China Aluminum International Engineering Corporation Limited

ARTICLES OF ASSOCIATION

Considered and Approved at the 2nd Extraordinary General Meeting in 2011

Revised at the 1st Extraordinary General Meeting in 2012

Revised at the 1st Extraordinary General Meeting in 2015

Revised at the Annual General Meeting of 2016

Revised at the 1st Extraordinary General Meeting in 2019

Revised at the 3rd Extraordinary General Meeting in 2019

Revised at the Annual General Meeting of 2019, the 1st A Share Class Meeting of 2020 and the 1st H Share Class Meeting of 2020

Revised at the 2nd Extraordinary General Meeting in 2021

Revised at the Annual General Meeting of 2021

Revised at the 1st Extraordinary General Meeting of 2023

Revised at the 2nd Extraordinary General Meeting of 2023

Revised at the 22nd Meeting of the Fourth Session of the Board of Directors pursuant to the Authorization of the Shareholders' General Meeting

Revised at the Annual Shareholders' General Meeting of 2024

Revised at the 5th Meeting of the Fifth Session of the Board of Directors pursuant to the Authorization of the Shareholders' General Meeting

Revised at the 11th Meeting of the Fifth Session of the Board of Directors pursuant to the Authorization of the Shareholders' General Meeting

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Articles of Association of

China Aluminum International Engineering Corporation Limited

Chapter 1 General Provisions

Article 1 These Articles of Association are formulated in accordance with "The Company Law of the People's Republic of China" (the "**Company Law**"), "The Securities Law of the People Republic of China" (the "**Securities Law**"), The Guidelines on Articles of Association of Listed Companies" (the "**Guidelines on Articles**"), "The Guiding Opinion regarding the Further Improvement in Corporate Governance Structure of State-Owned Enterprises promulgated by the General Office of the State Council", "The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" and other relevant national requirements with an aim to safeguard the legal interests of shareholders, employees and creditors of China Aluminum International Engineering Corporation Limited (the Aluminum International Engineering Corporation, as well as to regulate the organization and acts of the Company, and adhere to and strengthen the overall leadership of the Party.

The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, The Constitution of the Chinese Communist Party and other related laws in PRC. As approved by the document entitled "The Reply of Approving the Establishment of China Aluminum International Engineering Corporation Limited" (Guo Zi Gai Ge (2011) No. 597)《關於設立中鋁國際工程股份有限公司的批覆》) (國資改革 (2011) 597號) issued by the State-owned Assets Supervision and Administration Commission of the State Council ("**SASAC**") on 30 June 2011, the Company was established by way of promotion and modification, and was registered with the State Administration for Industry and Commerce of the People's Republic of China on 30 June 2011 to obtain its business license with the unified social credit code numbered 911100007109323200.

The promoters of the Company include Aluminum Corporation of China ("**Chinalco**") and Luoyang Engineering & Research Institute for Nonferrous Metals Processing ("**Luoyang Institute**").

Article 2 Registered names of the Company:

Full name in Chinese: 中鋁國際工程股份有限公司

Abbreviation in Chinese: 中鋁國際

Full name in English: China Aluminum International Engineering Corporation Limited

Abbreviation in English: CHALIECO

Article 3 Place of domicile of the Company: Building C, No. 99, Xingshikou Road, Haidian District, Beijing, PRC

Postal code: 100093

Article 4 The legal representative of the Company is the chairman of the Board of the Company.

Resignation of the chairman is deemed to be the simultaneous resignation as the legal representative.

Where the legal representative resigns, the Company shall, within thirty days from the resignation of the legal representative, determine a new legal representative.

Article 5 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company.

No restriction on the authority of the legal representative set forth in the Articles of Association or by a shareholders' meeting may be asserted against a bona fide third party. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or the Articles of Association.

Article 6 The Company is a joint stock limited company in perpetual existence and an independent legal entity.

The Company shall undertake its liabilities with all its assets and properties, while the shareholders of the Company shall undertake limited liabilities subject to their respective shares subscribed.

Article 7 The Company, for the first time, as approved by the China Securities Regulatory Commission in 2012, issued 363 million overseas-listed foreign shares to be subscribed in foreign currency, which were listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). As at 2018, the Company, for the first time, as approved by the China Securities Regulatory Commission, issued 295,906,667 ordinary shares to be subscribed in RMB in the PRC, which were listed on Shanghai Stock Exchange (the "**Shanghai Stock Exchange**").

The Articles of Association shall be effective from the date of passing the special resolution at the shareholders' meeting of the Company, and shall supersede the articles of association previously filed with industry and commerce administration authorities. From the date of the Articles of Association becoming effective, the Articles of Association constitutes a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.

Article 8 The Articles of Association are binding on the Company and its shareholders, members of the Party Committee, directors, senior management officers.

Pursuant to the Articles of Association, shareholders may institute legal proceedings against the Company; the Company may institute legal proceedings against shareholders, directors, and senior management officers; shareholders may also institute legal proceedings against shareholders; and shareholders may institute legal proceedings against the directors, and senior management officers of the Company.

Article 9 The Company may invest in other limited liability companies or joint stock limited companies, and shall be liable to such investee companies according to its capital contribution.

Unless otherwise stipulated by law, the Company shall not become a capital contributor that shall bear joint liabilities for the debts of its investee.

Article 10 In accordance with the requirements of the Constitution of the Communist Party of China (《中國共產黨章程》) and the Regulations on the Work of Basic Organizations of the State – owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), the Company shall establish a Communist Party of China organization to carry out the activities of the Party, set up a working organ for the Party, allocate sufficient staff to deal with Party affairs and guarantee sufficient funds to operate the Party organization.

Article 11 The Company adheres to the rule of law, and strives to build a law-abiding company with sound governance, operational compliance, management discipline, law-abiding and integrity.

Article 12 In conducting business activities, on the basis of complying with laws and regulations, the Company shall fully consider the interests of stakeholders such as employees and consumers as well as social and public interests such as ecological and environmental protection in order to bear social responsibilities.

Article 13 "Senior management officers" referred to in the Articles of Association include the general manager, the vice general manager, chief financial officer, chief legal adviser and secretary of the Board of the Company.

Chapter 2 Business Objectives and Scope

Article 14 The business objectives of the Company are: to develop the EPC business driven by advanced technology and leading design; to leverage engineering construction for the upstream and downstream extension of the production chain and to lead the equipment manufacturing business; to selectively develop emerging industries such as energy conservation and environmental protection and new materials, to develop a new driver of profit growth; and to develop the Company into a globally competitive conglomerate providing industrial technology services on nonferrous metals and related industries.

Article 15 The Company's business scope covers the following operations:

Licensed operations: dispatching workers required to undertake overseas projects. General operations: industrial and special planning; the survey, design, consultancy, supervision and EPC services of domestic projects, and the sales of equipment and materials; undertaking overseas nonferrous metal projects and the domestic projects of international tendering; undertaking the survey, consultancy, design and supervision of the aforesaid overseas projects; import and export business; undertaking technical research and development, production and sales of products for such industries as equipment manufacturing, energy conservation and environmental protection, and new materials; property management.

The aforementioned business scope is subject to the approval by company registration authorities.

The Company may, based on the changes in domestic and international markets, business development and its own capability, adjust the business scope and undergo business registration procedures for such changes according to relevant regulations.

Chapter 3 Shares and Registered Capital

Article 16 The shares of the Company are in form of stock. All the shares issued by the Company shall have a par value of RMB1 per share.

"RMB" referred to in the preceding paragraph represents the lawful currency of the PRC.

Article 17 The Company shall issue its shares in the principle of openness, fairness and impartiality, with equal right attached to each share of the same class.

For the shares of the same class under one issuance, their terms and issue price shall be the same; and the same price shall be paid for each share subscribed by any institution or individual.

Domestic shares and foreign shares issued by the Company are entitled to the same rights in dividend or any distribution of any form.

Article 18 The Company may issue shares to domestic investors and overseas investors in accordance with laws, regulations, rules and normative documents, among others.

"Overseas investors" referred to in the preceding paragraph represent the investors located in foreign countries, and in the regions of Hong Kong, Macau and Taiwan, who subscribe for the shares issued by the Company. "Domestic investors" represent the investors located in the PRC, excluding the regions mentioned above, who subscribe for the shares issued by the Company.

Article 19 The shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. The shares issued by the Company to overseas investors for subscription in foreign currencies are referred to as foreign shares. Domestic shares listed in the PRC are referred to as onshore listed domestic shares. The foreign shares that are listed overseas are referred to as overseas-listed foreign shares.

Both the shareholders of domestic shares and those of foreign shares are shareholders of ordinary shares, with the same rights and obligations.

"Foreign currencies" referred to in the preceding paragraph represent the lawful currencies (other than RMB) of other countries or regions that are recognised by the national foreign exchange authorities and can be used to pay for the shares of the Company.

Article 20 The foreign shares issued by the Company and listed in Hong Kong are referred to as H shares. H shares represent the shares approved to be listed on the Hong Kong Stock Exchange, the par value of which are denominated in RMB, and which are subscribed for and traded in Hong Kong dollars.

Onshore listed domestic shares issued by the Company are centrally deposited under China Securities Depository and Clearing Corporation Limited.

H shares of the Company are primarily held in custody in the central securities depository under Hong Kong Securities Clearing Company Limited, and such shares may also be held in the names of the shareholders.

Article 21 The Company issued 2,300 million ordinary shares with a par value of RMB1 each to its promoters upon its establishment. All these shares were subscribed for and held by the promoters of the Company.

Article 22 Upon its establishment and as approved by the competent securities regulatory authorities of the State Council, the Company initially issued 363,160,000 overseas-listed foreign shares in 2012. Subsequent to the completion of the above issuance, the shareholding structure of the Company is as follows: 2,176,758,534 shares held by Chinalco, representing 81.74% of the total share capital; 86,925,466 shares held by Luoyang Institute, representing 3.26% of the total share capital; 36,316,000 shares held by the National Council for Social Security Fund of the PRC, representing 1.36% of the total share capital; and 363,160,000 shares held by shareholders of the overseas-listed foreign shares, representing 13.64% of the total share capital.

With the approval from the China Securities Regulatory Commission, the Company issued 295,906,667 onshore listed domestic shares (referred to as A shares) under the initial public offering in 2018. As of the date of completion of the issue of A shares, the structure of share capital of the Company was: as to 2,176,758,534 shares were held by Chinalco, representing 73.56%; as to 86,925,466 shares held by Luoyang Institute, representing 2.94%; as to 399,476,000 shares held by shareholders of overseas-listed H shares, representing 13.50%; and as to 295,906,667 shares held by the shareholders of onshore listed domestic shares (excluding Chinalco and Luoyang Institute), representing 10.00%.

With the approval from the Company's shareholders' meeting and the approval from the relevant departments of the State Council, the Company completed the registration for the new shares granted under the 2023 Restricted Share Incentive Scheme in July 2024. After the completion of this additional issuance, the structure of share capital of the Company was: as to 2,176,758,534 shares were held by Chinalco, representing 72.90%; as to 86,925,466 shares were held by Luoyang Institute, representing 2.91%; as to 399,476,000 shares were held by shareholders of overseas-listed H shares, representing 13.38%; as to 295,906,667 shares were held by the shareholders of onshore listed domestic shares not subject to trading restriction (excluding Chinalco and Luoyang Institute), representing 9.91%; and as to 26,769,600 shares were held by the shareholders of onshore listed domestic shares subject to trading restriction (excluding Chinalco and Luoyang Institute), representing 0.90%.

In June 2025, the Company completed the registration procedures for the reserved grant of additional shares under the 2023 Restricted Share Incentive Scheme. After the completion of this additional issuance, the structure of share capital of the Company is: as to 2,176,758,534 shares were held by Chinalco, representing 72.85%; as to 86,925,466 shares were held by Luoyang Institute, representing 2.91%; as to 399,476,000 shares were held by shareholders of overseas-listed H shares, representing 13.37%; as to 295,906,667 shares were held by the shareholders of onshore listed domestic shares not subject to trading restriction (excluding Chinalco and Luoyang Institute), representing 9.91%; and as to 28,769,600 shares were held by the shareholders of onshore listed domestic shares subject to trading restriction (excluding Chinalco and Luoyang Institute), representing 0.96%.

In August 2026, the Company completed the registration procedures for the repurchase and cancellation of 918,300 Restricted Shares. Following the completion of the repurchase and cancellation, the structure of share capital of the Company was as follows: 2,176,758,534 shares were held by Chinalco, representing 72.88% of the total issued share capital; 86,925,466 shares were held by Luoyang Institute, representing 2.91% of the total issued share capital; 399,476,000 shares were held by holders of overseas-listed H Shares, representing 13.37% of the total issued share capital; 295,906,667 shares were held by holders of domestic listed shares not subject to trading restrictions (excluding Chinalco and Luoyang Institute), representing 9.91% of the total issued share capital; and 27,851,300 shares were held by holders of domestic listed shares subject to trading restrictions (excluding Chinalco and Luoyang Institute), representing 0.93% of the total issued share capital.

The registered capital of the Company upon establishment was RMB2,300,000,000. After completion of the issue, repurchase and cancellation of the aforesaid shares, the registered capital of the Company changed to RMB2,986,917,967.

Article 23 Unless otherwise provided by national laws, administrative regulations and relevant requirements of the securities regulatory authorities in the place where the Company's shares are listed, the shares of the Company are freely transferable and are not subject to any lien. For the foreign shares listed in Hong Kong, their transfer shall be registered with the share registrar in Hong Kong entrusted by the Company.

Chapter 4 Increase, Decrease and Repurchase of Shares

Article 24 The Company may, based on its needs in operation and development and pursuant to laws, regulations and the Articles of Association, adopt the following approaches to increase its capital by way of special resolution(s) at the shareholder's meeting:

(1) issuing shares to unspecified parties;

(2) issuing shares to specific targets;

(3) distributing bonus shares to its existing shareholders;

(4) transferring capital reserve fund into share capital;

(5) any other means stipulated by laws and administrative regulations and approved by relevant regulatory authorities.

The Company's increase of capital by issuing new shares shall, upon approval in accordance with the provisions of the Articles of Association, take place in accordance with the procedures stipulated by relevant national laws and administrative regulations.

Article 25 Pursuant to the provisions of the Articles of Association, the Company may reduce its registered capital. Such reduction shall take place in accordance with the procedures stipulated in the Company Law, any other relevant regulations, and the Articles of Association.

Article 26 When reducing its registered capital, the Company would prepare a balance sheets and a list of assets.

The Company shall notify its creditors within 10 days from the date of the resolution of the shareholders' meeting for reduction of registered capital and shall publish an announcement in newspaper or National Enterprise Credit Information Publicity System within 30 days from the date of the resolution. A creditor has the right to demand the Company to settle its debts or provide a corresponding guarantee for such debts within 30 days from the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days from the date of the announcement.

When the Company reduces registered capital, it shall reduce its capital contribution or shares in proportion to the capital contribution or shares held by shareholders, unless otherwise provided by laws or the Articles of Association.

Article 27 Given the following circumstances, the Company may repurchase its shares according to laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange, departmental rules and the Articles of Association:

(1) reducing its registered capital;

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

(3) granting shares for the purpose of employee stock ownership scheme or as equity incentives;

(4) a shareholder requests the Company to purchase his/her shares, as he/she objects to a resolution on the merger or division of the Company adopted at a shareholders' meeting;

(5) using the shares for conversion of corporate bonds which are convertible into shares issued by the listed company;

(6) such circumstances that are necessary for the Company to safeguard its value and the interests of its shareholders;

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

Otherwise, the Company shall not acquire its shares.

Article 28 The Company may acquire its own shares by means of public centralised trading or other means that are approved by laws, administrative regulations, and the CSRC. The Company may repurchase its shares in one of the following approaches in compliance with laws, administrative regulations, and the requirements of the CSRC and stock exchanges:

(1) making a general offer to all of its shareholders for the repurchase of shares on a pro rata basis;

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

(3) repurchasing shares by an off-market agreement outside a stock exchange.

(4) other means as approved by laws and regulations and CSRC.

Where the Company repurchases its shares under the circumstances as stated in subparagraphs (3), (5) and (6) of the first paragraph of Article 27 of the Articles of Association, it shall be conducted through open and centralized trading.

Article 29 Where the Company repurchases its shares by means of agreements outside stock exchanges, the prior approval of shareholders at a shareholders' meeting shall be obtained in accordance with the Articles of Association. The Company may rescind or vary the contract it has so entered into or waive its rights under a contract with the prior approval of shareholders' meeting obtained in the same manner.

The share repurchase contract referred to in the preceding paragraph includes an agreement to become obliged to repurchase or acquire the right to repurchase the shares of the Company.

The contract to repurchase its shares or any rights provided therein shall not be assigned by the Company.

Article 30 Where the Company repurchases its shares under the circumstances as stated in subparagraphs (1) and (2) of the first paragraph of Article 27 of the Articles of Association, such actions shall be approved by way of resolution at the shareholders' meeting; where the Company repurchases its shares under the circumstances as stated in subparagraphs (3), (5) and (6) of the first paragraph of Article 27 of the Articles of Association, such actions shall be authorized at the shareholders' meeting and approved by way of resolution at the board meeting attended by more than two-thirds of the directors.

Article 31 Where the Company lawfully repurchases its shares under to the circumstance as stated in Article 27(1) of the Articles of Association, such shares shall be cancelled within 10 days from the date of repurchase; should the circumstance fall within the scope of Article 27(2) and (4), such shares shall be transferred or cancelled within 6 months thereafter; should the circumstance fall within Article 27(3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years.

After cancelling the repurchased shares lawfully, the Company shall apply to its original registration authority to register the change of its registered capital and issue an announcement accordingly.

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

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

Article 32 The Company shall not accept any of its shares as the subject of pledge.

Chapter 5 Financial Assistance for the Purchase of Shares of the Company

Article 33 The Company or its subsidiaries shall not by any means including gifts, advance payment, guarantees, or borrowing at any time, offer any financial assistance to other persons for the acquisition of shares in the Company or its parent company, except for the implementation of the Company's employee stock option plans.

For the interests of the Company, upon a resolution of the shareholders' meeting, or a resolution of the Board of Directors in accordance with the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance to other persons for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board of Directors shall be approved by more than two-thirds of all directors.

Chapter 6 Share Certificates and Register of Shareholders

Article 34 The Company shall prepare a register of shareholders based on the certificates provided by the securities registration and clearing institution:

The register of shareholders shall be the sufficient evidence of the shareholders' shareholding in the Company. Shareholders shall enjoy rights and assume obligations in accordance with the category of shares they hold; shareholders holding the same category of shares shall enjoy equal rights and assume equal obligations.

Article 35 Shares in issue of the Company before public offering may not be transferred within 1 year from the date on which the shares of the Company were listed and trading on Stock Exchange.

The directors and senior management officers of the Company shall report to the Company their number of shares held in the Company and the subsequent changes in their shareholdings. The number of shares that such persons may transfer every year during their terms of office as determined at the time of their appointment shall not exceed 25% of the total number of the Company's shares in his/her possession, except if the number of shares held is lower than 1000. Shares of the Company held may not be transferred within 1 year from the date on which the shares of the Company were listed and trading. Such personnel shall not transfer the Company's shares in their possession within half a year after they terminate their employment with the Company.

Where any director and senior management of the Company and shareholders holding 5% or above of the Company's shares sell his/her shares or other securities of an equity nature within six months after their purchase, or repurchase shares in the Company within six months after their disposal, the gains so earned shall belong to the Company. The Board shall demand such gains for the benefit of the Company, except where a securities company holding 5% or more of the Company's shares as a result of its underwriting of the untaken shares in an offer, as well as and in other circumstances as prescribed by the securities regulatory authority of the State Council.

The shares or other securities of an equity nature held by directors, senior management or natural shareholders referred to in the preceding paragraph include shares or other securities of an equity nature held by their spouses, parents or children and those held using the accounts of others.

In the event that the Board of the Company fails to enforce the requirement in accordance with the preceding paragraph, the shareholders are entitled to demand enforcement by the Board within 30 days. In the event that the Board of the Company fails to enforce the requirement within the said period, the shareholders are entitled to initiate litigation before the People's Court for the interests of the Company's in its own name.

In the event that the Board of the Company fails to enforce the requirements in accordance with the Clause 3 of the Articles of Association, responsible directors shall be jointly and severally liable in accordance with the law.

Article 36 In accordance with the provisions of laws, regulations, rules and regulatory documents, etc. and by fulfilling relevant procedures, the shareholders of the Company's domestic shares can transfer their shares to overseas investors, and have the shares listed and traded overseas. The transferred shares that are listed and traded on an overseas stock exchange are also subject to the regulatory procedures, regulations and requirements of the overseas securities market. The Company does not need to convene a class meeting to vote on the listing and trading of the transferred shares on overseas stock exchanges.

Article 37 When the Company convenes a shareholders' meeting, distributes dividends, enters into liquidation and engages in other activities that involve determination of shareholders, the Board or convener of the shareholders' meetings shall designate a date to be the record date. Shareholders whose names appear in the register of members at the closing of the market on the record date shall be the shareholders of the Company who are entitled to such rights.

Chapter 7 Shareholders' Rights and Obligations

Article 38 The shareholders of the Company are entitled to the following rights:

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

(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, speak at shareholders' meetings, and vote on their behalf at shareholders' meetings in proportion to the number of shares held according to law;

(3) the right of supervision and management over the Company's business operations, and the rights to raise proposals or make enquiries;

(4) the right to transfer, donate or pledge the shares he/she holds in accordance with laws, administrative regulations and the provisions of the Articles of Association;

(5) the right to inspect and copy the Articles of Association, register of shareholders, minutes of the shareholders' meeting, resolutions of the Board of Directors' meeting, and financial and accounting reports. Shareholders who alone or in aggregate hold more than 3% of the Company's shares for a period of more than 180 consecutive days may inspect the Company's accounting books and accounting certificates. If shareholders who alone or in aggregate hold more than 3% of the Company's shares for a period of more than 180 consecutive days request to inspect the Company's accounting books and accounting certificates, the shareholders shall submit a written request to the Company stating the purpose of the request. If the Company has reasonable grounds to believe that a shareholder has an improper purpose for inspecting the accounting books and accounting certificates, which may jeopardize the Company's legal interests, the Company may refuse to provide the inspection, and shall reply to the shareholder in writing within 15 days from the date of the shareholder's written request, stating the reasons therefor. The Company shall make the abovementioned documents available at its place of domicile and its place of business in Hong Kong, for free inspection by the public and overseas-listed foreign shareholders;

(6) the right to participate in the distribution of remaining assets of the Company in accordance with the number of shares held, when the Company is terminated or liquidated;

(7) the right to request the Company to acquire the shares held by the shareholders who hold a different view from the resolution of the shareholders' meeting on the merger or division of the Company;

(8) the right to propose a provisional motion and submit it to the Board in writing 10 days before the date of the shareholders' meeting, should such shareholders individually or jointly hold more than 1% of the Company's shares;

(9) other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.

If any shareholder requests to access or obtain the related information mentioned above in the Articles of Association, he/she should provide to the Company a written document evidencing the type and number of shares of the Company, and the Company shall provide the related information at his/her request after verifying his identity.

Article 39 If a resolution passed at the Company's shareholders' meeting or board meeting violates the laws or administrative regulations, the shareholders shall have the right to plead to the People's Court to render the same invalid.

If the procedures for convening, or the method of voting at, a shareholders' meeting or board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the right to plead to the People's Court to rescind such resolutions within 60 days from the date on which such resolution is adopted. However, this does not apply if such procedures for convening the shareholders' meeting and the Board meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling, such as cancellation of the resolution, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the People's Court makes a judgment or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, the regulations of the CSRC and stock exchanges, fully explain the impact therefrom, and actively provide cooperation in the enforcement of the judgment or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.

Article 40 the resolution of the shareholders' meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

(1) no shareholders' meeting or Board meeting has been convened to pass the resolution;

(2) the resolution is not voted on at the shareholders' meeting or Board meeting;

(3) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles of Association;

(4) the number of persons or the number of voting rights held by them voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or the Articles of Association.

Article 41 Where the Company incurs losses as a result of violation by Directors and senior management other than members of the audit committee of the laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to demand in writing the Audit Committee to initiate litigation before the People's Court. Where the Company incurs losses as a result of the Audit Committee' violation of any provision of laws, administrative regulations or the Articles of Association in the course of performing its duties with the Company, the aforesaid shareholders shall be entitled to demand in writing to the Board to initiate litigation before the People's Court.

In the event that the audit committee or the Board refuses to initiate litigation after receiving a written demand from the shareholders as specified in the preceding paragraph, or fails to initiate litigation within 30 days of the receipt of the demand, or if failure to initiate litigation immediately may cause irreparable damage to the interest of the Company under emergent circumstances, the shareholders as mentioned in the preceding paragraph shall have the right to directly initiate litigation before the People's Court in their names for the interest of the Company.

In the event that infringement of the Company's legal rights and interests by a third party results in losses to the Company, the shareholders stated in the Clause 1 of the Article may initiate litigation before the People's Court in accordance with the provisions stipulated in the preceding two paragraphs.

If any Director or senior management member of a wholly-owned subsidiary of the Company performs his/her duties in violation of the provisions of laws, administrative regulations or these Articles of Association and hereby causes losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders who have held, individually or in aggregate, more than one percent of the shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first and second paragraph of this Article, request in writing that the audit committee or the board of directors of the wholly-owned subsidiary bring a lawsuit to the People's Court, or in its own name to bring a lawsuit directly to the People's Court.

Article 42 In the event that directors or senior management violate laws, administrative regulations or the Articles of Association to the detriment of the interests of the shareholders, the shareholders may initiate litigation before the People's Court.

Article 43 The shareholders of the Company shall assume the following obligations:

(1) to abide by laws, administrative regulations and the Articles of Association;

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

(3) not to withdraw its share capital, except under the circumstances as stipulated in laws and regulations;

(4) to refrain from causing damages to the interest of the Company or other shareholders by abusing the rights of shareholders and from causing damages to the interest of the creditors of the Company by abusing the legal person status and the limited liability of the shareholders;

(5) be liable to the Company to the extent of the shares held by the shareholders;

(6) comply with national laws and regulations on confidentiality and perform the confidentiality obligation on the State secrets and business secrets of the Company that has learnt of;

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

Article 44 where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be liable for the damages; where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Article 45 The controlling shareholder and the de facto controller of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and stock exchanges to safeguard the interests of the Company.

Article 46 Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(1) to exercise their rights as shareholders in accordance with the law and not to abuse their control or use their connected relationship to prejudice the legal interests of the Company or other shareholders;

(2) to strictly fulfill their public statements and various undertakings and not to change or waive such statements and undertakings;

(3) to fulfill their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;

(4) not to appropriate the Company's funds in any way;

(5) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;

(6) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;

(7) not to prejudice the legitimate interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;

(8) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;

(9) laws, administrative regulations, and provisions of the CSRC, business rules of stock exchanges and other requirements of the Articles of Association.

The controlling shareholders and actual controllers of the company who do not serve as directors of the Company but actually manage the Company's affairs shall be subject to the provisions of these Articles of Association regarding the fiduciary duties and diligence of Directors.

Where a controlling shareholder or de facto controller of the Company instructs a Director or senior officer to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the Director or senior officer.

Article 47 Where a controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or effectively controls, he/she shall maintain the stability of the Company's control and that of its production and operation.

Article 48 Where a controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in laws, administrative regulations, the regulations of the CSRC and stock exchanges, as well as his/her undertakings in respect of restrictions on the transfer of shares.

Chapter 8 Shareholders' Meeting

Section 1 General Rules for Shareholders' Meeting

Article 49 The shareholders' meeting is the organ of authority of the Company and exercises its functions and powers according to laws.

Article 50 The shareholders' meeting exercises the following functions and powers:

(1) to elect and replace the directors that are not staff representatives, and to decide on the matters relating to the remuneration of directors;

(2) to consider and approve the reports of the Board;

(3) to consider and approve the Company's profit distribution plans and deficit-reduction plans;

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

(5) to resolve on the issuance of bonds, any kind of stocks, warrants or other similar securities by the Company;

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

(7) to amend the Articles of Association;

(8) to resolve on the appointment and dismissal of the accounting firm by the Company and determine its remuneration or the manner in which its remuneration is to be decided;

(9) to consider the guarantees specified in Article 51 in the Articles of Association;

(10) to consider the motions raised by shareholders who represent more than 1% of the total number of voting shares of the Company;

(11) to consider the acquisition and disposal of significant assets within one year which account for more than 30% of the latest audited total assets of the Company;

(12) to consider and approve the change of use of proceeds;

(13) to consider the share incentive scheme and the employee stock ownership scheme;

(14) to amend the cash dividend policy of the Company;

(15) to consider other business to be resolved by the shareholders' meetings according to laws, administrative regulations and the Articles of Association;

(16) to consider other business as required by the Listing Rules of the Stock Exchange on which the Company's shares are listed;

Subject to compliance with laws, regulations, the provisions of CSRC, listing rules of the listing place, the Articles of Association and other requirements, the shareholders' meeting may authorise or delegate the Board or other entities (including the Company's directors and senior management, persons in charge of internal management bodies) to deal with matters as authorised or instructed by the shareholders' meeting.

Article 51 In general, the Company does not provide any external guarantees to parties other than its wholly-owned subsidiaries and controlling subsidiaries.

The following external guarantees of the Company shall be considered and approved by the shareholders' meeting:

(1) any guarantee provided to the shareholder, de facto controller and its related party;

(2) the guarantee provided to the guaranteed target with a gearing ratio of more than 70%;

(3) any single guarantee whose amount exceeds 10% of the audited net assets for the latest period;

(4) any guarantee provided beyond the total amount of the external guarantees provided by the Company and its wholly-owned subsidiaries and controlling subsidiaries that exceeds 50% of the Company's audited net assets for the latest period;

(5) any guarantee provided beyond the total amount of the external guarantees provided by the Company and its wholly-owned subsidiaries and controlling subsidiaries that exceeds 30% of the Company's audited total assets for the latest period;

(6) guarantee amount for the 12 consecutive months exceeding 30% of the audited net assets for the latest period of the Company;

(7) other guarantees which are subject to consideration at the shareholders' meeting as required by the securities regulatory authorities or the stock exchanges on which the shares of the Company are listed.

Except for the aforementioned situations, guarantees in other circumstances shall be approved by the Board.

At the shareholders' meeting considering the resolution regarding the guarantee as stated in item 5 and 6 of section 2 in this article, the resolution shall be passed by shareholders holding more than 2/3 of the voting rights present at the shareholders' meeting; when the shareholders' meeting is considering a proposal to provide guarantee(s) for any shareholder, the said shareholder or the shareholders controlled by the said de facto controller shall abstain from voting on the proposal, and the proposal is subject to approval by more than half of the voting rights of the other shareholders attending the shareholders' meeting.

The abovementioned "external guarantee" refers to the guarantee provided by the Company for other parties, including the guarantee provided by the Company to its wholly-owned subsidiaries and controlling subsidiaries. The "total amount of the external guarantees provided by the Company and its wholly – owned subsidiaries and controlling subsidiaries" refers to the sum of the total amount of the external guarantees provided by the Company to its wholly-owned subsidiaries and controlling subsidiaries and the total amount of the external guarantees provided by wholly-owned subsidiaries and controlling subsidiaries of the Company.

Article 52 Save for circumstances where the Company is in crisis or other special circumstances, without the approval by special resolutions at shareholders' meeting, the Company shall not enter into any contract with any person other than a director and senior management officers whereby the management of the whole or any substantial part of the business of the Company is to be handed over to the person.

Section 2 Summoning of Shareholders' Meetings

Article 53 Shareholders' meetings comprise annual shareholders' meetings and extraordinary shareholders' meetings. An annual shareholders' meeting shall be held once a year and within six months after the end of the prior accounting year.

Extraordinary shareholders' meetings shall be convened as and when necessary. Under any of the following circumstances, the Board shall convene an extraordinary shareholders' meeting within 2 months from the occurrence thereof:

(1) when the number of directors is less than the quorum required by the Company Law or two thirds of the number of directors specified in this Article;

(2) when the un-recovered losses of the Company amount to one third of the total paid-in share capital;

(3) when the shareholder(s) individually or jointly holding more than 10% of the Company's shares demand(s) in writing the convening of an extraordinary shareholders' meeting;

(4) when the Board considers necessary or as proposed by the audit committee;

(5) when more than 2 independent directors so propose; and

(6) in other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the shares of the Company are listed or this Article.

In any of the circumstances referred to in Items (3) and (4) above, the matter for consideration proposed by the party requesting the holding of an extraordinary shareholders' meeting shall be included in the agenda of the meeting.

Article 54 The place for holding the Shareholders' Meeting of the Company shall be the domicile of the Company or other specific place informed by the convener of the Shareholders' Meeting.

A venue shall be prepared for the Shareholders' Meeting, which shall be held on-site. The Company may also provide online voting or other manners as permitted by the listing rules of the places where the shares of the Company are listed to facilitate the participation of shareholders in the Shareholders' Meeting. Shareholders who participate in a Shareholders' Meeting in the aforesaid manners shall be deemed to have been present at the meeting.

Article 55 In convening a Shareholders' Meeting, the Company shall engage a lawyer to provide legal opinions and announce the same on the following issues:

(1) whether the convening and convening procedures of the Shareholders' Meeting comply with the laws, administrative regulations and this Article;

(2) whether the attendants and convener of the Shareholders' Meeting are legal and eligible;

(3) whether the voting procedures and voting results of the Shareholders' Meeting are legal and valid;

(4) legal opinions on other issues upon request by the Company.

Article 56 The Board of Directors shall convene the shareholders' meeting on a regular basis and within the prescribed time limit.

Subject to the approval of more than half of all independent directors, independent directors shall have the right to make a proposal to the Board for convening an Extraordinary Shareholders' Meeting. As for proposals of convening the Extraordinary Shareholders' Meeting made by independent directors, the Board shall, in accordance with laws, administrative regulations and this Article, give a written feedback opinion on whether it agrees to convene the Extraordinary Shareholders' Meeting within 10 days upon receipt of such proposal. If the Board agrees to convene the Extraordinary Shareholders' Meeting, a notice of convening the Shareholders' Meeting shall be issued within 5 days after a resolution is made by the Board. If Board disagrees to convene the Extraordinary Shareholders' Meeting, reasons shall be stated and an announcement shall be made.

Article 57 The audit committee shall have the right to make a written proposal to the Board for convening an Extraordinary Shareholders' Meeting. The Board shall, in accordance with laws, administrative regulations and this Article, give a written feedback opinion on whether it agrees convene the Extraordinary Shareholders' Meeting within 10 days upon receipt of such proposal.

If the Board agrees to convene the Extraordinary Shareholders' Meeting, a notice of convening the Shareholders' Meeting shall be issued within 5 days after a resolution is made by the Board. As for changes contained in the notice made in response to the original proposal, consent shall be obtained from the audit committee.

If the Board disagrees to convene the Extraordinary Shareholders' Meeting or fails to give a written feedback within 10 days upon receipt of the proposal, the Board shall be deemed to have failed or refused to perform the duty of convening the Shareholders' Meeting, and the audit committee may convene and preside over the Shareholders' Meeting.

Article 58 Shareholders who hold, individually or collectively, 10% or more of the shares in the Company are entitled to make a written proposal to the Board to hold an extraordinary shareholders' meeting. The Board shall, in accordance with relevant laws, administrative regulations and the Articles of Association, give a written response on whether it agrees to convene such a meeting within 10 days upon receiving the proposal.

If the Board agrees to convene the extraordinary shareholders' meeting, it shall send a notice of shareholders' meeting within 5 days after making the Board resolution thereupon, and the changes to the original proposal as included in the notice are subject to consent of related shareholders.

If the Board disagrees to convene the extraordinary shareholders' meeting or fails to give a response within 10 days after receiving the proposal, shareholders who hold, individually or collectively, 10% or more of the shares in the Company are entitled to propose to the audit committee in writing to convene an extraordinary shareholders' meeting.

If the audit committee agrees to convene such a meeting, it shall send a notice of shareholders' meeting within 5 days after receiving the shareholders' proposal, and the changes to the original proposal as included in the notice are subject to consent of related shareholders.

If the audit committee fails to send the notice of shareholders' meeting within the specified time limit, it will be deemed as failing to convene and chair the shareholders' meeting, in which case the shareholders that hold, individually or collectively, 10% or more of the shares in the Company for more than 90 consecutive days may convene and chair such meetings.

Article 59 Shareholders who request the convening of a class meeting shall undergo the following procedures:

(1) 2 or more shareholders holding an aggregate of more than 10% of the shares carrying the right to vote at the meeting sought to be held may sign 1 or more written requests of identical format and substance, to request the Board to convene a class meeting and state the subject of the meeting. The Board shall, in accordance with relevant laws, administrative regulations and the Articles of Association, give a written response on whether it agrees to convene such a class meeting within 10 days after receiving the request.

(2) The Board shall convene a class meeting as soon as possible after receiving the above-mentioned written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.

(3) If the Board fails to issue a notice of convening such a meeting within 30 days after receiving the above-mentioned written request, the shareholders who make the request may themselves convene the meeting within 4 months after the Board receives their request. The procedures of convening such a meeting shall, to the greatest extent possible, be identical to the procedures of the shareholders' meetings convened by the Board.

Where shareholders convene and hold a meeting because the Board failed to do so pursuant to the aforementioned request, the Company shall bear the reasonable expenses incurred by such meetings and shall deduct the amount from the sums owed by the Company to the delinquent directors.

Article 60 The audit committee or the shareholders that decide to convene a shareholders' meeting by itself or themselves shall notify the Board thereof in writing, and file it with the stock exchange.

The shareholders that convene the shareholders' meeting shall hold at least 10% of the shares in the Company prior to the announcement of the resolutions of such meetings.

Upon issuing the notice of shareholders' meeting and the resolutions of the meeting, the audit committee or convening shareholder shall provide relevant supporting documents to the stock exchange.

Article 61 If the audit committee or the shareholders itself/themselves convene a shareholders' meeting, the Board and the secretary to the Board shall cooperate. The Board shall provide the register of shareholders as of the date of record.

Article 62 The necessary expenses of the shareholders' meeting convened by the audit committee or the shareholders itself/themselves shall be borne by the Company.

Section 3 Proposals and Notices of Shareholders' Meetings

Article 63 The substance of the motion proposed shall fall within the functions and powers of the shareholders' meeting. It shall have a clear subject of discussion and a specific resolution, and shall be in compliance with relevant laws, administrative regulations and the relevant requirements set forth in the Articles of Association.

Article 64 When the Company convenes a shareholders' meeting, the Board of Directors, the audit committee and the shareholder(s) independently or collectively holding more than 1% of the Company's shares have the right to present proposals to the Company; shareholder(s) independently or collectively holding more than 1% of the Company's shares may submit provisional proposals to the convener in writing 10 days prior to the meeting. The shareholders' meeting convener shall send a supplementary notice of the shareholders' meeting to announce such provisional proposals within 2 days after receipt thereof.

Except as provided by the preceding paragraph, the convener of a shareholders' meeting shall not amend the proposed resolutions set out in the notice of shareholders' meeting or add any new proposals subsequent to the issue of the notice of the shareholders' meeting.

Any proposal that is not stated on the notice of shareholders' meeting or that is in compliant with Article 63 of the Articles of Association shall not be considered or approved by the shareholders' meeting.

Article 65 To convene an annual shareholders' meeting, the Company shall give a written notice 20 clear business days before the date of the meeting. When the Company is to hold an extraordinary shareholders' meeting, it shall issue a written notice 15 days or 10 clear business days prior to the day on which the meeting is to be held (whichever is earlier). Such written notice shall notify all the registered shareholders of the matters proposed for consideration at the meeting and the date and place of the meeting. For the purposes of this article, "business day" shall refer to the date on which the Hong Kong Stock Exchange opens for securities trading.

The shareholders' meeting notice shall be issued to shareholders (whether or not entitled to vote at the meeting) in accordance with the requirements of laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association. If the notice of shareholders' meeting are to be served by special personnel or prepaid mail, it shall be sent to the recipients' addresses as recorded in the register of shareholders. For the holders of domestic shares, the notice of shareholders' meeting may also be issued in the form of public announcement.

The public announcement referred to in the preceding paragraph shall be published in 1 or more newspapers designated by the competent securities regulatory authority of the State Council prior to the date of the meeting. Upon the publication of the announcement, all the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' meeting. The Chinese and English versions of such public announcements shall be published in a Chinese newspaper and an English one recognized by the Hong Kong Stock Exchange on the same date.

The notice of shareholders' meeting served to the shareholders of overseas-listed foreign shares shall be published on the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all the shareholders of overseas-listed foreign shares shall be deemed to have received the notice of the relevant shareholders' meeting.

Article 66 A notice of shareholders' meeting shall:

(1) be made in writing;

(2) specify the time, place and date of the meeting;

(3) state the matters and proposals for consideration at the meeting;

(4) contain the text of any special resolution proposed to be passed at the meeting;

(5) provide a clear statement that a shareholder with the right to attend and vote is entitled to appoint one or more proxies to attend and vote on his/her behalf and that such proxies need not to be shareholders of the Company;

(6) specify the time and place for lodging proxy forms for the relevant meeting.

(7) specify the record date of the shareholders with the right to attend the shareholders' meeting; and

(8) contain the name and telephone number of the permanent contact person for the meeting.

The notice and the supplementary notice of the shareholders' meeting shall disclose, fully and completely, the contents of all the motions. Where the opinion of any independent Director is required in relation to any matter to be considered at the meeting, the opinion and the reason of the independent Director shall also be disclosed in the notice and the supplementary notice of the shareholders' meeting;

If a shareholders' meeting is held online or otherwise, the designated time and procedure for voting online or through other means shall be expressly stated in the notice of such meetings. The starting time for voting online or by other means shall not be earlier than 3:00 pm (Beijing time) on the day immediately preceding the date on which the shareholders' meeting is to be held or later than 9:30 am (Beijing time) on the day the shareholders' meeting is held and shall not conclude earlier than 3:00 pm (Beijing time) on the day the shareholders' meeting held is adjourned.

Article 67 Where the shareholders' meeting proposes to consider the election of a Director, the notice of the meeting shall fully disclose the details of Director nominees, which shall at minimum include the following:

(1) personal information, such as education background, working experiences and concurrent positions;

(2) whether they have a connected relationship with the Company or its controlling shareholder(s) and de facto controller(s);

(3) the number of shares in the Company; and

(4) whether they have been punished by the CSRC or other related authorities or reprimanded by any stock exchange.

Except the election of Directors by means of cumulative voting, the election of each Director candidate shall be conducted by a separate proposal.

Article 68 The accidental omission to give the notice of shareholders' meeting to, or the non-receipt of the notice of shareholders' meeting by, any persons entitled to receive such notices shall not invalidate the meeting or the resolutions passed at that meeting alone.

Article 69 Once the notice of the shareholders' meeting is issued, such meetings shall not be postponed or cancelled, nor any proposal stated on the notice be canceled without a legitimate reason. In case of a postponement or cancellation, the convener shall publish the announcement to explain the reason at least 2 workings days prior to the originally scheduled date for the meeting.

Where there is any other requirement in respect of the matters stipulated above under the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

Section 4 Convening of Shareholders' Meetings

Article 70 The Board and other conveners shall take necessary measures to ensure the normal order of the shareholders' meeting. Measures would be taken to halt acts that disrupt the shareholders' meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders, and would promptly report such acts to relevant authorities for investigation.

Article 71 All shareholders of ordinary shares (including preferred shareholders with restored voting rights) or its agent whose name appears on the register of members on the record date have the right to attend the shareholders' meeting and exercise their rights to vote pursuant to relevant laws, regulations and the Articles of Association.

Shareholders may attend and vote at the shareholders' meeting in person or by proxy.

Article 72 An individual shareholder who attends the meeting in person shall produce his or her own ID card or other valid documents or proof evidencing his or her identity. If a proxy attends the meeting on others' behalf, such proxies shall produce their own valid proof of identity and the instrument of appointment from the shareholder.

Shareholders who are legal persons shall be represented at a meeting by their legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he or she shall produce his or her own ID card and a valid proof of his or her legal representative status. If a proxy attends the meeting, such proxies shall present their own ID cards and the powers of attorney issued by the legal representative of the legal entity shareholder in accordance with laws.

Article 73 Shareholders shall appoint a proxy in writing, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director or duly authorized agent.

The instrument of appointment by which a shareholder appoints another person to attend the shareholders' meeting on his or her behalf shall include:

(1) Name of the appointor, the class and number of shares of the Company held by him/her/it;

(2) the name of the proxy;

(3) the specific instructions from the shareholder, including an indication to vote for or against each and every matter included in the agenda;

(4) the date of issuance and terms of validity of the instrument of appointment; and

(5) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the company shall be affixed.

Article 74 Where such a proxy form for voting is signed by a person authorized by the principal, the power of attorney with authorized signature or other authorization documents shall be notarized. The power of attorney or other authorization documents upon notarization and the proxy form for voting are required to be placed at the Company's domicile or such other location as specified in the notice of the meeting.

The shareholder that is a recognized clearing House or its agent may authorize one or more persons that it deems suitable to attend on its behalf any shareholders' meeting or any class meeting of shareholders. However, if more than one person is authorized, the power of attorney shall specify the number and class of shares involved in the appointment of each such person. The person so appointed may exercise the rights of the recognized clearing house (or its agent) as if he or she was or they were individual shareholder(s) of the Company.

Article 75 The attendance register of persons attending the meeting shall be prepared by the Company. The register shall specify the attendants' names (or the name of their entities), ID numbers, number of voting shares held or represented, and the names of the proxies' principals (or the names of the principals' entities).

Article 76 The convener and the attorney appointed by the Company shall verify the legitimacy of shareholders' qualification according to the register of shareholders provided by the securities registration and clearing organizations, and register the names of such shareholders and the numbers of voting shares. The registration process shall end before the chairman of the meeting announces on site the number of shareholders and proxies that attend the meeting, and the number of their voting shares.

Article 77 Where a shareholders' meeting requires the Directors and senior management to attend the meetings as non-voting participants, Directors and senior management shall so attend and answer shareholders' questions. The directors and senior management shall respond to and provide an explanation for inquiries or suggestions from shareholders, except for matters involving the Company's trade secrets that cannot be disclosed at the shareholders' meeting.

Article 78 A shareholders' meeting is presided over by the Board. If the chairman of the Board is unable to or fails to perform his/her duties, a director may be nominated by a majority of all the directors to preside over the meeting.

A shareholders' meeting convened by the audit committee shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable to or fails to perform his/her duties, a audit committee member elected by more than half of the audit committee member shall preside over the meeting.

A shareholders' meeting convened by the shareholders themselves shall be presided over by the convener or a representative nominated by the convener.

When a shareholders' meeting is held and the chairman of the meeting violates the rules of procedure in such a way that the shareholders' meeting cannot proceed, a person may be elected to chair and carry on with the meeting, subject to the approval of more than half of the shareholders present who have voting rights.

Article 79 The Company shall formulate the rules of procedure for the shareholders' meeting, detailing its convening, holding and voting procedures including notification, registration, consideration of proposals, voting, vote counting, announcement of the voting results, formation of resolutions, minutes, signing and announcement, as well as the principles for the authorization of the Board by the shareholders' meeting (where the contents of authorization shall be explicit and specific). The rules of procedure for the shareholders' meeting, as an annex to the Articles of Association, shall be drafted by the Board and approved by the shareholders' meeting.

Article 80 At the annual shareholders' meeting, the Board shall report on their work over the previous year. Each independent Director shall also report on the performance of his or her duties.

Article 81 The Directors and senior management officers of the Company shall answer and explain the inquiries and proposals from shareholders at the shareholders' meeting.

Article 82 The chairman of the meeting shall, before voting begins, announce the number of attending shareholders and proxies and the total number of their voting shares according to the register of the meeting.

Article 83 Minutes shall be recorded for the shareholders' meeting, and the secretary to the Board shall be in charge of recording the minutes. The minutes shall contain the following information:

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

(2) Names of the chairman of the meeting, and of Directors and senior management officers in attendance or present in non – voting capacity;

(3) Number of attending shareholders (holders of domestic shares and holders of overseas listed foreign shares) and proxies, and the total number of their voting shares and respective percentages to the total shares of the Company;

(4) Process of consideration, key points of the speech and voting results for each proposal;

(5) Queries or suggestions from shareholders, and the corresponding replies or explanations;

(6) Names of the lawyer, the vote counters and the scrutineer; and

(7) Other information to be entered into the minutes pursuant to the Articles of Association.

In recording voting results, it is also required to record the voting results of holders of domestic shares and holders of overseas listed foreign shares for each matter to be resolved.

Article 84 The convener shall ensure that the meeting minutes are true, accurate and complete. The minutes shall be signed by the Directors, the secretary to the Board, the convener or his or her representative in attendance or present in non-voting capacity, and the chairman of the meeting. The minutes shall be kept together with the book of signatures of the attending shareholders, the powers of attorney for shareholders who attend the meeting by proxy, and the valid information concerning voting online or by other means, and the meeting records shall be kept permanently.

Article 85 The convener shall ensure that the shareholders' meeting continues until a final resolution is reached. Where the shareholders' meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional cause, necessary measures should be taken to resume or terminate the meeting as soon as possible and make an announcement in a timely manner. Meanwhile, the convener shall report it to the local office of the CSRC where the Company operates and the stock exchange.

Section 5 Voting and Resolutions at Shareholders' Meetings

Article 86 Resolutions of shareholders' meetings comprise ordinary resolutions and special resolutions.

To pass an ordinary resolution, more than half of the voting rights represented by the shareholders present at the meeting shall be exercised in favor of the resolution.

To pass a special resolution, more than two thirds of the voting rights represented by the shareholders present at the shareholders' meeting shall be exercised in favor of the resolution.

The shareholders referred to in this article include shareholders who appoint proxies to attend the shareholders' meeting.

Article 87 Shareholders may exercise their voting rights in accordance with the number of shares carrying voting rights and each share shall have one vote. However, the shares held by the Company carry no voting right and shall not be counted into the total number of shares carrying voting rights held by the shareholders attending the shareholders' meeting.

If a shareholder purchases voting shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised for a period of thirty-six months after the purchase and shall not be counted as part of the total number of voting shares present at the general meeting.

When the shareholders' meeting considers matters that materially affect the interest of medium and small investors, the votes of medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.

The Board of the Company, independent Directors, and shareholders who meet the relevant requirements or investor protection organizations established in accordance with laws, administrative regulations or the provisions of the CSRC may collect voting rights from other shareholders publicly. Information including specific voting intention shall be fully disclosed to the shareholders from whom voting rights are collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for collecting voting rights.

Under applicable laws and regulations and the Listing Rules of the Hong Kong Stock Exchange, if any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, the votes cast by or on behalf of such shareholders in contravention of such requirements or restrictions shall not be counted.

Article 88 At the shareholders' meeting, voting is conducted by open ballot or other ways required by the listing rules of the place where the Company's shares are listed.

Article 89 The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:

(1) the work report of the Board;

(2) the profit distribution plan and plans for making up losses drafted by the Board;

(3) the election and removal of the members of the Board (except for staff representative Directors), their remuneration and methods of payment thereof;

(4) matters other than those to be passed by a special resolution under relevant laws, administrative regulations and the Articles of Association.

Article 90 The following matters shall be passed by a special resolution of the shareholders' meeting:

(1) increase or reduction of share capital, issue of any class of shares, warrants and other similar securities of the Company;

(2) division, merger, dissolution and liquidation of the Company;

(3) change of the form of the Company;

(4) purchase or disposal of material assets or provision of guarantees to others by the Company within one year, of a value exceeding 30% of the Company's latest audited total assets;

(5) amendments to the Articles of Association;

(6) equity incentive schemes;

(7) amendments to the Company's cash dividend policy;

(8) other matters resolved by way of an ordinary resolution at a shareholders' meeting which are considered to have a material impact on the Company and should be adopted by a special resolution; and

(9) other matters to be adopted by way of special resolutions, as required by the Listing Rules of the Hong Kong Stock Exchange.

Article 91 When a connected transaction is considered at a shareholders' meeting, connected shareholders shall not vote, and the voting shares held by them shall not be included into the total number of valid shares with voting rights. The announcement of the resolutions of the shareholders' meeting shall fully disclose the voting of non-connected shareholders.

Article 92 The list of candidates for Directors shall be submitted to the shareholders' meeting for voting by way of proposal.

As for resolutions in respect of the election of 2 or more Directors, cumulative voting system should be adopted at the shareholders' meeting pursuant to the Articles of Association or the resolution of the shareholders' meeting.

The "cumulative voting system" as referred to in the preceding paragraph means that when a shareholders' meeting elects Directors, each share carries a number of voting rights equivalent to the number of Directors to be elected, and a shareholder may cluster his or her voting rights. The Board shall provide shareholders with the bibliographical details and basic information of the candidates for Directors.

Article 93 At a shareholders' meeting, the approaches and procedures for nominating the candidates for Directors are as follows:

(1) the shareholder(s) individually or jointly holding more than 1% of the total issued and outstanding voting shares of the Company may present a written proposal to the shareholders' meeting about the candidates for Directors that are not assumed by staff representatives. However, the number of such candidates nominated shall comply with the provisions of the Articles of Association.

(2) within the number of head counts specified in the Articles of Association and based on the proposed number of candidates to be elected, the Board may propose a list of recommended candidates for Directors, which shall be submitted to the Board for review. After the Board review and pass the resolution on the candidates for Directors, their decision shall be proposed at a shareholders' meeting by way of a written proposal.

(3) at the shareholders' meeting, voting shall take place for each candidate nominated for election as a Director on a one-by-one basis, except for candidates applying cumulative voting system.

(4) in the event of an ad hoc addition to or change of any Director, the Board shall propose such additions and changes to the shareholders' meeting, for selection or replacement.

Article 94 In addition to the cumulative voting system, the shareholders' meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders' meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be put aside nor denied at the shareholders' meeting.

Article 95 When considering a proposal, the shareholders' meeting shall not revise it; otherwise such amendments shall be deemed as a new proposal and may not be voted on during the current meeting.

Article 96 The same vote may only be cast once at the location of a shareholders' meeting, or by online voting or other means. Where the same vote is cast for two or more times, the first cast shall hold.

Article 97 Before the shareholders' meeting votes on a proposal, 2 shareholders' representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder has a material interest in a matter being considered, he or she and his or her proxies may not participate in the vote counting or vote scrutiny.

When votes are cast on proposals at the shareholders' meeting, attorneys, representatives of the shareholders shall be jointly responsible for scrutinizing and counting votes and shall announce the voting results at the meeting. The voting result shall be recorded in the meeting minutes.

Shareholders of the companies or their proxies, who have cast their votes by online voting or by other means, shall have the right to check the voting results in the way in which they have cast their votes.

Article 98 The ending time of a shareholders' meeting shall not be earlier than that of online or other access to the meeting. The chairman of the meeting shall announce the outcome and results of the vote on each proposed resolution, and whether or not such proposed resolution has been passed according to such voting results.

Prior to the formal announcement of voting results, the relevant parties from the companies, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the shareholders, the person in charge of the relevant internet service provider involved in relation to voting at the shareholders' meeting, online or by other means, shall be obliged to keep the status of voting confidential.

Article 99 A shareholder attending a shareholders' meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention. Save for the circumstance under which the securities registration and settlement institution acting as the nominal holder of shares under the mutual stock market access between the Mainland and Hong Kong makes reporting in accordance with the instruction of the de facto holders of relevant shares.

If a poll is blank, marked erroneously, illegible or has not been cast, the voter shall be deemed to have waived his or her right to vote and the voting results for the number of shares that he or she holds shall be recorded as "abstained".

Article 100 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he or she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.

Article 101 The resolution of the shareholders' meeting shall be promptly announced. The announcement shall state the number of attending shareholders and proxies, their number of voting shares and their percentages to the total number of the voting shares in the Company, the voting method or methods, the voting result for each proposal, and the details of each resolution passed in the meeting.

Article 102 Where a proposal has not been passed or the resolutions of the preceding shareholders' meeting have been changed at the current shareholders' meeting, special mention shall be made in the announcement of the resolutions of the shareholders' meeting.

Article 103 Where a resolution on the election of Directors is passed at the shareholders' meeting, the term of office of the newly-elected Director shall commence from the time when the relevant election proposal is passed at the shareholders' meeting.

Article 104 Where a proposed resolution in relation to the payment of cash dividends, the issue of bonus shares or the capitalization of capital reserves has been passed at a shareholders' meeting, the Company shall implement the specific plans within two months after the conclusion of the shareholders' meeting.

Chapter 9 Special Voting Procedures for Class Shareholders

Article 105 Shareholders who hold different classes of shares are class shareholders.

Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.

Save for the holders of other classes of shares, the holders of domestic shares and the holders of overseas-listed foreign shares are deemed to be different classes of shareholders. Where the share capital of the Company includes shares which do not carry voting rights, the word "non-voting" must appear on the designation of such shares.

Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".

Article 106 Rights conferred on any class shareholders in the capacity of shareholders may not be varied or abrogated, unless such a proposal is approved by way of a special resolution at a shareholders' meeting and approved by the affected class shareholders at a separate shareholders' meeting, in accordance with the provisions of Articles 108 to 112 of the Articles of Association.

No approval by a shareholders' meeting or a class meeting is required for the variation or abrogation of the rights of class shareholders that results from any change in domestic and overseas laws, administrative regulations and the listing rules of the place where the Company's shares are listed, and from the decisions made by domestic and overseas regulators.

The holders of domestic shares of the Company referred to in Article 19 of the Articles of Association may transfer their shares to overseas investors and list the said shares overseas, which shall not be deemed to be a proposed variation or abrogation of the rights conferred on any class shareholders.

Article 107 The following circumstances shall be deemed to be a variation or abrogation of the rights of a particular class shareholder:

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

(2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;

(3) to remove or reduce the rights to the accrued dividends or cumulative dividends attached to the shares of such class;

(4) to reduce or remove the preferential rights attached to the shares of such class for receiving dividends or for the distribution of assets in the event that the Company is liquidated;

(5) to add, remove or reduce the rights attached to the shares of such class, including the rights of conversion, options, voting and transfer, pre-emptive rights, and the rights to acquire the securities of the Company;

(6) to remove or reduce the rights of such class of shares to receive the payables from the Company in a particular currency;

(7) to create a new class of shares having voting or distribution rights or privileges equal or superior to the shares of such class;

(8) to restrict the transfer or ownership of the shares of such class or to increase any such restrictions;

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

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

(11) to restructure the Company where the proposed restructuring might result in different classes of shareholders bearing disproportionate burdens of obligations;

(12) to vary or abrogate the provisions of this Chapter.

Article 108 The affected shareholders, regardless of whether they had the right to vote at shareholders' meetings, shall have the right to vote at class meetings in respect of the matters concerning paragraphs (2) to (8), (11) and (12) of Article 107 in the Articles of Association, while interested shareholder(s) are not entitled to vote at class meetings.

An "interested shareholder" as referred to above has the following meanings:

(1) in the case of a repurchase of shares by pro rata offers to all shareholders or by public trading on the Hong Kong Stock Exchange in accordance with the provisions of Article 28 of the Articles of Association, an "interested shareholder" is a controlling shareholder within the meaning of Article 240 in the Articles of Association;

(2) in the case of a repurchase of shares by an off-market contract under Article 28 of the Articles of Association, an "interested shareholder" is a shareholder to whom the proposed contract is related;

(3) in the case of corporate restructuring, an interested shareholder is a shareholder of a class who bears less than the proportionate obligations imposed on other shareholders of that class or who has an interest different from the interest ofthe other shareholders of that class.

Article 109 Resolutions of a class meeting shall require the approval of shareholders present, who represent more than two thirds of the voting rights of that class meeting and vote in favor of such resolutions in accordance with Article 108 of the Articles of Association.

Article 110 A written notice of a class meeting shall be given by the Company with reference to the relevant requirements for convening a shareholders' meeting specified in Article 65 of the Articles of Association. The written notice shall notify all the registered shareholders, who hold the shares of that class, of the matters to be considered at the meeting and the date and place of the meeting.

Where there is any special requirement under the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

The quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the number of holders of at least 1/3 of the issued shares of that class.

Article 111 Notices of class meetings need only be served to shareholders entitled to vote thereat.

Class meetings shall be held in procedures most similar to those for shareholders' meetings. The provisions of the Articles of Association relating to the procedures of such shareholders' meetings are applicable to class meetings.

Article 112 In addition to the holders of other class shares, the holders of domestic shares and those of overseas-listed foreign shares are deemed to be shareholders of different classes. Special voting procedures for holders of different classes of shares are not applicable to the following situations:

(1) where, upon the approval by its shareholders through a special resolution at a shareholders' meeting, the Company issues, either separately or concurrently, no more than 20% of each of its existing issued domestic shares and overseas-listed foreign shares once every twelve months;

(2) where the Company completes its plan (made at the time of its establishment) to issue domestic shares and overseas-listed foreign shares within 15 months from the date on which the plan is approved by the securities regulatory authorities of the State Council; and

(3) where the shares of the Company that are held by its holders of Domestic Shares of the Company are transferred to overseas investors and listed and traded overseas, as approved by the securities regulatory authorities of State Council.

Chapter 10 Party Committee and its Working Bodies

Article 113 According to "The Constitution of the Communist Party of China" and the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) and with approval of higher-level Party organization, the Company has established the Committee of the Communist Party of China of China Aluminum International Engineering Corporation Limited (the "Party Committee"). At the same time, according to relevant requirements, the Company has established the Committee of the Communist Party of China for Discipline Inspection of China Aluminum International Engineering Corporation Limited (the "Discipline Committee"). The Party Committee and Discipline Committee of the Company shall be elected from the Party member congress or the Party representative congress. The leadership team of the Party Committee of the Company generally consists of 7 to 9 members.

Article 114 The Party Committee shall play a leading role, set the right direction, keep in mind the big picture, ensure the implementation of Party policies and principles, discuss and decide on major issues of the Company in accordance with the regulations. The main duties are:

(1) To enhance the political construction of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;

(2) Thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, study and promote theories of the Party, implement the Party's route, guidelines and policies, supervise and ensure the implementation of major decisions and arrangements of the Central Committee of the CPC and resolutions of higher Party organizations in the Company;

(3) The Party Committee studies and discusses the Company's major operational and management matters, and supports shareholders' meetings, the Board and senior management officers to exercise their powers according to law;

(4) to strengthen the leadership and gate keeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;

(5) to undertake the main responsibility of the Company in improving Party conduct and upholding integrity, lead and support the Discipline Committee to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative disciplines and political rules and promote Party self-governance in every aspect and with rigor into the primary – level;

(6) to strengthen the building of primary-level organizations and their Party members, unite and lead officials and employees to devote themselves into the reform and development of the Company;

(7) to lead the Company's ideological and political work, the spirit and civilization progress and the united front work, and lead mass organization such as the labor union, Communist Youth League and Women's Organization of the Company.

Article 115 Material matters relating to operation management shall be first deliberated and discussed by the Party Committee before they are submitted to the senior management, the Board or shareholders' meetings for determination.

Article 116 The Discipline Committee performs the following duties:

The Discipline Committee supervises the execution of disciplines, performs the accountability function, supervises and inspects the deployment and implementation of the important decisions, resolutions and work of the Company's Party Committee and its superior committee, and strengthens the supervision over party members and cadres in performing duties, exercising powers and working in an honest manner. The Discipline Committee also supervises the Party Committee to fulfill its principal responsibilities, assists the Party Committee to promote rigorous party governance and enhance the building of a clean party, organizes and coordinates anti-corruption work and deploys the work on discipline inspection.

Article 117 The Company maintains and improves a mechanism of "dual entry and cross appointment" of leaders. Under the mechanism, qualified leaders of the Party Committee can undergo legal procedures to join the Board and serve as senior management members, while qualified party members from the Board and serve as senior management members can also join the Party Committee according to relevant regulations and procedures. The mechanism is designed to ensure the effective role of the Party Committee at the levels of decision-making, supervision and implementation.

The Party secretary and Chairman of the Board shall be the same person in general, the Chairman of the Board and the general manager are appointed separately, and the general manager of the Party member shall be the deputy secretary of the Party Committee and undergo legal procedures to join the Board. A deputy secretary shall be designated to be responsible for the Party building works for the Party Committee. The designated deputy secretary shall undergo legal procedures to join the Board.

Article 118 The Company has special working bodies for its Party Committee and Discipline Committee, with mass organizations established, such as the trade union and the Youth League Committee. The Party Committee and its staff are included into the Company's management organization and staffing, with the Party Committee's work funding also included into the Company's budget and charged to the Company's management costs. The personnel on party affairs enjoy the same treatment as the operation and management personnel of the same level.

Article 119 The Company improves the democratic management system in the form of staff representatives' meeting, promotes publicity of the Company's affairs, publicity of the business, protects staff members to exercise their rights to know, to participate, to express and to supervise, so as to protect the legal rights of staff members. The Company should listen to the views of its staff in major decision-making; the major issues involving the staff and workers' vital interests shall be considered by the staff representatives' meeting or meeting of staff.

Chapter 11 Board of Directors

Section 1 Directors

Article 120 The non-staff representative Directors shall be elected and replaced by the shareholders' meeting, and can be removed from their office prior to the conclusion of the term thereof by the shareholders' meeting. The staff representative Director who is selected by the Company's staff in a democratic way via staff representatives' meeting, staff meeting or other forms. The term of office of a Director shall be 3 years. A director may serve consecutive terms if re-elected upon the expiration of his/her term.

Subject to relevant laws and administrative regulations, directors can be removed before the expiration of his/her term of office (but without prejudice to any claim for damages under any contracts) by way of an ordinary resolution passed at a shareholders' meeting.

The term of office of a Director shall commence from the date of taking the position until the expiry of the term of office of the current session of the Board. Where a re-election fails to be carried out in a timely manner upon the expiry of the term of office of a Director, such Director shall continue to perform his or her duties as a Director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until the newly elected Director assumes the office.

Article 121 Directors may resign before the expiry of their terms of office. The directors who resign shall submit to the Company a written report in relation to their resignation. The resignation takes into effect from the date the Company receives the report. The relevant information shall be disclosed by the Company within 2 days.

In the event that the resignation of any director during his/her term of office results in the number of members of the Board falling below the statutory minimum number, the existing directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until newly elected directors assume their office.

Article 122 The directors shall have the following rights during their tenure in the Company:

(1) to obtain information of the Company which is necessary to perform Directors' duties;

(2) Attend the meeting of the Board of Directors, fully express opinions, and vote on matters to be resolved at such meetings;

(3) Attend the meetings of special committees the directors hold the post and express their opinions;

(4) to submit proposals to convene an extraordinary meeting of the Board of Directors, to postpone an meeting of the Board of Directors, and to suspend voting on the matters under consideration in accordance with the requirements under this Articles of Association, and to put forward supplementary recommendations or rectification requirements for the resolutions considered by the Board of Directors and their designated Special Committees;

(5) Review the implementation of the resolutions of the Board of Directors as entrusted by the Board or the chairman of the Board;

(6) Conduct research and learn more information from relevant personnel of the Company according to the need to perform their duties;

(7) Receive remuneration and work allowances in accordance with relevant regulations;

(8) Enjoy the necessary working conditions and protections when performing their duties as directors in accordance with the relevant provisions;

(9) Reflect and consult the relevant information and opinions to the shareholders' meetings in writing or orally if necessary;

(10) Other rights stipulated by laws, administrative regulations and this Articles of Association.

Article 123 The directors are required to comply with the laws, administrative regulations and these Articles of Association, and to carry out their following duties in good faith and diligence:

(1) faithfully safeguard the interests of shareholders and the Company and the legitimate rights and interests of employees, ruled by work ethics and principles, make prudent decisions, and shoulder for responsibilities;

(2) to keep the State secrets, work secrets and business secrets of the Company that he/she has learnt of;

(3) abide by the regulations on integrity and not to violate the relevant regulations and requirements regarding the directors' diligent performance of duties with integrity, not to exploit his/her position to accept bribes or to obtain other illegal income, not to expropriate the Company's properties and not to provide a guarantee for others with the property of the Company;

(4) observe the principles of honesty and integrity, not to take advantage of their position to seek benefits for themselves or others and not to accept any advantages, work allowances, remuneration packages and gifts in violation of law;

(5) provide relevant circumstances and information to the shareholders' meeting truthfully and ensure the objectivity, authenticity and integrity of the information provided;

(6) other fiduciary duties as stipulated by laws, administrative regulations and the Articles of Association.

Article 124 The directors shall abide by laws, administrative regulations and the Articles of Association, and bear the following diligent obligations:

(1) attend the meetings of the Board of Directors and its special committees of the Company, and participate in other activities of the Board of Directors;

(2) put enough time and energy to perform their duties, and length of service and the attendance of board meetings each year meets such regulations and requirements;

(3) express clear opinions independently, objectively, seriously and cautiously on the issues deliberated at the meetings of the Board of Directors and the meeting of the special committee on the basis of understanding and fully mastering the information;

(4) familiarize themselves with and continue to pay attention to the production, operation, reform and development of the Company, read the financial reports and other documents of the Company, and promptly report to the Board the issues that the Board should pay attention to, especially those resulting in significant loss and material operational crisis;

(5) learn relevant knowledge on their own initiative and actively participate in relevant trainings, so as to continuously improve the ability to perform duties;

(6) other diligent duties specified in the laws, administrative regulations and the Articles of Association.

Article 125 No director shall act on behalf of the Company or the Board in his/her personal capacity without the requirement of the Articles of Association or the lawful authorization by the Board. In the event that a director acts in his/her personal capacity and is reasonably deemed by a third party to act on the behalf of the Company or the Board, the director shall clarify his/her stance and identity in advance.

Article 126 The Company has established a management system for director resignations, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. A director shall clear all transitional procedures with the Board when his/her resignation becomes effective or his/her term expires. Such a director shall fulfill his/her fiduciary obligations to the Company and shareholders. Such obligations shall not be dismissed after the expiry of term and remains effective within the reasonable period specified by the Articles of Association. The duty of keeping the Company's business secrets confidential shall remain binding on the director after the expiry of his/her term until the secrets become public knowledge. The responsibility that a director bears during their term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.

Article 127 Any director who, for 2 consecutive times, fails to attend a board meeting in person or to appoint other directors to attend the meeting on his/her behalf shall be deemed as not performing his/her duties. In such a case, the Board shall recommend his/her removal and replacement to the shareholders' meeting.

Article 128 In addition to enjoying the same rights and undertaking the same obligations as other directors, directors serving as employee representatives shall also perform the obligations of paying attention to and reflecting the legitimate demands of employees, and representing and safeguarding the legitimate rights of employees.

Article 129 The Company has appointed independent directors. Unless otherwise required in this section, the provisions relating to the qualifications and obligations of directors set out in Chapter 14 of the Articles of Association and relevant provisions of laws, administrative regulations, requirements of the CSRC, and the listing rules of the stock exchange where the Company's shares are listed are applicable to independent directors. Amongst independent directors, at least one shall be an accounting professional. Independent directors shall perform their duties faithfully and play a role in decision-making, overseeing and checking the operation of the Board, and providing professional advice to the Board, so

as to safeguard the overall interests of the listed company and protect the legitimate rights and interests of minority shareholders. Independent directors shall ensure the interests of all shareholders to be fully represented. At least one independent director of the Company should usually be resided in Hong Kong.

Article 130 An independent director of the Company refers to the director holds no position in the company other than director, does not have any direct or indirect conflicts of interest with the Company, its major shareholders, or actual controller, has no other relationship that may affect his/her independent and objective judgment, and is in compliance with the Stock Exchange Rules where the Company's shares are listed in relation to the independence requirements.

Independent directors should fulfil their responsibilities independently, and should not be influenced by the listed company, its major shareholders, actual controller and other entities or individuals.

Article 131 The Board of the Company shall include at least one third of the independent directors, at least one of which should be a professional accountant. When an independent director fails to meet the conditions of independence or other unsuitable performing conditions, resulting in the number of independent directors below to the number required by the Article of Association, the Company shall supplement the number as required.

Article 132 Independent directors are appointed for the same term as that of the other directors of the Company and may offer themselves for re-election, while their term of office shall not exceed six years in aggregate.

Article 133 The Company shall establish a working system for independent directors, which specifically stipulates the qualifications, independence, nomination, election and replacement, duties, powers and other aspects of independent directors, and such system shall come into effect after being approved by the shareholders' meeting.

Article 134 If a Director of the Company causes damage to others while performing his/her duties, the Company shall bear liability for compensation; if a Director of the Company does so with intent or gross negligence, he/she shall also be liable for compensation.

Any director who causes the Company to sustain a loss in violation of laws, administrative regulations, rules or the Articles of Association during the performance of his/her duties in the Company, shall be liable for damages.

Section 2 Board of Directors

Article 135 The Company shall establish a Board.

Article 136 The Board of Directors shall implement a decision – making system of collective consideration, independent voting and individual accountability.

Article 137 The Board shall comprise nine directors, external directors (including one staff representative Director) (directors who do not hold position in the company, the same applies to all such terms below) shall constitute at least 1/2 of the board of directors, The proportion of independent directors to the board of directors shall not be less than 1/3 (directors who are independent of the shareholders of the company and who do not hold office within the company and who meet the qualifications for independent directorship as stipulated in the laws and regulations of the place of listing, listing rules and articles of association, etc.) shall be present. Independent directors may report directly to the shareholders' meeting, the securities regulatory authorities of the State Council and other relevant regulatory departments.

The senior management officers may concurrently serve as a director, provided that no more than half of the directors of the Company concurrently serve as the senior management officers. At any time, there shall be no less than three independent directors.

The Board shall appoint one chairman. The chairman of the Board shall be elected or removed by more than half of all the Directors. The term of office of the chairman shall be three years and is renewable upon re-election.

No more than two senior management officers of the controlling shareholder shall concurrently assume the chairman or executive director of the Company.

A director is not required to hold any shares in the Company.

Article 138 An external director shall not have any relationship with the Company that may affect his/her impartiality in discharging his/her duty as an external director.

Article 139 An external director shall not serve for more than six consecutive years.

Article 140 The Board shall perform the duties of formulating strategies, making decisions and preventing risks, and exercises the following functions and powers:

(1) to convene shareholders' meetings, to propose at a shareholders' meeting to pass relevant matters and to report on its work to the shareholders' meeting;

(2) to implement the resolutions of the shareholders' meetings;

(3) deciding on the operations plans, and investment plans of the Company;

(4) to consider and approve the annual financial budgets and final accounts of the Company;

(5) to formulate the profit distribution plan and plan for recovery of losses of the Company;

(6) to formulate proposals for increases or reductions of the registered share capital of the Company and proposals for the issue and listing of corporate debentures or other securities;

(7) to prepare plans for the asset acquisition, repurchase of shares of the Company, or merger, segregation, dissolution and alteration of corporate form of the Company pursuant to the regulations of the listing rules of the stock exchange where the Company's shares are listed;

(8) to decide on matters of external investment, acquisition and disposal of assets, asset charge, external guarantee, entrusted wealth management, connected transactions and external donation of the Company in line with these Articles, or within the authority granted by the shareholders' meeting;

(9) to decide on the establishment of the Company's branches, internal management structure;

(10) to appoint or remove the Company's general manager and secretary of the Board, to appoint or remove other senior management officers such as deputy general manager, Chief Financial Officer and chief legal adviser based on the nomination from the general manager, and to determine the matters relating to the remuneration, incentives and punishments of the abovementioned senior management officers;

(11) to draw up the basic management system of the Company;

(12) to draw up proposals for any modifications to the Articles of Association;

(13) to decide on the matters such as establishment, merger, segregation, reorganization or dissolution of the Company's important subsidiaries pursuant to the regulations of the listing rules of the stock exchange where the Company's shares are listed;

(14) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;

(15) to propose at shareholders' meetings a resolution in respect of candidates for independent directors and replacement of independent directors;

(16) to propose at shareholders' meetings for the appointment, renewal or removal of the accountants' firm conducting auditing for the Company;

(17) to listen to the work report and inspect the work of the general manager;

(18) to manage the information disclosure of the Company;

(19) to decide on significant accounting policies or changes in accounting estimates of the Company, unless otherwise provided by laws and regulations and the listing rules of the place where the Company's shares are listed;

(20) to formulate the share incentive scheme and the employee stock ownership scheme;

(21) to decide on matters in relation repurchases of shares by the Company under the circumstances as stated in Article 27(3), (5) and (6) of the Articles of Association.

(22) to decide on other major affairs of the Company, save for the matters to be resolved at shareholders' meetings as required by the Company Law and the Articles of Association;

(23) to formulate and review the corporate governance policy and practices of the Company;

(24) to review and supervise the training and continuing professional development of directors and senior management;

(25) to review and supervise the policies and practices of the Company in compliance with legal and regulatory requirements;

(26) to formulate, review and supervise the code of conduct and compliance manual (if any) applicable to employees and directors;

(27) to review the Company's compliance with the Code on Corporate Governance Practices and the disclosure in the Corporate Governance Report;

(28) to establish the Company's Environmental, Social, and Governance (ESG) development strategy, and to approve or authorize to approve significant ESG-related matters;

(29) other powers conferred by the Articles of Association or the shareholders' meetings; and

(30) other matters as required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed, etc.

Save for the resolutions of the Board in respect of the matters specified in paragraphs (6), (7), (12) and (21) above, which shall be passed by 2/3 or more of the directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the directors.

Resolutions in respect of the connected transactions made by the Board shall not come into force unless such resolutions are signed by independent directors.

The Board shall, in accordance with the provisions of the Articles of Association, resolve on matters within its authority in relation to guarantees, which shall require the consent of at least 2/3 of the Directors present at the meeting, in addition to the consent of a majority of all Directors of the Company.

Subject to this articles of association and relevant requirements, and after considering the actual situation of the Company, the Board may delegate certain powers to the Chairman's special meetings and the General Manager's office under certain conditions and scope, except for matters that are required by law or administrative regulations to be decided by the Board.

In deciding major corporate issues, the Board shall consult the Party Committee of the Company in advance.

Article 141 If the motion is considered to warrant further study or material changes based on the review opinions of the board, the motion shall be amended and improved for review according to the time and method determined by the meeting of the board.

Article 142 The secretary of the Company's Party Committee can attend meetings of the Board and special committees under the Board.

The Board may require the attending persons in charge of relevant business departments and experts to explain the resolutions, provide consultation, express opinions and accept inquiries if it is considered necessary.

If the matters to be considered at the Board involve legal issues, the chief legal adviser or the management staff performing the duties of the chief legal adviser shall attend the meeting and provide legal opinions.

Non-director individuals attending meeting of the Board have no voting right.

Article 143 The Board shall formulate the rules of procedures of the Board meetings to ensure the Board have put into action the resolutions passed at the shareholders' meeting, so as to improve work efficiency, and make scientific decisions. The rules of procedures of the Board shall stipulate holding and voting procedures of the Board meetings. The rules of procedures of the Board shall be attached to this Articles of Association, shall be drawn up by the Board and approved by the shareholders' meeting.

Article 144 The Board shall explain to the shareholders' meeting with respect to any non-standard audit opinions issued by the certified public accountant on the financial report of the Company.

Article 145 When the Company enters into transactions such as purchase or sale of assets, external investment (including entrusted financial management, investment in subsidiaries, etc.), leasing in or leasing out of assets, entrusting or being entrusted with the management of assets and business, gifting or being gifted with assets, restructuring of debts or liabilities, signing of licensing agreements, transferring or being transferred of R&D projects, renunciation of rights (including renunciation of the right of pre-emptive purchase, right of priority to subscribe for capital contributions, etc.) and connected transactions, such transactions shall be submitted to the Board of the Company for consideration if they meet the disclosure standards stipulated by the regulatory rules of the place of listing. If the relevant laws and regulations or the regulatory rules of the listing place stipulate otherwise on the circumstances that should be submitted to the Board for consideration, the provisions shall apply. Relevant experts and professionals shall be arranged to assess on material investment projects.

The aforesaid matters, if subject to consideration at the shareholders' meeting under relevant laws and regulations or the regulations of the jurisdiction where the shares are listed, shall be approved by the Board before submitting to the shareholders' meeting for approval.

Article 146 The chairman of the Board shall exercise the following functions and powers:

(1) to chair shareholders' meetings, and to convene and chair Board meetings;

(2) to supervise and check on the execution of resolutions passed in Board meetings;

(3) to sign important documents of the Board and other documents that shall be signed by the legal representative of the Company, as well as to exercise the functions and powers of legal representatives;

(4) to organize development of the systems necessary for the operation of the Board, and to coordinate its operations;

(5) to hear regular and non-regular performance reports from the senior management officers of the Company, and to provide the Board with steering comments on the implementation of Board resolutions;

(6) to nominate a candidate for the secretary of the Board of the Company;

(7) to supervise and check on the work of special committees under the Board; and

(8) to exercise other functions and powers as authorized by the laws, regulations or the Articles of Association and the Board.

Where the chairman is unable to perform his/her duties, half or more of the directors may jointly elect a director to perform his/her duties.

Article 147 The Board shall meet regularly and Board meetings shall be held at least 4 times a year at approximately quarterly intervals and convened by the chairman of the Board. A 14 days' prior written notice for convening the meeting shall be given to all directors.

Under the following circumstances, an extraordinary Board meeting may be held within 10 days by the chairman of the Board upon the receipt of the proposal:

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

(2) when jointly proposed by more than one third of directors.

(3) when the chairman of the Board considers necessary;

(4) when proposed by more than 2 independent directors;

(5) when proposed by the audit committee; and

(6) when proposed by the general manager to hold an interim board meeting.

Article 148 The notice to convene a regular board meeting shall be given 14 days prior to the meeting, and 5 days prior to an interim board meeting. The Board office shall give notice in writing to each director, senior management personnel and other attendees of the Board of the Company.

Where an interim board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting.

Article 149 A written notice of board meeting shall at least include the following:

(1) the time and venue of the meeting;

(2) the time limit of the meeting;

(3) the reasons and subject matters;

(4) meeting materials necessary for voting by directors;

(5) the requirement for directors to attend the meeting in person or by entrusting other directors as proxy;

(6) date on which the notice is issued, contact person and means of contact.

An oral notice of meeting shall at least include (1) and (2) above and an explanation for the urgent convention of the extraordinary board meeting due to emergency.

Article 150 After the written notice of the regular meeting is issued, if the meeting time and venue or any other item needs to be changed, or the meeting proposal needs be supplemented, modified or cancelled, a change of notice in writing shall be given 3 days prior to the originally scheduled meeting date to specify the circumstances, contents and materials in relation to the new proposals. If the change of notice is given within 3 days prior to the originally scheduled meeting date, the meeting shall be postponed accordingly or convened according to the original schedule upon the approval by all the directors who are attending the meeting.

After the notice of the extraordinary meeting is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, a prior approval from all directors who are attending the meeting shall be obtained and the corresponding records shall be made.

Article 151 A notice of meeting shall be deemed to be delivered to such a director if he/she presents at the meeting and does not raise the objection to the non-receipt of such notice prior to, or at the time of, his/her arrival at the meeting.

Article 152 Except as otherwise provided in these Articles, a Board meeting shall be held only if more than half of the directors as well as more than half of the external directors are present. Where the quorum fails to be met due to refusal or failure to attend the meeting by directors, the chairman and the secretary of the Board shall report it to the regulatory authorities timely.

Each director shall have one vote in the forms such as open ballot and written. Unless otherwise provided by the laws, administrative regulations and the Articles of Association, resolutions of the Board shall be passed by more than half of all directors.

Unless otherwise provided by the laws, administrative regulations, the relevant regulatory ordinances and rules or special mentioned under the Articles of Association as approved by the Hong Kong Stock Exchange, a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract, transaction or arrangement in which he/she or any of his/her associates as defined in the applicable Hong Kong Stock Exchange Listing Rules in effect from time to time has any material interest or any other relevant proposals.

Article 153 When each proposal is fully discussed, the host shall propose to the participating directors to vote in due course.

Three options in form of the affirmative vote, negative vote and abstention are available for the directors to show their voting intentions. The participating directors shall choose one of them. The host of the meeting shall ask relevant director who fails to choose or chooses 2 or more options at the same time to make their choices again, and refusal to do so shall be regarded as abstaining from voting. Any director who refuses to choose or fail to return after leaving the meeting without making any choice shall be regarded as abstaining from voting.

Article 154 If any Director has connection with the enterprise or person involved in resolution made at a meeting of the Board, he/she may not in due course report in writing to the Board. The connected Director exercise his/her right to vote on such resolution for himself/herself or on behalf of other director.

Under the following circumstances, a director shall avoid voting on the relevant proposals:

(1) When the relevant laws, regulations and the listing rules of the place(s) where the shares are listed stipulated that Directors should avoid voting;

(2) When the Directors deem necessary to avoid voting;

(3) When the Articles of Association of the Company specifies that Directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.

Where the Directors are necessary to avoid voting, the relevant Board meeting may be convened if more than half of non – affiliated Directors attend the meeting and the resolution may pass upon the consent of more than half of non-affiliated Directors, and for matters involving special resolutions of the Board of Directors, the approval of at least 2/3 of the unrelated Directors is required. If the number of the non-affiliated Directors attending the meeting is less than 3, the relevant proposal shall be submitted to the shareholders' shareholders' meeting for consideration other than be put to a vote.

Article 155 Where one-fourth or more of the attending directors or 2 or more external directors consider any proposal is not clear or specific, or that judgement cannot be made due to other reasons including insufficient meeting materials, such Directors may jointly propose to postpone the Board meeting or the discussion of certain matters at the meeting, and the Board shall accept such proposal.

Directors who proposed to postpone the voting shall put forward specific requirements for reconsideration of the subject proposal.

Article 156 A board meeting shall be attended by the directors in person. If a director is unable to attend, he/she may appoint in writing another director to attend on his/her behalf. However, the following matters shall be specified in the authorization letter:

(1) the names of the appointing Director and the Director being appointed;

(2) the concise opinion of the appointing Director with regard to each proposal;

(3) the authorization scope of the consigner, valid term and the instructions to the voting opinions on the proposal;

(4) the signature of the appointing Director, date, among others.

The appointed director who attends the meeting shall exercise such director's right within the scope of authorization. If a director is unable to attend the Board meeting in person and has not appointed a representative to attend the meeting, he/she shall be deemed to abstain from voting at such meeting.

Article 157 Any material matters to be decided by the Board shall be proceeded in accordance with the specified procedures, with a notice given to all directors at the time required by the Articles of Association and sufficient information shall be given at the same time. The directors may request additional information.

Resolutions in respect of connected transactions made by the Board shall not come into force unless they are signed by independent directors.

Article 158 The Board may accept the written resolutions in lieu of convening a Board meeting, but the draft of such resolutions shall be delivered to each director through personal delivery, post, telegraph, facsimile or e-mail. Such resolution will be passed as a resolution of the Board, only after it has been delivered to all directors by the Board, signed and approved by the required quorum of the directors for decision-making and the signed document for approving such proposal has been delivered to the secretary to the Board by one of the aforesaid means.

Article 159 The Board shall prepare the minutes for the decisions made concerning the matters considered at the board meetings, which shall be signed by the attending directors and the recorder. The minutes of Board meetings shall be kept for the Company's record, and such meeting records shall be kept permanently. The directors shall be responsible for the resolutions passed at the Board meetings. Any director who votes for a board resolution which violates the laws, administrative regulations or the Articles of Association and the Company suffering from material losses as a result thereof, shall be responsible for the liabilities of compensation. However, a director who votes against such resolution, and has been proved as having expressed dissenting opinions on such resolution and such opinions are recorded in the minutes of the meeting can be exempted from such liability.

Article 160 The Secretary of the Board shall be responsible for taking minutes of the Board meeting. The minutes of the Board meeting shall include the following items:

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

(2) the names of the Directors present and those appointed by others to be present (proxies);

(3) the agenda of the meeting;

(4) the gist of Directors' speeches;

(5) the method and result of the vote in relation to each proposed resolution (the result of the vote shall state the numbers of votes for or against the proposed resolution or that of the abstaining votes).

Section 3 Special Committees under the Board

Article 161 The Board shall establish 5 special committees, namely strategy committee, risk management committee, audit committee, remuneration committee and nomination committee, the personnel composition and rules of procedure of which shall be resolved separately by the Board. All the special committees, which comprised of all directors, shall be accountable to the Board. The independent directors of the Audit Committee and the Remuneration Committee and the Nomination Committee shall be the majority and shall be chaired by an independent director, and the chairman of the Audit Committee shall be professional accounting personnel and the members of the Audit Committee shall be directors who do not hold senior management positions in the Company; the Strategy Committee shall comprise a majority of external directors and shall be chaired by the Chairman of the Board; the Risk Management Committee shall comprise of external directors and shall be chaired by an external director. Where necessary, the Board may set up other special committees. These special committees are ad hoc committees under the Board, which provide advices or advisory opinions to the Board on important decisions. The special committees shall not make any decision in the name of the Board. However, the Board may exercise decision-making power in respect of the authorized matters in accordance with a special power given by the Board.

Article 162 The Audit Committee shall be responsible for examination and approval of the financial information of the Company and the disclosure thereof, as well as supervision and evaluation of internal and external audit and internal control. The following matters shall be tabled at the Board of Directors for review and consideration after obtaining the consent of more than half of the members of the Audit Committee:

(1) disclosure of the financial information in financial and accounting reports and regular reports, and the evaluation report on internal control;

(2) appointment or dismissal of an accounting firm which undertakes audit work of the Company;

(3) appointment or dismissal of the person-in-charge of finance of the Company;

(4) change in accounting policy or accounting estimate or amendment of significant accounting error for reasons other than a change in accounting standards;

(5) any other matters stipulated by laws, administrative regulations, the CSRC, and the Articles of Association.

Article 163 The Audit Committee shall convene at least one meeting each quarter. An extraordinary meeting may be convened when 2 or more members or the convener deems necessary. A meeting of the Audit Committee shall be convened only when more than 2/3 of the members are present.

Any resolution of the audit committee shall be passed by a majority of its members.

When voting on a resolution of the audit committee, each member shall have one vote.

Resolutions of the Audit Committee shall be recorded in accordance with relevant regulations, and the members of the Audit Committee attending the meeting shall sign the meeting minutes.

Article 164 The Nomination Committee shall be responsible for formulating the selection standards and procedures for Directors and senior management personnel, conducting selection and examination of the candidates and their qualifications, and making recommendations to the Board of Directors on the following matters:

(1) nomination or appointment or dismissal of Directors;

(2) appointment or dismissal of senior management personnel;

(3) any other matters stipulated by the laws, administrative regulations, the CSRC, and the Articles of Association.

If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Nomination Committee, the opinion of the Nomination Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.

Article 165 The Remuneration Committee shall be responsible for formulating the appraisal criteria and conduct appraisal on the Directors and senior management personnel, formulate and review the remuneration policies and plans, such as the remuneration determination mechanisms, decision-making processes, payment and stop-payment recourse arrangements for the Directors and senior management personnel, and make recommendations to the Board of Directors in respect of the following matters:

(1) remuneration of the Directors and senior management personnel;

(2) establishment or change of equity incentive scheme or employee stock ownership plan, deciding the conditions for the granting of and the exercise of the awards by the eligible participants;

(3) arrangement of the shareholding plans for Directors and senior management personnel in the subsidiary to be spun off;

(4) any other matters stipulated by the laws, administrative regulations, the CSRC, and the Articles of Association.

If the Board of Directors does not adopt, or does not fully adopt, the recommendations of the Remuneration Committee, the opinion of the Remuneration Committee and the specific reasons for not adopting the recommendations shall be recorded in the Board resolutions and disclosed.

Article 166 In addition to the provisions of the Articles of Association, The Board shall establish separate rules of procedure for each specialized committee of the Board, outlining their responsibilities, meeting procedures, and other relevant matters.

Chapter 12 Secretary of the Board of the Company

Article 167 The Company shall have a secretary of the Board, who shall be a senior management officer of the Company.

Article 168 The secretary of the Board shall be a natural person who has the requisite professional knowledge and experience, and shall be nominated by the chairman, appointed or removed by the Board. His/her primary responsibilities include:

(1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder's information; to assist the Directors to deal with the routine tasks of the Board, to keep the Directors informed and alerted about any regulation, policy and other requirements in relation to the Company's operations of domestic and foreign regulators, and to assist ensure that the Directors and the general manager to observe domestic and foreign laws and regulations as well as the Articles of Association and other related regulations when performing their duties and responsibilities;

(2) to organize and arrange for the Board meetings of the Board and shareholders' meetings, prepare meeting materials for the meetings, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, retain keep meeting documents and minutes and take the initiative to control keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board;

(3) to ensure the material matters decided by the Board of the Company to be carried out in accordance with the procedures as stipulated. At request of the Board, to participate in the organization of consultation on and analysis of the matters to be decided by the Board, and offer relevant opinions and suggestions; to undertake the day-to-day affairs of the Board and its committees as entrusted;

(4) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and submission of the documents required by the regulatory authorities in a timely manner, and for accepting and organizing the implementation of any assignment from the regulatory authorities;

(5) to be responsible for coordinating and organizing the Company's disclosure of information, to establish a complete disclosure system of information, to participate in all of the Company's meetings involving the disclosure of information, and to be aware of the Company's material decisions on operations and related information in a timely manner;

(6) to be responsible for keeping the Company's price-sensitive information confidential and working out effective and practical confidentiality systems and measures. Where there is a leak about the Company's price-sensitive information due to any reason, necessary remedial measures shall be taken, timely explanation and clarification shall be made, and relevant reports shall be submitted to the stock exchange of the place where the shares of the Company are listed and the CSRC;

(7) to be responsible for coordinating reception of visitors, liaising with news media, coordinating and answering the enquiries from the public, handling the relationships with intermediaries, regulatory authorities, media and submitting reports on the related matters to the CSRC;

(8) to ensure the proper maintenance of the Company's register of members, so as to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;

(9) to assist directors and the general manager in practicably implementing the domestic and foreign laws, regulations, the Articles of Association and other provisions in the course of discharging their duties. Upon becoming aware of the fact that the Company has passed or may pass resolutions which may breach the relevant regulations, he/she has a duty to immediately remind the Board, and is entitled to report such facts to the CSRC and other regulatory authorities;

(10) to co-ordinate with the Company's audit committee and other auditing authorities to provide necessary information when discharging their duties; and to assist in carrying out investigation on the performance of fiduciary duties by the directors, the general manager and chief financial officer of the Company;

(11) to exercise other functions and powers as conferred by the Board, as well as other functions and powers as required by the stock exchanges on which the Company's shares are listed.

Article 169 Directors or other senior management officers of the Company may act as the secretary of the Board. An accountant of the accounting firm engaged by the Company and management officers of the controlling shareholders shall not concurrently act as the secretary of the Board.

In the event that a director concurrently acts as the secretary of the Board and a certain act has to be performed separately by a director and the secretary of the Board, such person who is both a director and the secretary of the Board shall not perform such act in dual capacity.

Chapter 13 The General Manager and Other Senior Management Officers

Article 170 The Company shall have one general manager, who shall be engaged or dismissed by the Board. The Company shall have 3-5 vice general managers, who shall be nominated by the general manager and engaged or dismissed by the Board. A director may serve concurrently as the general manager or other senior management officers.

The general manager, the vice general manager, the chief financial officer, chief legal adviser and the secretary to the Board of the Company are senior management officers of the Company.

The senior management of the Company shall be responsible for business operation, decision implementation and management improvement.

The provisions of the Articles of Association concerning the circumstances in which a person shall not be appointed as a Director and the management system for resignations shall apply to the senior management officers.

The provisions of the Articles of Association concerning the fiduciary duties and diligent duties of Directors shall apply to the senior management officers.

Article 171 The term of office of the general manager shall be three years, and may serve consecutive terms.

Article 172 A person holding administrative position in the controlling shareholders of the Company other than as a director shall not act as a senior management personnel of the Company.

The salaries of the Company's senior management officers are to be paid by the Company, and will not be paid by the controlling shareholder on our behalf.

Article 173 The general manager shall be accountable to the Board and shall exercise the following functions and powers:

(1) to be in charge of the production, operations and management of the Company, and to report to the Board;

(2) to organize the implementation of the resolutions of the Board, the annual business plans and investment plans of the Company;

(3) to draft the proposal of the annual financial budget and the final accounts of the Company, and give advice to the Board;

(4) to draft the fundamental management system of the Company and the proposal for the establishment of the Company's internal management organization;

(5) to formulate the specific rules and regulations of the Company;

(6) to request the Board to engage or dismiss the vice general manager, chief financial officer and other senior management officers.

(7) to decide on the engagement or dismissal of a management personnel other than those to be engaged or dismissed by the Board;

(8) to propose to convene extraordinary Board meetings;

(9) to decide on other matters of the Company to the extent as granted by the Board;

(10) other functions and powers as granted under the Articles of Association and the Board.

The vice general manager shall assist the general manager in his/her works and may exercise part of functions and powers as entrusted by the general manager.

Article 174 The general manager shall attend the Board meetings. The general manager who is not a director has no voting right at the Board meeting.

Article 175 The general manager shall formulate detailed working rules of the general manager. Such working rules shall be implemented upon approval by the Board.

Article 176 The working rules of the general manager shall include the following:

(1) specific duties and allocation of work of the general manager and other senior management officers;

(2) conditions for convening of and the procedure for the general manager's meetings, the personnel to attend the meeting;

(3) the authority to utilize the Company's funds and assets and to enter into significant contracts, and the reporting system to the Board of Directors;

(4) other matters as the Board considers necessary.

Article 177 The general manager can tender his or her resignation prior to the expiry of his or her term of office. The specific procedures for such resignation shall be governed by the labour contract between the general manager and the Company.

Article 178 The Company shall have a secretary to the Board, who shall be responsible for the organization of the shareholders' meetings and meetings of the Board, document keeping and management of information regarding the shareholders of the Company, and deal with information disclosure and other matters.

The secretary to the Board shall comply with the relevant provisions of the laws, administrative regulations, departmental rules and in the Articles of Association.

Article 179 In exercising his/her functions and powers, the general manager shall perform his/her fiduciary and diligent duties in accordance with laws, administrative regulations and the Articles of Association.

Article 180 The Company shall have one chief financial officer, who shall be engaged or dismissed by the Board. The chief financial officer shall be accountable to the Board and the general manager.

Article 181 The Company implements the chief legal adviser system, which shall have one chief legal adviser, and the chief legal adviser shall play the role of a gate-keeper in legal review of operational and management matters to promote lawful operation and compliance management in the Company. The chief legal adviser, being a senior managerial personnel of the Company, shall be appointed and dismissed by the board of directors. Qualified professionals with legal education background or legal professional qualifications shall be facilitated to join the leadership team.

Article 182 If a management officer causes damage to others while performing his/her duties, the Company shall bear liability for compensation; if a management officer does so with intent or gross negligence, he/she shall also be liable for compensation.

If a management officer breaches the laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties and causes loss to the Company, he/she shall be held responsible for damages.

Article 183 Senior management officers of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.

If a senior management officer of the Company fails to perform his/her duties faithfully or violates the fiduciary duty, thereby causing damage to the interests of the Company and the public shareholders, he/she shall bear the liability of compensation in accordance with laws.

Chapter 14 Qualifications and Obligations of Directors and Senior Management Officers of the Company

Article 184 The directors and senior management officers of the Company shall be natural persons. Any of the following circumstances occurs, a person may not serve as a director or senior management officer of the Company:

(1) an individual who has no civil capacity or has restricted civil capacity;

(2) persons who have committed the offences of corruption, bribery, trespass of property, misappropriation of property or damaging the socialist economic order, and have been penalized due to the above offences or who has been deprived of his/her political rights after being found guilty of a crime, where less than five years have elapsed since the date of the completion of implementation of the penalty or, in the case of a suspended sentence, where less than two years have lapsed since the date of expiration of the probation period;

(3) persons who were former directors, factory chiefs or managers of a company or enterprise which has become insolvent and has been liquidated and were personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;

(4) persons who were former legal representatives of a company or enterprise which had its business license revoked due to a violation of the law and were ordered to close down and who were personally liable to such company or enterprise, where less than three years have elapsed since the date of such company or enterprise's business license was revoked;

(5) persons with a comparatively large amount of personal debts due and unsettled and has been listed as a dishonest debtor by the People's Court;

(6) persons who are currently being prohibited from participating in the securities market by the CSRC, the period of which has not yet expired;

(7) persons who has been publicly declared by any stock exchange to be unsuitable for serving as a director and senior management officer of any listed company, where the term has not expired;

(8) Other circumstances specified by the laws, administrative regulations, departmental rules, or required by the securities regulatory authorities and stock exchange(s) where the shares of the Company are listed.

Any election, designation or appointment of directors or senior management officers in violation of this Article shall be invalid. The Company may remove the post of the existing director who involved in the said circumstances during his/her term of office and cease his/her duties.

Article 185 Each of the directors and senior management officers of the Company comply with the laws, administrative regulations and the provisions of the Articles of Association, owe a duty of diligence to the Company, and exercise the level of care that a reasonably prudent manger would exercise in the best interests of the Company in performing his/her duties and shall be subject to the following diligent duties for the Company:

(1) to prudently, carefully and diligently exercise the rights granted by the Company, so as to ensure that the commercial operations of the Company comply with the laws, administrative regulations of the state and the requirements of the various economic policies of the state, and that the commercial activities of the Company shall not exceed the scope of business specified on the business license;

(2) to treat all shareholders impartially;

(3) to keep abreast of the business operation and management of the Company;

(4) to sign the written opinions for confirmation in respect of the regular reports of the Company and to assure that the information disclosed by the Company is true, accurate, and complete;

(5) to provide the audit committee with relevant circumstances and information, and not to prevent the audit committee from exercising their authorities; and

(6) other diligent duties stipulated in the laws, administrative regulations, departmental rules, and the Articles of Association.

Article 186 Each director, and senior management officer of the Company should abide by his/her fiduciary principles in the discharge of his/her duties, and not to place himself/herself in a position where his/her own interests and his/her duty may conflict, take measures to avoid the conflict between their own interests and those of the Company, may not seek any improper interests by taking advantage of their powers. Such principles include (but are not limited to) the performance of the following obligations:

(1) not to expropriate the property of the Company and misappropriate the funds of the Company;

(2) not to open accounts in which the funds of the Company are deposited in his or her personal name or in the name of other individuals;

(3) not to exploit his/her position to bribe or accept other illegal income;

(4) not to enter into contracts or transactions, directly or indirectly, with the Company without reporting to the board of directors or the meeting of shareholders and being approved by a resolution of the board of directors or the meeting of shareholders in accordance with the Articles;

(5) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, except when reported to the board of directors or the meeting of shareholders and approved by a resolution of the meeting of shareholders, or when the Company, according to laws, administrative regulations or the provisions of the Articles, cannot utilise such business opportunities;

(6) not to carry on a business of the same kind as that of the Company for himself or for others, without reporting to the board of directors or shareholders' meeting and without being approved by the shareholders' meeting through resolution;

(7) not to accept commissions for their own benefit in respect of others' transactions with the Company;

(8) no unauthorised disclosure of secrets of the Company;

(9) not to use their related party relationship to the detriment of interests of the Company;

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

Incomes obtained in violation of the provisions of this Article by any director and senior management officers shall belong to the Company; and losses thus caused to the Company shall be subject to liability to compensate.

The provisions of subparagraph (4) of paragraph 2 of this Article shall apply to the close relatives of directors and senior management officers, enterprises directly or indirectly controlled by directors or senior management officers or their close relatives, and connected persons with other connected relations with directors or senior management officers, who enter into contracts or conduct transactions with the Company.

Article 187 Where a director and senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, he shall declare the nature and extent of his/her interest to the Board at the earliest opportunity, whether or not the related matters is otherwise subject to the approval of the Board under normal circumstances.

A director shall not be entitled to vote on any resolution of the Board in respect of any contract, transaction or arrangement in which he or any of his/her associates (as defined in the applicable listing rules of the Stock Exchange in effect from time to time) has any material interest or any other relevant proposals. When determining the quorum attending the meeting, the said director shall not be counted in the quorum. Unless the interested director, a senior management officer of the Company has disclosed his/her interest to the Board in accordance with the first paragraph of this Article and the contract, transaction or arrangement has been approved by the Board at a meeting in which the interested director is not counted in the quorum and has abstained from voting, the contract, transaction or arrangement in which a director, or management officer is materially interested is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the director, or senior management officer concerned.

A director, or senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which the Related Parties have interest.

Article 188 The Company shall enter into a contract in writing with a director and senior management officers of the Company in respect of their remuneration. The written contract shall include at least the following provisions:

(1) The undertaking by a director and senior management officer to the Company that he/she shall comply with, the requirements stipulated under the Company Law, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other rules stipulated by Hong Kong Stock Exchange, and agree that the Company entitles the remedial measures under the Articles of Association, where the contract and his/her position is not capable of assignment;

(2) The undertaking by a director and senior management officers to the Company that he/she shall comply with and perform his/her obligations to shareholders set out in the Articles of Association; and

(3) The clause governing settlement of dispute.

The remuneration referred to above shall include:

(1) the remuneration in respect of his/her service as a director, or senior management officer of the Company;

(2) the remuneration in respect of his/her service as a director, or senior management officer of a subsidiary of the Company;

(3) the remuneration for provision of other services in connection with the management of the affairs of the Company and its subsidiaries; and

(4) payment by way of compensation for loss of office of the director or as consideration for or in connection with his/her retirement.

Save the compliance with the aforesaid contract, no legal proceedings may be brought by a director or senior management officer against the Company in respect of the benefits ought to be received by him/her by reasons of the matters stipulated above.

The Company shall regularly disclose the remuneration received by a director or senior management officer from the Company to the shareholders.

Chapter 15 Staff Democratic Management and Labor and Personnel System

Article 189 Employees of the Company shall organize a trade union in accordance with the Trade Union Law of the People's Republic of China, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The Company should provide the necessary conditions for the activities of the trade union.

Article 190 The Company shall comply with national laws and administrative regulations regarding labor protection and production safety and implement relevant policies promulgated by the State to protect the legitimate rights and interests of the employees. The Company shall develop labor, personnel and salary system in accordance with the laws, administrative regulations and policies of the State regarding labor and personnel and in accordance with the needs of production and operation. The Company shall establish a selection and employment mechanism that meets market requirements after taking into consideration the actual situation of the Company, such as open recruitment of employees, election and competition of management personnel, adjustment and dismissal of the incompetent. The Company shall establish a market-competitive salary allocation system for key core employees and actively and orderly carry out medium- and long-term incentive plans.

Chapter 16 Financial and Accounting System

Article 191 The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and rules formulated by relevant state authorities.

Article 192 The accounting year of the Company shall adopt the calendar year, that is, starting from 1 January year to 31 December of every calendar year.

At the end of each accounting year, the Company shall prepare a financial report which shall be audited by an accounting firm in a manner prescribed by laws.

The financial account report shall be prepared in accordance with laws, administrative regulations and the provisions of the financial department under the State Council.

Article 193 The Company shall submit and disclose its annual reports to the CSRC and the stock exchange within four months from the ending date of each financial year and disclose its interim reports to the local branches of the CSRC and the stock exchange within two months from the ending date of the first half year of each financial year, and its quarterly reports to the local branches of the CSRC and the stock exchange within one month from the ending date of the first three months and the first nine months of each financial year, respectively.

The aforesaid financial and accounting reports shall be prepared in accordance with the relevant laws, administrative regulations, rules of CSRC and the stock exchange.

Article 194 The Company shall not keep any other books of accounts other than those provided by law. The Company's funds shall not be deposited in accounts in the name of any individual.

Article 195 A copy of the annual report, accountant's report and directors' report shall, at least 21 days before the date of the annual shareholders' meeting, be delivered to each shareholder of overseas-listed foreign shares. The Company can proceed by way of announcements, including announcement via the Company's website, on condition that such announcements are in compliance with the laws, administrative regulations, departmental rules and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed.

Chapter 17 Distribution of Profits

Article 196 When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory common reserve fund. When the cumulated amount of the statutory common reserve fund of the Company has reached more than 50% of its registered capital, no further allocations is required.

Where the statutory common reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory common reserve fund in accordance with the preceding paragraph, the profits generated during the current year shall be used to make up for such losses.

After making allocation to the statutory common reserve fund of the Company from its after-tax profits, the Company may, subject to resolutions adopted at a shareholders' meeting, also allocate funds from the after-tax profits to the discretionary common reserve fund.

After making up for the losses and making contributions to the common reserve fund, any remaining profits shall be distributed by the Company to the shareholders in proportion to their respective shareholdings according to the resolutions adopted at a shareholders' meeting.

If the shareholders' meeting has, in violation of the Company Law distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory common reserve fund, the shareholders shall return the profits distributed in violation of the provision to the Company; in case of losses caused to the Company, shareholders and responsible directors and senior management members shall be liable for compensation.

No profits shall be distributed in respect of the Company's shares held by the Company.

Article 197 The reserve of the Company shall be applied for making up for losses of the Company, and expansion of the Company's production and operation or conversion to capital increment of the Company.

To cover the Company's losses, the discretionary reserve and legal reserve should first be utilized; if the losses still cannot be covered, the capital reserve may be utilized in accordance with the regulations.

Where the statutory reserve is converted into capital, the balance of such reserve shall not fall below 25% of the Company's registered capital prior to such conversions.

Article 198 After the profit distribution plan was resolved at the shareholders' meeting of the Company or the board of directors of the Company formulates a specific plan in accordance with the conditions and cap for the following year's interim dividend approved by the annual shareholders' meeting, the Board shall complete the dividends (or share) payment within two months after the shareholders' meeting.

Article 199 The Company may distribute dividends in cash, in shares, or in a combination of both cash and shares, while it gives priority to profit distribution in cash. The objective of the Company's cash dividend policy is to achieve stable dividend growth.

In the event that the Company's audit report for the most recent year contains a qualified opinion or an unqualified opinion with paragraph(s) related to material uncertainty regarding going concern, or the net operating cash flows are negative or the Company has major investment plan or significant cash expenditure (except for fund raising projects), profit distribution may not be implemented.

The profit distribution policy of the Company:

(1) Subject to the conditions of dividend distribution, the Company shall distribute profits at least once a year, while interim profit distribution may also be made provided that the Company is guaranteed for normal operation and development.

(2) The conditions concerning cash dividends

    1. The Company has made a profit for the annual reporting period and the cumulative undistributed profit in the parent company's statement is positive.

    2. The auditing organization has issued a standard unqualified audit report on the Company's annual financial report. The Company's profit distribution shall not exceed the amount of accumulated distributable profit or impede the ongoing operation of the Company.

The Board of the Company shall put forward differentiated cash dividend distribution policies in accordance with the procedures stipulated in the Articles of Association, after considering a combination of factors, including characteristics of the industry where it operates, development stage, business model and profitability of its own, as well as whether there is any substantial capital expenditure arrangement(s):

(1) where the Company is at the developed stage with no substantial capital expenditure arrangement, cash dividend shall be not less than 80% of the profit distribution at the time of profit distribution;

(2) where the Company is at the developed stage with substantial capital expenditure arrangement, cash dividend shall be not less than 40% of the profit distribution at the time of profit distribution;

(3) where the Company is at the development stage with substantial capital expenditure arrangement, cash dividend shall be not less than 20% of the profit distribution at the time of profit distribution; and

(4) where the Company has difficulty in identifying the development stage but there is substantial capital expenditure arrangement, dividend distribution may be made in accordance with the preceding provision.

"Substantial capital expenditure arrangement" means the proposed external investment, asset acquisition or purchase of assets by the Company in the next 12 months in an aggregate expenditure amounting to or exceeding 10% of the latest audited net assets of the Company.

Except for special circumstances, the Company shall give priority to dividend payment in cash out of its post-tax profits for the year after the accumulated loss (if any) are made up and legal and discretionary reserves are allocated. The cash distribution shall be no less than 20% of the distributable profits for the year. Actual and reasonable factors such as corporate growth and dilution of net asset value per share should be taken into account when profit is distributed in dividends on shares.

The Board shall, during the formulation of the specific cash dividend distribution plan by the Company, study and analyse the matters such as timing, conditions, minimum ratio, adjustment conditions and decision-making procedures regarding the cash dividend distribution, and independent directors believes that the specific cash dividend distribution proposal may impair the rights and interests of the listed company or minority shareholders, he/she shall have the right to express his/her independent opinions. If the board of directors fails to adopt or does not fully adopt the opinions of the independent directors, it shall record the opinions of the independent directors and the specific reasons for non-adoption in the resolution of the board of directors and disclose the same.

Prior to the consideration of a specific cash dividend distribution proposal at the shareholders' meeting, the listed company shall proactively communicate and exchange views with shareholders, especially small and medium shareholders, through various channels in order to understand the views and demands of small and medium shareholders. The concerns of small and medium shareholders shall also be addressed promptly.

The Board of the Company shall disclose the reasons of not distributing dividends and the usage of such funds that are remained unused for dividend distribution retained in the Company, if no cash profit distribution is proposed.

(3) The conditions concerning stock dividends

1. The Company has made a profit for the annual reporting period and the cumulative undistributed profit in the parent company's statement is positive.

2. The auditing organization has issued a standard unqualified audit report on the Company's annual financial report.

3. The Board of Directors considers that there is a mismatch between the price of the Company's shares and the size of the Company's share capital, that the Company has real and reasonable factors such as growth, dilution of net assets per share, etc., and has provided the necessary analyses or explanations of the reasonableness of the relevant factors in its public disclosure documents, and that the issuance of stock dividends will be beneficial to the interests of all the Company's shareholders as a whole, the Board of Directors may, subject to satisfying the above conditions of the cash dividend payment, put forward a proposal on the distribution of stock dividends, so as to realise the goal of synchronising the expansion of share capital with the growth of business. The Company may propose a stock dividend distribution plan if the above conditions for cash dividend distribution are met, so as to synchronise the expansion of share capital with the growth of performance.

(4) The Company's profit distribution policy shall not be changed arbitrarily. In the event of force majeure or other factors having a significant impact on the Company's production and operation, or in the event of significant changes in the Company's own operating conditions, the Company may adjust its profit distribution policy. Adjustments to the profit distribution policy shall be made with a view to protecting the interests of shareholders, and the adjusted profit distribution policy and shareholders' return planning shall not be in breach of the relevant provisions of relevant laws, regulations, regulatory documents and the Articles of Association of the Company. Adjustments to the profit distribution policy and shareholders' return planning shall be subject to the advice of the Remuneration Committee and shall be submitted to the shareholders' meeting for consideration after being considered and approved by the Board of Directors, and shall be approved by more than two-thirds of the votes of the shareholders present at the shareholders' meeting.

Article 200 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Article 201 The Company shall appoint receiving agents on behalf of shareholders holding overseas-listed foreign shares. The receiving agents shall on behalf of such shareholders receive dividends distributed by the Company in respect of the overseas – listed foreign shares and other amounts payable, and such payment shall be kept by the receiving agents on such shareholders' behalf for any payment to them.

The receiving agents appointed by the Company shall comply with the relevant requirements of the law of the place and relevant regulations of the stock exchange where the Company's shares are listed.

The receiving agents appointed on behalf of holders of overseas – listed foreign shares listed in the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

The Company may exercise power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares if such warrants have been left uncashed. The Company shall only exercise such power when such warrants have not been cashed twice in a row. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.

In relation to the exercise of right to issue warrants to bearer, no warrant thereof shall be issued to replace one that has been lost unless the Company is satisfied beyond reasonable doubt that the original warrant thereof has been destroyed. The Company shall have the right to sell, in such manner as the Board considers fit, any shares of a Shareholder of overseas-listed foreign shares who is untraceable, but is subject to the following conditions:

(1) the Company has distributed dividends for at least 3 times in respect of such shares within 12 years, but none of such dividends was claimed; and

(2) the Company, after the expiration of a period of 12 years, made an announcement on one or more newspapers of the place where the Company is listed, stating its intention to sell such shares, and notified the Hong Kong Stock Exchange.

Article 202 Cash dividends and other payments payable by the Company to holders of domestic shares shall be declared and paid in Renminbi. Cash dividends and other payments payable by the Company to holders of overseas-listed foreign shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The Company shall arrange the foreign currency for payment of cash dividends and other payments payable to holders of overseas-listed foreign shares in accordance with the provisions of the PRC in relation to foreign exchange administration.

Article 203 Unless provided otherwise in relevant laws or administrative regulations, the Company shall adopt the average middle exchange rate of the relevant currency quoted by the People's Bank of China for the calendar week immediately before the date of declaration of the dividends and other payments as the exchange rate for payment of the cash dividends and other payments payable in HK dollars.

Chapter 18 Internal Audit

Article 204 The Company shall implement the internal audit system, which specifies the leadership system, responsibilities and authorities, staffing, funding security, use of audit results, and accountability in relation to internal audit work.

Article 205 The internal audit system of the Company and the duties of the auditing staff shall be implemented upon the approval of the Board. The officer in charge of internal audit shall be accountable to the Board and report his or her work to the same.

Article 206 The internal audit agency of the Company shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Company.

The internal audit organisation shall maintain its independence, be staffed with full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.

The internal audit organisation shall accept the supervision and guidance of the Audit Committee in the course of its supervision and inspection of the Company's business activities, risk management, internal control and financial information. The internal audit organisation shall immediately report to the Audit Committee directly if it discovers any relevant significant issues or leads.

Article 207 The internal audit institution is responsible for the specific organization and implementation of the company's internal control evaluation. Based on the evaluation report issued by the internal audit institution and reviewed by the audit committee, as well as relevant materials, the Company shall issue its annual internal control evaluation report.

Article 208 When the audit committee communicates with external audit units such as accounting firms and national audit organizations, the internal audit organization shall actively cooperate and provide necessary support and collaboration.

Article 209 The Audit Committee participates in the evaluation of the person in charge of internal audit.

Chapter 19 Appointment of Accountant Firm

Article 210 The Company shall appoint such accounting firm which is qualified under the Securities Law for carrying out the audit for the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one year and subject to reappointment.

Article 211 The appointment and termination of accounting firm by the Company shall be subject to the approval at the shareholders' meeting. The Board may not appoint any accounting firm before the approval at the shareholders' meeting.

The term of appointment of the accounting firm shall commence from the conclusion of the then annual shareholders' meeting and end at the conclusion of the next annual shareholders' meeting of the Company.

Article 212 The Company ensures that it will provide true and complete accounting evidences, books, financial and accounting reports and other accounting data to the accounting firm it employs without any refusal, withholding and misrepresentation.

Article 213 The remuneration of an accounting firm or the manner in which such remuneration is determined shall be determined by a shareholders' meeting.

Article 214 20 days prior notice shall be given to the accounting firm if the Company decides to remove the accounting firm or not to renew the appointment thereof. The accounting firm shall have the right to make representations at the meeting of shareholders. The Company shall send the circular for the proposed removal of the accountant together with any written representation of the accountant to the shareholders at least 10 working days before the shareholders' meeting. Where the accounting firm resigns its post, it shall make clear to the shareholders' meeting whether there is any impropriety on the part of the Company.

Chapter 20 Notice

Article 215 Notices of the Company can be issued via the following methods:

(1) by personal delivery;

(2) by mail;

(3) by facsimile or email;

(4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange in accordance with laws, administrative regulations and the listing rules of the stock exchange of the jurisdiction where the Company's shares are listed;

(5) by an announcement;

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

(7) any other methods approved by the relevant regulatory bodies of the place where the Company's shares are listed or required by the Articles of Association.

Where a notice of the Company is sent by way of an announcement, the aforesaid notice shall be deemed as received by all relevant persons once it is published.

Unless otherwise stated, the "announcement" referred to in the Articles of Association shall mean, as to the announcements published to the holders of domestic shares or the announcements required to be published in the PRC according to the relevant requirements and the Articles of Association, an announcement published on any newspaper in the PRC as stipulated under the laws and administrative regulations of the PRC or designated by the securities authority of the State Council; notices delivered to the shareholders of overseas-listed foreign shares, if the notices are published as public announcements, shall on the same date submit the electronic version for immediate release on the website of the Hong Kong Stock Exchange to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange's electronic publication system according to the requirements of the local listing rules. Announcements shall also be published on the Company's website at the same time. In

addition, unless otherwise required in the Articles of Association, the announcements shall be served by hand or prepaid mail to the registered address as set in the register of holders of overseas – listed foreign shares so that the shareholders are fully informed and have enough time to exercise his/her rights or act as required by the provisions of the notice.

Shareholders of the Company's overseas-listed foreign shares shall select electronic version or mail in writing to receive corporate communication that the Company shall send to shareholders, and shareholders can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within reasonable time to revise the method and language version of receiving foregoing information under appropriate procedures.

Shareholders or directors shall prove that certain notices, documents, information or written statements have been served to the Company shall provide evidential materials showing the same has been served to the correct address by ordinary means or by prepaid mail within the designated periods.

Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Listing Rules of the Hong Kong Stock Exchange, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Listing Rules of the Hong Kong Stock Exchange as amended from time to time, the Company may dispatch or provide corporate communication to its shareholders by electronic means or via its website. Corporate communication includes circulars, annual reports, interim reports, quarterly reports, notices of shareholders' meetings, and other types of corporate communication as specified in the Listing Rules of the Hong Kong Stock Exchange.

Article 216 Unless otherwise stated in the Articles of Association, the various means of sending notices specified in the preceding clause shall apply to the meeting notices of board meetings and the meetings of the special committee convened by the Company. The notices of shareholders' meetings convened by the Company shall be issued by way of announcement.

Article 217 If a notice of the Company is delivered by hand, the date when the recipient signed or stamped to acknowledge receipt of the same shall be regarded as the date of service of the notice. For notice sent by mail, it shall be deemed to have been received after 48 hours from the date on which the post office receives the notice. For a notice sent by fax or email or published on websites, the date of sending the notice is the delivery date. For notice notified by announcement, the first publishing date is the delivery date. Relevant announcements shall be published on the newspapers as required by relevant requirements.

Article 218 If the listing rules of the stock exchange of the place where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive only the English version or the Chinese version, the Company may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range permitted by applicable laws and regulations and pursuant to such laws and regulations.

Chapter 21 Merger and Division, Capital Increase, and Capital Decrease of the Company

Article 219 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

A company that absorbs other company is known as merger by absorption whereby the company being absorbed shall be dissolved. The merger of two or more companies by the establishment of a new company is known as merger by the establishment of a new company whereby the companies being merged shall be dissolved.

In the case of a merger of the Company, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company notifies its creditors within 10 days from the date on which the Company's merger resolution is passed and shall publish a public notice in newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of the Company's merger resolution. The creditors shall be entitled to require the Company to settle its debts or provide corresponding guarantees within 30 days from the receipt of the written notice, or within 45 days from the date of the public notice for those who have not received the written notice.

After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company resulting from the merger.

Article 220 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, unless otherwise provided in the Articles of Association.

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.

Article 221 In the case of a division of the Company, its assets shall be divided accordingly.

In the case of a division of the Company, the parties to the division shall prepare a balance sheet and an inventory of assets. The Company notifies its creditors within 10 days from the date on which the Company's division resolution is passed and shall publish a public notice in newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of the Company's merger resolution.

Debts of the Company prior to the division shall be assumed by the companies which exist after the division, except otherwise agreed in the written agreement in respect of debt service reached between the Company and its creditors prior to the division.

Article 222 If the Company remains in a loss position after making up for its losses in accordance with the second paragraph of Article 197 hereof, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the losses, the Company shall not make any distribution to the shareholders; nor shall the shareholders be exempted from the obligation to make capital contribution or payment for the shares.

Where the registered capital is reduced in accordance with the preceding paragraph, the second paragraph of Article 221 hereof, shall not apply, but an announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on reduction of registered capital being made at the shareholders' meeting.

After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the accumulated amount of the statutory reserve and discretionary reserve reaches 50% of the Company's registered capital.

Article 223 In case of reduction of registered capital in violation of the Company Law and other relevant regulations, the shareholders shall return the funds so received, and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the responsible directors and senior management members shall be held liable for compensation.

Article 224 Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless the Articles of Association provides otherwise or the shareholders' meeting resolves that the shareholders shall have pre-emptive right.

Article 225 Where a merger or division of the Company involves changes in registered items, such changes shall be registered according to law with the company registration authority. Where the Company is dissolved, its deregistration shall be carried out according to laws. Where a new company is incorporated, the registration of the incorporation of the company shall be carried out according to law.

Increase or decrease of the registered capital of the Company shall be registered with the company registry according to law.

Chapter 22 Dissolution and Liquidation of the Company

Article 226 The Company shall be dissolved upon the occurrence of the following events:

(1) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;

(2) a special resolution on dissolution is passed by Shareholders at a shareholders' meeting;

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

(4) the Company's business license is revoked or it is ordered to close down or it is cancelled according to laws; and

(5) where the Company gets into serious trouble in operations and management and its continuation may cause substantial loss to the interests of its shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the total voting rights of the Company may request the People's Court to dissolve the Company.

The Company shall, within ten (10) days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.

Article 227 Where the Company is dissolved by virtue of the reasons set out in Items (1), (2), (4) and (5) of Article 226 of the Articles of Association, the Company shall be liquidated. The directors shall be the liquidation obligors of the Company, and a liquidation committee shall be established within 15 days since the event which triggers dissolution has occurred for liquidation.

The liquidation committee shall comprise the directors, unless the Articles of Association provide otherwise or the shareholders' meeting resolves to elect other person(s).

If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 228 With regard to the occurrence of the situation described in Item (1), (2) of Article 226 of the Articles of Association and the property having not been distributed to the shareholders, the Company may continue to exist by amending the Articles of Association or resolved by the shareholders' meeting.

Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of shareholders representing two-third or above of the voting rights present at the meetings of shareholders.

Article 229 During the liquidation period, the liquidation group shall exercise the following functions and powers:

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

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

(3) to dispose of any unfinished business of the Company in relation to the liquidation;

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

(5) to settle claims and debts;

(6) to deal with the remaining assets after the full settlement of the Company's debts; and

(7) to represent the Company in any civil proceedings.

Article 230 The liquidation group shall send a notice to creditors within 10 days from the group's establishment, and make a public announcement in newspaper or on the National Enterprise Credit Information Publicity System within 60 days from the group's establishment. The creditors shall report their claims to the liquidation group within 30 days from the receipt of the notification, or in the event that no such notification is received, within 45 days from the date when the announcement is published.

When the creditors report their claims, they shall explain clearly relevant matters regarding the claims and provide supporting evidence. The liquidation group shall register the claims.

The liquidation group may not reimburse any such creditors during the period of declaration of claims.

Article 231 After examining the Company's assets and preparing balance sheets and an inventory of assets, the liquidation group shall formulate a liquidation plan and present it to the shareholders' meeting or People's Court for confirmation.

The assets of the Company shall be submitted for liquidation in the following order: payment of liquidation expenses, wages, social insurance contribution and statutory compensation of the Company's employees; payment of outstanding taxes; and the settlement of the Company's debts.

After the assets are applied by the Company to settling debts in accordance with the above provisions, the remaining assets shall be distributed to the shareholders according to the class of shares held by them and the proportion of their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not engage in any business activities not related to liquidation. The assets of the Company shall not be distributed to the shareholders until the settlement of debts in accordance with the above provisions.

Article 232 If the liquidation group, having examined the Company's assets and having prepared a balance sheet and an inventory of assets, discovers that the Company' s assets are insufficient to fully settle its debts, the liquidation group shall immediately apply to the People's Court for insolvency and liquidation.

After the People's Court accepts the bankruptcy application, the company's liquidation group shall hand over all liquidation matters to the bankruptcy administrator appointed by the People's Court.

Article 233 Following the completion of liquidation, the liquidation group shall prepare a report on liquidation and submit it to the shareholders' meeting or the People's Court for confirmation. The liquidation group shall also submit it to the company registration authority and apply for de-registration of the Company.

Article 234 Members of the liquidation committee shall perform their liquidation obligation and bear duties of loyalty and diligence. Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; where any member of the liquidation group who causes loss to any creditors due to his or her intentional misconduct or gross negligence shall be liable for damages.

Article 235 Where the Company is declared bankruptcy in accordance with law, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of enterprise.

Chapter 23 Amendments to the Articles of Association of the Company

Article 236 The Company will amend the Articles of Association in any of the following circumstances:

(1) after the amendments are made to the Company Law or other relevant laws and administrative regulations, any term contained in the Articles of Association contradicts with the said amendments;

(2) changes in the affairs of the Company are inconsistent with the terms specified in the Articles of Association;

(3) the meeting of shareholders has resolved to amend the Articles of Association; and

(4) other circumstances that the Company shall amend the Articles of Association.

Article 237 The Board shall amend the Articles of Association in accordance with the resolution of the shareholders' meetings on amendments to the Articles of Association and the examination and approval opinions from relevant competent authorities.

Article 238 Where the amendments to the Articles resolved by the shareholders' meeting should be approved by the competent authorities, they shall be reported to the competent authorities for approval. Where there is any change relating to the registered particulars of the Company, application shall be made for registration of such changes in accordance with law.

Article 239 Where the amendments to the Articles of Association constitute information that shall be disclosed under the requirements of laws and regulations, the Company shall disclose such amendments according to these requirements.

Chapter 24 Supplemental Provisions

Article 240 The term "controlling shareholders" referred herein means a shareholder whose shares account for more than 50% of the joint-stock limited company's total share capital or shareholder who holds less than 50% of the Company's shares but whose voting rights on the basis of their shareholdings are sufficient to exercise a significant influence on the resolutions of the Shareholders' meetings.

"Actual controller" referred to in the Articles of Association represents natural person, legal person or other organisation who may actually control the actions of the Company through investment relationships, agreements or other arrangements.

"Connected relationship" referred to in the Articles of Association represents the relationship between the controlling shareholder, de facto controller, directors or senior management personnel, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, state-owned enterprises will not be regarded as having connected relationship simply because they are commonly controlled by the state.

"More than", "within" and "less than" as referred to in the Articles of Association are inclusive of the figure concerned, while "over", "exceed", "other than", "below" and "above" referred herein are not inclusive of the figure concerned.

Article 241 The Articles of Association is prepared in Chinese. The Chinese version of the Articles of Association after the latest approval and registration by the Market Supervision and Administration Bureau of Beijing shall prevail in case of any discrepancies between the Chinese version and any other language version of the Articles of Association.

Article 242 The Board shall be responsible for the interpretation of the Articles of Association.

Article 243 The Annexes to these Articles of Association include the rules of procedure of the shareholders' meeting and the rules of procedure of the board of directors.

Article 244 These Articles of Association shall take effect and be implemented from the date of approval by the shareholders' meeting, and the same shall apply to any amendments thereto.