeting and by the affected class of shareholders at a separate meeting conducted in accordance with Articles 101 to 104 before it may proceed.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 77 The following circumstances shall be deemed to be a variation or abrogation of the rights of a class of shareholders:	**Article 100** The following circumstances shall be deemed to be a variation or abrogation of the rights of a class of shareholders:
(1) the increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of another class having voting or distribution rights or other privileges which are equal or superior to the shares of such class;	(1) the increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of another class having voting or distribution rights or other privileges which are equal or superior to the shares of such class;
(2) the exchange of all or part of the shares of such class for shares of another class or the exchange of all or part of the shares of another class for the shares of such class or to grant a right to such conversion;	(2) the exchange of all or part of the shares of such class for shares of another class or the exchange of all or part of the shares of another class for the shares of such class or to grant a right to such conversion;
(3) the removal or reduction of rights to accrued dividends or rights to cumulative dividends of such class of shares;	(3) the removal or reduction of rights to accrued dividends or rights to cumulative dividends of such class of shares;
(4) the reduction or removal of a preferential right to dividends or to assets distribution upon liquidation of the Company of such class of shares;	(4) the reduction or removal of a preferential right to dividends or to assets distribution upon liquidation of the Company of such class of shares;
(5) the addition, removal or reduction of conversion privileges, options, voting rights, transfer rights or pre-emptive rights or rights to acquire securities of the Company of such class of shares;	(5) the addition, removal or reduction of conversion privileges, options, voting rights, transfer rights or pre-emptive rights or rights to acquire securities of the Company of such class of shares;

Articles of Association	
Amendments to original articles	**Articles after amendments**
(6) the removal or reduction of rights of such class of shares to receive moneys payable by the Company in particular currencies;	(6) the removal or reduction of rights of such class of shares to receive moneys payable by the Company in particular currencies;
(7) the creation of a new class of shares having voting or distribution rights or other privileges equal or superior to the shares of such class;	(7) the creation of a new class of shares having voting or distribution rights or other privileges equal or superior to the shares of such class;
(8) the imposing of restrictions or increase in restrictions on the transfer or ownership of the shares of such class;	(8) the imposing of restrictions or increase in restrictions on the transfer or 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;	(9) the issue of rights to subscribe for, or convert into, shares of such class or another class;
(10) the increase of the rights or privileges of another class of shares;	(10) the increase of the rights or privileges of another class of shares;
(11) the restructuring of the Company which results in different classes of shareholders bearing disproportionate responsibilities; and	(11) the restructuring of the Company which results in different classes of shareholders bearing disproportionate responsibilities; and
(12) the variation or abrogation of the provisions of this Chapter.	(12) the variation or abrogation of the provisions of this Chapter.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 78 The affected class of shareholders, whether or not they originally have the right to vote at shareholders**'** ~~general~~ meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) to (12) of Article ~~77~~**100**, but interested shareholder~~s~~(s) shall have no voting rights at class meetings. The meaning of an "interested shareholder" aforesaid is as follows: (1) in the case of a repurchase of shares by the Company by way of a general offer to shareholders in the same proportions or on a stock exchange by public transaction method ~~in accordance with Article 29 of these Articles~~, an "interested shareholder" refers to the controlling shareholder as defined in **item (6) of** Article **190**~~47~~; (2) in the case of a repurchase of shares by the Company by an off-market agreement ~~in accordance with Article 29 of these Articles~~, an "interested shareholder" refers to the shareholder to which the proposed contract relates; and (3) under a restructuring proposal of the Company, an "interested shareholder" refers to the shareholder who bears less than a proportionate responsibility than other shareholders of the same class or the shareholder who has an interest different from the interests of the other shareholders of that class.	**Article 101** The affected class of shareholders, whether or not they originally have the right to vote at shareholders' meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) to (12) of Article 100, but interested shareholder(s) shall have no voting rights at class meetings. The meaning of an "interested shareholder" aforesaid is as follows: (1) in the case of a repurchase of shares by the Company by way of a general offer to shareholders in the same proportions or on a stock exchange by public transaction method, an "interested shareholder" refers to the controlling shareholder as defined in item (6) of Article 190; (2) in the case of a repurchase of shares by the Company by an off-market agreement, an "interested shareholder" refers to the shareholder to which the proposed contract relates; and (3) under a restructuring proposal of the Company, an "interested shareholder" refers to the shareholder who bears less than a proportionate responsibility than other shareholders of the same class or the shareholder who has an interest different from the interests of the other shareholders of that class.
Article 79 Resolutions of a class meeting shall be passed if two thirds of the shareholders of that class are present (in person or by proxy) and have the right to vote under Article ~~78~~**101** votes in favour of the resolution.	**Article 102** Resolutions of a class meeting shall be passed if two thirds of the shareholders of that class are present (in person or by proxy) and have the right to vote under Article 101 votes in favour of the resolution.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 80 When the Company convenes a class meeting, it shall give written notice in accordance with the notification period requirements with respect to the holding of extraordinary **shareholders'** ~~general~~ meetings as stipulated in Article ~~52~~**65** of these Articles and shall inform all the registered class shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Notice of class meetings need only be served on shareholders entitled to vote thereat. Class meetings shall be conducted as close as possible to shareholders'~~_general~~ meetings. The provisions of these Articles relating to shareholders'~~_general~~ meetings shall apply to class meetings.	**Article 103** When the Company convenes a class meeting, it shall give written notice in accordance with the notification period requirements with respect to the holding of extraordinary shareholders' meetings as stipulated in Article 65 of these Articles and shall inform all the registered class shareholders of the matters proposed to be considered at the meeting and the date and place of the meeting. Notice of class meetings need only be served on shareholders entitled to vote thereat. Class meetings shall be conducted as close as possible to shareholders' meetings. The provisions of these Articles relating to shareholders' meetings shall apply to class meetings.
Article 81 Apart from ordinary and preference shares, domestic shares and overseas listed foreign shares are regarded as different separate classes of shares. The special voting procedures related for class shareholders shall not be applicable to the following: (1) upon approval by special resolution of the shareholders'~~_general~~ meeting, the Company issues domestic shares or overseas listed foreign shares separately or concurrently at 12 months intervals and the number of domestic shares and overseas listed foreign shares to be issued do not exceed 20% of the number of the respective type of shares already in issue; (2) the Company completes its plan to issue domestic shares and overseas listed foreign shares at its incorporation within 15 months from the date of approval by the State Council Securities Commission.	**Article 104** Apart from ordinary and preference shares, domestic shares and overseas listed foreign shares are regarded as different separate classes of shares. The special voting procedures related for class shareholders shall not be applicable to the following: (1) upon approval by special resolution of the shareholders' meeting, the Company issues domestic shares or overseas listed foreign shares separately or concurrently at 12 months intervals and the number of domestic shares and overseas listed foreign shares to be issued do not exceed 20% of the number of the respective type of shares already in issue; (2) the Company completes its plan to issue domestic shares and overseas listed foreign shares at its incorporation within 15 months from the date of approval by the State Council Securities Commission.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Chapter 12~~Chapter 7 Directors and ~~B~~board of directors	**Chapter 7 Directors and board of directors**
Newly added section	**Section 1 General provisions of directors**
~~**Chapter 17 Directors, Supervisors and Officers of the Company**~~	*Deleted title*
Article 125 **Directors of the Company shall be natural persons, and a** ~~A~~ person shall be disqualified from being a Director~~, supervisor or officer~~ of the Company in any of the following circumstances: (1) a person with no capacity or has restricted civil capacity; (2) a person who has been sentenced to punishment having committed the offences of corruption, bribery, taking of assets, misappropriation of assets or destruction of ~~social~~ **socialist market** and economic order or who has been deprived of his political rights having committed an offence and a period of 5 years has not elapsed since the completion of the term of the sentence; **where a suspended sentence is announced, less than 2 years have elapsed since the date of expiration of the probation period;**~~.~~ (3) a person who was a director or factory manager or manager of a company or enterprise which was insolvent and liquidated ~~because of unsound management~~ and who had to bear personal liability for the insolvency of that company or enterprise, and a period of 3 years has not yet elapsed since the completion of insolvency and liquidation of that company or enterprise;	**Article 105** Directors of the Company shall be natural persons, and a person shall be disqualified from being a Director of the Company in any of the following circumstances: (1) a person with no capacity or has restricted civil capacity; (2) a person who has been sentenced to punishment having committed the offences of corruption, bribery, taking of assets, misappropriation of assets or destruction of socialist market economic order or who has been deprived of his political rights having committed an offence and a period of 5 years has not elapsed since the completion of the term of the sentence; where a suspended sentence is announced, less than 2 years have elapsed since the date of expiration of the probation period; (3) a person who was a director or factory manager or manager of a company or enterprise which was insolvent and liquidated and who had to bear personal liability for the insolvency of that company or enterprise, and a period of 3 years has not yet elapsed since the completion of insolvency and liquidation of that company or enterprise;

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Amendments to original articles	**Articles after amendments**
(4) a person who was a legal representative of a company or enterprise, the business licence of which was revoked on the grounds of contravention of law**, or which was ordered to close due to violation of law,** and bears personal responsibility therefore, and a period of 3 years has not yet elapsed since the revocation of the business licence **or the close order** of that company or enterprise;	(4) a person who was a legal representative of a company or enterprise, the business licence of which was revoked on the grounds of contravention of law, or which was ordered to close due to violation of law, and bears personal responsibility therefore, and a period of 3 years has not yet elapsed since the revocation of the business licence or the close order of that company or enterprise;
(5) a person who has failed to repay his larger debts when due **and been listed as a discredited person subject to enforcement**;	(5) a person who has failed to repay his larger debts when due and been listed as a discredited person subject to enforcement;
~~(6) a person who, because of contravention of criminal law, is under investigation by judicial authorities and the case has not yet been settled;~~	(6) a person subject to a market access ban imposed by the China Securities Regulatory Commission, where the ban period has not yet expired;
~~(7) a person who is not eligible for enterprise leadership according to law and administrative regulations;~~	(7) a person publicly recognized by a stock exchange as unsuitable for serving as a director or officer of a listed company, where such recognition period has not yet expired;
~~(8) a person who is not a natural person;~~	(8) other circumstances specified by laws, administrative regulations or departmental rules.
~~(9) a person who has been convicted by relevant supervisory authority of having contravened the provisions of the relevant securities laws and which involves fraudulent or dishonest acts on his part and a period of 5 years from the date of conviction has not yet elapsed.~~	If a director is elected or appointed in violation of this Article, such election, appointment or designation shall be invalid. If a director falls under any of the circumstances set forth in this Article during his/her term of office, the Company shall remove such director from office and terminate his/her service.

Articles of Association	
Amendments to original articles	**Articles after amendments**
(6) a person subject to a market access ban imposed by the China Securities Regulatory Commission, where the ban period has not yet expired; **(7) a person publicly recognized by a stock exchange as unsuitable for serving as a director or officer of a listed company, where such recognition period has not yet expired;** **(8) other circumstances specified by laws, administrative regulations or departmental rules.** **If a director is elected or appointed in violation of this Article, such election, appointment or designation shall be invalid. If a director falls under any of the circumstances set forth in this Article during his/her term of office, the Company shall remove such director from office and terminate his/her service.**	
~~Article 126 The validity of an act of a director or officer on behalf of the Company vis-à-vis a bona fide third party shall not be affected by any irregularity in his election or appointment or any defect in his qualification.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 106** Directors shall be elected or replaced by the shareholders' meeting, and may be removed from office by the shareholders' meeting before the expiry of their term of office. Directors shall hold office for a term of three years and may serve consecutive terms if eligible for re-election and reappointment. The term of office of a director shall commence on the date he/she takes office and expire on the date the term of office of the current session of the board of directors expires. If the election of directors is not conducted in a timely manner upon the expiry of their terms, the original directors shall, before the newly elected directors take office, continue to perform their duties as directors in accordance with laws, administrative regulations and these Articles of Association. Directors may be concurrently appointed as officers; however, the total number of directors concurrently serving as officers shall not exceed one-half of the total number of directors of the Company.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 107** Directors shall comply with laws, administrative regulations and these Articles and owe loyalty duties to the Company. They should take measures to avoid conflicts between their own interests and those of the Company, and should not use their authority to obtain improper benefits. Directors shall undertake the following loyalty duties to the Company: (1) not to encroach upon the Company's properties or misappropriate the funds of the Company; (2) not to deposit the funds of the Company into an account opened in their own names or the name of another individual; (3) not to exploit his/her position to accept bribes or to obtain other illegal income; (4) not to, directly or indirectly, enter into any contract or transaction with the Company without reporting to the board of directors or the shareholders' meeting and obtaining approval by resolution of the board of directors or the shareholders' meeting in accordance with these Articles; (5) not to, by taking advantage of their positions, seek for themselves or others any business opportunity belonging to the Company, unless such opportunity has been reported to the board of directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or the Company is unable to take such opportunity under applicable laws, administrative regulations, or these Articles;

Articles of Association	
Amendments to original articles	**Articles after amendments**
	(6) not to engage in the same type of businesses as the Company's on their own or for others without reporting to the board of directors or the shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting; (7) not to accept commissions from transactions between others and the Company as their own; (8) not to disclose the secrets of the Company without authorization; (9) not to take advantage of their related party relationship with the Company to compromise the interests of the Company; (10) any other fidelity duties stipulated in the laws, administrative regulations, departmental rules and these Articles. Any gain arising from the violation of the provisions by directors shall belong to the Company. Such directors shall be liable for compensation for any loss of the Company arising therefrom. Where a close family member of a director or officer, an enterprise directly or indirectly controlled by a director or officer or any of their close family members, or any other person related with a director or officer, enters into a contract or transaction with the Company, the provisions of item (4) of paragraph 2 of this Article shall apply.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 108** Directors shall comply with laws, administrative regulations and these Articles and owe diligence duties to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company. Directors shall perform their diligence obligations to the Company as follows: (1) to exercise the rights accredited by the Company in cautious, serious and due diligent manners so as to ensure that the commercial behaviours of the Company are in compliance with the PRC laws, administrative regulations and economic policies, and the commercial activities do not exceed the scope of business stipulated in the business license (2) to treat all Shareholders in a fair and equitable manner; (3) to acquire the knowledge of the business operation and management of the Company on a timely basis; (4) to provide the relevant true details and data to the Audit Committee, and not to interfere with the Audit Committee in their exercise of powers; (5) other duties of diligence stipulated by the laws, administrative regulations, departmental rules and these Articles.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 127 In addition to the obligations imposed by PRC law, administrative regulations or by the rules of the stock exchange(s) on which shares of the Company are listed, each director, supervisor, manager and other officer when exercising the powers conferred upon him by the Company owes to each of the shareholders the following obligations:~~ ~~(1) not to cause the Company to exceed the scope of the operations stipulated in its business licence;~~ ~~(2) to act honestly in what he considers to be in the best interests of the Company;~~ ~~(3) not to take in any manner the Company's property, including (but not limited to) opportunities beneficial to the Company; and~~ ~~not to take the personal rights of shareholders, including(but not limited to) distribution and voting rights, but not including a restructuring of the Company submitted to and approved by the shareholders general meeting in accordance with these Articles.~~	*Deleted*
~~Article 128 Each director, supervisor, manager and other officer has the duty, in the exercise of the powers and the discharge of his obligations, to exercise such care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 129 Each director, supervisor, manager and other officer has the duty, in the exercise of his powers conferred upon him by the Company, to observe fiduciary obligations and not to place himself in a position where his duty and his duty and his interest may conflict. This principle includes (but is not limited to) the duty:~~ ~~(1) to act honestly in what he considers to be in the best interests of the Company;~~ ~~(2) to exercise the powers vested in him for their intended purposes;~~ ~~(3) to exercise personally the discretion vested in him and not to allow himself to act under the direction of another person and, unless and to the extent permitted by law or with the informed consent of shareholders, not to delegate the exercise of his discretion;~~ ~~(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;~~ ~~(5) except otherwise provided for in these Articles of with the informed consent of shareholders, not to enter into any contract, transaction or arrangement with the Company;~~ ~~(6) without the informed consent of shareholders, not to use the Company's, property for his own benefit in any manner;~~ ~~(7) not to use his position to receive or pay out bribes or other unlawful income, and not to take in any manner the Company's property, including(but without limitation), opportunities beneficial to the Company;~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(8) without the informed consent of shareholders, not to accept commissions in connection with the Company's transaction;~~ ~~(9) to comply with these Articles, to honestly perform his duties and protect the interests of the Company and not to use his position and powers to make profits;~~ ~~(10) without the informed consent of shareholders, not to compete with the Company in any manner;~~ ~~(11) not to misappropriate the Company's funds or to advance to any other person the Company's funds, not to open in his own name or other person's name any bank account for the purpose of depositing any of the Company's assets; not to use the Company's assets to provide any security for any debt incurred by any shareholder of the Company or any other individuals;~~ ~~(12) without the informed consent of the shareholders, not to disclose any confidential information related to the Company acquired by him during the term of his office; not to use such information other than for the purpose of furthering the interests of the Company, provided that he may disclose such information to a court or other governmental authorities in the following circumstances, if:~~ ~~(i) required by law;~~ ~~(ii) required in the interests of the public;~~ ~~(iii) required in the interests of such director, supervisor, manager or other officer.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 130 In accordance with his fiduciary obligations, a director, supervisor, manager or other officer shall not cause a person connected with him to do what the director, supervisor, manager or other officer is prohibited from doing. "A person connected with a director, supervisor, manager or other officer" refers to:~~ ~~(1) the spouse or minor child of that director, supervisor, manager or other officer;~~ ~~(2) a person acting in the capacity of trustee of that director, supervisor, manager or other officer or any person referred to in (1) above;~~ ~~(3) a person who is a partner of that director, supervisor, manager or other officer or any person referred to in (1) and (2) above;~~ ~~(4) a company over which that director, supervisor, manager or other officer, alone has de facto control or a company over which the persons referred to in (1), (2) and (3) above or other directors, supervisors, managers or officers, together have de facto control; or~~ ~~(5) a director, supervisor, manager or other officer of a company referred to in (4) above.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 131 The fiduciary duty of a director, supervisor, manager or other officer does not necessarily cease with the termination of his tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of his term of office. Other duties may continue for such period as fairness may require depending on the time lapsed between the termination of his term of office and the commission of the act concerned and the circumstances and terms under which the relationship with the Company was terminated.~~	*Deleted*
~~Article 132 A director supervisor, manager or other officer may be relieved of liability for specific breaches of his duty by the informed consent of shareholders except in respect of circumstances specified in Article 130 of these Articles.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 133 If a director, supervisor, manager or other officer has, directly or indirectly, a material interest in a contract, transaction or arrangement, entered into or proposed to be entered into with the Company (other than a contract of employment of the director, supervisor, manager or other office), he shall declare the nature and extent of his interest to the board of directors as soon as possible, whether or not the above matters are normally subject to the approval of the board of directors.~~ ~~Unless that director, supervisor, manager or other officer has disclosed his interests to the board of directors in accordance with the foregoing paragraph of this Article and the board of directors has not counted him in the quorum, and that matter has been approved by the board of directors at a meeting in which he has refrained from voting, the Company may cancel that contract, transaction or arrangement except as against a bona fide party thereto acting without notice of the breach of duty by that director, supervisor, manager or other officer. If a person connected with a director, supervisor, manager or other officer is interested in a contract, transaction or arrangement, that director, supervisor, manager or other officer shall also be deemed interested therein.~~	*Deleted*
~~Article 134 If a director, supervisor, manager or other senior officer gives to the board of directors a notice in writing before the question of entering into the relevant contract, transaction or arrangement is first considered, stating that, by reason of the contents specified in the notice, he is interested in the contract, transaction or arrangement proposed to be entered into with the Company, then the relevant director, supervisor, manager or officer shall be deemed to have made a disclosure under Article 133 within the scope specified in that notice.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 135 The Company shall not in any manner pay taxes for or on behalf of a director, supervisor, manager or senior officer.~~	*Deleted*
~~Article 136 The Company shall not directly or indirectly make a loan or provide guarantee for a loan to its director, supervisor, manager or other officer or a director, supervisor, manager or other officer of its holding company; and shall not make a loan to or provide any guarantee for a loan made to a person connected with the aforesaid persons. The foregoing provisions shall not apply to the following circumstances:~~ ~~(i) the provision of a loan by the Company to its subsidiary or the provision of a guarantee for a loan of the subsidiary;~~ ~~(ii) the provision by the Company to a director, supervisor, manager or other officer under an employment contract approved by the shareholders general meeting of loan or a guarantee for a loan or other funds to meet expenditure incurred by him for the purposes of the Company or for the purpose of enabling him to properly perform his duties;~~ ~~(iii) where 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 for a loan to the relevant director, supervisor, manager or other officer or persons connected with them provided that the terms of the loan or guarantee for a loan shall be normal commercial terms.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 137 A loan made by the Company in breach of the preceding Article shall be repaid forthwith by the recipient of the loan regardless of the terms of the loan.~~	*Deleted*
~~Article 138 A guarantee provided by the Company in breach of the first paragraph of Article 136 shall not be enforceable against the Company, except in the following circumstances:~~ ~~(i) the lender was not aware of the circumstances at the time the loan was advanced to the director, supervisor, manager or other officer of the Company or its holding company;~~ ~~(ii) the security provided by the Company has been lawfully sold to a bona fide purchaser.~~	*Deleted*
~~Article 139 The meaning of a guarantee in the foregoing Articles of this Chapter includes an undertaking of responsibility of provision of property by the guarantor to secure the performance of obligations by the obligor.~~	*Deleted*
Newly added	**Article 109** Any director who fails to attend meetings of the board of directors in person and has not entrusted other directors to attend the meeting on his/her behalf for two consecutive times shall be deemed as unable to perform his duties. The board of directors shall propose to the shareholders' meeting to remove such director.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 110** A director may resign before the expiry of his/her tenure. The resigning director shall submit a written resignation report to the Company, and the resignation shall take effect on the date the Company receives such report. The board of directors shall disclose relevant information as soon as practicable. If the resignation of a director causes the members of board of directors to fall below the statutory minimum, the resigning director shall continue to perform his/her duties as a director in accordance with applicable laws, administrative regulations and these Articles before the re-elected directors take office.
Newly added	**Article 111** The shareholders' meeting may resolve to remove a director, and such removal shall take effect on the date the resolution is adopted. If a director is removed before the expiry of his/her tenure without just cause, such director may claim compensation from the Company.
Newly added	**Article 112** In the absence of specification in these Articles or legitimate authorization by the board of directors, no director shall act in his/her personal capacity on behalf of the Company or the board of directors. When a director acts in his/her personal capacity, but a third party may reasonably believe that the director is representing the Company or the board of directors, that director shall declare his/her stance and capacity in advance.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 113** If a director causes damage to any other person while performing his/her duties on behalf of the Company, the Company shall be liable for compensation; if the director concerned is found to have acted with intent or gross negligence, such director shall also be liable for compensation. If a director violates any laws, administrative rules and the provisions stipulated in these Articles in the course of performing his/her duties of the Company and subsequently causes losses to the Company, he/she shall be liable for compensation.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 140 In addition to the rights and remedies provided by law, where a director, supervisor, manager or other officer is in breach of his obligations to the Company, the Company has a right to take the following measures:~~ ~~(1) to claim damages from that director, supervisor, manager or senior officer in compensation for losses sustained by the Company as a result of such breach;~~ ~~(2) to cancel any contract or transaction entered into by the Company with that director, supervisor, manager or other officer and by the Company with a third party (where such third party knew or other officer representing the Company was in breach of his obligations towards the Company);~~ ~~(3) to require the director, supervisor, manager or other officer to surrender the benefits obtained by the breach of his obligations;~~ ~~(4) to recover the monies received by the director, supervisor, manager or other officer which should have been received by the Company, including(without limitation) commissions;~~ ~~(5) to demand the return of the interest earned or which may have been earned by the director, supervisor, manager or other officer on monies which should have been paid to the Company; and~~ ~~(6) to institute legal proceedings for a declaration that the property acquired by the director, supervisor, manager or other officer in breach of his obligations belongs to the Company.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 141 The Company shall enter into a contract in writing each director or supervisor in respect of his remuneration, with the prior approval of the shareholders general meeting. The aforesaid remuneration include:~~ ~~(1) remuneration in respect of his service as director, supervisor or officer of the Company;~~ ~~(2) remuneration in respect of his service as director, supervisor or officer of a subsidiary of the Company;~~ ~~(3) remuneration in respect of other services provided in connection with the management of the affairs of the Company or its subsidiaries;~~ ~~(4) monies payable as compensation for the loss of office or retirement from office of that director or supervisor.~~ ~~Expect under a contract referred to above, a director or supervisor shall not bring proceedings against the Company for any benefit due to him in respect of the matters specified above.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 142 The contract entered into between the Company and its director or supervisor shall stipulate that when the Company is about to be taken over, that director and supervisor is entitled, subject to obtaining med consent of his loss of office or retirement. The aforementioned taking over of the Company refers to any of the following circumstances:~~ ~~(i) an offer made by any person to all shareholders of the Company; or~~ ~~(ii) an offer made by any person, the purpose of which is for the offeror to become the controlling shareholder, such controlling shareholder shall be defined as provided in Article 47.~~ ~~If the relevant director or supervisor does not comply with the provisions as stipulated in this article, then any moneys received by him shall belong to those persons who have sold their shares by reason of their acceptance of that offer, and that director or supervisor shall bear the expenses incurred in distributing the money pro rata amongst those persons shall be borne by him and such expenses shall not be deducted out of those moneys.~~	*Deleted*
~~CHAPTER 12 – BOARD OF DIRECTORS~~ **Section 2 Board of Directors**	**Section 2 Board of Directors**
Article 82 The Company shall have a board of directors ~~which is responsible for reporting on its work to shareholders.~~**,**	**Article 114** The board of directors comprises seven to thirteen directors, of which there are at least three independent directors, accounting for at least one-third of all the members of the board of directors. The board of directors shall have one chairman and may have one or two vice-chairmen. The chairman and vice-chairman shall be elected by the board of directors by a majority vote of all directors.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 83 The ~~B~~**b**oard **of directors** comprises **seven to thirteen** ~~7–13~~ directors, of which there are at least three independent ~~non-executive~~ directors, accounting for at least one-third of all the members of the ~~B~~**b**oard **of directors**. ~~All directors shall be elected by the shareholders general meeting. A director shall be elected from the candidates nominated by the last Board of Directors or a shareholder representing over 5%(including 5%) of the issued shares by the shareholders general meeting. The shortest period for the written notice on the intent of the relevant nominated director candidate and its willing expression on nomination acceptance shall not be less than 7 days. The period will be started to calculate since the shareholders general meeting sends meeting notice and it shall not be later than the time 7 days before the holding of the shareholders general meeting.~~ ~~Under the authorization of the shareholders general meeting, the board of directors shall have the power to appoint any person to fill in a casual vacancy in the board of directors or as an additional directors, his term of office shall expire at the conclusion of the next following annual general meeting of the Company. That person is entitled to be re-elected to serve consecutive terms.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Subject to compliance with the relevant laws and administrative regulations, the Company shall have power to remove any director (including a President or other executive director, but without prejudice to any claim for damages under any contract) by special resolution of a shareholders general meeting before the expiration of his term of office, provided that the shareholders general meeting shall not remove that director without reason.~~ ~~A director need not hold shares of the Company.~~ ~~Candidates for the first board of directors shall be nominated by the promoter and elected at the inaugural meeting of the Company.~~	
Article 103 The board of directors shall have one chairman and **may have one or two** ~~1 to 2~~ vice-chairman. The chairman and vice-chairman shall be ~~appointed and dismissed by more than half the number of directors~~ **elected by the board of directors by a majority vote of all directors**. ~~The vice-chairmen shall assist the chairman in his work and shall perform the duties of the chairman when the chairman is unable to perform his duties.~~	
~~Article 84 The board of directors may create a number of special committees which shall assist the board of directors in the execution of its duties under the leadership of the board of directors. The members of the special committees need not be directors or management personnel of the Company.~~	*Deleted*
~~Article 85 The term of office of the chairman, vice-chairman and other directors shall be 3 years commencing from the date of appointment and may be re-elected for serve consecutive terms.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 86 The board of directors ~~is responsible to the shareholders and~~ shall exercise the following powers:	**Article 115** The board of directors shall exercise the following powers:
(1) to convene shareholders**'** ~~general~~ meetings and to report on its work at the shareholders**'** ~~general~~ meetings;	(1) to convene shareholders' meetings and to report on its work at the shareholders' meetings;
(2) to implement resolutions of shareholders**'** ~~general~~ meetings;	(2) to implement resolutions of shareholders' meetings;
(3) to decide on the Company's operational plans and investment proposals;	(3) to decide on the Company's operational plans and investment proposals;
(4) to ~~formulate~~ **consider and approve** the annual budget and reports of the Company;	(4) to consider and approve the annual budget and reports of the Company;
(5) to formulate the profit distribution proposals and proposals for making up losses **of the Company;**	(5) to formulate the profit distribution proposals and proposals for making up losses of the Company;
~~(5)~~ **(6)** to formulate proposals for ~~the increase of~~ the increase or reduction of share capital**, to formulate proposals for the issuance of any class of shares, warrants, bonds convertible into shares of the Company, and other similar securities, and to formulate plans for the issuance of corporate bonds**;	(6) to formulate proposals for the increase or reduction of share capital, to formulate proposals for the issuance of any class of shares, warrants, bonds convertible into shares of the Company, and other similar securities, and to formulate plans for the issuance of corporate bonds;
(7) to formulate proposals for material changes to the Company's accounting policies and accounting estimates;	(7) to formulate proposals for material changes to the Company's accounting policies and accounting estimates;
~~(6) to formulate proposals for the issue of bonds of the Company and the Company's financial strategies;~~	(8) to formulate proposals for major acquisitions, acquisition of the Company's own shares, or merger, demerger, termination, or change of the corporate form of the Company;

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(7)~~**(8)** to formulate proposals for major acquisitions ~~or disposals by and the~~**, acquisition of the Company's own shares, or merger,** demerger, ~~merger and~~ termination**, or change of the corporate form** of the Company;	(9) to decide on matters such as external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, related party transactions, and external donations, within the scope of authorization granted by the shareholders' meeting;
~~(8) to exercise the Company's power to finance and borrow and to decide on the charging, letting or transfer of the Company's major assets;~~	(10) to establish the internal administrative framework of the Company;
(9) to decide on matters such as external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, related party transactions, and external donations, within the scope of authorization granted by the shareholders' meeting;	(11) to decide on the appointment and dismissal of the President of the Company and the Company Secretary, and to determine matters relating to their remuneration; and according to the nominations of the President, to decide on the appointment and dismissal of the senior Vice-president, Vice-president, financial controller and other officers, and to determine matters relating to their remuneration;
(10) to establish the internal administrative framework of the Company;	(12) to formulate the basic management structure of the Company;
~~(9)~~**(11)** to **decide on the** appoint**ment** and dismiss**al of** the President of the Company **and the Company Secretary, and to determine matters relating to their remuneration;** and according to the nominations of the President, to **decide on the** appoint**ment** and dismiss**al of** the senior Vice-president, Vice-president, financial controller and other officers, and to determine matters relating to their remuneration;	(13) to formulate proposals for amendments of these Articles;
	(14) to manage the Company's information disclosure matters;
(12) to formulate the basic management structure of the Company;	(15) to propose to the shareholders' meeting the engagement or replacement of the accounting firm to audit the Company;
	(16) to receive work reports from the President and to review the work of the President;

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(10)~~**(13)** to formulate proposals for amendments of these Articles; ~~(11) to formulate the basic management structure of the Company;~~ ~~(12) to file a petition for the winding up of the Company;~~ ~~(13) to decide on the level of wages and salary and welfare and award schemes of the Company;~~ ~~(14) to establish the internal administrative framework of the Company;~~	(17) to decide on other material matters of the Company other than those required by applicable regulatory rules and these Articles to be resolved by the shareholders' meeting; (18) other powers as stipulated by applicable regulatory rules, these Articles, or as conferred by the shareholders' meeting.

Articles of Association	
Amendments to original articles	**Articles after amendments**
(14) to manage the Company's information disclosure matters; **(15) to propose to the shareholders' meeting the engagement or replacement of the accounting firm to audit the Company;** **(16) to receive work reports from the President and to review the work of the President;** ~~(15) to decide on other major business and administrative matters of the Company which are not required by these Articles to be resolved at shareholders general meetings;~~ **(17) to decide on other material matters of the Company other than those required by applicable regulatory rules and these Articles to be resolved by the shareholders' meeting;** ~~(16) to decide in the creation of special committees and to appoint and dismiss the relevant persons in charge;~~ ~~(17)~~**(18)** other powers **as stipulated** ~~conferred~~ by **applicable regulatory rules,** ~~shareholders general meetings and~~ these Articles**, or as conferred by the shareholders' meeting**. ~~Resolutions passed by the board of directors in respect of items (5), (6), (7)and (10 above shall be passed by two thirds or more of the directors voting in favour thereof. In respect of other matters, resolutions shall be passed by more than one half of the directors voting in favour thereof.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 87 Prior to making decisions on material ~~issues~~ **matters** of the Company, the Board shall first hear the opinions of the Party Committee.	**Article 116** Prior to making decisions on material matters of the Company, the Board shall first hear the opinions of the Party Committee
~~Article 88~~ ~~(1) The board of directors shall not, without the prior approval of shareholders, dispose or agree to dispose of any fixed assets of the Company if the aggregate of:~~ ~~(i) the value of the fixed assets proposed to be disposed of, and~~ ~~(ii) the consideration received by the Company on the disposal of fixed assets within the period of four months immediately preceding the proposed disposition, exceeds 33 per cent of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders.~~ ~~(1) The validity of a disposition of fixed assets by the Company shall not be affected by the breach of paragraph (1) of this Article.~~ ~~(2) For the purposes of this Article, a disposition of fixed assets includes an act involving the transfer of an interest in certain assets but does not include the provision of security in the form of fixed assets.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 117** The board of directors of the Company shall provide an explanation to the shareholders' meeting regarding any non-standard audit opinion issued by the certified public accountants on the Company's financial reports.
Article 104 The chairman shall exercise the following powers ~~and shall be assisted by the vice-chairman~~: (1) to preside over shareholders**'** ~~general~~ meetings and to convene and preside over meetings of the board of directors; (2) to **supervise,** inspect the implementation of the resolutions of the board of directors; ~~(3) to participate in the meetings of the president's office and other important meetings of the Company and to provide guidance on important business activities of the Company when the board of directors is not in session;~~ ~~(4)~~ **(3)** to sign major contracts and other important documents of the Company or execute powers of attorney to authorise his attorney to execute such documents; and ~~(5)~~ **(4)** other powers conferred by the board of directors.	**Article 118** The chairman shall exercise the following powers: (1) to preside over shareholders' meetings and to convene and preside over meetings of the board of directors; (2) to supervise, inspect the implementation of the resolutions of the board of directors; (3) to sign major contracts and other important documents of the Company or execute powers of attorney to authorise his attorney to execute such documents; and (4) other powers conferred by the board of directors.
~~Article 105 The board of directors may, if necessary, authorize the chairman of the board to exercise part of the powers of the board of directors when it is in recess. Members of the board of directors may act as president and other officers of the Company if so decided by the board of directors.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 119** The vice chairman of the board of directors of the Company shall assist the chairman in performing his/her duties. In the event the chairman is unable to perform his/her duties or does not perform such duties, such duties shall be performed by the vice chairman (or, if the Company has two or more vice chairmen, by the vice chairman jointly nominated by a majority of the directors); where the vice chairman is unable to perform his/her duties or does not perform such duties, such duties shall be performed by a director jointly elected by a majority of the directors.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 89 ~~M~~**Regularly m**eetings of the board of directors shall be held at least **four times** ~~twice~~ every year and convened by the chairman, **and written notice shall be given to all directors at least fourteen days prior to the meeting in a manner permitted by the securities regulatory rules or securities regulatory authorities of the place where the Company's shares are listed. Regular meetings of the board of directors shall not be approved by means of a circulated written resolution.** ~~provided that interim meetings of the board of directors may be convened in any of the following circumstances:~~ ~~(1) when deemed necessary by the chairman;~~ ~~(2) upon requisition by more than one third of the directors jointly or by the president.~~ **Shareholders representing more than 10% of the voting rights, more than one third of the directors or the Audit Committee may propose to convene an interim meeting of the board of directors. A meeting of the board of directors shall be convened and presided over by the chairman within ten days upon receipt of the proposal.** **An interim meeting of the board of directors shall be convened by giving written notice to all directors at least seven days prior to the meeting in a manner permitted by the securities regulatory rules or securities regulatory authorities of the place where the Company's shares are listed.**	**Article 120** Regularly meetings of the board of directors shall be held at least four times every year and convened by the chairman, and written notice shall be given to all directors at least fourteen days prior to the meeting in a manner permitted by the securities regulatory rules or securities regulatory authorities of the place where the Company's shares are listed. Regular meetings of the board of directors shall not be approved by means of a circulated written resolution.

Articles of Association	
Amendments to original articles	**Articles after amendments**
	Article 121 Shareholders representing more than 10% of the voting rights, more than one third of the directors or the Audit Committee may propose to convene an interim meeting of the board of directors. A meeting of the board of directors shall be convened and presided over by the chairman within ten days upon receipt of the proposal. An interim meeting of the board of directors shall be convened by giving written notice to all directors at least seven days prior to the meeting in a manner permitted by the securities regulatory rules or securities regulatory authorities of the place where the Company's shares are listed.
Newly added	**Article 122** The notice of a meeting of the board of directors includes the following: (1) the date and venue of the meeting; (2) the duration of the meeting; (3) the reasons and agenda; (4) the date on which the notice is sent. Notices shall be in the Chinese language, with English version provided where necessary.
Newly added	**Article 123** Where an interim meeting of the board of directors needs to be convened as soon as possible under special circumstances, the meeting notice may be given at any time by telephone, orally, or by other means, provided that the convener shall give an explanation at the meeting and such explanation shall be recorded in the minutes of the meeting.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 124** If a director has attended the meeting and raised no objection prior to or upon attendance at the meeting regarding non-receipt of the meeting notice, such director shall be deemed to have been duly given the meeting notice.
Article 90 A meeting of the board of directors shall only be held if ~~more than one half~~ **a majority** of the directors are present. **Any resolution adopted by the board of directors shall require affirmative votes by a majority of directors, unless otherwise stipulated in relevant regulatory rules or these Articles.** Each director shall have one vote. ~~In the case of an equality of votes, the chairman shall have an extra vote.~~ **When voting on the resolutions of the board of directors, one director shall have one vote.**	**Article 125** A meeting of the board of directors shall only be held if a majority of the directors are present. Any resolution adopted by the board of directors shall require affirmative votes by a majority of directors, unless otherwise stipulated in relevent regulatory rules or these Articles. Each director shall have one vote. When voting on the resolutions of the board of directors, one director shall have one vote.
~~Article 91 Meetings of the board of directors shall in principle be held at the legal address of the Company provided that meetings of the board of directors may be held at any other place within or outside the PRC if the board of directors so resolves.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 101 If a director is ~~interested in a resolution of the board of directors, he shall abstain from voting. He shall not be counted in the quorum of directors present at the meeting.~~ **related to an enterprise or individual involved in a transaction subject to a resolution of the board of directors, such director shall promptly report in writing to the board of directors. A related director shall not exercise voting rights on such resolution, nor shall he/she exercises voting rights on behalf of any other director. A meeting of the board of directors to consider such resolution may be held if more than half of the unrelated directors are present, and the resolution shall be adopted by a majority vote of the unrelated directors. Such resolution shall not be approved by means of a circulated written resolution. If the number of unrelated directors present at the meeting of the board of directors is less than three, the matter shall be submitted to the shareholders' meeting for consideration.**	**Article 126** If a director is related to an enterprise or individual involved in a transaction subject to a resolution of the board of directors, such director shall promptly report in writing to the board of directors. A related director shall not exercise voting rights on such resolution, nor shall he/she exercises voting rights on behalf of any other director. A meeting of the board of directors to consider such resolution may be held if more than half of the unrelated directors are present, and the resolution shall be adopted by a majority vote of the unrelated directors. Such resolution shall not be approved by means of a circulated written resolution. If the number of unrelated directors present at the meeting of the board of directors is less than three, the matter shall be submitted to the shareholders' meeting for consideration.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 94 ~~(1) No notice shall be required to be given if the time and place of ordinary meetings of the board of directors have been fixed by the board of directors in advance.~~ ~~(2) If the board of directors have not determined in advance the time and place of a meeting of the board of directors, the chairman shall at least notify all directors of the time and place of the board meeting by telex, telegram, facsimile, express delivery, registered mail or personal notification not less than 10 days and not more than 30 days before such meeting.~~ ~~(3) The notice shall be in Chinese and, where necessary, have attached thereto an English notice and shall include an agenda of the meeting and proposed resolutions.~~ ~~(4) If a director has attended a meeting and has not protested that notice of the meeting had not been received prior to the meeting or at the time of his attendance, a notice shall be deemed to have been sent to him.~~ ~~(5)~~ ~~Any ordinary of interim~~ meetings of the board of directors may be held **not only in the form of on-site meetings but also through electronic communication (such as** by telephone**, video** ~~conference~~ or similar communication equipment**) or by a combination of on-site and electronic communication**. ~~During such meeting,~~ s**S**o long as all directors participating in the meeting can clearly hear and communicate with other directors, all such directors shall be deemed to be present in person at the meeting **of the board of directors**.	**Article 127** A meeting of the board of directors may be held not only in the form of on-site meetings but also through electronic communication (such as by telephone, video or similar communication equipment) or by a combination of on-site and electronic communication. So long as all directors participating in the meeting can clearly hear and communicate with other directors, all such directors shall be deemed to be present in person at the meeting of the board of directors. Unless otherwise provided in these Articles, if a meeting of the board of directors cannot be held in the form of an on-site meeting or through electronic communication due to special reasons, a written resolution may be adopted in lieu of convening meetings of the board of directors. However, the draft of such resolutions shall be sent to all director for voting by either personal delivery, post, facsimile, or email. Directors participating in the voting shall complete the corresponding written signing procedures within the time limit specified in the meeting notice. In this circumstance, if signatures of approval are obtained by the number of directors required to pass that resolution and sent to the secretary by one of the foregoing methods, then that resolution shall be a directors' resolution and a meeting of the board of directors need not be held.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 99 **Unless otherwise provided in these Articles, if a meeting of** the board of directors **cannot be held in the form of an on-site meeting or through electronic communication due to special reasons, a written resolution** may **be adopted** ~~pass written resolutions~~ in lieu of convening meetings of the board of directors. However, the draft of such resolutions shall be sent to ~~every~~ **all** director **for voting** by either personal delivery, post, ~~telex or~~ facsimile**, or email**. **Directors participating in the voting shall complete the corresponding written signing procedures within the time limit specified in the meeting notice. In this circumstance, if** ~~a resolution has been sent to all directors, and~~ signatures of approval **are** ~~is~~ obtained by the number of directors required to pass that resolution and sent to the secretary by one of the foregoing methods~~.~~**,** then that resolution shall be a directors' resolution and a meeting of the board of directors need not be held.	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 100 ~~(1)~~ A meeting of a board of directors shall be attended by the directors in person~~.~~**;** ~~A~~**a** director who is unable to attend ~~a meeting of the board of directors~~ for any reason may in writing appoint other directors to attend ~~the meeting~~ on his behalf~~.~~**,** ~~T~~**t**he written appointment shall specify **the name of the proxy, the matters for entrustment and** the scope of authorization in detail**, and shall be signed or sealed by the principal**. ~~(2)~~ The ~~representative~~ **director** attending the meeting shall exercise the rights of the director ~~who appointed him~~ within the scope of authority ~~conferred by such director~~. ~~(3)~~ If a director fails to attend a meeting of the board of directors and has not appointed a representative to attend on his behalf, ~~he behalf,~~ he shall be deemed to have waived his right to vote at that meeting.	Article 128 A meeting of a board of directors shall be attended by the directors in person; a director who is unable to attend for any reason may in writing appoint other directors to attend on his behalf, the written appointment shall specify the name of the proxy, the matters for entrustment and the scope of authorization in detail, and shall be signed or sealed by the principal. The director attending the meeting shall exercise the rights of the director within the scope of authority. If a director fails to attend a meeting of the board of directors and has not appointed a representative to attend on his behalf, he shall be deemed to have waived his right to vote at that meeting.
Article 92 The expenses incurred by the directors in attending board meetings shall be borne by the Company. These expenses include transportation fees between the location of the director and the place of meeting (if at a different place) and charges for accommodation and meals~~, rental for the venue of board meeting~~ and local transportation fees during the period of board meeting.	Article **129** The expenses incurred by the directors in attending board meetings shall be borne by the Company. These expenses include transportation fees between the location of the director and the place of meeting (if at a different place) and charges for accommodation and meals and local transportation fees during the period of board meeting.
Article 93 Meetings of the board of directors shall be conducted in Chinese, and, if necessary, a translator may be present to provide Chinese-English simultaneous translation.	Article **130** Meetings of the board of directors shall be conducted in Chinese, and, if necessary, a translator may be present to provide Chinese-English simultaneous translation.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 95 Directors shall be responsible for the resolution of the board of directors. Directors participating in any resolution of the board of directors which contravenes law, administrative regulations or these articles and causes serious losses to the Company shall be liable to compensate the Company, but if it is proved that a director has stated his objection at the time the vote was taken and a record thereof was made in the minutes of the meeting, that director shall be relieved of his liability.~~	*Deleted*
Article 102 The board of directors shall cause minutes to be kept of decisions made in relation to matters considered at the meeting, and the minutes shall be signed by directors attending the meeting ~~and the person recording the minutes~~. **The minutes of the meetings of the board of directors shall be kept as company files for a period of not less than ten years.**	**Article 131** The board of directors shall cause minutes to be kept of decisions made in relation to matters considered at the meeting, and the minutes shall be signed by directors attending the meeting. The minutes of the meetings of the board of directors shall be kept as company files for a period of not less than ten years. Resolutions passed at a meeting of the board of directors and written resolutions of the board of directors shall be recorded in Chinese.
Article 96 Resolutions passed at a meeting of the board of directors and written resolutions of the board of directors shall be recorded in Chinese.	
~~Article 97 Minutes of every meeting of the board of directors shall be presented to all directors for review soon as possible.~~	*Deleted*
~~Article 98 Unless otherwise provided by the board of directors, a president who is not a director may attend meetings of the board of directors and is entitled to receive notices of such meetings and the relevant documents. However, unless the president is also a director, he shall not have the right to vote at meetings of the board of directors.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 132** A meeting of the board of directors shall include the following: (1) the date, venue and name of the convener of the meeting; (2) the names of the directors present at the meeting, and the names of directors (proxies) present at the meeting appointed by other directors; (3) the meeting agenda; (4) summaries of the speeches of directors; (5) the voting methods and results for each resolution (the voting results shall indicate the number of votes for, against, or abstaining).
Newly added section	**Section 3 Special committees of the board of directors**
Newly added	**Article 133** The board of directors of the Company shall establish an Audit Committee, which shall exercise the functions and powers of the supervisory committee under the Company Law as well as the functions and powers of the audit committee under the securities regulatory rules of the place where the Company's shares are listed.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 134** The Audit Committee shall consist of three or more members, all of whom shall be non-executive directors, with independent directors accounting for more than half of its members. The composition of the Audit Committee and the qualifications of its members shall also satisfy the requirements of the securities regulatory rules of the place where the Company's shares are listed. The Audit Committee shall have a chairperson, who shall be an independent director and shall meet the qualification requirements under the securities regulatory rules of the place where the Company's shares are listed. The chairperson of the Audit Committee shall serve as the convener of the meetings of the Audit Committee.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 135** The Audit Committee shall hold at least one meeting each quarter. An interim meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee may be held only if more than two-thirds of its members are present. Resolutions of the Audit Committee shall be adopted by a majority vote of its members. Each member shall have one vote in the voting on resolutions of the Audit Committee. Resolutions of the Audit Committee shall be recorded in the meeting minutes as required. The members of the Audit Committee present at the meeting shall sign the meeting minutes. The working procedures of the Audit Committee shall be formulated by the board of directors. Where the securities regulatory rules of the place where the Company's shares are listed contain separate provisions regarding the matters referred to in this Article, such provisions shall prevail.
Newly added	**Article 136** In addition to the Audit Committee, the board of directors of the Company shall establish the Remuneration Committee, the Strategic Development Committee, and the Nomination Committee, and may establish other special committees as needed, which shall perform their duties in accordance with the authorization of the board of directors. The board of directors shall be responsible for formulating the duties, composition, and working procedures of such special committees.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~CHAPTER 15 –PRESIDENT~~ CHAPTER 8 SENIOR OFFICERS	**CHAPTER 8 SENIOR OFFICERS**
Article 114 The Company shall have one president and several senior Vice-president, Vice-president. The president, senior Vice-president and Vice-president shall be appointed and dismissed by ~~and shall be accountable to~~ the board of directors. The senior Vice-president and Vice-president shall assist the president in his work.	**Article 137** The Company shall have one president and several senior Vice-president, Vice-president. The president, senior Vice-president and Vice-president shall be appointed and dismissed by the board of directors. The senior Vice-president and Vice-president shall assist the president in his work.
Newly added	**Article 138** The circumstances specified in these Articles under which a person may not serve as a director shall also apply to the senior officers. These Articles concerning the fidelity duties and diligent duties of directors shall also apply to the senior officers.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 115 ~~Unless otherwise prescribed in these Articles,~~ the president shall **be accountable to the board of directors and** exercise the following powers: (1) to be responsible for the production and operational management of the Company; to organize the implementation of the resolutions of the board of directors and to report on his work to the board of directors; ~~(2) to convene and chair meetings of the president's office personally or appoint a senior Vice-president to do so, meetings of the president's office shall be attended by the president, senior Vice-president, Vice-president and other officers;~~ ~~(3)~~**(2)** to organize the implementation of **the annual operational plan and investment proposals** of the Company; **(3) to formulate the Company's plans for the establishment of its internal management structure;** (4) to formulate the basic management structure ~~and regulations~~ of the Company ~~and submit the same for approval by the board of directors~~; **(5) to formulate specific regulations of the Company;**	**Article 139** The president shall be accountable to the board of directors and exercise the following powers: (1) to be responsible for the production and operational management of the Company; to organize the implementation of the resolutions of the board of directors and to report on his work to the board of directors; (2) to organize the implementation of the annual operational plan and investment proposals of the Company; (3) to formulate the Company's plans for the establishment of its internal management structure; (4) to formulate the basic management structure of the Company; (5) to formulate specific regulations of the Company; (6) to recommend the board of directors the appointment or dismissal of senior Vice-president, Vice-president, and financial controllers; (7) to appoint or dismiss the management officers other than those required to be appointed or dismissed by the board of directors; (8) other powers conferred by these Articles or the board of directors. The president shall attend the meetings of the board of directors.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(5) to appoint, dismiss or transfer management personnel (including persons in charge of management departments) who are not required to be appointed or dismissed by the board of directors and workers of the Company;~~ **(6)** to recommend **the board of directors** the appointment or dismissal of senior Vice-president, Vice-president, **and** financial controllers ~~and other officers.~~**;** ~~(6) to determine the imposition of any awards or penalties, promotion or demotion, increase or reduction in salaries/wages, appointment, employment, dismissal or resignation of staff and workers of the Company;~~ ~~(7) to represent the Company externally in handing business matters within the scope of the authority conferred by the board of directors;~~ **(7) to appoint or dismiss the management officers other than those required to be appointed or dismissed by the board of directors;** (8) other powers conferred by these Articles ~~and~~ **or** the board of directors. **The president shall attend the meetings of the board of directors.**	
~~Article 116 The president shall. in exercising his powers, comply with law, administrative regulations and these Articles, and shall act in accordance with his fiduciary duties and the duty to act diligently.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 117 The president, senior Vice-president, Vice-president and other senior officers shall give three months' prior written notice of resignation to the board of directors.~~	*Deleted*
Newly added	**Article 140** The president shall formulate the working rules of the president, which become effective upon approval by the board of directors.
Newly added	**Article 141** The working rules of the president shall include the following contents: (1) the convening requirements, procedures and attending persons of the president meetings; (2) the respective duties and division of responsibilities of the president and other officers; (3) the authority of use of the fund and assets of the Company and to reach material contracts, as well as the systems for reporting works to the board of directors; (4) other matters the board of directors deems necessary.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~**CHAPTER13 – COMPANY SECRETARY**~~	*Deleted title*
Article 106 The Company shall have a company secretary ~~who shall be appointed and dismissed by the board of directors~~.	**Article 142** The Company shall have a company secretary. The principal duties of the company secretary shall include: (1) responsible for the preparation of the Company's shareholders' meeting and meetings of the board of directors, as well as the safekeeping of related documents; (2) prepare and submit reports and documents required by relevant government departments and regulatory authorities; (3) responsible for the management of the Company's shareholder records, and for providing relevant records and documents in a timely manner to persons entitled to access such records and documents of the Company; (4) other matters as stipulated by relevant regulatory rules and these Articles, or as authorized by the board of directors.
Article 107 The **principal duties of the** company secretary **shall include:**~~is an officer of the Company, his primary responsibility is to ensure that the documentation and records of the Company are complete, to prepare and submit to the administration of industry and commerce authority and other competent authorities the required reports and documents, to ensure that Company's register of shareholders is properly maintained, to ensure that persons entitled to the relevant records and documents of the Company are promptly furnished with the same, and to discharge the obligations of a company secretary according to law and these Articles (including the reasonable requests of the board of directors)~~ **(1) responsible for the preparation of the Company's shareholders' meeting and meetings of the board of directors, as well as the safekeeping of related documents;** **(2) prepare and submit reports and documents required by relevant government departments and regulatory authorities;** **(3) responsible for the management of the Company's shareholder records, and for providing relevant records and documents in a timely manner to persons entitled to access such records and documents of the Company;** **(4) other matters as stipulated by relevant regulatory rules and these Articles, or as authorized by the board of directors**.	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 108 The directors shall appoint a natural person who they consider to have the requisite knowledge and experience to be the company secretary. One or two natural persons may act as the company secretary. If two persons are jointly appointed, the obligations of the company secretary shall be jointly borne by them; but any one of them shall have all the powers to act alone as the company secretary.~~	*Deleted*
~~Article 109 The company secretary shall prompt the Company to comply with the relevant PRC laws and the regulations of the stock exchange(s) on which shares of the Company are listed.~~	*Deleted*
~~Article 110 Directors or other officers of the Company may simultaneously act as company secretary. An accountant belonging to the firm of accountants employed by the Company shall not simultaneously act as company secretary. Where a director is also the company secretary, if an act is required to be done by a director and the company secretary separately, then that director who is also the company secretary may not perform the act in his dual capacity~~	*Deleted*
Newly added	**Article 143** Where any senior officer causes damage to any other person while performing their duties for the Company, the Company shall be liable for compensation; if the senior officer concerned is found to have acted with intent or gross negligence, he/she shall also be liable for compensation. Any senior officer who violates any laws, administrative regulations or the Articles in the performance of their duties for the Company, causing losses to the Company, shall be liable for compensation.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 144** When performing their duties, senior officers of the Company shall, for the best interests of the Company, exercise the reasonable care that a manager would ordinarily exercise.
~~**CHAPTER16 – SUPERVISORY COMMITTEE**~~	*Deleted title*
~~Article 118 The Company shall have a supervisory committee.~~ ~~The supervisory committee shall consist of 5 supervisors, 2 of which shall be representatives of staff and workers who are elected and removed by the staff and workers of the Company and the others shall be elected and removed by the shareholders general meeting.~~ ~~The supervisory committee shall consist of 5 supervisors, 2 of which shall be representatives of staff and workers who are elected and removed by the staff and workers of the Company and the others shall be elected and removed by the shareholders general meeting.~~	*Deleted*
~~Article 119 All supervisors shall perform their supervisory responsibility honestly in accordance with law, administrative regulations and these Articles~~.	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 120 In addition to obligations imposed by law or required by the stock exchanges on which shares of the Company are listed, each supervisor has the obligation, in the exercise of the powers conferred upon him by the Company, to:~~ ~~(1) art in good faith and honestly in the best interests of the Company; and~~ ~~(2) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.~~	*Deleted*
~~Article 121 Supervisors shall not undertake concurrently the duties of the directors, president or other officers of the Company, including but not limited to, the financial controller of the Company.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 122 The supervisory committee shall be accountable to the shareholders general meeting and shall exercise the following powers in accordance with law:~~ ~~(1) to examine the Company's financial affairs;~~ ~~(2) to scrutinise as to whether the directors, manager and other officers have acted in contravention of law, administrative regulations, these Articles and the resolutions of shareholders general meeting in the performance of their duties in the Company;~~ ~~(3) if the conduct of a director, president or other officers is prejudicial to the interests of the Company, to require him to rectify such conduct;~~ ~~(4) to examine financial information such as the financial reports, business reports and profit distribution proposals which the board of directors proposes to submit to the shareholders general meeting, and in case of doubts, to appoint on behalf of the Company a registered accountant or auditor to assist in the an re-examination.~~ ~~(5) to propose to convene extraordinary general meetings;~~ ~~(6) to negotiate with the directors on behalf of the Company or to bring proceedings against the directors;~~ ~~(7) other powers stipulated in these Articles.~~ ~~All supervisors shall have the right to be present in the directors' meetings.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 123 Resolutions of the supervisory committee shall be passed by two-thirds or more of the supervisors.~~	*Deleted*
~~Article 124 All reasonable expenses incurred in respect of the employment of professionals such as lawyers, registered accountants or auditors as are required by the supervisory committee in the discharge of its duties shall be borne by the Company.~~	*Deleted*
~~CHAPTER 18 – PROFIT DISTRIBUTION~~	**CHAPTER 9 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT**
CHAPTER ~~19~~ – FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND ~~INTERNAL~~ AUDIT ~~SYSTEM~~	
~~CHAPTER 20 – APPOINTMENT OF ACCOUNTANTS~~	
Article 157 The Company shall formulate its financial accounting system in accordance with the relevant requirements of PRC laws, administrative regulations and ~~the PRC accounting principles formulated by the financial supervisory authority of the State Council~~ **the provisions of relevant national authorities**.	**Article 145** The Company shall formulate its financial accounting system in accordance with the relevant requirements of PRC laws, administrative regulations and the provisions of relevant national authorities.
~~Article 158 The Company shall prepare a financial report at the end of every financial year and shall have it audited in accordance with law.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 163 The Financial Statements of the Company **and the interim results or financial data published or disclosed** shall be prepared in accordance with the CASBE and regulations.	**Article 146** The Financial Statements of the Company and the interim results or financial data published or disclosed shall be prepared in accordance with the CASBE and regulations.
Article 164 ~~If the relevant securities of the Company is permitted to be listed on the Exchange, during the period on which its securities remain listed, the Financial Statements placed before the shareholders shall be prepared in accordance with the CASBE and regulations.~~	
Article 165 ~~Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with the CASBE and regulations.~~	
Article 159 The financial year of the Company shall adopt the Gregorian calendar year, which if from 1st January to 31st December of each year.	**Article 147** The financial year of the Company shall adopt the Gregorian calendar year, which if from 1st January to 31st December of each year.
Article 160 The Company shall use Renminbi as the currency unit in its accounts, all accounts shall be written in Chinese.	**Article 148** The Company shall use Renminbi as the currency unit in its accounts, all accounts shall be written in Chinese.
Article 161 ~~The board of directors shall place before the shareholders at every annual general meeting a financial report required by the relevant laws, administrative regulations or normative documents promulgated by regional government and supervisory authorities to be prepared by the Company.~~ The **annual** financial **accounting** reports of the Company shall be placed at ~~the legal office of~~ the Company ~~20~~ **twenty** days prior to the holding of the annual **shareholders'** ~~general~~ meeting of the Company for inspection by shareholders.	**Article 149** The annual financial accounting reports of the Company shall be placed at the Company twenty days prior to the holding of the annual shareholders' meeting of the Company for inspection by shareholders.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 166 ~~The Company shall announce its financial and business reports twice in each financial year. The interim report shall be announced within 60 days after the end of the first six months of the financial year. The annual report shall be announced within 120 days after the end of the financial year.~~ **The Company shall disclose its annual report within four months after the end of each financial year and its interim report within three months after the end of the first half of each financial year.** **The above-mentioned annual reports and interim reports shall be prepared in accordance with the provisions of relevant regulatory rules.**	**Article 150** The Company shall disclose its annual report within four months after the end of each financial year and its interim report within three months after the end of the first half of each financial year. The above-mentioned annual reports and interim reports shall be prepared in accordance with the provisions of relevant regulatory rules.
~~Article 167 Upon completion of the Company's interim reports and annual reports, the relevant procedures shall be effected and announcement be made in accordance with the relevant PRC securities law, regulations and the rules of the stock exchange(s) on which the shares of the Company is listed.~~	*Deleted*
Article 162 The Company shall not keep separate books of accounts apart from the statutory books of account. **The Company's funds shall not be deposited in any account opened in an individual's name.**	**Article 151** The Company shall not keep separate books of accounts apart from the statutory books of account. The Company's funds shall not be deposited in any account opened in an individual's name.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 152** When it distributes after-tax profit of the year, the Company shall allocate 10% of its after-tax profit to the statutory reserve. Where the accumulated statutory reserve of the Company has reached 50% of the Company's registered capital, no allocation is needed. If the Company's statutory reserve is insufficient to cover losses in previous years, the profits of the year shall be used to make up the losses before allocating the statutory reserve in accordance with the preceding paragraph. After withdrawal of statutory reserve from the after-tax profit, other discretionary reserve may be allocated out of the after-tax profits with the resolution approved by shareholders' meeting. After making up for losses and allocation of reserves, the remaining after-tax profit shall be distributed in proportion according to shares held by shareholders. If the shareholders' meeting fails to comply with the Company Law and distributes profit to shareholders, shareholders must return the profits distributed; if losses are caused to the Company, the shareholders and responsible directors and senior management members shall be liable for compensation. The shares held by the Company shall not participate in the distribution of profits.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 143 The profits of the Company after payment of the relevant taxes shall be applied in the following order:~~ ~~(1) making up of losses;~~ ~~(2) allocation to statutory common reserve;~~ ~~(3) allocation to statutory provident fund;~~ ~~(4) allocation to discretionary common reserve;~~ ~~(5) payment of dividends in respect of ordinary shares.~~ ~~The detailed distribution proportions in respect of items (4) to (5) above for any year shall be formulated by the board of directors in accordance with the operational conditions and development requirements of the Company and shall be submitted to the shareholders general meeting for approval.~~	*Deleted*
~~Article 144 No dividends shall be paid before the Company has made up its losses and has made allocation to statutory common reserve and statutory provident fund.~~	*Deleted*
~~Article 145 The Company shall allocate 10% of its profits after tax to the statutory common reserve; provided that no allocation is required if the statutory common reserve shall have reached 50% of the registered capital.~~	*Deleted*
~~Article 146 The Company shall allocate 10% of its profits after tax to the statutory~~ provident fund.	*Deleted*
~~Article 147 The discretionary common reserve shall be allocated separately out of the profits of the Company in accordance with the resolutions of shareholders general meetings.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 148 The following sums shall be appropriated to the capital reserve fund:~~ ~~(1) the amount of share premium arising from the issue of shares at a premium;~~ ~~(2) other income required by the financial supervisory authority of the State Council to be appropriated to the capital reserve fund.~~	*Deleted*
~~Article 149 The statutory common reserve shall only be used for the following purposes:~~ ~~(1) to make up losses;~~ ~~(2) to expand the Company's production equipment; or~~ ~~(3) for conversion into share capital. The Company may, upon approval by a resolution of shareholders general meeting, convert its statutory common reserve into share capital and issue bonus shares to existing shareholders in proportion to their original shareholdings or increase the nominal value of each share. When converting the Company's statutory common reserve into capital, the amount of such reserve remaining unconverted must not be less than 25% of the registered capital.~~	*Deleted*
~~Article 150 The Company shall allocate monies to its statutory provident fund and apply the funds to the collective welfare of staff and workers.~~	*Deleted*
~~Article 151 Subject to the restrictions imposed by Articles 143, 144 and 146, dividends shall be paid proportionately to the shareholding of each shareholder.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 152 The Company may distribute dividends by way of cash or bonus shares (or by a combination of both ways).~~	*Deleted*
Article 153 **The Company's profit distribution shall attach importance to reasonable investment returns for investors. When formulating the profit distribution plan, the Company shall comprehensively consider factors such as the Company's operating conditions, risk status, capital level, market environment and regulatory requirements.** When distributing dividends to shareholders, the Company shall deduct therefrom the tax payable on dividend income in accordance with PRC tax law.	**Article 153** The Company's profit distribution shall attach importance to reasonable investment returns for investors. When formulating the profit distribution plan, the Company shall comprehensively consider factors such as the Company's operating conditions, risk status, capital level, market environment and regulatory requirements. When distributing dividends to shareholders, the Company shall deduct therefrom the tax payable on dividend income in accordance with PRC tax law.
Newly added	**Article 154** After the shareholders' meeting of the Company adopts a resolution on the profit distribution plan, or the board of directors of the Company formulates a specific plan in accordance with the interim dividend conditions and upper limit approved by the annual shareholders' meeting, the Company shall complete the distribution of dividends (or shares) within six months.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 155** The Company's common reserves shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's registered capital. Discretionary and statutory common reserves shall be used first to make up for the Company's losses, and if they fall short, then capital reserves may be used in accordance with relevant requirements. When funds in the statutory common reserve are converted into increased registered capital, the funds remaining in such reserve will not be less than 25 percent of the Company's registered capital before the conversion.
Article 154 The Company shall appoint a receiving agent for holders of overseas listed foreign shares. The receiving agent shall receive on behalf of the holders of overseas listed foreign shares dividends declared and all other monies payable by the Company in respect of those shares.	**Article 156** The Company shall appoint a receiving agent for holders of overseas listed foreign shares. The receiving agent shall receive on behalf of the holders of overseas listed foreign shares dividends declared and all other monies payable by the Company in respect of those shares.
Article 155 The receiving agent appointed by the Company shall comply with the requirements of the ~~law and the regulations~~ **relevant regulatory rules** of ~~the stock exchange(s) of~~ the place where the Company**'s shares are** listed. ~~The receiving agent appointed by the Company for holders of overseas listed foreign shares listed in Hong Kong shall be a trust corporation registered under the Trustee Ordinance in Hong Kong~~.	The receiving agent appointed by the Company shall comply with the requirements of the relevant regulatory rules of the place where the Company's shares are listed.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 156 The Company shall not exercise its powers to forfeit any unclaimed dividend in respect of overseas listed foreign shares listed in Hong Kong until the expiry of the applicable limitation period. The Company is entitled to send to a holder of overseas listed foreign shares by post if such warrants have been left uncaused on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered. The Company may exercise the power to sell the shares of an untraceable holder of overseas listed foreign shares in a manner which the board of directors may think fit subject to the following conditions conditions: (i) during a period of ~~12~~ **twelve** years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (ii) on expiry of the ~~12~~ **twelve** years the Company gives notice of its intention to sell the shares by way of an advertisement published in a Chinese and English newspaper in Hong Kong and notifies ~~t~~**T**he **Stock** Exchange **of Hong Kong Limited** of such intention.	**Article 157** The Company shall not exercise its powers to forfeit any unclaimed dividend in respect of overseas listed foreign shares listed in Hong Kong until the expiry of the applicable limitation period. The Company is entitled to send to a holder of overseas listed foreign shares by post if such warrants have been left uncaused on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered. The Company may exercise the power to sell the shares of an untraceable holder of overseas listed foreign shares in a manner which the board of directors may think fit subject to the following conditions conditions: (i) during a period of twelve years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and (ii) on expiry of the twelve years the Company gives notice of its intention to sell the shares by way of an advertisement published in a Chinese and English newspaper in Hong Kong and notifies The Stock Exchange of Hong Kong Limited of such intention.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 168 The Company shall appoint ~~and independent~~ an accounting firm ~~of accountants~~ which satisfy the relevant PRC requirements to audit the ~~annual~~ accounting report of the Company ~~and to verify/ audit other accounting reports of the Company~~. **The term of appointment shall be one year and can be renewed.** ~~The first accountants of the Company may be appointed at the inaugural meeting before the first annual general meeting and that firm of accountants shall hold office until the conclusion of the first annual general meeting.~~ ~~If at the inaugural meeting the Company fails to exercise its powers stipulated in the preceding paragraph, those powers shall be exercised by the board of directors.~~	**Article 158** The Company shall appoint an accounting firm which satisfy the relevant PRC requirements to audit the accounting report of the Company. The term of appointment shall be one year and can be renewed.
~~Article 169 The term of appointment of the firm of accountants appointed by the Company shall commence from the conclusion of the current annual general meeting until the conclusion of the next annual general meeting.~~	*Deleted*
Newly added	**Article 159** The appointment or dismissal of an accounting firm responsible for the Company's audit shall be decided by the shareholders' meeting. The board of directors shall not appoint an accounting firm before it is approved at the shareholders' meeting.
Newly added	**Article 160** The Company shall guarantee the provision of authentic and complete accounting vouchers, ledgers, financial reports, and other accounting materials to its engaged accounting firm, and shall not refuse, conceal, or make false representations thereof.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 170 The firm of accountants appointed by the Company shall have the following rights:~~ ~~(1) a right to inspect at all times to the books and records and certificates of the Company, and the right to require the directors, managers and other officers of the Company to provide relevant information and explanations;~~ ~~(2) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the purposes of performing their duties;~~ ~~(3) to attend shareholders general meetings and to receive all notices of, and other information relating to, meetings which a shareholder is entitled to receive, and to speak at any shareholders general meeting on any matter which concerns them as the firm of accountants of the Company.~~	*Deleted*
~~Article 171 If a casual vacancy arises in the office of accountants, the board of directors may prior to the holding of a shareholders general meeting appoint firm of accountants to fill the vacancy provided that during the continuance of the casual vacancy, if the Company has another firm of accountants in office, that firm of accountants may continue to act.~~	*Deleted*
~~Article 172 The shareholders general meeting may by ordinary resolution remove the firm of accountants before the expiration of their term of office notwithstanding the terms of the contract between the Company and the firm of accountants. If the firm of accountants has any right to claim against the Company arising form the termination of their office, that right shall not be affected by that termination.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 173 The ~~remuneration and the method of remuneration of the film of accountants~~ **audit fees of the accounting firm** shall be determined ~~by the shareholders~~ **at the shareholders' meeting**. ~~The remuneration of the firm of accountants appointed by the board of directors shall be determined by the board of directors.~~	**Article 161** The audit fees of the accounting firm shall be determined at the shareholders' meeting.
~~Article 174 The appointment, removal, or non re-appointment of a firm of accountants by the Company shall be decided by the shareholders and reported to the State Council securities regulatory authority for record.~~ ~~When a resolution is passed at a shareholders general meeting to appoint a firm of accountants not currently in office to fill a casual vacancy in the office of accountants, of to reappoint a firm of accountants which were appointed by the board of directors to fill a casual vacancy, or to remove a firm of accountants before the expiration of their term of office, the following provisions shall apply:~~ ~~(1) The proposed resolution shall be sent, before notice of a shareholders general meeting is given, to the firm of accountants proposed to be appointed of proposed to leave office or which have left office in the relevant financial year. Leaving office includes leaving by removal, resignation and retirement.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(2) If the firm of accountants leaving office makes representations in writing and requests the Company to notify the shareholders of its representations, the Company shall implement the following measures (unless the representations are received too late):~~ ~~(i) state in the notice given in connection with the resolution the fact that representations have been made by the firm of accountants leaving office;~~ ~~(ii) send a copy of the representations to every shareholder entitled to receive notice of shareholders general meetings.~~ ~~(3) If the representations of the relevant firm of accountants have not been dispatched in accordance with (2) above, that firm of accountants may request that such representations be read at the shareholders general meeting and that it may make further submissions.~~ ~~(4) A firm of accountants leaving office shall be entitled to attend the following meetings:~~ ~~(i) the shareholders general meeting at which his term of office would expire;~~ ~~(ii) the shareholders general meeting at which it is proposed to fill the casual vacancy caused by his removal;~~ ~~(iii) the shareholders general meeting convened as a result of his resignation.~~ ~~The firm of accountants leaving office is entitled to receive all notices of and other correspondence relating to the meetings referred to above, and to speak at any such meeting on any matter which concerns them as former accountants of the Company.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 175 If the Company removes or does not re-appoint the **accounting** firm ~~of accountants~~, it shall ~~first~~ notify the **accounting** firm ~~of accountants~~ **thirty days in advance** and the **accounting** firm ~~of accountants~~ is entitled to make representations ~~to the shareholders general meeting~~ **when the shareholders' meeting of the Company votes on dismissing the accounting firm**. ~~A~~ **Where the accounting** firm ~~of accountants tendering resignation~~ **resigns, it** shall inform at the ~~shareholders general~~ **shareholders'** meeting as to whether there is any misconduct on the part of the Company. ~~(1) A firm of accountants may resign from office by a notice in writing addressed to the Company's legal address, that notice shall contain either of the following statements:~~ ~~(i) a statement to the effect that there are no circumstances connected with his resignation which he considers should be brought to the notice of shareholders or creditors of the Company; or~~ ~~(ii) a statement of any such circumstances which should be~~ accounted for. ~~Any such notice shall be effective on the date on which it is deposited at the legal address of the Company or on such later date as may be specified therein.~~	**Article 162** If the Company removes or does not re-appoint the accounting firm, it shall notify the accounting firm thirty days in advance and the accounting firm is entitled to make representations when the shareholders' meeting of the Company votes on dismissing the accounting firm. Where the accounting firm resigns, it shall inform at the shareholders' meeting as to whether there is any misconduct on the part of the Company.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~(2) The Company shall within 14 days acknowledge its receipt of the written notice referred to in (1) above and send a copy of the notice to the competent authority. If the notice contains a statement referred to in (1) (ii) above, a copy of that notice shall also be sent to every shareholder entitled to receive a copy of the Company's financial statements.~~ ~~(3) Where the notice of resignation of the firm of accountants contains a statement referred to in (1) (ii) above, he may require the board of directors to convene an extraordinary general meeting to hear their explanation of the circumstances connected with their resignation.~~	
~~**CHAPTER 21–LABOUR MANAGEMENT AND STAFF AND WORKERS UNION ORGANISATIONS**~~	*Deleted title*
~~Article 176 The Company shall formulate its labour management, personnel management, wages and welfare and social insurance systems in accordance with PRC laws, regulations and the relevant administrative provisions.~~	*Deleted*
~~Article 177 In respect of all levels of management personnel, the Company shall adopt an appointment system and in respect of ordinary staff and workers, the Company shall adopt a contract system. The Company shall have autonomy in respect of the allocation of employees and has the right to recruit and dismiss management personnel, staff and workers in accordance with laws and regulations and the terms contracts.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 178 The Company shall have the right to determine autonomously the levels of wages and welfare benefits for various levels of its management personnel and various types of staff and workers with reference to its own economic performance and within the scope of the relevant administration regulations.~~	*Deleted*
~~Article 179 The Company shall arrange for medical insurance, retirement insurance and unemployment insurance for its management personnel and staff and workers in accordance with the relevant local and central governmental administrative regulations and shall implement the laws, regulations and the relevant requirements in respect of labour insurance and labour protection for retired and unemployed staff and workers.~~	*Deleted*
~~Article 180 The Company shall protect the legal rights of workers, strengthen labour protection and implement safe production practices.~~ ~~The Company will adopt various means to strengthen occupational education and on-the-job training of staff and workers of the Company and enhance the quality of staff and workers.~~	*Deleted*
~~Article 181 The staff and workers of the Company may in accordance with law, organise workers unions, carry out workers union activities and protect the lawful rights of staff and workers. The Company shall allocate a workers union fund and develop workers union activities in accordance with the relevant PRC laws.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 182 When the Company considers issues involving the personal interests of staff and workers relating matters such as salary, benefits, production safety and labour insurance of staff and workers, it shall first consider the opinions of the Company's workers union and staff and workers and shall invite representatives of the workers union or representatives of the staff and workers to attend the relevant meeting. When the Company studies and decides on major issues relating to production and operation or formulates important regulations, it shall consider the opinions and suggestions of the workers union and of staff and workers of the Company.~~	*Deleted*
CHAPTER ~~25~~ 10–NOTICES	**CHAPTER 10–NOTICES**
Newly added	**Article 163** Notices of the Company shall be given by the following means: (1) by hand; (2) by pre-paid post; (3) by electronic means complying with the relevant regulatory rules and the requirements of the securities regulatory authorities; (4) by way of a public announcement complying with the securities regulatory rules and the requirements of the securities regulatory authorities of the place where the Company's shares are listed; (5) by fax; (6) other means specified in the Articles of Association.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 164** Any notice of the Company given by announcement shall be deemed to be received by all relevant persons once such announcement is published on a website complying with the securities regulatory rules and the requirements of the securities regulatory authorities of the place where the Company's shares are listed.
Newly added	**Article 165** For a Company notice given by hand, the person on whom it is served shall sign (of affix his or her seal to) the acknowledgement slip, and the date on which he or she signed in receipt shall be the date of service. For a Company notice given by mail, the date of service shall be 3 business days from the date of consignment to the post office. For a Company notice given by electronic means, the date of transmission from the server of the Company or its agent shall be the date of service. For a Company notice given by fax, it shall be deemed to have been delivered when transmitted to the recipient's fax number (provided that the sender has not received a delivery failure notice). Any notice given by the Company to holders of overseas-listed foreign shares listed in Hong Kong shall be addressed to the addresses registered in the register of members.
Article 55 The accidental omission to give notice of a meeting to ~~any~~ **a** person entitled to receive notice to the non-receipt of notice of a meeting by such person shall not invalidate the meeting and any resolution ~~passed~~ **adopted** at that meeting.	**Article 166** The accidental omission to give notice of a meeting to a person entitled to receive notice to the non-receipt of notice of a meeting by such person shall not invalidate the meeting and any resolution adopted at that meeting.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 202 Save as otherwise provided for in these Articles, notices, information or written statements to be given by the Company to holders of overseas listed foreign shares listed in Hong Kong shall be served to the registered address of each holder of overseas listed foreign shares by personal delivery, or by post to each holder of overseas listed foreign shares. Notices given to holders of overseas listed foreign shares listed in Hong Kong shall so far as possible be posted in Hong Kong.~~ ~~Notwithstanding the requirements under paragraph 1 of this Article and Articles 54, 161 and 183 of these Articles or any other provisions (if related) with respect to the form of issuance or notification of any documents, notices or other communications, subject to compliance with all applicable laws and regulations, relevant provisions of the securities regulatory authority of the place where the shares of the Company are listed and these Articles, the Company may elect to issue corporate communications in the form of notification by posting on the website of the Company and the websites designated by the securities regulatory authority of the place where the shares of the Company are listed, as a substitute for the delivery of a written document by hand or by prepaid mail to each holder of overseas listed foreign shares.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~"Corporate communications" means any documents issued or to be issued by the Company for the information or action of the shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheets and profit and loss statements or income statements), notices of meetings, listing documents, circulars, proxy forms and other communication documents.~~ ~~Notices to be given by the Company to holders of domestic shares shall be published in one or more publications specified by the PRC securities regulatory authority. Once published, all holders of domestic shares shall be deemed to have received such notice. The Company may also serve such notices to such holders of domestic shares by post or by personal delivery.~~	
~~Article 203 Where a notice is sent by post, it shall be properly addressed, its postage prepaid and posted in a letter containing the notice and it shall be deemed to have been received by the shareholder 5 days after the letter containing the same is posted.~~	*Deleted*
~~Article 204 Any notice, document, information or written statement sent by shareholders or directors to the Company may be sent by personal delivery or registered mail to the Company's legal address.~~	*Deleted*
~~Article 205 In seeking to prove that a shareholder or director have already sent a notices, documents, information or written statement to the Company, evidence shall be produced to show that the notice, document, information or written statement was sent with in the specified time in the ordinary manner and by prepaid post and is sent to the correct address.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
CHAPTER ~~22~~ 11~~=~~MERGER, ~~AND~~ DEMERGER, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION ~~OF THE COMPANY~~	**CHAPTER 11 MERGER, DEMERGER, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION**
~~CHAPTER 23 TERMINATION AND LIQUIDATION~~	
Newly added section	**Section 1 Merger, demerger, capital increase and reduction**
~~Article 183 When the Company merges or demerges, the board of directors shall produce a proposal, and after it is approved in accordance with the provisions of these Articles, the relevant approval procedures shall be effected. Shareholders who objects to the merger or demerger of the Company are entitled to require the Company or the shareholders who agree to the merger or demerger proposals of the Company to purpose their shares at a fair price. The contents of the Company's resolution to merge or demerger shall be contained in a specific document which shall be circulated to shareholders.~~ ~~In respect of holders of overseas listed foreign shares listed in Hong Kong, the document referred to above shall be sent by post.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 184 The merger of the Company may adopt the method~~s~~ of merger by absorption ~~and~~ **or** merger by new establishment. ~~When the Company mergers, all parties to the merger shall signa merger agreement, and a balance sheet and list of property shall be prepared. The Company shall notify its creditors within 10 days and shall make a public announcement within 30 days after the date of the resolution to merge.~~ ~~After the merger of the Company, the rights and liabilities of the merging parties shall be assumed by the company continuing to exist after the merger or the new company which was established therefore.~~ **The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.**	**Article 167** The merger of the Company may adopt the method of merger by absorption or merger by new establishment. The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.
Newly added	**Article 168** If the consideration to be paid by the Company for the merger does not exceed 10% of the Company's net assets, approval by a resolution of the shareholders' meeting is not required. If the Company merges in accordance with the provisions of the preceding paragraph without approval by a resolution of the shareholders' meeting, such merger shall be subject to resolution of the board of directors.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 169** If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make an announcement on a newspaper or on the National Enterprise Credit Information Publicity System. A creditor may, within 30 days from the date of receipt of the written notice or, if he did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt to him in full or to provide commensurate security.
Newly added	**Article 170** When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.
Article 185 When the Company demerges, its property shall be separated accordingly. When the Company demerges, ~~all parties to the demerger shall sign a demerger agreement, and~~ a balance sheet and list of property shall be prepared. The Company shall notify its creditors within ~~10~~ **ten** days and to make a public announcement in newspapers **or on the National Enterprise Credit Information Publicity System** within ~~30~~ **thirty** days of the date of the resolution to demerge. ~~The liabilities of the Company prior to the demerger shall be assumed by the companies after the demerger in accordance with the demerger agreement.~~	**Article 171** When the Company demerges, its property shall be separated accordingly. When the Company demerges, a balance sheet and list of property shall be prepared. The Company shall notify its creditors within ten days and to make a public announcement in newspapers or on the National Enterprise Credit Information Publicity System within thirty days of the date of the resolution to demerge.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 172** The post-demerger companies shall be jointly and severally liable for the pre-demerger debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the demerger.
Newly added	**Article 173** If the Company is to reduce its capital, it will prepare a balance sheet and a list of its property. The Company shall notify its creditors within 10 days from the date of adoption of the resolution at the shareholders' meeting to reduce its registered capital and make an announcement on a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Creditors shall, within 30 days of receiving a notice, or within 45 days of the date of the announcement for those who have not received a notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security. When the Company reduces its registered capital, it shall reduce the amount of capital contributions or shares in proportion to the shareholders' shareholdings, unless otherwise specified in the law or these Articles.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 174** If the Company still has losses after making up for them in accordance with the provision of the second paragraph of Article 155 of these Articles, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of Article 173 of these Articles of Association shall not apply. However, the Company shall announce the reduction on a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the shareholders' meeting passes a resolution to reduce the registered capital. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.
Newly added	**Article 175** Where registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed; in case of losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 176** Where the Company issues new shares to increase its registered capital, shareholders do not have preemptive rights, unless otherwise stipulated in the Articles of Association or a resolution of the shareholders' meeting grants shareholders preemptive rights.
Article 186 When the Company merges or demerges, in respect of the changes arising in respect of registered matters, a change of registration shall be affected at the companies' registration authority in accordance with law. If the Company is dissolved, its registration shall be cancelled in accordance with law. If a new company is established, registration of such establishment shall be effected in accordance with law. **If the Company increases or reduces its registered capital, it shall complete the procedures for change of registration with the company registration authority in accordance with the laws.**	**Article 177** When the Company merges or demerges, in respect of the changes arising in respect of registered matters, a change of registration shall be affected at the companies' registration authority in accordance with law. If the Company is dissolved, its registration shall be cancelled in accordance with law. If a new company is established, registration of such establishment shall be effected in accordance with law. If the Company increases or reduces its registered capital, it shall complete the procedures for change of registration with the company registration authority in accordance with the laws.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added section	**Section 2 Dissolution and liquidation**
Article 187 The Company ~~may~~ **shall** be dissolved in any one of the following circumstances: (1) a shareholders**'** ~~general~~ meeting resolves ~~by special resolution~~ to dissolve the Company; (2) ~~if~~ dissolution is necessary by reason of the merger or demerger of the Company; **(3) dissolution is necessary as a result of the merger or dissolution of the Company;** ~~(3)~~**(4)** ~~the Company is declared insolvent in accordance with law because it was unable to pay its debts as and when due;~~ **serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of voting rights may petition a People's Court to dissolve the Company.** ~~(4) the Company was ordered to be closed down by reason of its contravention of law or administrative regulations.~~ **On the occurrence of the abovementioned events, the Company shall make an announcement on the National Enterprise Credit Information Publicity System within ten days.**	**Article 178** The Company shall be dissolved in any one of the following circumstances: (1) a shareholders' meeting resolves to dissolve the Company; (2) dissolution is necessary by reason of the merger or demerger of the Company; (3) dissolution is necessary as a result of the merger or dissolution of the Company; (4) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of voting rights may petition a People's Court to dissolve the Company. On the occurrence of the abovementioned events, the Company shall make an announcement on the National Enterprise Credit Information Publicity System within ten days.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Newly added	**Article 179** In the event of item (1) of Article 178 of these Articles, the Company may carry on its existence by amending the Articles of Association or upon resolution at the shareholders' meeting if no assets have been distributed to any shareholder. The amendments to these Articles in accordance with the provisions described above or resolution of the shareholders' meeting shall require the approval of at least two-thirds of voting rights of shareholders attending a shareholders' meeting.
Article 188 If the Company is dissolved on the grounds set out in ~~paragraphs (1) above~~ **items (1), (2) and (4) of the Article 178 of these Articles, the liquidation procedures shall be conducted and directors shall be the Company's liquidation obligors and it shall establish a liquidation committee and liquidation shall commence within fifteen days from the date on which the cause for dissolution arose**. ~~then it shall establish a liquidation committee within 15 days thereof, the choice of members thereof shall be determined by an ordinary resolution of the shareholders general meeting~~. ~~If the Company is liquidated on the grounds set out in paragraph (3) above, a liquidation committee comprising of shareholders, the relevant departments and relevant professionals shall be established by the People's Court in accordance with the provisions of the relevant laws to carry out liquidation.~~ ~~If the Company is liquidated on the grounds set out in paragraph (4) above, a liquidation committee comprising of shareholders, the relevant departments and relevant professionals shall be established by the relevant supervisory department to carry out liquidation.~~	**Article 180** If the Company is dissolved on the grounds set out in items (1), (2) and (4) of the Article 178 of these Articles, the liquidation procedures shall be conducted and directors shall be the Company's liquidation obligors and it shall establish a liquidation committee and liquidation shall commence within fifteen days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of directors, except as otherwise decided by the shareholders' meeting. Where a liquidation obligor fails to perform its liquidation duties in a timely manner, thereby causing losses to the Company or its creditors, such obligor shall be liable for compensation.

Articles of Association	
Amendments to original articles	**Articles after amendments**
The liquidation committee shall be composed of directors, except as otherwise decided by the shareholders' meeting. **Where a liquidation obligor fails to perform its liquidation duties in a timely manner, thereby causing losses to the Company or its creditors, such obligor shall be liable for compensation.**	
~~Article 189 If the board of directors proposes to dissolve and liquidate the Company (other than at the liquidation of the Company because of a declaration of insolvency), the board of directors shall, in the notice convening a shareholders general meeting for this purpose, include a statement to the effect that, after having made full inquiry into the affairs of the Company, it is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of liquidation.~~ ~~Upon the passing of a resolution by the shareholders general meeting to commence liquidation, the powers of the board of directors of the Company shall cease.~~	*Deleted*
~~Article 190 The liquidation committee shall comply with the instructions of the shareholders, and report to the shareholders at least once a year on the income and expenditure of the liquidation committee, the progress of the Company's business and liquidation, and upon completion of liquidation to submit a final report to the shareholders.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 192 The liquidation committee shall exercise the following functions and powers during liquidation: (1) to thoroughly examine the property of the Company and prepare respectively a balance sheet and list of property; (2) to inform creditors by notice or public announcement; (3) to dispose of and liquidate the relevant unfinished business of the Company; (4) to pay all outstanding taxes **and any taxes incurred during the liquidation process** in full; (5) to settle claims and debts; (6) to ~~dispose of~~ **distribute** the assets remaining after full payment of the Company's debts; (7) to participate in civil litigation activities on behalf of the Company. ~~After the liquidation committee has examined the property of the Company and prepared a balance sheet and list of property, it shall formulate a liquidation proposal and submit it to the shareholders general meeting or the relevant supervisory department for confirmation.~~	**Article 181** The liquidation committee shall exercise the following functions and powers during liquidation: (1) to thoroughly examine the property of the Company and prepare respectively a balance sheet and list of property; (2) to inform creditors by notice or public announcement; (3) to dispose of and liquidate the relevant unfinished business of the Company; (4) to pay all outstanding taxes and any taxes incurred during the liquidation process in full; (5) to settle claims and debts; (6) to distribute the assets remaining after full payment of the Company's debts; (7) to participate in civil litigation activities on behalf of the Company.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 191 The liquidation committee ~~of the Company~~ shall notify all creditors within ~~10~~ **ten** days following its establishment and within ~~60~~ **sixty** days thereof publish a public announcement **on a newspaper or on the National Enterprise Credit Information Publicity System**. **Creditors shall, within 30 days of receiving a notice, or within 45 days of the date of the announcement for those who have not received a notice, file a claim with the liquidation committee.** **When filing a claim, the creditor shall specify the relevant particulars of the claim and provide supporting documents.** The liquidation committee shall be responsible for the registration of the registration of creditor rights. **During the period for filing claims, the liquidation committee shall not make any repayment to creditors.**	**Article 182** The liquidation committee shall notify all creditors within ten days following its establishment and within sixty days thereof publish a public announcement on a newspaper or on the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days of receiving a notice, or within 45 days of the date of the announcement for those who have not received a notice, file a claim with the liquidation committee. When filing a claim, the creditor shall specify the relevant particulars of the claim and provide supporting documents. The liquidation committee shall be responsible for the registration of the registration of creditor rights. During the period for filing claims, the liquidation committee shall not make any repayment to creditors.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 196 ~~Liquidation costs, including remuneration payable to the members and advisors of the liquidation committee, shall be paid out of the assets of the Company before the claims of other creditors are paid.~~	**Article 183** After the liquidation committee has inventoried the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the shareholders' meeting or the People's Court for confirmation. After the payment of liquidation expenses, employee wages, social insurance premiums and statutory compensation, the settlement of all outstanding taxes and the discharge of debts of the Company respectively, the remaining property of the Company shall be distributed to the shareholders in proportion to the shareholdings held by them. During liquidation, the Company shall continue to exist but shall not carry on new operational activities unrelated to the liquidation. The Company's property shall not be distributed to the shareholders until it has been applied to the making of the payments mentioned in the preceding paragraph.
Article 197 ~~Once the Company resolves to be liquidated, no one shall dispose of the assets of the Company without the permission of the liquidation committee.~~ **After the liquidation committee has inventoried the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the shareholders' meeting or the People's Court for confirmation.** **After the payment of liquidation expenses, employee wages, social insurance premiums and statutory compensation, the settlement of all outstanding taxes and the discharge of debts of the Company respectively, the remaining property of the Company shall be distributed to the shareholders in proportion to the shareholdings held by them.** During liquidation, the Company **shall continue to exist but** shall not carry on new operational activities **unrelated to the liquidation**. **The Company's property shall not be distributed to the shareholders until it has been applied to the making of the payments mentioned in the preceding paragraph.** ~~After the Company has paid the costs of liquidation, the liquidation committee shall settle the following in order of priority:~~ ~~(1) to pay accrued wages and labour insurance premiums for employees of the Company in respect of the three-year period prior to the date of liquidation;~~ ~~(2) to pay outstanding taxes;~~ ~~(3) to pay the debts of the Company.~~	

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 198 Any assets remaining after the payment of debts by the Company shall be distributed to the shareholders according to the class and proportion of shares held by them:~~ ~~distributions to holders of preference shares be made in accordance with the nominal value of preference shares; if the capital of the preference shares cannot be paid off in full, distribution shall be made in proportion to their respective shareholdings;~~ ~~distributions to holders of ordinary shares be made in proportion to the number of shares held by them.~~	*Deleted*
Article 194 ~~If the Company is being liquidated because of dissolution and a~~**A**fter the liquidation committee has examined the property of the Company and prepared the balance sheet and list of property, the liquidation committee discovers that the Company's assets are insufficient to repay its debts in full, it shall ~~immediately suspend liquidation and apply to the People's Court for a declaration of insolvency~~ **immediately apply to the People's Court for a declaration of insolvency in accordance with the law**.	**Article 184** After the liquidation committee has examined the property of the Company and prepared the balance sheet and list of property, the liquidation committee discovers that the Company's assets are insufficient to repay its debts in full, it shall immediately apply to the People's Court for a declaration of insolvency in accordance with the law. Once the People's Court accepts the petition for bankrupt, the liquidation committee shall hand over the liquidation matters to bankruptcy administrator appointed by the People's Court.
Article 195 Once the People's Court **accepts the petition for bankrupt** ~~has declared the Company insolvent~~, the liquidation committee shall hand over ~~to~~ **the liquidation matters to bankruptcy administrator appointed by** the People's Court ~~all matters relating to the liquidation~~.	

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 199 After the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report ~~and the income and expenditure account and financial books during the period of liquidation~~, ~~and after they are verified by an accountant registered in the PRC,~~ submit them to the **shareholders'** ~~general~~ meeting or the **People's Court**~~relevant supervisory authority~~ for confirmation~~.~~**,** ~~The liquidation committee shall, within 30 days after obtaining confirmation from the shareholders general meeting or the relevant supervisory authority,~~ **and** submit ~~the documents mentioned above~~ to the companies registration authority to apply to cancel the registration of the Company~~, and to publicly announce the termination of the Company~~.	**Article 185** After the completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit them to the shareholders' meeting or the People's Court for confirmation, and submit to the companies registration authority to apply to cancel the registration of the Company.
Article 193 Members of a liquidation committee~~ shall be faithful in the discharge of their duties and perform their liquidation obligations according to law~~ **shall perform their liquidation duties and assume the duty of loyalty and duty of diligence**. Members of a liquidation committee **who are negligent in performing their liquidation duties and cause losses to the Company shall be liable for compensation;**~~shall not use their powers to accept bribes or other illegal income and shall no take the property of the Company. If a member of a member of a liquidation committee~~ **who** willfully or through gross negligence causes loss to ~~the Company or its~~ creditors, he shall be liable to make compensation.	**Article 186** Members of a liquidation committee shall perform their liquidation duties and assume the duty of loyalty and duty of diligence. Members of a liquidation committee who are negligent in performing their liquidation duties and cause losses to the Company shall be liable for compensation; who willfully or through gross negligence causes loss to creditors, he shall be liable to make compensation.
Newly added	**Article 187** Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~CHAPTER 24~~ CHAPTER 12 AMENDMENTS TO ARTICLES	**CHAPTER 12 AMENDMENTS TO ARTICLES**
Newly added	**Article 188** In any of the following circumstances, the Company shall amend the Articles: (1) after amendments are made to the Company Law or relevant laws and administrative regulations, the matters specified in these Articles run counter to the amended laws and administrative regulations; (2) the conditions of the Company have changed, and such change is not covered in these Articles; (3) the shareholders' meeting has resolved to amend these Articles.
~~Article 200 The Company may amend these Articles in accordance with law, administrative regulations and the provisions of these Articles.~~	*Deleted*
Newly added	**Article 189** If the amendment to these Articles approved by the shareholders' meeting's resolution requires approval by the competent authorities, it must be submitted to the competent authorities for approval; if it involves company registration matters, change registration shall be completed in accordance with the law.
~~Article 201 Any amendment of these Articles which involves provisions in the Mandatory Provisions in Articles of Association of Companies Listed Overseas("Mandatory Provisions") shall be effective after approval from the companies supervisory department authorized by the State Council and the State Council Securities Commission; for those involving companies registration matters, change of registration shall be effected in accordance with law.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~**CHAPTER 26 – ARBITRATION**~~	*Deleted title*
~~Article 206 Whenever any dispute or claim arises from these Articles or any rights of obligations provided in the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company between the parties set forth in Article 207, unless otherwise specified in these Articles, those parties shall submit that dispute or claim to arbitration before one of the arbitration tribunals specified below.~~ ~~The applicant may choose to arbitrate before (a) China International Economic and Trade Arbitration Centre in accordance with its rules (b) Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once the applicant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If the party applying for arbitration chooses to arbitrate at the Hong Kong International Arbitration Centre, then any party shall be entitled to request, in accordance with the stipulations of the Securities Arbitration Rules of the Hong Kong International Arbitration, that arbitration to be conducted in Shenzhen.~~ ~~If arbitration is sought to resolve disputes or claims referred to in Articles 206 and 207, the applicable law shall be PRC law, save as otherwise prescribed by law, administrative regulations and these Articles. Such arbitration referred to above shall be final and conclusive and shall be dining on all parties.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 207 This Chapter applies to disputes or claims between the following parties:~~ ~~(1) a holder of overseas listed foreign shares and the Company;~~ ~~(2) a holder of overseas listed foreign shares and the directors, supervisors, managers or other officers of the Company; and~~ ~~(3) a holder of overseas listed foreign shares and a holder of domestic shares.~~	*Deleted*
~~Article 208 Where a dispute of claim referred to in Article 206 involves parties set forth in Article 207, the entire claim or dispute must be referred to arbitration and all persons (being the Company or the shareholders, directors, supervisors, managers or other officers of the Company) 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 submit to arbitration in accordance with this Chapter. Disputes in connection with the definition of a shareholder and the register of shareholders need not be resolved by arbitration.~~	*Deleted*

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~**CHAPTER 27 – INTERPRETATION AND DEFINITION OF ARTICLES**~~ **CHAPTER 13 SUPPLEMENTARY ARTICLES**	**CHAPTER 13 SUPPLEMENTARY ARTICLES**
Newly added	**Article 190** Definitions and Interpretations: (1) The "annual general meeting" under the Hong Kong Listing Rules is referred to as the "annual shareholders' meeting" in these Articles; the "extraordinary general meeting" under the Hong Kong Listing Rules is referred to as the "extraordinary shareholders' meeting" in these Articles. (2) The "independent non-executive directors" under the Hong Kong Listing Rules are referred to as "independent directors" in these Articles. (3) The "audit committee (審核委員會)" under the Hong Kong Listing Rules is referred to as the "audit committee (審計委員會)" in these Articles. (4) The term "president" in these Articles falls within the scope of "manager" under the Company Law; the terms "senior vice president" and "vice president" in these Articles fall within the scope of "deputy manager(s)" under the Company Law; the term "company secretary" in these Articles falls within the scope of "secretary to the board of directors" under the Company Law. (5) The "auditors" under the Hong Kong Listing Rules are referred to as the "accounting firm" in these Articles.

Articles of Association	
Amendments to original articles	**Articles after amendments**
	(6) The "controlling shareholder" as used in these Articles means a shareholder whose shareholding in the Company exceeds 50% of the Company's total share capital; or a shareholder whose shareholding ratio, although not exceeding 50%, entitles such shareholder to voting rights sufficient to have a material impact on resolutions of the shareholders' meeting. However, solely for the purpose of Article 101 of these Articles, "controlling shareholder" means a person who meets any of the following conditions: (a) such person, acting alone or in concert with others, can elect more than half of the Company's directors; (b) such person, acting alone or in concert with others, can exercise 30% or more of the Company's voting rights or can control the exercise of 30% or more of the Company's voting rights; (c) such person, acting alone or in concert with others, holds 30% or more of the Company's outstanding shares; or (d) such person, acting alone or in concert with others, in fact controls the Company by other means. (7) The "related party relationship" as used in these Articles means a relationship between a controlling shareholder, de facto controller, director, or officers of the Company and an enterprise directly or indirectly controlled by such person, as well as any other relationship that may lead to a transfer of the Company's interests. However, enterprises controlled by the State shall not be deemed to have a related party relationship solely because they are both under the control of the State.

Articles of Association	
Amendments to original articles	**Articles after amendments**
~~Article 210 In these Articles the following words and expressions bear the following meanings unless the context otherwise requires:~~ ~~"Articles" the articles of association of the Company;~~ ~~"board of directors" The board of directors of the Company~~ ~~"chairman" the chairman of the Company;~~ ~~"director" a director of the Company;~~ ~~"legal address" Block 3, Nangang High Technology Production Base, Heilongjiang, PRC;~~ ~~"Rmb" or "Renminbi" the lawful currency of the PRC;~~ ~~"company secretary" company secretary appointed by the board of directors;~~ ~~"Exchange" the Stock Exchange of Hong Kong Limited;~~ ~~"State" or "PRC" the People's Republic of China.~~	*Deleted*
~~Article 211 References to a firm of accountants in these Articles shall have the same meaning as "auditors".~~	*Deleted*
Newly added	**Article 191** The board of directors may, in accordance with these Articles, formulate detailed bylaws. Such bylaws shall not conflict with the provisions of these Articles.

Articles of Association	
Amendments to original articles	**Articles after amendments**
Article 209 These Articles shall be in Chinese and English**. In the event of any discrepancy between these Articles and any version in another language or a different version** ~~and in the event of conflict~~, the Chinese version **most recently approved and registered with the company registration authority** shall prevail.	**Article 192** These Articles shall be in Chinese and English. In the event of any discrepancy between these Articles and any version in another language or a different version, the Chinese version most recently approved and registered with the company registration authority shall prevail.
Newly added	**Article 193** In these Articles, the terms "or more" and "within" include the referenced number itself; the terms "exceed", "beyond", and "lower than" do not include the referenced number itself.
Newly added	**Article 194** These Articles shall be interpreted by the board of directors of the Company.
Newly added	**Article 195** Where any provision of these Articles conflicts with a mandatory provision of any law or administrative regulation, such mandatory provision of the relevant law or administrative regulation shall prevail.

THE BIOGRAPHICAL DETAILS OF EXECUTIVE DIRECTOR PROPOSED FOR RE-ELECTION AT THE AGM ARE SET OUT BELOW:

Mr. Liu Qing-yong ("**Mr. Liu**"), born in 1970, aged 56, holds a master's degree in engineering and the title of senior engineer. He now serves as the Executive Director, president, deputy secretary of the Party committee of the Company, and a director, general manager and deputy secretary of the Party committee of Harbin Electric Corporation ("**HE**"). Mr. Liu graduated from Harbin Institute of Electrical Engineering (now known as Harbin University of Science and Technology) in 1993 with a bachelor's degree in engineering and later obtained a master's degree in engineering from Harbin University of Science and Technology. Mr. Liu successively served as the director of the Party committee office, manager and secretary of Party committee of hydropower sub-factory of Harbin Electric Machinery Co., Ltd. ("**Electric Machinery Company**"), a member of the Party committee, director of the Party committee office, director of the general manager's office of HE, the deputy general manager of Electric Machinery Company, and the secretary of the Party committee and general manager of Harbin Electric Group Jiamusi Electric Co., Ltd. ("**Jiamusi Electric**"). Mr. Liu served as a non-independent director of Jiamusi Electric from May 2016 to August 2025 (Mr. Liu served as the vice chairman of the board of directors of Jiamusi Electric from May 2016 to September 2017, and as the chairman of the board of directors of Jiamusi Electric from September 2017 to August 2025). Mr. Liu has been the assistant to the general manager of HE since March 2021, the deputy general manager and standing member of the Party committee of HE since May 2023, a standing member of the Party committee of the Company since June 2024, a senior vice president of the Company since December 2024, a director, general manager and deputy secretary of the Party committee of HE since July 2025, the deputy secretary of the Party committee of the Company since August 2025, and an Executive Director and president of the Company since September 2025.

Mr. Liu will not receive director remuneration.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Liu has not held any directorship in any other listed companies in Hong Kong or overseas in the past three years, and has not held any other major appointments and professional qualifications; (ii) Mr. Liu has not held any other position with the Company or any subsidiaries of the Company; (iii) Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) Mr. Liu does not have any relationship with other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

In addition, Mr. Liu has confirmed that, there is no other information relating to his appointment that needs to be disclosed under Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the Shareholders of the Company.

THE BIOGRAPHICAL DETAILS OF INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED FOR RE-ELECTION AT THE AGM ARE SET OUT BELOW:

Mr. Li Xie-hua ("**Mr. Li**"), born in 1971, aged 55, holds a Doctorate in Engineering and the professional title of senior engineer. He currently serves as an Independent Non-executive Director of the Company, a full-time external director of a central enterprise and as an external director of BGRIMM Technology Group (礦冶科技集團有限公司). Mr. Li graduated from the University of Science and Technology Beijing in 1993 with a Bachelor of Engineering degree in Mechanical Manufacturing Technology and Equipment, and subsequently obtained a Doctorate in Engineering from Northeastern University in Materials Processing Engineering. Mr. Li has held positions including deputy general manager of Fujian Ruimin Aluminum Plate Limited Company* (福建瑞閩鋁板帶有限公司), deputy general manager of Chinalco Ruimin Aluminum Plate Limited Company* (中鋁瑞閩鋁板帶有限公司), and deputy general manager of Chinalco Ruimin Co., Ltd.* (中鋁瑞閩股份有限公司). In January 2015, he was appointed as the director, general manager, and deputy party committee secretary of Chinalco Ruimin Co., Ltd.*. In July 2017, he served as the chairman and party committee secretary of Chinalco Ruimin Co., Ltd.*. In April 2018, he served as the general manager of Chinalco Innovation Development Investment Co., Ltd.* (中鋁創新開發投資有限公司). In November 2018, he served as the executive director of Chinalco Leap Industrial Fund Management Co., Ltd.* (中鋁跨越產業基金管理有限公司). In July 2019, he served as the executive director and party committee secretary of Chinalco Innovation Development Investment Co., Ltd.*. In September 2020, he served as the director, party committee secretary, and general manager of Chinalco Advanced Manufacturing Co., Ltd. In August 2021, he served as the chairman of Chongqing Guochuang Light Alloy Research Institute Co. Ltd.* (重慶國創輕合金研究院有限公司). In February 2023, he assumed the roles of director, general manager, and deputy party committee secretary of Chinalco Advanced Manufacturing Co., Ltd. In September 2024, he served as the full-time director of a subsidiary of Aluminum Corporation of China* (中國鋁業集團有限公司) and a director of Chinalco Advanced Manufacturing Co., Ltd. From November 2024 to October 2025, he served as the non-executive director of Aluminum Corporation of China Limited* (中國鋁業股份有限公司) (listed on the Main Boards of the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited, stock codes: 601600. SH and 02600. HK, respectively). Since September 2025, he has served as a full-time external director of a central enterprise, as an external director of BGRIMM Technology Group since November 2025, and as an Independent Non-executive Director of the Company since December 2025.

Mr. Li will not receive director remuneration.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Li has not held any directorship in any other listed companies in Hong Kong or overseas, nor has he held any other major appointments or professional qualifications in the past three years; (ii) Mr. Li does not hold any other positions in the Company or any of its subsidiaries; (iii) Mr. Li does not have any interests in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) Mr. Li has no relationship with other Directors, supervisors, senior management, substantial shareholders, or controlling shareholders of the Company.

Furthermore, Mr. Li has confirmed that there is no other information relating to his appointment that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of Listing Rules, nor is there any other matter relating to his appointment that needs to be brought to the attention of the Shareholders of the Company.

Mr. Li has also confirmed that (i) he meets the independence criteria relating to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any of the core connected persons of the Company (as defined in the Listing Rules); and (iii) there are no other factors at the time of his appointment that may affect his independence.

With respect to the proposed re-election of Mr. Li as an Independent Non-executive Director, the Board and the Company's Nomination Committee have taken into account the Board diversity policies and the Company's strategies, and have considered the skills and experience required for the overall operation of the Board, Mr. Li's background, and other factors. The Board and the Company's Nomination Committee are of the view that Mr. Li possesses fundamental knowledge of the operations of listed companies, the knowledge, expertise and working experience necessary to perform the duties of an Independent Non-executive Director, and the ability to provide independent, impartial and objective advice on the Company's affairs. Mr. Li will also promote Board diversity in various aspects, including age, cultural and educational background, professional experience, skills and knowledge, among others.

This explanatory statement contains all the information required under Rule 10.06(1)(b) of the Listing Rules. The Company has confirmed that there is nothing unusual in this explanatory statement and the proposed repurchase of H Shares in the event that the Directors exercise the Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company. It is proposed that up to 10% of the total number of H Shares in issue on the date of the passing of the special resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the relevant general meeting) to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, 675,571,000 H Shares in total were issued by the Company. Assuming that there is no change in the total issued H share capital of the Company as at the date of approval of the special resolution of the Repurchase Mandate, the Board would be authorised to repurchase up to 67,557,100 H Shares during the period of 12 months commencing from the date of the passing of such resolution or until the conclusion of the first annual general meeting of the Company after passing such resolution or its revocation or alteration by a special resolution at a general meeting thereafter, whichever is the earliest.

The Repurchase Mandate will be exercised by the Directors in accordance with the relevant resolution to be proposed according to the Listing Rules and applicable PRC laws.

REASONS FOR AND BENEFITS OF REPURCHASE OF H SHARES

The Directors consider that the Repurchase Mandate will provide the Company with flexibility to make repurchases when it is appropriate and beneficial to the Company and the Shareholders, which is in the overall interests of the Shareholders. Repurchases may increase the net asset value per share and/or earnings per share of the Company, subject to the prevailing market conditions and funding arrangements. The Directors will only proceed with the repurchase of shares when they believe that such repurchase is beneficial to the Company and the Shareholders.

FUNDING OF REPURCHASE OF H SHARES

Repurchase pursuant to the grant of Repurchase Mandate to the Board would be financed entirely from the Company's available cash flow or working capital. Any repurchase will be made out of funds of the Company legally permitted to be utilised for such purpose in accordance with its Articles of Association and applicable laws, including profits otherwise available for distribution.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its latest published audited accounts for the year ended 31 December 2025) in the event that the Repurchase Mandate is exercised in full.

However, the Board does not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital or gearing position, which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge, having made all reasonable enquires, none of their close associates, has any present intention to sell H Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company has notified the Company that they (i) have a present intention to sell H Shares to the Company or its subsidiaries or (ii) have undertaken not to sell H Shares to the Company or its subsidiaries, if the grant of Repurchase Mandate to the Board is approved by the Shareholders.

H SHARES REPURCHASE MADE BY THE COMPANY

No repurchase of H Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

EFFECT OF TAKEOVERS CODES

If as a result of H Shares repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Codes. As a result, the Shareholders, or group of Shareholders acting in concert, depending on the level of increase of its or their shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, the controlling shareholder of the Company is HE, holding 1,560,705,000 domestic shares of the Company, representing 69.79% of the total number of Shares of the Company as of the Latest Practicable Date, which exceeds 50% of the total number of shares of the Company. If the Repurchase Mandate is exercised in full, the number of H Shares of the Company will be reduced to 608,013,900 shares and the total number of shares of the Company will be reduced to 2,168,718,900 shares and HE will hold shares representing 71.96% of the total share capital of the Company. Therefore, exercise of the Repurchase Mandate shall not result in a mandatory offer obligation upon the HE under Rule 26 of the Takeovers Codes.

TREATMENT OF REPURCHASED SHARES

Following the repurchase of H Shares, the Company may, having regard to factors including, among other things, the market conditions at the relevant time of the repurchase and the capital management requirements of the Group, cancel the repurchased shares and/or hold such shares as treasury shares for future sale, transfer, or other disposal in accordance with the Company's actual needs.

H SHARES MARKET PRICES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

Time	**Traded market price**	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	4.93	3.53
May	5.47	4.73
June	6.40	4.93
July	8.70	5.52
August	8.23	7.03
September	12.28	7.82
October	13.92	11.16
November	15.87	12.55
December	17.45	13.46
2026		
January	20.80	16.71
February	28.40	15.80
March	28.88	20.14
April (to the Latest Practicable Date)	23.60	20.02

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哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

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

(Stock Code: 1133)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 AGM of Harbin Electric Company Limited (the "**Company**") will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026 at 9:00 a.m. to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular dated 22 April 2026 issued by the Company(the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and approve the Directors' Report of the Company for the year ended 31 December 2025;

2. To consider and approve the Report of the Supervisory Committee of the Company for the year ended 31 December 2025;

3. To consider and approve the audited accounts and the auditor's report of the Company for the period from 1 January 2025 to 31 December 2025;

4. To declare the 2025 final dividend of RMB0.358 per share (tax included) of the Company to be paid on 23 July 2026;

5. To re-elect Mr. Liu Qing-yong as an executive director of the Company (the "**Executive Director**") without director remuneration;

6. To re-elect Li Xie-hua as an independent non-executive director of the Company without director remuneration; and

7. To appoint ShineWing Certified Public Accountants LLP as the auditor of the Company for the 2026 financial statements of the Company and authorize the board of directors (the "**Board**") of the Company to determine its remuneration;

SPECIAL RESOLUTIONS

8. To consider and approve the proposed amendments to the articles of association of the Company (the "**Articles of Association**") and the cancellation of the Supervisory Committee and Supervisors, and authorize any one Executive Director to make such adjustments or other amendments to the Articles of Association as he/she deems necessary or otherwise appropriate in respect of the proposed amendments to the Articles of Association or as may be required by the relevant regulatory authorities, and to act on behalf of the Company in handling the relevant filing, amendments and registration (where necessary) procedures and other relevant matters arising from the amendments to the Articles of Association;

9. Subject to compliance with the relevant laws and regulations, to authorise the Board to carry out one-off issue or issue by tranches of H Shares of not more than 20% of the total issued H Shares of the Company at the date of passing this resolution at such time as the Board deems appropriate; the valid term of the authorization is 12 months commencing from the date of passing of this resolution or until the conclusion of the first annual general meeting of the Company after passing this resolution or its revocation or alteration by a special resolution at any general meeting thereafter, whichever is the earliest;

10. To authorize the Board to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first annual general meeting of the Company after passing such resolution or its revocation or alternation through a special resolution at a general meeting thereafter, whichever is the earliest; and

11. Conditional upon the above resolutions on the grant of the mandate to issue new shares and/or the Repurchase Mandate being passed and implemented, the Board shall be authorized to make necessary amendments to the Articles of Association (including Article 16 and Article 17 of the currently effective Articles of Association, and any corresponding and relevant provisions in its subsequent revised versions, and for the purposes of the Proposed Amendments to the Articles of Association, including Article 5 and Article 20 of the revised articles as set out in Appendix I), so as to reflect the alterations to the Company's total number of issued shares, share capital structure and registered capital arising from the grant of the mandate to issue new shares and/or the repurchase of H shares.

By Order of the Board
Harbin Electric Company Limited
Ai Li-song
Company Secretary

Harbin, the PRC
22 April 2026

As at the date of this notice, the executive Directors of the Company are Mr. Huang Wei, Mr. Liu Qing-yong and Mr. Du Xing-kai; and the independent non-executive Directors of the Company are Mr. He Yu, Ms. Niu Xiang-chun, Mr. GaoYi-bin and Mr. Li Xie-hua.

Notes:

1. For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register on Tuesday, 19 May 2026 shall be entitled to attend and vote at the AGM. Persons buying shares of the Company during book closure shall not be entitled to attend and vote at the AGM in respect of such shares. In order to be qualified for attending the AGM, all duly completed transfers of shares together with the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Monday, 18 May 2026.

2. For the purpose of determining Shareholders' entitlement to the 2025 final dividend, the register of members of the Company will be closed from Friday, 29 May 2026 to Wednesday, 3 June 2026 (both days inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members as at Friday, 29 May 2026 are qualified for the 2025 final dividend which will be paid on Thursday, 23 July 2026. In order to be qualified for the 2025 final dividend, all duly completed transfer documents together with the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's share registrar in Hong Kong, in Hong Kong, Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) not later than 4:30 p.m. on Thursday, 28 May 2026.

3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more Shareholder proxies (whether a Shareholder or not) to attend and vote on his/her behalf.

4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the holders of the H Shares only) or the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC (for the holders of the Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding AGM or any adjournment thereof, to ensure the validity of the above documents.

5. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof. In such case, the form of proxy will be deemed to be revoked.

6. Shareholders or their proxies are required to produce their own identification documents when attending the AGM.

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哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

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

(Stock Code: 1133)

NOTICE OF H SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Shares Class Meeting of Harbin Electric Company Limited (the "**Company**") will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026 at 9:30 a.m. (or immediately after the conclusion of the AGM of the Company of even date) to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular dated 22 April 2026 of the Company (the "**Circular**").

SPECIAL RESOLUTIONS

1. To authorize the board of directors of the Company (the "**Board**") to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first annual general meeting of the Company after passing such resolution or its revocation or alternation through a special resolution at a general meeting thereafter, whichever is the earliest; and

2. Conditional upon the above resolution on the Repurchase Mandate being passed and implemented, the Board shall be authorized to make necessary amendments to the Articles of Association (including Article 16 and Article 17 of the currently effective Articles of Association, and any corresponding and relevant provisions in its subsequent revised versions, and for the purposes of the Proposed Amendments to the Articles of Association, including Article 5 and Article 20 of the revised articles as set out in Appendix I), so as to reflect the alterations to the Company's total number of issued shares, share capital structure and registered capital arising from the repurchase of H shares.

By Order of the Board
Harbin Electric Company Limited
Ai Li-song
Company Secretary

Harbin, the PRC
22 April 2026

As at the date of this notice, the executive Directors of the Company are Mr. Huang Wei, Mr. Liu Qing-yong and Mr. Du Xing-kai; and the independent non-executive Directors of the Company are Mr. He Yu, Ms. Niu Xiang-chun, Mr. GaoYi-bin and Mr. Li Xie-hua.

Notes:

1. For the purpose of determining H Shareholders' entitlement to attend and vote at the H Shares Class Meeting, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, during which period no transfer of shares will be registered. H Shareholders whose names appear on the register on Tuesday, 19 May 2026 shall be entitled to attend and vote at the H Shares Class Meeting in respect of such shares. Persons buying H Shares during the period of book closure shall not be entitled to attend and vote at the H Shares Class Meeting. In order to be qualified for attending the H Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, namely, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 18 May 2026.

2. Any H Shareholder entitled to attend and vote at the H Shares Class Meeting is entitled to appoint one or more Shareholder proxies (whether a Shareholder or not) to attend and vote on his/her behalf.

3. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 24 hours before the time fixed for holding H Shares Class Meeting or any adjournment thereof, to ensure the validity of the above documents.

4. Completion and return of the form of proxy will not preclude H Shareholders from attending and voting in person at the H Shares Class Meeting or any adjournment thereof. In such case, the form of proxy will be deemed to be revoked.

5. H Shareholders or their proxies are required to produce their own identification documents when attending the H Shares Class Meeting.

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哈尔滨电气股份有限公司

HARBIN ELECTRIC COMPANY LIMITED

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

(Stock Code: 1133)

NOTICE OF DOMESTIC SHARES CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Shares Class Meeting of Harbin Electric Company Limited (the "**Company**") will be held at Conference Room of the Company located at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC on Friday, 22 May 2026 at 10:00 a.m. (or immediately after the conclusion of the H Shares Class Meeting of the Company of even date) to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular dated 22 April 2026 issued by the Company (the "**Circular**").

SPECIAL RESOLUTIONS

1. To authorize the board of directors of the Company (the "**Board**") to carry out one-off repurchase or repurchase by tranches of H shares of not more than 10% of the total issued H shares of the Company at the date of passing this resolution through the Stock Exchange as deemed appropriate timing. The valid term of the authorization is 12 months commencing from the date of passing such resolution or until the conclusion of the first annual general meeting of the Company after passing such resolution or its revocation or alternation through a special resolution at a general meeting thereafter, whichever is the earliest; and

2. Conditional upon the above resolution on the Repurchase Mandate being passed and implemented, the Board shall be authorized to make necessary amendments to the Articles of Association (including Article 16 and Article 17 of the currently effective Articles of Association, and any corresponding and relevant provisions in its subsequent revised versions, and for the purposes of the Proposed Amendments to the Articles of Association, including Article 5 and Article 20 of the revised articles as set out in Appendix I), so as to reflect the alterations to the Company's total number of issued shares, share capital structure and registered capital arising from the repurchase of H shares.

By Order of the Board
Harbin Electric Company Limited
Ai Li-song
Company Secretary

Harbin, the PRC
22 April 2026

As at the date of this notice, the executive Directors of the Company are Mr. Huang Wei, Mr. Liu Qing-yong and Mr. Du Xing-kai; and the independent non-executive Directors of the Company are Mr. He Yu, Ms. Niu Xiang-chun, Mr. GaoYi-bin and Mr. Li Xie-hua.

Notes:

1. For the purpose of determining Shareholders' entitlement to attend and vote at the Domestic Shares Class Meeting, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, during which period no transfer of shares will be registered. Domestic Shareholders whose names appear on the register on Tuesday, 19 May 2026 shall be entitled to attend and vote at the Domestic Shares Class Meeting. Persons buying Domestic Shares during the period of book closure shall not be entitled to attend and vote at the Domestic Shares Class Meeting. In order to be qualified for attending the Domestic Shares Class Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC not later than 4:30 p.m. on Monday, 18 May 2026.

2. Any Domestic Shareholder entitled to attend and vote at the Domestic Shares Class Meeting is entitled to appoint one or more Shareholder proxies (whether a Shareholder or not) proxy to attend and vote on his/her behalf.

3. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must return the same to the Company's principal place of business in the PRC at 1399 Chuangxinyi Road, Songbei District, Harbin, Heilongjiang Province, the PRC as soon as possible but in any event not less than 24 hours before the time fixed for holding Domestic Shares Class Meeting or any adjournment thereof, to ensure the validity of the above documents.

4. Completion and return of the form of proxy will not preclude Domestic Shareholders from attending and voting in person at the Domestic Shares Class Meeting or any adjournment thereof. In such case, the form of proxy will be deemed to be revoked.

5. Domestic Shareholders or their proxies are required to produce their own identification documents when attending the Domestic Shares Class Meeting.