Articles Of Association
of
Adaspace Technology Co., Ltd.

(Applicable after the initial public offering and listing of overseas listed shares (H Shares))

November 2026

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CHAPTER 1 GENERAL PRINCIPLES

Article 1 The Articles of Association (the "**AOA**") have been formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange Listing Rules**"), and other relevant laws, administrative regulations, departmental rules, rules of the stock exchange and other normative documents, for the purpose of protecting the lawful rights and interests of Adaspace Technology Co., Ltd. (the "**Company**"), its shareholders and creditors, and regulating the organization and acts of the Company.

Article 2 The Company is a joint stock limited company converted in its entirety from Adaspace Technology Co., Ltd. (成都国星宇航科技有限公司) in accordance with the provisions of the Company Law and other relevant laws and administrative regulations. The Company was registered with the Administration for Market Regulation of Chengdu Municipality (成都市市場監督管理局) and has obtained the enterprise legal person business license. The Company's unified social credit code is 91510122MA6CEC3QX8.

Article 3 The Company's registered name in Chinese: 成都国星宇航科技股份有限公司; Name in English: Adaspace Technology Co., Ltd.

Article 4 The Company's domicile: 1st Floor, Building 4, No. 1699 Jinhe Road, High-tech Zone, China (Sichuan) Pilot Free Trade Zone, Chengdu, Sichuan Province, the PRC with postal code of 610000.

Article 5 On September 29, 2026, the Company completed the filing with the China Securities Regulatory Commission (the "**CSRC**"), and, on November 12, 2026, received approval from The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") for its initial public offering of 30,121,000 ordinary shares (the "**H Shares**") on the Hong Kong Stock Exchange (assuming the over-allotment option is not exercised), with a par value of RMB0.1 per share. The H Shares were listed on the Hong Kong Stock Exchange on November 13, 2026.

Article 6 The registered capital of the Company is RMB60,241,974 (or RMB60,693,784 if the over-allotment option is fully exercised), which represents the total share capital subscribed by all shareholders as registered with the company registration authority in accordance with the law.

Article 7 The Company is a joint stock limited company in perpetual existence.

Article 8 The chairman of the Board shall be the legal representative of the Company. If the chairman serving as the legal representative resigns, he or she shall be deemed to have simultaneously resigned as the legal representative. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of such resignation.

Article 9 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.

Any restriction on the functions and powers of the legal representative imposed by the AOA or the shareholders' meeting shall not be asserted against a bona fide third party.

Where the legal representative causes harm to others in the performance of his/her duties, the Company shall bear civil liability. After the Company has borne such civil liability, it may, in accordance with the law or the AOA, seek recourse against the legal representative at fault.

Article 10 All the assets of the Company are divided into shares of equal par value. The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.

Article 11 From the date on which it becomes effective, the AOA shall constitute a legally binding document that regulates the organization and acts of the Company and the rights and obligations between the Company and its shareholders and between shareholders inter se, and is binding upon the Company and its shareholders, directors, and senior management. Shareholders may sue shareholders; shareholders may sue directors, general manager and other senior management of the Company; shareholders may sue the Company; and the Company may sue shareholders, directors, general manager or other senior management in accordance with the AOA.

Article 12 The term "senior management" as used in the AOA refers to the Company's general manager, deputy general manager, secretary to the Board of Directors, the person in charge of finance (financial director), and other senior management personnel designated by the Board of Directors.

CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS

Article 13 The Company's mission is to focus on cutting-edge AI technologies for space, dedicate itself to building an integrated space-ground AI infrastructure, and provide products and solutions centered around this infrastructure. The Company aims to deliver intelligent and high-performance data processing and analysis services to global clients. Upholding the principles of professionalism, integrity, and collaboration, the Company works hand-in-hand with partners to advance industry technology development and innovative applications. While pursuing excellence in technology and quality service, the Company actively fulfills its social responsibilities, emphasizes environmental protection and sustainable development, and strives to create long-term and stable value returns for shareholders. The Company aspires to become a globally influential benchmark enterprise in the space AI field, contributing to global technological progress and societal development.

Article 14 Upon legal registration, the scope of business of the Company is: General items: technical services, technical development, technical consultation, technical exchange, technical transfer, and technical promotion; natural science research and experimental development; information system integration services; wholesale of computer software, hardware and auxiliary equipment; retail of computer software, hardware, and auxiliary equipment; sales of communication equipment; sales of machinery and equipment; sales of electronic products; import and export of technology; and import and export of goods. (Except for items subject to approval by law, business activities may be conducted independently with a business license in accordance with the law).

CHAPTER 3 SHARES

Section 1 Issue of Shares

Article 15 Shares of the Company shall take the form of **registered** share certificates.

Article 16 Shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Each share of the same class shall carry the same rights. Shares of the same class issued in the same issue shall be issued on the same terms and at the same price. Each entity or individual subscribing for such shares shall pay the same price per share.

Article 17 All shares issued by the Company are ordinary shares with a par value denominated in RMB, and the par value of each share is RMB0.1.

Article 18 When the Company was converted from a limited liability company into a joint stock limited company, the total number of shares issued to all promoters was 30,000,000 shares, with a par value of RMB1.00 per share. The name of each promoter, the number of shares subscribed, the method of capital contribution, and the date of capital contribution were as follows:

No.	Name of Promoters	Number of shares subscribed (shares)	Percentage of shareholding	Date of capital contribution	Method of capital contribution
1	Beijing Xingrong Yuhang Enterprise Management Consulting Partnership (Limited Partnership)	9,005,312	30.02%	January 25, 2022	Shares converted from net assets
2	Beijing New Era Space Enterprise Management Consulting Partnership (Limited Partnership)	3,859,416	12.86%	January 25, 2022	Shares converted from net assets
3	Shenzhen Galaxy Industry Investment Development Group Co., Ltd.	3,835,374	12.78%	January 25, 2022	Shares converted from net assets
4	Shenzhen Capital Group Co., Ltd.	1,495,556	4.99%	January 25, 2022	Shares converted from net assets
5	Guangdong Wanquan Investment Development Co., Ltd.	910,897	3.04%	January 25, 2022	Shares converted from net assets
6	Ouzhuo Enterprise Management Consulting (Shanghai) Partnership (Limited Partnership)	910,897	3.04%	January 25, 2022	Shares converted from net assets

No.	Name of Promoters	Number of shares subscribed (shares)	Percentage of shareholding	Date of capital contribution	Method of capital contribution
7	Chengdu Hongyu No. I Enterprise Management Partnership (Limited Partnership)	364,361	1.21%	January 25, 2022	Shares converted from net assets
8	Chengdu Technology Service Group Co., Ltd.	182,174	0.61%	January 25, 2022	Shares converted from net assets
9	Shenzhen Hexing No. II Investment Partnership (Limited Partnership)	882,278	2.94%	January 25, 2022	Shares converted from net assets
10	Huizhou Yilin Equity Investment Partnership (Limited Partnership)	1,073,419	3.58%	January 25, 2022	Shares converted from net assets
11	Guanghan Guangxin Investment Development Co., Ltd.	402,539	1.34%	January 25, 2022	Shares converted from net assets
12	Tibet Linzhi Zhengyuan Strategic Investment Co., Ltd.	134,184	0.45%	January 25, 2022	Shares converted from net assets
13	Sichuan Kangjian Agricultural Development Co., Ltd.	268,355	0.89%	January 25, 2022	Shares converted from net assets
14	Xinjiang Communications Construction Group Co., Ltd.	214,686	0.72%	January 25, 2022	Shares converted from net assets
15	Tibet Hongtai Kuyu Equity Investment Partnership (Limited Partnership)	1,073,432	3.58%	January 25, 2022	Shares converted from net assets
16	Chengdu Tongkun Langtai Enterprise Management Center (General Partnership)	335,621	1.12%	January 25, 2022	Shares converted from net assets
17	SME Development Fund (Shenzhen Nanshan Limited Partnership)	503,432	1.68%	January 25, 2022	Shares converted from net assets
18	Shanghai Aoyrise Industry Development Group Co., Ltd.	167,811	0.56%	January 25, 2022	Shares converted from net assets

No.	Name of Promoters	Number of shares subscribed (shares)	Percentage of shareholding	Date of capital contribution	Method of capital contribution
19	Huacang Yixing (Quanzhou) Equity Investment Partnership (Limited Partnership)	335,621	1.12%	January 25, 2022	Shares converted from net assets
20	Feng Meiqian	335,621	1.12%	January 25, 2022	Shares converted from net assets
21	Jiaxing Tianhai Desheng Venture Capital Partnership (Limited Partnership)	297,914	0.99%	January 25, 2022	Shares converted from net assets
22	Guangdong Hengkun Development Investment Fund Co., Ltd.	1,489,569	4.97%	January 25, 2022	Shares converted from net assets
23	Shenzhen Shengren Investment Consulting Service Co., Ltd.	223,425	0.74%	January 25, 2022	Shares converted from net assets
24	Dongguan Yindao Investment Partnership (Limited Partnership)	283,013	0.94%	January 25, 2022	Shares converted from net assets
25	Shenzhen Zhenye Aerospace Investment Limited Partnership (Limited Partnership)	141,513	0.47%	January 25, 2022	Shares converted from net assets
26	Wuxi Tianyexing Management Service Partnership (Limited Partnership)	283,013	0.94%	January 25, 2022	Shares converted from net assets
27	Qingdao Qingchuang Bole Gongyu Private Equity Fund Partnership (Limited Partnership)	778,297	2.59%	January 25, 2022	Shares converted from net assets
28	Yinfeng Rongjin (Beijing) Investment Management Co., Ltd.	212,270	0.71%	January 25, 2022	Shares converted from net assets

Article 19 The total number of shares of the Company is 602,419,740 shares (assuming the over-allotment option is not exercised). The structure of share capital of the Company is as follows: (assuming the over-allotment option is not exercised) the total number of issued ordinary shares is 602,419,740 shares, of which 428,025,170 shares are H Shares, representing 71.05% of the total issued shares of the Company; and 174,394,570 shares are domestic shares, representing 28.95% of the total issued shares of the Company.

Article 20 Shares issued by the Company to domestic investors to be subscribed for in RMB are referred to as "domestic shares". Shares issued by the Company to foreign investors to be subscribed for in foreign currencies, as well as shares held by foreign investors that are transferred from the Company's domestic share shareholders, are collectively referred to as "foreign shares". Among these foreign shares, those listed overseas are referred to as "overseas listed foreign shares", while those not listed overseas are referred to as "non-listed foreign shares". Those shares filed with the regulatory authorities authorized by the State Council and approved by the overseas securities regulatory authorities and listed and traded on the overseas stock exchanges are known as "overseas listed shares". Unless otherwise required in the AOA, shareholders of domestic shares and foreign shares are holders of ordinary shares sharing the same obligations and rights.

Upon filing with the CSRC and obtaining the consent of the Hong Kong Stock Exchange, all or part of the Company's domestic shares can be converted into overseas listed shares, and the converted overseas listed shares can be listed and traded on overseas stock exchanges. The listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulatory procedures, rules, and requirements of the overseas securities market. Where domestic shares are to be converted into overseas listed shares and traded on overseas stock exchanges, voting at the general meeting is not required.

Article 21 Among the shares issued by the Company, domestic shares shall be centrally registered and deposited with domestic securities registration and settlement institutions. The registration and settlement arrangements for overseas listed shares shall be subject to the applicable provisions of the place where the shares of the Company are listed.

Article 22 The Company or its subsidiaries (including the Company's affiliates) shall not provide financial assistance to other persons, in the form of gifts, advances, guarantees, loans or otherwise, for the acquisition of shares in the Company or its parent company, except for the implementation of the Company's employee stock ownership plan.

In the interests of the Company, upon a resolution of the general meeting or a resolution of the Board of Directors passed in accordance with the AOA or the authorisation of the general 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 amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution of the Board of Directors shall be approved by more than two-thirds of all directors.

In the event of any violation of the provisions of the preceding two paragraphs which causes losses to the Company, the responsible directors and senior management shall be liable for compensation.

Section 2 Increase and Reduction of Capital and Repurchase of Shares

Article 23 Based on its operation and development requirements, in accordance with the relevant laws and regulations, regulatory rules of the place where the Company's shares are listed, and subject to the resolution of the general meeting, the Company may increase its share capital by any of the following methods:

(1) the issue of shares to unspecified persons;

(2) the issue of shares to specified persons;

(3) a bonus issue to its existing shareholders;

(4) conversion of funds in the capital common reserve to share capital;

(5) other methods as stipulated by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and as prescribed by the CSRC and other relevant authorities.

Unless otherwise stipulated by the regulatory rules of the place where the Company's shares are listed, the general meeting of the Company may authorize the Board of Directors to decide on the issuance of shares not exceeding 50% of the issued shares within three years. However, the capital contribution in the form of non-monetary property shall be resolved by the general meeting.

If the decision of the Board of Directors to issue shares in accordance with the preceding paragraph results in a change in the registered capital of the Company or the number of issued shares, the amendment of the matters recorded in the AOA shall not be subject to the vote of the general meeting.

If the general meeting authorizes the Board of Directors to decide on the issuance of new shares, the relevant resolution of the Board of Directors shall be approved by two-thirds or more of all the directors.

Article 24 The Company may reduce its registered capital. Any reduction in the Company's registered capital shall be processed in accordance with the procedures set forth in the Company Law, other relevant regulations and the AOA.

Article 25 The Company may, in accordance with the provisions of laws, administrative regulations, departmental rules and the AOA, purchase the shares of the Company under the following circumstances:

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

(2) to merge with other companies holding shares in the Company;

(3) to use shares for employee shareholding schemes or as equity incentives;

(4) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at any general meeting regarding the merger or division of the Company;

(5) to use the shares to satisfy the conversion of the convertible corporate bonds into shares issued by the listed company;

(6) to safeguard corporate value and shareholders' interests as the listed company deems necessary;

(7) other circumstances as stipulated by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and as approved by the CSRC and other relevant authorities.

Except for the aforementioned circumstances, the Company shall not purchase its shares.

Article 26 The Company may purchase its own shares using one of the following methods:

(1) centralized bidding on the stock exchange;

(2) tender offer;

(3) other methods approved by laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the CSRC.

Article 27 If the Company purchases its own shares under the circumstances specified in items (1) and (2) of Article 25 of the AOA, such purchase shall be approved by a resolution of the general meeting. If the Company purchases its own shares under the circumstances specified in items (3), (5) and (6) of Article 25 of the AOA, such purchase may be approved by a resolution passed at a meeting of the Board of Directors attended by at least two-thirds of the directors, in accordance with the provisions of the AOA or the authorisation of the general meeting.

If the Company purchases its own shares for the reason specified in item (1) in accordance with the first paragraph of Article 25 of the AOA, it shall deregister such shares within 10 days from the date of the purchase. If the Company purchases its shares for the reason specified in item (2) and (4), it shall transfer or cancel such shares within 6 months. If the Company purchases its own shares for the reason specified in items (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 it shall transfer or deregister such shares within 3 years.

If it is otherwise provided in the laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed regarding the relevant matters of the repurchase of the shares, the latter shall prevail. If the Company purchases its own shares, it shall disclose related information in accordance with the requirements of the Securities Law, the regulatory rules of the place where the Company's shares are listed and other securities regulatory rules. If the Company purchases its own shares under the circumstances specified in items (3), (5), and (6) of Article 25 of the AOA, it shall be conducted by way of public centralized trading.

Section 3 Transfer of Shares

Article 28 Shares of the Company shall be transferred in accordance with laws.

All transfer of H Shares shall be effected with a written transfer instrument in general or ordinary form or such other form as acceptable to the Board of Directors, including the standard transfer form and the transfer form that Hong Kong Stock Exchange may require from time to time. Such transfer instrument must be signed manually or affixed with a valid company seal (if the transferor or the transferee is a company). Where the transferor or the transferee is a recognized clearing house that is defined in related ordinances, as effective from time to time, under the laws of Hong Kong, or any of its agents, the transfer instrument may be signed manually or mechanically printed. All transfer instruments shall be deposited at the legal address of the Company or at any other address that the Board of Directors may designate from time to time.

Article 29 The Company shall not accept its own share certificates as the subject matter of a pledge.

Article 30 Shares which were issued by the Company prior to any public offering shall not be transferred within one year from the date when the shares of the Company are listed and traded on a stock exchange.

The directors and senior management of the Company shall declare to the Company the shares they hold and the changes thereof. During the term of office as determined when they assume the posts, the shares transferred each year shall not exceed 25% of the total shares of the Company held by them. The shares of the Company held by them shall not be transferred within 1 year as of the day when the stocks of the Company are listed and traded on the stock exchange. Any of the aforesaid persons shall not transfer the shares of the Company held within six months after he/she leaves office.

If the shares of the Company are pledged during the restricted transfer period stipulated by laws and administrative regulations, the pledgee shall not exercise the pledge right during the restricted transfer period.

Article 31 If a shareholder holding 5% or above of the shares of the Company, or any director or senior management of the Company sells the shares of the Company or other securities of equity nature within six months after buying those shares, or buys the shares within six months after selling, all the gains arising thereof shall belong to the Company. Such gains shall be collected by the Board of Directors. However, a securities company holding 5% or above of the Company's shares as a result of its underwriting of the untaken shares shall be excluded. If it is otherwise provided in the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the latter shall prevail.

The shares or other securities of equity nature held by the directors, senior management or natural person shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children, and any of the above which is indirectly held in others' accounts.

If the Company's Board of Directors does not comply with the first paragraph of this Article, the shareholders can request the Board of Directors to do so within 30 days. If the Board of Directors does not enforce such right within the said period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.

If the Company's Board of Directors fails to act in accordance with the first paragraph of this Article, the responsible directors shall be jointly and severally liable in accordance with the law.

CHAPTER 4 SHAREHOLDERS AND THE GENERAL MEETING

Section 1 General Provisions Relating to Shareholders

Article 32 The Company shall establish a register of shareholders based on the evidence provided by share registrars, and the register of shareholders shall be the sufficient evidence of shareholding in the Company. Shareholders shall enjoy rights and have obligations according to the class of shares held by them. Holders of shares of the same class shall enjoy equal rights and have equal obligations.

The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory organizations, maintain the H Share register overseas and appoint overseas agent(s) to manage such H Share register. The original H Share register listed in Hong Kong shall be maintained in Hong Kong.

The Company shall manage the register of shareholders in accordance with laws and administrative regulations as well as the requirements of relevant regulatory authorities. The Company shall keep at its domicile a duplicate of the register of holders of overseas listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas listed shares and its duplicate are consistent at all times. If there is any inconsistency between the original and the duplicate of the H Share register, the original shall prevail.

Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders of H shares may, if his/her share certificates are lost, apply to the Company for a replacement share certificate in respect of such shares. Applications for replacement share certificates by holders of overseas listed foreign shares whose share certificates have been lost may be dealt with pursuant to the laws, rules of the stock exchange or other relevant regulations of the place where the original register of holders of overseas listed foreign shares is kept.

Article 33 When the Company is to convene the general meeting, distribute dividends, be liquidated and carry out other acts requiring confirming of shareholders' identity, the Board of Directors or the convener of the general meeting shall decide a date for determination of equity interests. Shareholders whose names appear on the register at the end of that day shall be entitled to relevant rights and interests. With respect to the period of closure of register of members prior to a general meeting or prior to the record date for the purpose of distribution of dividends by the Company, the relevant provisions of laws, regulations and the Hong Kong Stock Exchange Listing Rules shall prevail. Where the Company receives an application for inspection of the register of members during the book closure period, it shall, at the request of the applicant, issue to the applicant a certificate signed by the company secretary of the Company stating the approval authority for and the period of closure of register of members.

Article 34 A shareholder of the Company is entitled to the following rights:

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

(2) to request the convening of, convene, chair, attend and vote accordingly at the general meeting personally or by proxy in accordance with laws;

(3) to supervise the Company's business activities, and to make recommendations or inquiries;

(4) to transfer, grant or pledge his or her shares in accordance with laws, administrative regulations and the AOA;

(5) to inspect and replicate the AOA, register of shareholders, the minutes of the general meeting, resolutions of the meetings of the Board of Directors, and financial and accounting reports. A shareholder who individually or jointly holds 3% or more of the shares of the Company for 180 consecutive days or more may request to inspect the accounting books and accounting vouchers of the Company, provided that such shareholder shall submit a written request to the Company stating the purpose thereof. Where the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and accounting vouchers is for an improper purpose which may prejudice the legitimate interests of the Company, it may refuse to provide such inspection, and shall, within 15 days from the date on which the shareholder submits the written request, issue a written reply to the shareholder stating the reasons thereof;

(6) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the quantity of shares held by them;

(7) any shareholder opposing a resolution on the merger or division of the Company adopted at a general meeting may request the Company to purchase his or her shares;

(8) other rights conferred by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the AOA.

Article 35 A shareholder who asks to review or replicate the information mentioned in the preceding article or makes a request for information shall submit to the Company written documents proving the class and number of the shares that he or she holds in the Company. The Company shall provide the information as requested by the shareholder after authenticating his or her identity.

Where a shareholder requests to review or replicate the relevant materials, such shareholder shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law.

Any expenses or costs incurred by a shareholder in reviewing or replicating the relevant materials of the Company shall be borne by such shareholder.

Article 36 If a resolution of the general meeting or the Board of Directors of the Company violates any law or administrative regulations, a shareholder shall have the right to petition a court to invalidate the resolution.

If the convening procedure or voting method of the general meeting or the Board of Directors violates any law, administrative regulations or the AOA, or the contents of a resolution breaches the AOA, the shareholder shall have the right to petition a court to revoke such resolution within 60 days from the date on which the resolution is approved, unless there is only a minor defect in the procedures for convening a general meeting or the meeting of the Board of Directors or in the manner of voting thereat, which does not materially affect the resolution. Shareholders who have not been notified to attend the general meeting may apply to the people's court for revocation within 60 days from the date they knew or should have known of the making of the resolution of the general meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.

Where the Board of Directors, shareholders and other relevant parties dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, such as a revocation of a resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors and senior management members shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement 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 of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement 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 fulfil its obligations to disclose the information accordingly.

Article 37 The resolution of the general meeting or the Board of Directors of the Company shall not be established in any of the following circumstances:

(1) the general meeting or the Board meeting was not convened to make the resolution;

(2) the resolution was not voted at the general meeting or the Board meeting;

(3) the number of persons attending the meeting or their voting rights does not meet the quorum or the number of voting rights as required by the Company Law and the AOA;

(4) the number of persons voting in favour of the resolution or their voting rights does not meet the quorum or the number of voting rights as required by the Company Law and the AOA.

Article 38 If the director or any other senior management member of the Company (other than members of the Audit Committee) violates any law or administrative regulations or breaches the AOA in performing his or her duties, causing losses to the Company, shareholders that hold 1% or more of the shares in the Company, either individually or collectively, for 180 or more consecutive days shall have the right to request the Audit Committee in writing to institute a legal action in a people's court; if the member of the audit committee violates any law or administrative regulations or breaches the AOA in performing his or her duties, causing losses to the Company, such shareholders may request the Board of Directors in writing to institute a legal action in a people's court.

If the audit committee or the Board of Directors refuses to institute a legal action upon receipt of the written request from the shareholders, or fails to do so within 30 days from the date of receipt of the written request, or if the circumstances are urgent and failure to promptly institute a legal action would cause irreparable harm to the interests of the Company, the shareholders mentioned in the preceding paragraph shall have the right to institute a legal action in a people's court in their own names for the interests of the Company.

In the event that a third party infringes upon the legal rights and interests of the Company, thereby causing the Company to sustain a loss, the shareholders, as specified in the first paragraph of this article, may institute a legal action in a people's court pursuant to the first two paragraphs hereinabove in this article.

If the directors, supervisors (if any) or senior management members of a wholly-owned subsidiary of the Company cause losses to the Company for violation of the requirements of laws, administrative regulations or the AOA during the performance of their duties, or if any person infringes upon the lawful rights and interests of a wholly-owned subsidiary of the Company and thus causes losses, a shareholder or shareholders individually or jointly holding over 1% of the shares of the Company for more than 180 consecutive days, may request in writing, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, that the Audit Committee (if any) or the Board of Directors of the wholly-owned subsidiary institute legal before a People's Court, or institute legal proceedings before a People's Court directly in its or their own names. Where a wholly-owned subsidiary of the Company does not have a supervisory committee or any supervisor(s) but has established an Audit Committee, it shall comply with the provisions of the first and second paragraphs of this Article.

Article 39 Where any director or any other senior management member violates any law or administrative regulations or breaches the AOA and thereby damages the interests of the shareholders, such shareholder shall have the right to institute a legal action in the people's court.

Article 40 The shareholder of the Company bears the following obligations:

(1) to abide by laws, administrative regulations, the rules governing the place where the shares of the Company are listed and the AOA;

(2) to pay capital contribution as per the shares subscribed for and the method of subscription;

(3) not to withdraw their share capital except in the circumstances specified in the relevant law or regulation;

(4) not to abuse his or her rights as a shareholder to harm the interests of the Company or other shareholders, nor abuse the Company's independent legal person status or shareholders' limited liability to damage the interests of any creditor of the Company; if the shareholder of the Company abuses his or her rights as a shareholder and causes losses to the Company or any other shareholder, he or she shall be held liable for damages in accordance with the law. If the shareholder of the Company abuses the Company's independent legal person status or shareholders' limited liability to evade debts and thereby seriously harm the interests of any creditor of the Company, he or she shall be held liable, jointly and severally, for the debt of the Company.

(5) other obligations imposed by the relevant laws, administrative regulations and the AOA.

Article 41 Where a shareholder holding more than 5% voting shares of the Company pledges any shares in his or her possession, he or she shall report the same to the Company in writing on the date when such pledge is made.

Article 42 Any controlling shareholder and any de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations and the provisions of the CSRC and the stock exchange, and shall safeguard the interests of the listed company.

Article 43 The controlling shareholder and the de facto controller of the Company shall comply with the following provisions:

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

(2) to strictly implement the public statements and undertakings made and not to change or waive them without authorization;

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

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

(5) not to order, instruct or request the Company and 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, not to divulge in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;

(7) not to prejudice the legitimate rights and 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 personnel, finance, organization and business, and not to affect the independence of the Company in any way;

(9) to comply with other requirements under laws, administrative regulations, CSRC rules, the business rules of the stock exchanges, and the AOA.

Where a controlling shareholder or de facto controller does not serve as a director of the Company but de facto manages the Company's affairs, the provisions of the AOA regarding directors' fiduciary duties of loyalty and diligence shall apply.

Where a controlling shareholder or de facto controller of the Company instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or senior management.

Article 44 Where a controlling shareholder or de facto controller pledges the shares of the Company held or actually controlled by it, it shall maintain the stability of the control over the Company as well as its production and operations.

Article 45 Where a controlling shareholder or de facto controller transfers the shares of the Company held by it, it shall comply with the restrictive provisions on the transfer of shares as stipulated in laws, administrative regulations, and the regulations of the CSRC and the stock exchange, as well as the undertakings made by it in respect of the restriction on the transfer of shares.

Section 2 General Provisions for the General Meeting

Article 46 The general meeting, as the organ of authority of the Company, shall have the following functions and powers in accordance with law:

(1) to elect and replace a director who is not an employee representative, and decide on matters relating to his or her remuneration;

(2) to consider and approve the report of the Board of Directors;

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

(4) to pass resolutions on any increase or decrease of the Company's registered capital;

(5) to pass resolutions on the issue of corporate bonds;

(6) to pass resolutions on the merger, division, dissolution, liquidation, or change in corporate form of the Company;

(7) to amend the AOA;

(8) to pass resolutions on the engagement and dismissal of any accounting firm engaged in the audit work of the Company by the Company;

(9) to consider and approve matters relating to guarantees that require a resolution of the general meeting as stipulated in Article 48 of the AOA;

(10) to consider matters relating to the purchase and sale of material assets by the Company within one year with the aggregate transaction amount exceeding 30% of the latest audited total assets of the Company;

(11) to consider and approve matters relating to changes in the use of funds raised;

(12) to consider the equity incentive plan;

(13) to consider other matters subject to the resolution of the general meeting under laws, administrative regulations, departmental rules, the rules governing the place where the shares of the Company are listed or the AOA.

Article 47 Except as otherwise provided by laws, administrative regulations, the rules governing the place where the shares of the Company are listed and the CSRC, the aforesaid functions and powers of the general meeting shall not be exercised by the Board of Directors or other institutions or individuals on their behalf by means of authorization. However, the Board of Directors or the director may be authorized to handle or implement relevant resolutions when the general meeting votes to pass the corresponding resolutions.

The Board of Directors may be authorized by the general meeting to adopt resolutions on the issuance of corporate bonds.

Article 48 The provision by the Company of external guarantees as set forth below shall be subject to the consideration and approval of the general meeting:

(1) provision of any external guarantee by the Company and its controlled subsidiaries, the total amount of which exceeds 50% of the latest audited net assets of the Company;

(2) provision of any external guarantee by the Company, the total amount of which exceeds 30% of the latest audited total assets of the Company;

(3) provision of any guarantee by the Company for third parties within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;

(4) provision of guarantee to anyone whose liability-asset ratio exceeds 70%;

(5) provision of a single guarantee whose amount exceeds 10% of the latest audited net assets of the Company;

(6) provision of guarantee to shareholders of the Company, de facto controllers and their related parties;

(7) other external guarantees to be considered and approved by the general meeting as stipulated by laws, administrative regulations, departmental rules, the rules governing the place where the shares of the Company are listed.

When the general meeting considers the guarantee matters under item (3) of the preceding paragraph, such matter must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting; when the general meeting considers the guarantee matters under item (6) of the preceding paragraph, shareholders specified in the preceding paragraph or the shareholder controlled by the de facto controllers specified in the preceding paragraph shall not participate in the voting on the matters specified in the preceding paragraph. The resolution must be approved by more than half of the voting rights held by the other shareholders present at the meeting.

The provision of guarantee by the Company to third parties shall be subject to a resolution of the Board of Directors; if laws, administrative regulations, departmental rules, the rules governing the place where the shares of the Company are listed stipulated that a resolution of the general meeting is required, such provisions shall prevail.

Article 49 The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be called once a year, within six months following the end of the previous fiscal year.

Article 50 An extraordinary general meeting shall be called, within two months from the date of the occurrence of any of the following circumstances:

(1) the number of directors is below the quorum as required by the Company Law, or is less than two-thirds of the number provided in the AOA;

(2) the losses of the Company that have not been made up reach one-third of its total share capital;

(3) shareholders that hold, individually or collectively, more than 10% of the shares in the Company request to hold such meeting;

(4) the Board of Directors considers it necessary;

(5) the Audit Committee proposes to hold such a meeting;

(6) other circumstances under relevant laws, administrative regulations, the rules governing the place where the shares of the Company are listed or the AOA.

The venue of the general meeting shall be the domicile of the Company, which shall be based on the specific address stated on the notice of general meeting or announcement. A meeting venue will be established for the general meeting and the meeting shall be held in the form of onsite meeting or other forms permitted by laws and regulations and the rules governing the place where the shares of the Company are listed. To make it convenient for shareholders to attend the general meeting, the Company will also provide online or other means recognized or required by laws, administrative regulations and the rules governing the place where the shares of the Company are listed. The shareholder that attends the general meeting in any of such other ways shall be deemed as attending the meeting in person.

Article 51 Once the notice of the general meeting is issued, the site of onsite meeting of such meeting shall not be changed without a legitimate reason. In the case of an alteration due to a legitimate reason, the convener shall, at least two business days prior to the scheduled date for the on-site meeting, publish an announcement and explain the reason.

Section 3 Calling of the General Meeting

Article 52 The issuance of notices of general meeting (including the supplementary notices) shall comply with relevant laws and regulations, as well as the requirements of the rules governing the place where the shares of the Company are listed. The independent non-executive directors shall have the right to propose to the Board of Directors to call an extraordinary general meeting. The Board of Directors shall, in accordance with relevant laws, administrative regulations, the rules governing the place where the shares of the Company are listed and the AOA, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the independent non-executive directors to call such meeting. If the Board of Directors agrees to hold an extraordinary general meeting, it will issue a notice calling such meeting within 5 days after it has so resolved; if the Board of Directors disagrees to hold an extraordinary general meeting, it will explain the cause and publish the same.

Article 53 The Audit Committee shall have the right to propose to the Board of Directors in writing to hold an extraordinary general meeting. The Board of Directors shall, in accordance with relevant laws, administrative regulations, the rules governing the place where the shares of the Company are listed and the AOA, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the Audit Committee to call such meeting.

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

If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a response within 10 days after the receipt of the proposal, the Board of Directors shall be deemed to be unable to or have failed to perform its duty to convene the general meeting, and the Audit Committee may convene and preside an extraordinary general meeting on its own.

Article 54 Shareholders that hold, individually or collectively, 10% or more of the shares in the Company shall have the right to request in writing the Board of Directors to hold an extraordinary general meeting. The Board of Directors shall, in accordance with relevant laws, administrative regulations, the rules governing the place where the shares of the Company are listed and the AOA, give a written response on whether or not it agrees to call such an extraordinary general meeting within 10 days after receipt of the proposal from the abovementioned shareholders to call such meeting.

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

If the Board of Directors disagrees to hold an extraordinary general meeting or fails to give a response within 10 days after the receipt of the proposal, shareholders that hold, individually or collectively, 10% or more of the shares in the Company may propose to the Audit Committee in writing to hold an extraordinary general meeting.

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

If the Audit Committee fails to issue the notice calling such meeting within the period specified hereinabove, it shall be deemed to have failed to convene and preside over such meeting. The shareholders that hold, individually or collectively, 10% or more of the shares in the Company for 90 days or more consecutively may convene and preside over such meeting.

Article 55 The Audit Committee or the shareholders that decide to hold a general meeting by itself or themselves shall notify the Board of Directors in writing.

The shareholding ratio of the summoning shareholder(s) shall not be less than 10% before the resolution of the general meeting is made.

Article 56 If the Audit Committee or shareholders itself/themselves convene a general meeting, the Board of Directors and the secretary to the Board of Directors shall provide cooperation. The Board of Directors shall provide the register of shareholders as of the date of record.

Article 57 The necessary expenses of the general meeting convened by the Audit Committee or the shareholders itself/themselves shall be borne by the Company.

Section 4 Proposal and Notice of the General Meeting

Article 58 The substance of the motion proposed shall fall within the terms of reference of the general meeting, with clear subjects for discussion and specific issues for resolution and in compliance with the relevant provisions of the laws, administrative regulations, the rules governing the place where the shares of the Company are listed and these AOA.

Article 59 When the Company convenes the general meeting, the Board of Directors, the Audit Committee and shareholders that hold, individually or collectively, 1% or more of the shares in the Company shall have the right to propose motions to the Company.

Shareholders that hold, individually or collectively, 1% or more of the shares in the Company may submit *extempore* motions in writing to the convener 10 days prior to the date of such meeting. The convener shall, within two days after receipt of the motion, issue a supplementary notice of the general meeting and make a public announcement of the contents of such *extempore* motion, and submit the *extempore* motions to the general meeting for consideration; except where the *extempore* motions are in violation of laws, administrative regulations or the AOA, or do not fall into the terms of reference of the general meeting. For the announcement on the supplemental notice of the general meeting, if there are special provisions under the rules governing the place where the shares of the Company are listed, such provisions shall prevail, provided that the Company Law and other applicable relevant domestic laws and regulations are not violated. If the rules governing the place where the shares of the Company are listed requires the general meeting to be postponed as a result of the announcement on the supplemental notice of the general meeting, the convening of the general meeting shall be postponed in accordance with the requirements of the rules governing the place where the shares of the Company are listed.

Unless in the circumstance hereinabove, the convener may not, after publishing the notice of the general meeting, make any change to the motions set forth in such notice or add any new motions.

Any proposal that is not stated on the notice of the general meeting or that does not comply with Article 58 of the AOA will not be considered or approved by the general meeting.

Article 60 The convener shall inform all shareholders by way of announcement 20 days prior to the annual general meeting; and it shall inform all shareholders by way of announcement 15 days prior to the extraordinary general meeting.

The duration of the aforesaid periods shall not include the day on which the meeting is convened, but shall include the date on which the notice is issued.

Article 61 The notice of the general meeting shall comply with the following:

(1) the notice shall specify the time, place and duration of the meeting;

(2) matters and motions submitted to the meeting for consideration;

(3) contain conspicuously a statement that all shareholders have the right to attend and vote at the general meeting either in person or by proxy in writing, and that such proxy need not be a shareholder of the Company;

(4) the date of record for shareholders entitled to attend the general meeting;

(5) the name and telephone number of a contact person for the meeting;

(6) contain the time and procedures for voting by internet or other means (if any);

(7) set out other requirements stipulated by laws, administrative regulations, departmental rules, the rules governing the place where the shares of the Company are listed and these AOA.

The duration between the date of record and the date of the meeting shall be subject to the rules governing the place where the shares of the Company are listed. The date of record shall not be changed once determined; if changes are required, the procedures specified in the rules governing the place where the shares of the Company are listed shall be followed.

The notice and supplementary notice of the general meeting shall sufficiently and completely disclose the particulars of all proposals.

Article 62 Where the general meeting proposes to consider the election of a director, the notice of the general meeting shall fully disclose the details of director nominees, which shall at minimum include the following:

(1) personal information, such as their educational background, work experience and concurrent positions;

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

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

(4) whether they have been punished by the CSRC or other related administrative departments or been reprimanded by any stock exchange;

(5) information relating to nominees for directors required to be disclosed under the Hong Kong Stock Exchange Listing Rules;

(6) whether there is any circumstance where they are prohibited from serving as directors as required by laws, administrative regulations, departmental rules, the rules governing the place where the shares of the Company are listed or the AOA.

Except where directors are elected by cumulative voting, each director candidate shall be nominated in a separate proposal.

Article 63 Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or more persons (who need not be a shareholder) as his proxy to attend and vote on his or her behalf. Once the notice of the general meeting is issued, such meeting shall not be postponed or cancelled, nor any proposal listed on the notice be canceled without a legitimate reason. In the case of a postponement or cancellation, the convener shall, at least two business days prior to the originally scheduled date for the meeting, publish the announcement and explain the reason.

If there are special provisions under the rules governing the place where the shares of the Company are listed regarding the procedures for postponing or canceling the general meeting, such provisions shall prevail, provided that they do not violate the Company Law, the Securities Law and other relevant laws and regulations.

Section 5 Convening of the General Meeting

Article 64 The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the general meeting. It/They will take measures to halt acts that disrupt the general meeting, seek to cause trouble or infringe upon the lawful rights and interests of shareholders and promptly report the same to the relevant authorities to investigate and deal with the matters.

Article 65 All shareholders that have been entered into the register of members by the date of record or their proxies shall have the right to attend the general meeting, and exercise their voting rights in accordance with relevant laws, regulations, rules governing the place where the shares of the Company are listed and the AOA.

A shareholder may attend the general meeting in person or appoint a proxy to attend and vote on his or her behalf.

Article 66 An individual shareholder that attends the meeting in person shall produce his or her own ID card or other valid documents or proof evidencing his or her identity. A proxy attending the meeting on his or her behalf, shall produce his or her own valid proof of identity and the instrument of appointment from the shareholder.

Shareholders that 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 proxy shall present his or her own ID card and the power of attorney issued by the legal representative of the shareholder as a legal person.

Where the shareholder is a recognized clearing house defined in the relevant ordinances enacted in Hong Kong from time to time, or its agent, the shareholder may authorize one or more persons that he/she deems suitable to attend on his/her behalf any general meeting; 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 and be signed by a person empowered by the recognized clearing house. Persons so authorized may attend the meeting (without presenting the proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise legal rights (including the right to speak and vote) on behalf of a recognized clearing house (or its agent) as if he or she was an individual shareholder of the Company.

Article 67 The instrument of appointment by which a shareholder appoints another person to attend the general meeting on his or her behalf shall include:

(1) the name of the principal, and the class and number of shares held in the Company;

(2) the name of the proxy;

(3) the specific instructions of the shareholder, including instructions as to whether to vote for "FOR", "AGAINST" or "ABSTAIN" from voting on, each item on the agenda of the general meeting as an item for consideration thereat;

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

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

Article 68 The instrument of appointment shall specify that the proxy may vote at his or her own discretion in the absence of any specific instruction from the shareholders.

Article 69 The instrument of appointment shall be deposited at the domicile of the Company or such other place as specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the relevant meeting at which the proxy is authorized to vote or 24 hours prior to the time appointed for voting. Where the instrument of appointment is signed by a third party authorized by the appointor, the power of attorney or other authorization documents under which it is signed shall be notarized. The notarized power of attorney or other authorization documents shall be deposited, together with the instrument of appointment, at the domicile of the Company or such other place as specified in the notice of the meeting. Where the appointor is a legal person, its legal representative or other persons authorized by resolutions of the Board of Directors or other decision-making bodies shall attend the general meeting of the Company as a representative.

Article 70 The attendance register of persons attending the meeting in person shall be made by the Company. The register shall specify the attendants' names (or the name of his or her entity), ID numbers, number of voting shares held or represented, and the names of the proxy's principals (or the name of the principal's entity), if any.

Article 71 The convener shall verify the legality of the shareholders' qualifications based on the register of shareholders, and register the names of the shareholders and the number of shares with voting rights held by them. The registration for the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them.

Article 72 When the general meetings are held, all the directors and the secretary to the Board of Directors shall attend the general meeting, and the general manager and other senior management members shall attend the meeting as non-voting participants.

Article 73 The general meeting shall be presided over by the chairman of the Board; if the chairman of the Board fails to or is unable to perform the duty, the meeting shall be presided over by a director elected by a majority vote of the directors.

The general meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee fails or is unable to perform the duty, the meeting shall be presided over by a member of the Audit Committee elected by a majority vote of the members of the Audit Committee.

The general meeting that shareholders convene by themselves shall be presided over by a representative elected by the conveners.

Where the general meeting is held, if the chairman of the meeting violates the AOA, causing the meeting to be unable to proceed, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the general meeting may elect a person to serve as a chairman of the meeting and the meeting shall continue.

Article 74 The Company shall formulate the rules of procedure for the general meeting to stipulate in detail the convening, holding and voting procedures of general meetings, including notice, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, meeting minutes and the signing thereof, announcements and other contents, as well as the principles of authorization by the general meeting to the Board of Directors. The content of such authorization shall be clear and specific.

Article 75 The Board of Directors shall report to the annual general meeting on its work in the last year. Moreover, each independent non-executive director shall give a report on the performance of his or her duties.

Article 76 Directors and senior management shall provide explanations in response to the questions and suggestions of shareholders at the general meeting.

Article 77 The chairman of the meeting shall, before voting begins, announce the number of attending shareholders and proxies and the total number of shares carrying voting rights held by them according to the register of the meeting. The number of shareholders and proxies present at the meeting and the total number of shares carrying voting rights held by them shall be those registered in the meeting.

Article 78 Minutes shall be kept of the general meeting. The meeting minutes shall record the following particulars:

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

(2) the names of the chairman of the meeting, and of directors, the general manager and other senior management members in attendance or present in a non-voting capacity;

(3) the number of attending shareholders and proxies, and the total number of their voting shares and percentages of the total shares of the Company;

(4) the deliberations on each proposal, the main points of each speaker's statements in respect of each proposal, and the poll result;

(5) the queries or suggestions from shareholders, and the relevant replies or explanations;

(6) the names of the vote counters and counting supervisors;

(7) other information to be entered into the minutes pursuant to the AOA.

The Company shall stipulate in its AOA other contents that need to be recorded in the minutes of the general meeting based on actual situation.

Article 79 The convener shall ensure that the minutes of a meeting are true, accurate and complete. The minutes shall be signed by attending directors, the Secretary to the Board of Directors, the convener or his or her representative, and the chairman of the meeting.

The minutes shall be kept for not less than 10 years, together with the book of signatures of the attending shareholders, the power of attorney for shareholders that attend the meeting by proxy, and effective information concerning voting by other such means.

Article 80 The convener shall ensure that the general meeting continues until a final resolution is reached. Where the general meeting is interrupted or fails to reach a resolution due to force majeure or any other exceptional cause, the convener shall take necessary actions to restore the meeting as soon as practicable, or terminate the meeting immediately and make a timely announcement.

Section 6 Voting and Resolution of the General Meeting

Article 81 Resolutions of the general meeting are divided into ordinary resolutions and extraordinary resolutions.

The ordinary resolution of the general meeting shall be passed by a majority vote of the attending shareholders (including their proxies).

The extraordinary resolution of the general meeting shall be passed by at least a two-thirds vote of the attending shareholders (including their proxies).

Article 82 The following shall be passed by an ordinary resolution of the general meeting:

(1) the work reports of the Board of Directors;

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

(3) the appointment and removal of members of the Board of Directors, and their remuneration and method of payment;

(4) the Company's engagement and dismissal of an accounting firm and determining the audit fee of the accounting firm;

(5) the annual report of the Company;

(6) matters other than those to be passed by an extraordinary resolution of the general meeting under relevant laws and regulations and the regulatory rules of the place where the Company's shares are listed, and the AOA.

Article 83 The following shall be passed by an extraordinary resolution of the general meeting:

(1) the increase or reduction of the registered capital of the Company;

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

(3) any amendment to the AOA;

(4) the purchase or sale by the Company, within one year, of material assets, or the provision of guarantees, where the relevant amount exceeds 30% of the Company's latest audited total assets;

(5) any equity incentive plan;

(6) other matters which laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed or the AOA require to be adopted by special resolution or which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.

Article 84 A shareholder (including his or her proxy) shall vote based on the number of his or her voting shares, with one share representing one vote. When voting, shareholders (including proxies) entitled to two or more votes need not cast all their votes in favor, against, or as abstentions.

No voting rights shall attach to the Company's shares held by the Company, and such shares shall not be counted among the total number of voting shares present at a general meeting.

The Board of Directors, independent non-executive directors and shareholders meeting the relevant prescribed conditions may solicit voting rights from shareholders.

The Company's holding subsidiaries are not allowed to acquire the Company's shares. If a holding subsidiary of the Company holds shares of the Company due to the merger of the Company, the exercise of pledge rights, etc., it shall not exercise the voting rights corresponding to the shares it holds, and shall dispose of the shares of the Company in a timely manner.

Article 85 When the general meeting examines related (connected) transactions, the related (connected) shareholders and its associates shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the announcement of the general meeting shall fully disclose the voting by unrelated (unconnected) shareholders.

Before the general meeting reviews matters relating to related (connected) transactions, the Company shall determine the scope of related (connected) shareholders in accordance with relevant laws, regulations and regulatory rules of the place where the Company's shares are listed. Related (connected) shareholders or their authorized representatives may attend the general meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting by ballot. If related (connected) shareholders fail to voluntarily abstain from voting, other shareholders present have the right to request that the related (connected) shareholders abstain from voting.

To consider the matters relating to related (connected) transactions, the abstention of voting and voting procedure of related (connected) shareholders are as follows:

(1) Where there is a related (connected) relationship between a certain item considered and approved at a general meeting with a certain shareholder, such shareholder shall disclose the related (connected) relationship to the Board of Directors of the Company prior to the date on which the general meeting is convened;

(2) When the general meeting reviews matters of related (connected) transactions, the chairman of the meeting shall announce the relevant (connected) shareholders, and explain the related (connected) relationship between the related (connected) shareholders and the related (connected) transactions;

(3) The chairman of the meeting announces the abstention of voting by the related (connected) shareholders and the related (connected) transaction is considered and voted by non-related (connected) shareholders;

(4) Where the general meeting votes in respect of the related (connected) transactions, after the number of voting shares represented by related (connected) shareholders is deducted, the non-related (connected) shareholders attending the general meeting shall vote in accordance with the relevant provisions of the AOA.

Article 86 Except where the Company is in a crisis or any special circumstance, the Company shall not enter into any contract with a person other than directors, general manager and other senior management to place all or significant part of the Company's business under the responsibility of such person, unless with the approval by a special resolution at a general meeting.

Article 87 The list of candidates for directors shall be proposed to the general meeting for voting in the form of proposals.

The general meeting of the Company may implement a cumulative voting system for electing directors, provided there are two or more candidates for directors.

The cumulative voting system mentioned in the preceding paragraph means that when directors are being elected at a general meeting, each share shall have a voting right equal to the number of directors to be elected. The shareholders' voting power can be used in a concentrated way to elect one person, or used in decentralized voting to elect several people, and the directors are elected successively according to their number of votes obtained.

Under the cumulative voting system, the shareholders' voting rights are equal to the total number of shares held by them multiplied by the number of directors to be elected, and each shareholder has the corresponding voting rights according to their respective voting rights. Shareholders may choose to concentrate all their voting rights on one director candidate, or distribute their votes among multiple candidates; the directors shall be determined according to their number of votes obtained.

On the general meeting for the election of directors, the secretary to the Board of Directors shall explain to the shareholders the specific contents of the cumulative voting system and the voting rules, and shall inform them of the voting rights for each share in the election of directors. When implementing the cumulative voting system, the voting shareholders shall specify the names of all the directors they elect on a ballot paper and mark the number of voting rights used by them immediately after the name of each director they elect. If the total number of votes cast by the shareholder on a ballot paper exceeds the number of votes legally entitled to the shareholder, the ballot paper shall be deemed invalid. In counting the ballot papers, the total number of voting rights obtained by each director candidate shall be calculated for determination of the elected directors.

Article 88 The Board of Directors shall provide the résumés and general information of the candidates for directors to the shareholders.

The methods and procedures for the nomination of candidates for directors are as follows:

(1) Upon the re-election of the Board of Directors or the appointment of additional directors to the existing Board of Directors, the candidate for director shall be nominated and recommended in writing to the Board of Directors by the Board of Directors or by the shareholders who individually or jointly hold more than 1% of the shares, and shall be submitted to the general meeting for election after the qualification review by the Board of Directors.

(2) A shareholder who nominates a director shall submit in writing to the convener of the general meeting 10 days prior to the general meeting the resume of the nominated director. The candidates shall, prior to the convening of the general meeting, make a written undertaking to agree to accept the nomination, undertake that the information disclosed is true and complete, and guarantee to earnestly perform their duties after being elected.

(3) The candidate for independent non-executive director shall be nominated in writing to the Board of Directors by the shareholders who individually or jointly hold more than 1% of the shares, which shall be submitted to the general meeting for election after the qualification review by the Board of Directors.

Article 89 Except where cumulative voting is adopted, the general meeting shall vote on all the proposals one by one, and where there is more than one proposal under the same item on the agenda, vote on such proposals according to the time sequence by which they have been submitted. The general meeting shall not put aside or deny voting on any proposal, unless the meeting has to be suspended or adoption of a decision becomes impossible due to force majeure or any exceptional causes.

Article 90 When considering a proposal, the general 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 91 The same voting right may be exercised by only one of the following ways: on-site, by correspondence, online, or through other voting methods. In the event of repeated voting on the same rights to vote, the result of the first vote shall prevail.

Article 92 Votes at the general meeting shall be cast by disclosed ballot.

Article 93 Before the general meeting votes on a proposal, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. If the matter under consideration is related to the interests of a shareholder, the relevant shareholder and his or her proxies may not participate in the vote counting or vote scrutiny.

When the general meeting votes on a proposal, shareholders' representatives and other relevant persons appointed pursuant to the Hong Kong Stock Exchange Listing Rules shall be jointly responsible for counting the votes, scrutinizing the vote count and shall announce the results of the vote on the spot according to the laws, administrative regulations and the Hong Kong Stock Exchange Listing Rules. The results of the votes on the resolutions shall be recorded in the minutes of the meeting.

Shareholders or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.

Article 94 The on-site general meeting shall not conclude earlier than the online or other voting channels. The chairman of the general meeting shall announce the outcome and results of the vote on each motion and announce whether each such motion has been carried based on the results of the votes.

Until the formal announcement of the voting results, relevant parties, including the Company, the vote counters, scrutineers, major shareholders, online service providers and others involved in the voting in person at the general meeting, online and through other voting methods (if any), shall bear an obligation of confidentiality in respect of the voting details.

Article 95 The shareholders present at a general meeting shall express one of the following opinions on proposals that are put to a vote: "FOR", "AGAINST" or "ABSTAIN", except for securities registration and clearing institutions serving as nominal holders of shares under the Hong Kong and mainland China stock mutual market, who shall vote in accordance with the instruction of the beneficial owners.

If a ballot 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".

If any shareholder is required by the rules governing the place where the shares of the Company are listed to give up its voting rights in respect of a resolution, or if any shareholder is restricted thereby and can only vote for (or against) a resolution, then such shareholder or its proxy in breach of the foregoing requirement or restriction shall not be counted in the voting.

Article 96 If the chairman of the meeting has any doubts concerning the result of the vote on any resolution, he or she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he or she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes.

Article 97 The resolution of the general 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, as well as other content required by the rules governing the place where the shares of the Company are listed.

Article 98 If a proposal is not carried or if the general meeting modified a resolution from the previous general meeting, the same shall be specifically mentioned in the announcement of the resolutions of the general meeting.

Article 99 Where the general meeting passes a proposal for the election of a director, the term of the newly appointed director shall commence on the date the relevant resolution is passed at the general meeting and shall end upon the expiry of the term of current Board of Directors.

Article 100 If a proposal on the distribution of a cash dividend, bonus shares or the conversion of capital common reserve into share capital is approved at a general meeting, the Company shall implement the specific plan within two months after the conclusion of the general meeting. In the event the relevant laws, administrative regulations and the rules governing the place where the shares of the Company are listed are otherwise provided for on the aforesaid relevant matters, such provisions shall prevail.

CHAPTER 5 BOARD OF DIRECTORS

Section 1 Directors

Article 101 The directors of the Company shall be natural persons. Whoever falls under any of the following circumstances shall not serve as the directors of the Company:

(1) A person without capacity or with restricted capacity for civil acts;

(2) A person who has been sentenced to a criminal penalty for corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation; or less than 2 years have elapsed since the date of the completion of probationary period if such person is on probation;

(3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise;

(4) A person who is a former legal representative of a company or enterprise whose business license is revoked due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed upon the revocation of the business license and order for closure;

(5) A person who has a relatively large amount of debts due and outstanding and is designated by the people's court as a dishonest person subject to enforcement;

(6) A person who has been prohibited from entering the securities market by the CSRC and the relevant prohibition period has not elapsed;

(7) Other circumstances stipulated by laws, administrative regulations or departmental rules and the regulatory rules of the place where the Company's shares are listed.

The election, appointment or engagement of any director in violation of this Article shall be null and void. The director that incurs any of the circumstances hereinabove in this Article during his or her term of office shall be removed.

Article 102 Directors shall be elected or replaced at general meetings and shall each serve a term of three years, subject to re-election upon expiry of the said term. Before the expiration of a director's term, his/her duties shall not be released by the general meeting without reason.

The term of office of directors shall last from the date on which the directors take office to the expiration of the term of office of the current Board of Directors. If the term of office of a director expires but the director fails to be re-elected in time, or the number of the directors on the Board of Directors is less than the quorum due to the resignation of a director within his/her term, the former director shall, before the newly elected director takes office, still perform the duties of the director in accordance with the provisions of laws, administrative regulations, departmental rules and the AOA.

A director may be senior management concurrently, provided that the total number of directors who concurrently serve as senior management and employee representatives shall not exceed half of the total number of directors of the Company.

Article 103 Directors shall comply with laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and the AOA, take measures to avoid the conflict between their own interests and those of the Company and may not seek any improper interests by taking advantage of their powers, and bear the following duties of loyalty to the Company:

(1) not embezzling the property or misappropriating the funds of the Company;

(2) not taking advantage of his or her position to accept bribes or illegal income;

(3) not opening an account in his or her own name or in the name of another individual and depositing Company funds therein;

(4) not breaching the AOA by lending company funds to a third party or using company property to provide security for a third party without the consent of the general meeting or the Board of Directors;

(5) not entering into any contract or conducting any transaction with the Company directly or indirectly without reporting to the Board of Directors or the general meeting and obtaining approval through resolutions of the Board of Directors or the general meeting in accordance with the AOA;

(6) not using the advantages of his or her office to appropriate for himself/herself or for others, business opportunities which rightly belong to the Company without the consent of the general meeting, except when reported to the Board of Directors or the general meeting and approved by resolutions of the general meeting, or where the Company is unable to take advantage of such business opportunities in accordance with laws, administrative regulations or the provisions of the AOA;

(7) not operating a business for his or her own account or on behalf of others which is of the same type as the Company's business without reporting to the Board of Directors or general meeting and obtaining approval through resolutions of the general meeting;

(8) not accepting for himself/herself commissions in connection with Company transactions;

(9) not disclosing Company secrets without authorization;

(10) not using his or her related relationships to harm the interests of the Company;

(11) other requirements provided by laws, administrative regulations, departmental rules, securities regulatory rules in the place where the Company's shares are listed, and the AOA.

Income derived by a director in breach of this Article shall belong to the Company. If the Company sustains a loss as a result of such breach, the director shall be liable for damages.

The provisions of item (5) of the first paragraph of this Article shall apply to the entering of contracts or transactions with the Company by close family members of the Company's directors and senior management members, enterprises directly or indirectly controlled by the directors and senior management members or their close family members, and associates who have other affiliations with the directors and senior management members.

If the controlling shareholders or de facto controllers of the Company do not serve as directors of the Company but actually manage the affairs of the Company, the provisions of the preceding paragraphs regarding the directors' fiduciary duty shall apply.

Article 104 A director shall abide by laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and the AOA, and shall bear the following obligations of diligence towards the Company and, in the performance of his/her duties, shall exercise the reasonable care that is ordinarily expected of a manager, acting in the best interests of the Company.

The directors shall bear the following obligations of diligence towards the Company:

(1) prudently, conscientiously and diligently exercising the rights granted him or her by the Company, so as to ensure that the commercial acts of the Company comply with state laws and the requirements of the various economic policies of the state, and that its commercial activities do not exceed the scope of business specified on the business license;

(2) treating all shareholders equally;

(3) timely keeping abreast of the Company's business operation and management situation;

(4) signing written confirmation of opinions on the regular reports of the Company to ensure that the information disclosed by the Company is true, accurate and complete;

(5) providing truthful information and materials to the Audit Committee and not interfering with the Audit Committee in the exercise of its functions and powers;

(6) other due diligence obligations under laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed and the AOA.

If the controlling shareholders or de facto controllers of the Company do not serve as directors of the Company but actually manage the affairs of the Company, the provisions of the preceding paragraphs regarding the directors' fiduciary duty shall apply.

Article 105 A director failing to attend the board meetings either in person or by proxy on two consecutive occasions, shall be deemed as incapable of performing the duties, and the Board of Directors shall propose to the general meeting to have such director replaced.

Article 106 The director may resign before his or her term of office expires. The director who resigns shall submit to the Board of Directors a written resignation.

If the number of members of the Board of Directors falls below the statutory minimum number due to a director's resignation during his/her term of office, the existing director shall continue to perform his/her duties as a director before a new director is elected to take up the office in accordance with the laws, administrative regulations, departmental rules and the AOA.

Except in the circumstance specified in the preceding paragraphs, a director's resignation shall be effective upon his written resignation being served on the Board of Directors.

Article 107 Upon the resignation of a director becoming effective or at the expiry of his/her office, the director shall complete all handover formalities with the Board of Directors, but the fiduciary obligations owed to the Company and shareholders shall not necessarily terminate at the end of his/her term. His/her confidentiality obligations for the Company's business secrets survive upon the expiry of his/her term of office until such secrets become publicly known. The duration of other obligations shall be decided in accordance with the principle of fairness, and will depend on the time lapses between the termination and the relevant event, as well as the circumstances and conditions under which their relationship with the Company is terminated.

Article 108 The dismissal of a director may be resolved at the general meeting, and shall take effect on the date of such resolution. If a director is dismissed prior to the expiry of his/her term of office without a valid reason, the director may request the Company to compensate him/her.

Article 109 No director may act on behalf of the Company or the Board of Directors in his or her own name unless the AOA specifies that he or she may do so or he or she is lawfully authorized to do so by the Board of Directors. A director shall declare his position and capacity in advance if, when such director is acting in his or her private capacity, a third party would reasonably assume him or her to be acting on behalf of the Company or the Board of Directors.

Where the director, in discharging his or her duty with the Company, causes damage to the Company in violation of the laws, administrative regulations, departmental rules and the AOA, he or she shall be liable to the Company.

Article 110 The independent non-executive director shall perform his/her corporate duties in accordance with relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the Company's shares are listed.

Section 2 Board of Directors

Article 111 The Company shall have a Board of Directors, which is accountable to the general meeting.

Article 112 The Board of Directors consists of 15 directors, comprising executive directors, non-executive directors and independent non-executive directors, and the number of independent non-executive directors shall account for at least one-third of the members of the Board and shall not be less than three persons. Among the independent non-executive directors, at least one should hold the appropriate professional qualifications as required under the Hong Kong Stock Exchange Listing Rules, or have the appropriate accounting or related financial management expertise, and at least one independent non-executive director must be ordinarily resident in Hong Kong. All directors are elected by the general meeting.

An executive director is a director that participates in daily operational affairs of the Company or any of its controlled subsidiaries. A non-executive director is a director that does not participate in daily operational affairs of the Company or any of its controlled subsidiaries. A non-executive director may be an independent non-executive director.

The Audit Committee, the Nomination Committee and the Remuneration Committee shall be established under the Board of Directors. The members of the special committee shall consist of not less than 3 directors, of which more than half shall be independent non-executive directors. The Audit Committee shall consist of non-executive directors.

The responsibilities, authorities and meeting procedures of each special committee shall be stipulated in the rules of procedure of each special committee formulated by the Board of Directors of the Company.

Article 113 The Board of Directors shall exercise the following functions and powers:

(1) to convene the general meeting and report its work to the general meeting;

(2) to implement resolutions of the general meeting;

(3) to decide on the business plans and investment plans of the Company;

(4) to formulate the profit distribution plan and plans for making up losses of the Company;

(5) to formulate plans to increase or decrease the registered capital, issue and list bonds or other securities of the Company;

(6) to draft plans for any major acquisition of the Company, any purchase of the stock of the Company, or any merger, division, dissolution or changes in the corporate form of the Company;

(7) to decide on matters such as the Company's external investments, purchase and sale of assets, asset mortgages, the provision of external guarantees, entrustment of financial services, related (connected) transactions within the scope authorized by the general meeting;

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

(9) to appoint or dismiss the general manager and secretary of the Board of Directors of the Company; based on the nomination of the general manager, appoint or dismiss senior management of the Company such as the deputy general manager and the chief finance officer, and to determine his/her remunerations, rewards and penalties;

(10) to formulate the fundamental management system of the Company;

(11) to formulate plans to amend the AOA;

(12) to manage any disclosure of information by the Company;

(13) to propose to the general meeting to employ or dismiss any accounting firm that audits the Company;

(14) to listen to the work report and check the work of the general manager;

(15) to perform other duties and powers granted under relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the Company's shares are listed.

Article 114 Any matters that go beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration. The Board of Directors shall explain to the general meeting with respect to any nonstandard audit opinions that any certified public accountant issues for the financial report of the company.

Article 115 The Board of Directors shall formulate the rules of procedure of the board meetings to ensure that the Board of Directors can implement the resolutions of the general meetings, improve work efficiency and ensure scientific decision-making.

Article 116 The Board of Directors shall determine the authority of external investment, acquisition and sale of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, and establish strict review and decision-making procedures; major investment projects shall be reviewed by relevant experts and professionals and reported to the general meeting for approval.

Article 117 The Board of Directors shall have one chairman. The chairman shall be elected or removed by a simple majority vote of all the members of the Board of Directors. Any resolution for removal shall state the specific reasons for such removal, and such reasons shall not be contrary to the conclusions of the Board of Directors' annual performance evaluation of the chairman.

Article 118 The chairman of the Board of Directors shall exercise the following functions and powers:

(1) to chair the general meeting, and convene and chair the meeting of the Board of Directors;

(2) to supervise and inspect the implementation of the resolution of the Board of Directors;

(3) to exercise other powers granted by the Board of Directors or stipulated by laws, administrative regulations and regulatory rules of the place where the Company's shares are listed.

Article 119 In the event that the chairman is incapable of performing or is not performing his or her duties, a director jointly recommended by more than half of directors shall perform such duties.

Article 120 Regular meetings of the Board of Directors shall be convened at least four times a year, approximately once every quarter. The meeting of the Board of Directors shall be convened by the chairman, of which a written notice of meeting shall be given to all directors 14 days before the meeting.

Article 121 Interim board meeting may be proposed to be convened by shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors or the Audit Committee. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the board meeting.

For any interim board meeting of the Board of Directors, the notice may be given by verbal notice (including by telephone and in person), delivery by hand or fax, email or registered post, with the notification period being no less than three days before the meeting.

Under special circumstances that require the Board of Directors to convene an interim meeting to make a decision immediately, the convening of an interim board meeting shall not be subject to the requirements for the form of notice and notification period set out in the preceding paragraph for the sake of the Company's interests, provided that the convenor shall make an explanation at the meeting and record it in the minutes of the meeting.

Article 122 The notice of the meeting of the Board of Directors shall include:

(1) the date and venue of the meeting;

(2) the duration of the meeting;

(3) the cause and agenda;

(4) the date of the notice.

Article 123 The meeting of the Board of Directors shall be convened on site in principle. If necessary, the meeting of the Board of Directors, on the condition that the directors can fully express their opinions, can be convened through video, telephone and other means, or through a combination of on-site meeting and other forms, upon the consent of the convener (moderator) and the proposer(s) of the meeting.

Where the meeting of the Board of Directors is convened in an off-site manner, the number of the participating directors shall be counted based on the directors present in the video, directors expressing opinions in the conference call, and the actual receipt of the valid votes delivered via fax or email within the prescribed period.

Where the meeting of the Board of Directors is convened both on-site and off-site, the number of attendees shall be confirmed by summing up the participants counted in accordance with the preceding two paragraphs.

Article 124 The meeting of the Board of Directors shall not open until more than half of the directors present themselves at the meeting. Any resolution of the Board of Directors must be passed by more than half of all the directors.

For voting on a resolution of the Board of Directors, each member shall have one vote.

Article 125 If a director has a related relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the Board of Directors, he or she may not exercise his right to vote regarding such resolution, nor may he or she exercise the voting right of another director as such director's proxy thereon. Such a board meeting may be held only if more than one half of the directors without a related relationship are present, and the resolutions made at such a board meeting shall require adoption by more than one half of the directors without a related relationship. If the board meeting is attended by less than three directors without a related relationship, the matter shall be submitted to the general meeting for consideration.

Article 126 The voting methods for resolutions of the meeting of the Board of Directors are either written voting or a show of hands.

At the interim board meeting, a resolution can be considered and resolved by way of voting by fax, with the resolution being signed by the participating directors, provided that all directors can fully express their opinions.

Where the meeting of the Board of Directors is convened off-site, a resolution is resolved by way of voting. The voting results of directors attending the off-site meeting shall be confirmed by valid votes received within the specified time or by written responses such as fax or email sent by the directors within the specified time. The specific form of voting shall be determined by the chairman of the meeting at the beginning of the meeting.

Article 127 The director shall attend the meeting of the Board of Directors personally, or if he or she cannot attend the meeting for any cause, authorize another director in writing to attend the meeting on his or her behalf. The power of attorney shall include the name of the proxy, the matters entrusted to the proxy, the scope of authority, and the effective period, and be signed or sealed by the principal.

In the case of matters involving voting, the principal shall expressly agree, oppose or abstain from voting on each matter in the power of attorney. A director shall not make or accept a proxy with no intention of voting, a discretionary proxy or a proxy with an unclear scope of authority. A director's responsibility for the voting matters shall not be exempted due to delegating another director to attend on his/her behalf.

One director shall not accept appointment by more than two directors to attend one board meeting on his or her behalf.

The director that attends the meeting on behalf of another director shall exercise the rights of a director within the scope of authority. The director that neither attends the meeting nor authorizes a proxy to attend it on his or her behalf shall be deemed as having given up his or her voting rights at the meeting.

Article 128 The Board of Directors shall make minutes of the resolutions of the Board of Directors on the resolutions on the agenda, which minutes shall be signed by directors that attend the meeting.

The minutes of the meeting of the Board of Directors shall be kept for no less than 10 years as the Company's files.

Article 129 The minutes of the meeting of the Board of Directors shall include:

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

(2) the names of directors that attend the meeting personally, and the names of directors (proxies) that attend the meeting on behalf of other directors;

(3) the agenda of the meeting;

(4) the key points of the speeches of directors;

(5) the voting method and result for each resolution on the agenda (with the voting result to include the number of ballots that vote "FOR", "AGAINST" or "ABSTAIN").

Article 130 The directors shall sign and be responsible for the resolutions made by the Board of Directors. Where a resolution of the Board of Directors is in violation of any law, administrative regulation, departmental rules, regulatory rules of the place where the Company's shares are listed or the AOA or resolution of the general meeting and causes any serious loss to the Company, the directors who participate in adopting such resolution shall be liable for compensation to the Company, except those directors who prove that they have expressed their dissent at the time of voting and have it recorded in the minutes.

CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 131 The Company has one general manager and several deputy general managers, appointed or dismissed by the Board of Directors.

The general manager, deputy general manager, financial director, secretary of the Board of Directors and other senior management of the Company are the senior management personnel of the Company.

Article 132 The circumstances of disqualification for directors under the AOA shall be applicable to senior management personnel.

The fiduciary obligation of directors and the due diligence obligations of directors under the AOA shall be applicable to senior management personnel.

Article 133 A person serving other administrative duties other than director and supervisor in any entity of the controlling shareholder of the Company shall not serve as the senior management of the Company.

Article 134 The general manager shall have a term of three years, and may be re-elected upon expiration of his or her term.

Article 135 The general manager, who reports to the Board of Directors, shall have the power to:

(1) be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report on his or her work to the Board of Directors;

(2) arrange for the implementation of the Company's annual business plans and investment plans;

(3) draft the plan for establishment of the Company's internal management organization;

(4) formulate the fundamental management system of the Company;

(5) formulate the basic rules and regulations of the Company;

(6) propose to the Board of Directors to appoint or dismiss deputy general manager and financial director of the Company;

(7) engage or dismiss management personnel other than those to be engaged or dismissed by the Board of Directors;

(8) exercise other powers granted by the AOA, the Board of Directors and the regulatory rules of the place where the Company's shares are listed.

The general manager shall attend the meeting of the Board of Directors.

Article 136 The general manager may tender his or her resignation before his or her term expires. The specific procedures and methods for the resignation of the general manager shall be provided in the labor contract between the general manager and the Company.

Article 137 The Company shall appoint a designated person to be responsible for the preparation of the general meeting and board meeting, the custody of documents and the management of information on the shareholders of the Company.

Article 138 The senior management personnel who violate the rules of any law, administrative regulation, departmental rules or the AOA in the performance of their duties and thereby cause losses to the Company shall be liable for compensation.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 139 The Company shall establish its financial and accounting system in accordance with relevant laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the stipulations of the relevant authorities of the State.

Article 140 The Company shall prepare a financial accounting report at the end of each fiscal year, which shall be reviewed and verified in accordance with the law.

The financial statement hereinabove shall be prepared in accordance with relevant laws, administrative regulations, departmental rules and the securities regulatory rules of the places where the Company's shares are listed.

Article 141 The financial report of the Company shall be made available to shareholders at the place of the Company 20 days before the date of annual general meeting.

A copy of the annual report, including the annual accounts and a related accountant's report, shall be sent by the Company via postage prepaid mail to each shareholder of the overseas listed shares 21 days before the date of the annual general meeting. The address of each shareholder shall be the one recorded in the register of members of the Company. Subject to compliance with laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed, the Company may make announcements (including publishing such announcements through the Company's website and the website of the Hong Kong Stock Exchange). Upon such announcement and completion of the corresponding procedures in accordance with laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed, all shareholders shall be deemed to have received the aforesaid financial report.

Article 142 The Company shall prepare its financial statements in accordance with the accounting standards required by the relevant laws, administrative regulations and the Listing Rules of the Hong Kong Stock Exchange.

Article 143 The Company shall prepare, publish, distribute, submit, disclose, make available and announce the annual report and interim report of the Company in accordance with relevant laws, administrative regulations and the Hong Kong Stock Exchange Listing Rules.

Article 144 The Company shall not keep accounts other than statutory account books. The assets of the Company may not be deposited in accounts opened in the name of any individual.

Article 145 When distributing each year's after-tax profits, the Company shall set aside 10% of its profits for the Company's statutory reserve fund. When the cumulative amount of the statutory reserve fund has reached more than 50% of the Company's registered capital, it may no longer be allocated.

Where the statutory reserve fund is not sufficient to cover any loss made by the Company in the previous year, the current year's profit shall be used to cover such loss before any allocation is made to the statutory reserve fund pursuant to the preceding paragraph.

After an allocation to the statutory reserve fund has been made from the after-tax profit of the Company, and subject to the adoption of a resolution by the general meeting, an allocation may be made to the discretionary reserve fund.

After covering its losses and making allocations to its reserve funds, the remaining after-tax profit shall be distributed among shareholders according to the percentages of their shares, unless stipulated otherwise in the AOA.

Where the general meeting breaches the preceding paragraph by distributing the profit among shareholders before the loss is made up for and the amount for the common reserve concerned is withdrawn, the shareholders must return the profit so distributed to the Company. If the Company incurs losses as a result, shareholders and responsible directors and senior management members shall bear liability for compensation. The corporate shares that the Company holds shall not participate in the profit distribution.

Article 146 The common reserve shall be used to make up for the losses of the Company, expand the operation and production, or be converted into the registered capital of the Company.

The common reserve fund to make up for the Company's losses should first use the arbitrary common reserve fund and the statutory reserve fund; if it still cannot be made up, the capital reserve may be used in accordance with the regulations.

After converting statutory reserve funds into capital, the amount remaining in the statutory reserve fund shall be no less than 25% of the Company's registered capital.

Article 147 The profit distribution policy of the Company is as follows: the Company shall adhere to the principle of stable and continuous profit distribution, and the profit distribution of the Company shall not exceed the scope of accumulated distributable profits. The Company shall attach importance to providing reasonable investment returns to investors. The Company may distribute dividends in cash or shares. If the Board of Directors of the Company fails to formulate a cash profit distribution plan, it shall disclose the reason in its periodic report. Where a shareholder occupied the Company's funds in violation of regulations, the Company shall deduct the cash dividends distributed by such shareholder to offset the occupied funds.

Article 148 The Company may distribute profits in the form of cash, shares or a combination of cash and shares.

Section 2 Internal Audit

Article 149 The Company shall implement an internal audit system, where dedicated auditors carry out the internal audit and supervision over the revenue and expenditure, economic activities of the Company.

Article 150 The Company's internal audit system and the duties of the internal auditors shall be implemented after the approval thereof by the Board of Directors. The person in charge of auditing shall be accountable and report to the Board of Directors.

Section 3 Engagement of Accounting Firm

Article 151 The Company shall engage an accounting firm to conduct audits of financial statements, verify net assets and provide other related consulting services for a term of one year, which may be renewed.

Article 152 The appointment or dismissal of an accounting firm by the Company must be decided by the general meeting, and the Board of Directors shall not appoint an accounting firm before the decision is made at the general meeting.

Article 153 The Company guarantees to provide the accounting firm it engages with true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting materials, and shall not refuse, conceal, or falsely report.

Article 154 The remuneration of an accounting firm shall be determined by the general meeting.

Article 155 When the Company dismisses or no longer renews the appointment of an accounting firm, the general meeting shall notify the accounting firm 10 days in advance. When the Company's general meeting votes on the dismissal of an accounting firm, the accounting firm is allowed to state its opinions.

If the accounting firm proposes to resign, it shall explain to the general meeting whether the Company has any improper circumstances.

CHAPTER 8 NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 156 Notices of the Company shall be served by the following methods:

(1) by hand;

(2) by post;

(3) by facsimile;

(4) by email;

(5) by announcement;

(6) by other forms approved or required by laws, administrative regulations, departmental rules, normative documents, regulatory rules of the place where the Company's shares are listed or the AOA.

Article 157 Where the Company gives a notice by publication, it shall be deemed that all the persons concerned have received the notice as soon as the notice is published.

Article 158 Subject to compliance with the laws and regulations and the regulatory rules of the place where the Company's shares are listed, the notice of the general meeting of the Company shall be published by way of an announcement on the Company's website and the website of the Hong Kong Stock Exchange.

Article 159 The notice of the meeting of the Board of Directors shall be given by facsimile, email, post or hand, etc. as stipulated in the AOA.

Article 160 Where the Company sends a notice by facsimile or email, the second working day after the completion of transmission of the facsimile or email shall be regarded as the date of delivery; where the Company gives a notice by hand, the return receipt shall be signed (or sealed) by the receiver, and the notice shall be deemed as given on the date of the receipt. Where the Company gives a notice by post, the notice shall be deemed as given within seven working days as of the date that the post is delivered to the post office. Where the Company gives a notice by announcement, the notice shall be deemed as given on the date of the first announcement.

Article 161 The accidental omission to give the notice of a meeting to, or the failure to receive the notice of a meeting by any person entitled to receive such notice, shall not invalidate the meeting or the resolutions passed thereat.

Article 162 If the Hong Kong Stock Exchange Listing Rules require the Company to send, post, issue, dispatch, announce or otherwise provide relevant Company documents in both English and Chinese versions, the Company may, to the extent permitted by laws, administrative regulations, departmental rules, regulatory documents and in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, (if a shareholder has so indicated) only send such shareholder the English versions or Chinese versions of documents if the Company has made sufficient arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.

Section 2 Announcement

Article 163 The Company publishes company announcements and other required disclosure of information on information disclosure media that comply with the Company Law, the Securities Law and other laws and administrative regulations and the regulatory requirements of the places where the Company's shares are listed. If an announcement is required to be given to the holders of H Shares pursuant to the AOA, such announcement shall be published in designated newspapers, websites and/or the Company's website in accordance with the methods prescribed in the Hong Kong Stock Exchange Listing Rules.

CHAPTER 9 MERGER, DIVISION, CAPITAL INCREASE/DECREASE, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Division, and Capital Increase/Decrease

Article 164 The merger of the Company may be a merger by absorption or a merger by formation of a new establishment.

The absorption of one company by another company constitutes a merger by absorption, in which case the absorbed company shall be dissolved. The merger of two or more companies into a new company constitutes a merger by new establishment, in which case all the parties to the merger shall be dissolved.

Article 165 Where the Company merges with a company in which it holds more than 90% of the shares, except as otherwise provided by the regulatory rules of the place where the Company's shares are listed, the merged company is not required to pass a resolution at the general meeting but shall notify other shareholders, and other shareholders shall have the right to request the Company to purchase their equity or shares at a reasonable price.

If the merger consideration of the Company does not exceed 10% of the Company's net assets, it is not necessary to obtain a resolution at the general meeting; however, unless otherwise provided in the AOA, the stock exchange or by the securities regulatory authority of the place where the Company's shares are listed.

Where the merger of a company pursuant to the preceding two paragraphs does not obtain a resolution at the general meeting, it shall obtain a resolution at the Board of Directors.

Article 166 If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and an inventory of assets. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make an announcement on the newspaper(s) designated by the Company for information disclosure or on the National Enterprise Credit Information Publicity System. A creditor may, within 30 days from the date of receipt of the notice or, if he/she did not receive a notice, within 45 days from the date of the announcement, require the Company to pay its debt or to provide corresponding guaranties.

Article 167 After the Company is merged, the claims and debts of each party to the merger shall be assumed by the company surviving the merger or the new company established resulting from the merger.

Article 168 Where there is a division of the Company, its assets shall be divided accordingly.

Where there is a division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the division resolution and shall publish an announcement on the newspaper(s) designated by the Company for information disclosure or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution.

Article 169 Unless otherwise agreed in a written agreement entered into between the Company and its creditors before the division, debts of the Company incurred prior to the division shall be jointly and severally assumed by the companies surviving the division.

Article 170 Where the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days from the date of the resolution passed by the general meeting for the reduction of its registered capital and shall publish an announcement on the newspaper(s) or on the National Enterprise Credit Information Publicity System designated by the Company for information disclosure within 30 days from the date of such resolution. A creditor has the right within 30 days from the receipt of the notice or, in case where it fails to receive such notice, within 45 days from the date of the announcement, to demand the Company to pay off its debts or provide corresponding guarantees.

When the Company reduces its registered capital, it shall reduce contributed amounts or shares in proportion to the shares held by shareholders, unless otherwise provided by laws or the AOA.

Article 171 If the Company still has losses after making up for losses in accordance with the provisions of paragraph 2 of Article 146 of the AOA, it may reduce its registered share capital to make up for losses. When the registered share capital is reduced to make up for losses, the Company shall not make distributions to shareholders nor shall the shareholders be exempted from their obligation to make capital contributions or pay for shares.

If the registered share capital is reduced according to the preceding paragraph, paragraph 2 of the preceding Article shall not apply. However, the Company shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the general meeting made a resolution to reduce the registered share capital.

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

Article 172 Where a reduction of registered share capital is made in violation of the Company Law and other relevant provisions, 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 173 When the Company issues new shares for increasing its registered capital, shareholders shall have no preemptive rights, except as otherwise set forth herein or where the general meeting's resolution decides that shareholders are entitled to preemptive rights.

Article 174 If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the law. If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the law.

Where the registered capital of the Company is increased, or decreased, the change shall be registered with the Company's registrar in accordance with the law.

Section 2 Dissolution and Liquidation

Article 175 The Company shall be dissolved for the following reasons:

(1) the term of operation for the Company expires, or any other cause that leads to the dissolution of the Company appears, as specified in the AOA;

(2) a resolution for dissolution is adopted by the general meeting;

(3) the dissolution is necessary for the purpose of any merger or division of the Company;

(4) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the law;

(5) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of voting rights may petition a People's Court to dissolve the Company.

If the Company encounters any of the reasons for dissolution specified in the preceding paragraph, the Company shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within 10 days.

Article 176 Where any of the circumstances described in items (1) and (2) of Paragraph 1 of Article 175 occurs, the Company may continue to exist, provided that it has not distributed any property to its shareholders, by amending the AOA or by resolution at the general meeting.

Any amendment to the AOA pursuant to the preceding paragraph or resolution at the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders attending the general meeting.

Article 177 If the Company is dissolved due to the provisions of items (1), (2), (4) and (5) of Paragraph 1 of Article 175 of the AOA, it shall be liquidated. The directors shall be the Company's liquidation obligors and a liquidation team shall be established within 15 days from the date of the occurrence of the cause of dissolution for liquidation.

The liquidation team shall be composed of directors, unless the AOA provides otherwise or the general meeting resolves to elect other person(s).

The liquidation obligors shall bear the liability for damages suffered by the Company or creditors due to their failure to perform the obligations of liquidation in a timely manner.

Where the Company shall be liquidated in accordance with the provisions of Paragraph 1 of this article, and a liquidation team is not set up within the specified period, or the liquidation team fails to carry out the liquidation after being established, the interested parties may apply to the people's court for designating relevant persons to form a liquidation team so as to proceed with the liquidation.

If the Company is dissolved according to the provisions of item (4) of Paragraph 1 of Article 175 of the AOA, the department or company registration authority that made the decision to revoke the business license, order closure or revocation may apply to the people's court for designating relevant persons to form a liquidation team so as to proceed with the liquidation.

Article 178 During the liquidation period, the liquidation team shall have the functions and powers to:

(1) inventory the property of the Company, and prepare a balance sheet and a property list;

(2) inform the creditors of the Company by notice and public announcement;

(3) dispose of unfinished business of the Company relating to the liquidation;

(4) pay all the outstanding taxes of the Company and the tax incurred from the liquidation;

(5) liquidate related claims and debts;

(6) distribute the assets remaining after the debts have been repaid;

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

Article 179 The liquidation team shall notify creditors within 10 days of its establishment, and make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 60 days. The creditor shall declare his or her rights to the liquidation team, within 30 days of receiving the notice or where he or she fails to receive the notice, within 45 days of the publication.

The creditor shall, in the declaration of his or her rights, explain matters in relation to his or her rights, together with related evidence. The liquidation team shall register the rights of creditors.

The liquidation team shall not liquidate the debt to any creditor during the period for the declaration of creditors' rights.

Article 180 After the liquidation team has inventoried the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the general meeting or the People's Court for confirmation.

The Company's property remaining after payment of the liquidation expenses, the wages, social insurance premiums and statutory compensation of the employees, the taxes owed and all the Company's debts shall be distributed by the Company to the shareholders in proportion to the shares they hold.

During the period of liquidation, the Company shall continue to exist, but not engage in any operational activities irrelevant to the liquidation. The Company shall not distribute its property among the shareholders, until the liquidation under the preceding paragraphs is done.

Article 181 If the liquidation team, having inventoried the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the People's Court for bankruptcy liquidation.

After the bankruptcy application is accepted by the people's court, the liquidation team shall hand over liquidation matters to the bankruptcy administrator designated by the people's court.

Article 182 Upon completion of the liquidation, the liquidation team shall prepare a liquidation report, and submit it to the general meeting or the people's court for confirmation, and submit the same to the company registrar to apply for cancellation of the Company's registration.

Article 183 The members of the liquidation team shall perform their obligations of liquidation and bear duties of loyalty and diligence.

Article 184 The members of the liquidation team shall be liable for compensation of the losses caused to the Company due to their negligence to perform the obligations of liquidation. The members of the liquidation team shall be liable to compensate creditors for losses caused by their willful misconduct or gross negligence.

Article 185 Where the Company is declared bankrupt in accordance with laws, bankruptcy liquidation shall be implemented in accordance with the relevant laws relating to bankruptcy of enterprise.

CHAPTER 10 AMENDMENTS TO ARTICLES OF ASSOCIATION

Article 186 In any of the following circumstances, the Company shall amend the AOA:

(1) if upon amendments to the Company Law, relevant laws, administrative regulations or regulatory rules of the place where the Company's shares are listed, any provision of the AOA comes into conflict with the relevant law, administrative regulations or regulatory rules of the place where the Company's shares are listed so amended;

(2) the situation of the Company has changed in such way as to give rise to inconsistencies with the provisions of the AOA;

(3) the general meeting decides to amend the AOA.

Article 187 If the amendment of the AOA approved by the general meeting resolution requires approval by the competent authority, it must be submitted to the competent authority for approval; if it involves Company registration matters, change registration shall be handled in accordance with the law.

Article 188 The Board shall amend the AOA in accordance with the resolution of the general meeting to amend the AOA and the approval opinions of relevant competent authorities.

Article 189 Where an amendment to the AOA constitutes information required to be disclosed under laws or regulations, it shall be announced in accordance with the applicable requirements.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 190 Definitions

(1) "Controlling shareholders" refer to shareholders whose shareholding accounts for more than fifty percent of the total equity of the Company; although the shareholding of such shareholder does not exceed 50%, the voting right attached to the shares held by such shareholder are sufficient to exert a material influence on resolutions of the general meeting or controlling shareholders as defined under the securities regulatory rules of the place where the Company's shares are listed.

(2) "De facto controller" refers to natural persons, legal persons or other organizations who are able to actually dominate the conduct of the Company through investment relations, agreements or other arrangements.

(3) "Related relationship" refers to relationship between a controlling shareholder, de facto controller, director or senior management member of the Company and the enterprise directly or indirectly controlled by the same, or any other relationship that may give rise to a transfer of the Company's interests. However, state-controlled enterprises shall not be deemed to have a related relationship solely because they are under the common control of the State. Meanwhile, the term "connected relationship" has the definition as required by the Hong Kong Stock Exchange Listing Rules.

Article 191 The Board of Directors may formulate by-laws in accordance with the provisions of the AOA, provided that such by-laws shall not be in violation of the AOA.

Article 192 Any matters not covered by the AOA or in the event of any conflict with laws, administrative regulations, departmental rules, other normative documents, regulatory rules of the place where the Company's shares are listed promulgated or amended after the implementation of the AOA, relevant laws, administrative regulations, departmental rules, other normative documents, regulatory rules of the place where the Company's shares are listed shall prevail.

Article 193 The AOA are written in Chinese. In case of any inconsistency between the Chinese version of the AOA and any version in another language or any other version, the latest Chinese version of the AOA approved by and registered with the administration for market regulation shall prevail.

Article 194 The terms "not less than", "within" and "not more than", as stated in the AOA, shall all include the number or amount itself; the terms "over", "over one-half", "exceeding", "less than" and "more than" shall all exclude the number or amount itself.

Article 195 The Board of Directors shall be responsible for the interpretation of the AOA.

Article 196 The attachment hereof shall include the rules of procedure for the general meeting and the rules of procedure for the Board of Directors.

Article 197 The AOA, which were considered and approved at the general meeting, shall become effective and applicable upon the date of listing and trading of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited. The original AOA of the Company shall automatically cease to have effect upon the effective date of the AOA.

(No text below)