iMotion Automotive Technology (Suzhou) Co., Ltd.

ARTICLES OF ASSOCIATION

November 2026

Contents

CHAPTER 1	GENERAL PROVISIONS	4
CHAPTER 2	SCOPE OF BUSINESS	6
CHAPTER 3	SHARES	7
SECTION 1	ISSUANCE OF SHARES	7
SECTION 2	INCREASE, REDUCTION AND REPURCHASE OF SHARES	12
SECTION 3	SHARE TRANSFER	13
CHAPTER 4	SHAREHOLDERS AND THE SHAREHOLDERS' GENERAL MEETING	15
SECTION 1	SHAREHOLDERS	15
SECTION 2	GENERAL RULES OF SHAREHOLDERS' GENERAL MEETING	20
SECTION 3	CONVENING OF SHAREHOLDERS' GENERAL MEETINGS	23
SECTION 4	PROPOSAL AND NOTICE OF SHAREHOLDERS' GENERAL MEETING	25
SECTION 5	CALLING OF SHAREHOLDERS' GENERAL MEETINGS	27
SECTION 6	RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS	31
CHAPTER 5	BOARD OF DIRECTORS	37
SECTION 1	DIRECTORS	37
SECTION 2	BOARD OF DIRECTORS	42
SECTION 3	SPECIAL COMMITTEES OF THE BOARD	47
CHAPTER 6	GENERAL MANAGER AND OTHER SENIOR MANAGEMENT	49
CHAPTER 7	FINANCIAL AND ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT	52
SECTION 1	FINANCIAL AND ACCOUNTING SYSTEM	52
SECTION 2	INTERNAL AUDIT	54
SECTION 3	ENGAGEMENT OF ACCOUNTING FIRM	54
CHAPTER 8	NOTICE AND ANNOUNCEMENT	55
SECTION 1	NOTICE	55
SECTION 2	ANNOUNCEMENT	55

CHAPTER 9 MERGER, DIVISION, INCREASE AND REDUCTION OF CAPITAL, DISSOLUTION AND LIQUIDATION 56
SECTION 1 MERGER, DIVISION, INCREASE AND REDUCTION OF CAPITAL 56
SECTION 2 DISSOLUTION AND LIQUIDATION 58

CHAPTER 10 AMENDMENT TO ARTICLES OF ASSOCIATION 61

CHAPTER 11 SUPPLEMENTARY PROVISIONS 61

Chapter 1 General Provisions

Article 1 In order to safeguard the legitimate rights and interests of iMotion Automotive Technology (Suzhou) Co., Ltd. (hereinafter referred to as the "Company"), its shareholders, employees and creditors thereof, to regulate the organization and acts of the Company, the Articles of Association is formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》)(hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), the Guidelines on Articles of Association of Listed Company (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》)(hereinafter referred to as the "Hong Kong Listing Rules") and other relevant laws, regulations, departmental rules, regulatory documents and the relevant provisions of the securities authorities of the place(s) where the Company's Shares are listed.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Regulation of the People's Republic of China on the Administration of the Registration of Market Entities (《中華人民共和國市場主體登記管理條例》), and other relevant regulations.

The Company was promoted and established by converting its entirety on the basis of iMotion Automotive Technology (Suzhou) Co., Ltd. The Company was registered at the Suzhou Market Supervision Administration and obtained its business license. The Uniform Social Credit Code of the Company is 91320594MA1N7QYM54.

Article 3 Upon filing with the Department of International Cooperation of China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on May 30, 2023, and approval by the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Stock Exchange") on December 19, 2023, the Company initially issued 22,116,000 overseas listed foreign shares (H shares) with a par value of RMB1 each to overseas investors. The H shares were listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Hong Kong Stock Exchange") on December 20, 2023.

Article 4 The registered name of the Company in Chinese is 知行汽車科技(蘇州)股份有限公司. The name of the Company in English is iMotion Automotive Technology (Suzhou) Co., Ltd.

Article 5 Address of the Company: No. 28 Yingqian Road, Suzhou Industrial Park, Suzhou. Postcode: 215009.

Article 6 The registered capital of the Company is RMB257.44254 million, the total investment amount of the Company shall be RMB257.44254 million.

Article 7 The Company is a joint stock company with limited liability with no definite term of existence.

Article 8 The general manager shall be the legal representative of the Company. The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the law or the Articles of Association. If a director or general manager who serves as the legal representative resigns, it shall be deemed as resigning from the legal representative at the same time. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation. If the Company changes its legal representative, the application for change registration shall be signed by the new legal representative.

Article 9 All the assets of the Company are divided into shares of equal par value. Each shareholder shall be liable to the Company to the extent of the shares as held by such shareholder. The Company is liable for its debts to the extent of all of its assets.

Article 10 From its effective date, the Articles of Association shall be a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and its Shareholders and among the Shareholders, with a legal binding effect on the Company and its Shareholders, Directors and senior management. In accordance with the Articles of Association, Shareholders may sue other Shareholders; Shareholders may sue Directors, general manager and other senior management of the Company; Shareholders may sue the Company; the Company may sue Shareholders, Directors, general manager and other senior management of the Company.

Article 11 Other senior management referred to in the Articles of Association shall mean the deputy general managers, secretary to the Board, chief financial officer and other officers of the Company who are expressly appointed by the Board as senior management of the Company. The "general manager" and "deputy general manager" referred to in the Articles of Association shall be the "Manager" and "Deputy Manager" in the Company Law, and the "chief financial officer" shall be the "Financial Controller" in the Company Law.

Article 12 The Company establishes a Communist Party organization to carry out the activities of the Communist Party in accordance with the provisions of the Constitution of the Communist Party of China (《中國共產黨章程》), and provides the necessary conditions for the activities of the Communist Party organization if required.

Chapter 2 Scope of Business

Article 13 Business objectives of the Company: focus on autonomous driving, be the leading provider of autonomous driving solutions in China.

Article 14 Registered in accordance with the laws, the business scope of the Company: general business: research and development of automotive parts and components; manufacturing of automotive parts and accessories; manufacturing of general parts and components; wholesale of automotive parts and components; manufacturing of intelligent in-vehicle equipment; sales of intelligent in-vehicle equipment; import and export of goods; import and export of technology; technical services, technology development, technology consulting, technology exchanges, technology transfers, technology promotion; software development; professional design services; artificial intelligence public service platform technology consulting services; development of artificial intelligence application software; information technology consulting services; information consulting services (excluding licensing information consulting services); research and experimental development of engineering and technology (except for the development and application of human stem cells, gene diagnosis and treatment technologies, rare and unique precious and excellent varieties in China); data processing and storage support services; big data services; information systems integration services; manufacturing of electronic components; manufacturing of power electronic components; manufacturing of electronic components and electromechanical components and equipment; sales of electronic components and electromechanical components; sales of power electronic components; processing of mechanical parts and components; manufacturing of specialized equipment for electrical machinery; sales of drawing, calculation and measuring instruments; sales of electronic products; manufacturing of computer hardware, software and peripheral equipment; wholesale of computer hardware, software and auxiliary equipment; technical promotion services; digital technology services; R&D of intelligent robots; sales of industrial robot; manufacturing of industrial robot; manufacturing of special-purpose robot; sales of intelligent robot; manufacturing of service and consumer robot; sales of service and consumer robot; sales of AI hardware; AI foundational software development; AI theory and algorithm software development; AI general application systems; manufacturing of optoelectronic device; manufacturing of other electronic device; electronic component wholesale; sales of optoelectronic device; sales of smart foundational manufacturing equipment; smart foundational manufacturing equipment manufacturing; manufacturing of instrument and meter; sales of instrument and meter; smart instrument manufacturing; sales of smart instrument; cloud platform-based business outsourcing services; manufacturing of special electronic material; sales of special electronic material and non-residential real estate leasing (Except for those businesses subject to approval according law, the business activities shall be carried out independently in accordance with the law with business license).

Chapter 3 Shares

Section 1 Issuance of Shares

Article 15 The Company's stock takes the form of Shares.

Article 16 Issuance of Shares of the Company shall adopt the principles of fairness and impartiality. Shares of the same class shall rank *pari passu* with one another.

For the same class of Shares issued in the same tranche, each Share shall be issued at the same price and subject to the same conditions. For Shares subscribed by any entity or individual, the amount paid for each Share shall be the same.

The unlisted domestic shares issued by the Company shall rank *pari passu* with the overseas listed shares in respect of any distribution by way of dividend (including distributions in cash and in specie) or otherwise. No powers shall be exercised to freeze or otherwise prejudice any of the rights attaching to any share by reason only that any person who is interested directly or indirectly therein has failed to disclose his/her interests to the Company.

After being filed with the securities regulatory authority of the State Council and approved by the Hong Kong Stock Exchange, all or part of the Company's unlisted domestic shares may be converted into overseas listed shares, and the overseas listed shares so converted may be listed and traded on an overseas stock exchange. The listing and trading of the such converted shares on the overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock market.

The conversion of unlisted domestic shares into overseas listed shares and their listing and trading on an overseas stock exchange does not require a Shareholders' general meeting to be convened and voted upon.

Article 17 All the shares issued by the Company shall have a par value denominated in Renminbi of RMB1 per share.

Article 18 The H shares issued by the Company are centrally deposited with Computershare Hong Kong Investor Services Limited.

Article 19 The Company has 32 shareholders as the its promoters. The number of shares subscribed by each promoter, the shareholding percentage, the methods of capital contribution, and the time of capital contribution when the Company was established are as follows:

No.	Name of Shareholders	Number of shares subscribed *(0'000 shares)*	Percentage of shareholding	Method of capital contribution	Time of capital contribution
1	SONG Yang (宋陽)	244.0764	23.9039%	Net asset conversion to shares	2022.08.31
2	LI Shuangjiang (李雙江)	71.1923	6.9723%	Net asset conversion to shares	2022.08.31
3	LUO Hong (羅紅)	14.6073	1.4306%	Net asset conversion to shares	2022.08.31
4	Jiaxing Zizhi No. 1 Equity Investment Partnership (L.P.) (嘉興自知一號股權投資合夥企業(有限合夥))	61.6782	6.0405%	Net asset conversion to shares	2022.08.31
5	Beijing CHJ Automotive Co., Ltd. (北京車和家信息技術有限公司)	46.5449	4.5584%	Net asset conversion to shares	2022.08.31
6	Suzhou Lanchi Management Consulting Partnership (L.P.) (蘇州藍馳管理諮詢企業(有限合夥))	102.9776	10.0852%	Net asset conversion to shares	2022.08.31
7	Shenzhen Guozhong SME Development Private Equity Investment Fund Partnership (L.P.) (深圳國中中小企業發展私募股權投資基金合夥企業(有限合夥))	77.2024	7.5609%	Net asset conversion to shares	2022.08.31
8	Suzhou Industrial Park Yuandian Zhengze No. 2 Venture Capital Partnership (L.P.) (蘇州工業園區原點正則貳號創業投資企業(有限合夥))	7.0154	0.6871%	Net asset conversion to shares	2022.08.31
9	CCBI Tech Venture (Suzhou) Combined Debt & Equity Private Equity Fund (L.P.) (建銀科創(蘇州)投貸聯動股權投資基金(有限合夥))	28.0734	2.7494%	Net asset conversion to shares	2022.08.31
10	Suzhou Qianrong Tairun Venture Capital Partnership (L.P.) (蘇州乾融泰潤創業投資合夥企業(有限合夥))	9.8231	0.9620%	Net asset conversion to shares	2022.08.31
11	Suzhou Zichi Management Consulting Partnership (L.P.) (蘇州紫馳管理諮詢合夥企業(有限合夥))	36.9165	3.6155%	Net asset conversion to shares	2022.08.31
12	Suzhou Hongchi Management Consulting Partnership (L.P.) (蘇州紅馳管理諮詢合夥企業(有限合夥))	7.3833	0.7231%	Net asset conversion to shares	2022.08.31
13	Guangdong Yuecai Small and Medium-sized Enterprises Equity Investment Fund Partnership (L.P.) (廣東粵財中小企業股權投資基金合夥企業(有限合夥))	18.5752	1.8192%	Net asset conversion to shares	2022.08.31

No.	Name of Shareholders	Number of shares subscribed *(0'000 shares)*	Percentage of shareholding	Method of capital contribution	Time of capital contribution
14	Zhuhai Hengqin Yixingbanyue Investment Partnership (L.P.) (珠海橫琴依星伴月投資合夥企業(有限合夥))	0.1404	0.0138%	Net asset conversion to shares	2022.08.31
15	Guiyang Zhongtian Jiachuang Investment Co., Ltd. (貴陽中天佳創投資有限公司)	7.8491	0.7687%	Net asset conversion to shares	2022.08.31
16	Shenzhen Jiahui Chuangyao Investment Partnership (L.P.) (深圳市佳匯創耀投資合夥企業(有限合夥))	7.8491	0.7687%	Net asset conversion to shares	2022.08.31
17	Shanghai Yaoyu Enterprise Management Consulting Partnership (L.P.) (上海瑤宇企業管理諮詢合夥企業(有限合夥))	15.6982	1.5374%	Net asset conversion to shares	2022.08.31
18	China State-owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司)	92.0698	9.0170%	Net asset conversion to shares	2022.08.31
19	Pingyang Kunyi Equity Investment Partnership (L.P.) (平陽昆毅股權投資合夥企業(有限合夥))	12.0091	1.1761%	Net asset conversion to shares	2022.08.31
20	Taicang Yanying No. 2 Biomedical Investment Management Center (L.P.) (太倉衍盈貳號生物醫藥投資管理中心(有限合夥))	4.003	0.3920%	Net asset conversion to shares	2022.08.31
21	Suzhou Yongxin Ronghui Venture Capital Partnership (L.P.) (蘇州永鑫融慧創業投資合夥企業(有限合夥))	10.0076	0.9801%	Net asset conversion to shares	2022.08.31
22	Iflytek Haihe (Tianjin) AI Venture Capital Fund Partnership (L.P.) (訊飛海河(天津)人工智能創業投資基金合夥企業(有限合夥))	5.4521	0.5340%	Net asset conversion to shares	2022.08.31
23	Hefei Lianshan Innovation Industry Investment Fund Partnership (L.P.) (合肥連山創新產業投資基金合夥企業(有限合夥))	5.4521	0.5340%	Net asset conversion to shares	2022.08.31
24	XU Jingming (徐景明)	0.5452	0.0534%	Net asset conversion to shares	2022.08.31
25	Yangfan Zhiyuan Industrial Investment Fund (Suzhou) Partnership (L.P.) (揚帆致遠產業投資基金(蘇州)合夥企業(有限合夥))	10.9043	1.0679%	Net asset conversion to shares	2022.08.31
26	Shenzhen China Merchants StartUP Capital Partnership (L.P.) (深圳招商啟航資本合夥企業(有限合夥))	0.7269	0.0712%	Net asset conversion to shares	2022.08.31
27	Suzhou Yafeng Phase II Equity Investment Partnership (L.P.) (蘇州雅楓二期股權投資合夥企業(有限合夥))	10.9043	1.0679%	Net asset conversion to shares	2022.08.31

No.	Name of Shareholders	Number of shares subscribed *(0'000 shares)*	Percentage of shareholding	Method of capital contribution	Time of capital contribution
28	Suzhou Industrial Park Science and Technology Innovation Investment Partnership (L.P.) (蘇州工業園區科技創新投資合夥企業(有限合夥))	1.8174	0.1780%	Net asset conversion to shares	2022.08.31
29	HL Klemove Electronics (Suzhou) Co., Ltd. (漢拿科銳動電子(蘇州)有限公司)	76.5804	7.5000%	Net asset conversion to shares	2022.08.31
30	Suzhou Luchi Management Consulting Partnership (L.P.) (蘇州綠馳管理諮詢合夥企業(有限合夥))	16.0563	1.5725%	Net asset conversion to shares	2022.08.31
31	Shaanxi Dechuang Smart Car Venture Capital Fund Partnership (L.P.) (陝西德創智能汽車創業投資基金合夥企業(有限合夥))	7.6579	0.7500%	Net asset conversion to shares	2022.08.31
32	Suzhou Yafeng Phase III Equity Investment Partnership (L.P.) (蘇州雅楓三期股權投資合夥企業(有限合夥))	9.2825	0.9091%	Net asset conversion to shares	2022.08.31
Total		1,021.0717	100.00%	/	/

Article 20 The Company may issue not more than 22,116,000 overseas-listed foreign shares to foreign investors as filed with the Department of International Cooperation of the CSRC on May 30, 2023 and approved by the Hong Kong Stock Exchange on December 19, 2023, SONG Yang (宋陽), LI Shuangjiang (李雙江), LUO Hong (羅紅), Jiaxing Zizhi No. 1 Equity Investment Partnership (L.P.) (嘉興自知一號股權投資合夥企業(有限合夥)), Beijing CHJ Automotive Co., Ltd. (北京車和家信息技術有限公司), Suzhou Lanchi Management Consulting Partnership (L.P.) (蘇州藍馳管理諮詢企業(有限合夥)), Shenzhen Guozhong SME Development Private Equity Investment Fund Partnership (L.P.) (深圳國中中小企業發展私募股權投資基金合夥企業(有限合夥)), Suzhou Industrial Park Yuandian Zhengze No. 2 Venture Capital Partnership (L.P.) (蘇州工業園區原點正則貳號創業投資企業(有限合夥)), CCBI Tech Venture (Suzhou) Combined Debt & Equity Private Equity Fund (L.P.) (建銀科創(蘇州)投貸聯動股權投資基金(有限合夥)), Suzhou Qianrong Tairun Venture Capital Partnership (L.P.) (蘇州乾融泰潤創業投資合夥企業(有限合夥)), Suzhou Zichi Management Consulting Partnership (L.P.) (蘇州紫馳管理諮詢合夥企業(有限合夥)), Suzhou Hongchi Management Consulting Partnership (L.P.) (蘇州紅馳管理諮詢合夥企業(有限合夥)), Shenzhen Jiahui Chuangyao Investment Partnership (L.P.) (深圳市佳匯創耀投資合夥企業(有限合夥)), Shanghai Yaoyu Enterprise Management Consulting Partnership (L.P.) (上海瑤宇企業管理諮詢合夥企業(有限合夥)), Pingyang Kunyi Equity Investment Partnership (L.P.) (平陽昆毅股權投資合夥企業(有限合夥)), Suzhou Yongxin Ronghui Venture Capital Partnership (L.P.) (蘇州永鑫融慧創業投資合夥企業(有限合夥)), Iflytek Haihe (Tianjin) AI Venture Capital Fund Partnership (L.P.) (訊飛海河(天津)人工智能創業投資基金合夥企業(有限合夥)), Hefei Lianshan Innovation Industry Investment Fund Partnership (L.P.) (合肥連山創新產業投資基金合夥企業(有限合夥)), XU Jingming (徐景

明), Yangfan Zhiyuan Industrial Investment Fund (Suzhou) Partnership (L.P.) (揚帆致遠產業投資基金(蘇州)合夥企業(有限合夥)), Shenzhen China Merchants StartUP Capital Partnership (L.P.) (深圳招商啟航資本合夥企業(有限合夥)), Suzhou Industrial Park Science and Technology Innovation Investment Partnership (L.P.) (蘇州工業園區科技創新投資合夥企業(有限合夥)), HL Klemove Electronics (Suzhou) Co., Ltd. (漢拿科銳動電子(蘇州)有限公司), Suzhou Luchi Management Consulting Partnership (L.P.) (蘇州綠馳管理諮詢合夥企業(有限合夥)), Shaanxi Dechuang Smart Car Venture Capital Fund Partnership (L.P.) (陝西德創智能汽車創業投資基金合夥企業(有限合夥)) have converted their aggregate of 79,487,685 unlisted domestic shares in the Company into overseas listed shares. After the aforesaid issue of overseas-listed foreign shares and the conversion of the domestic unlisted shares into overseas listed shares, the share capital structure of the Company will be 226,330,340 ordinary shares, comprising 124,726,655 domestic unlisted shares and 101,603,685 overseas listed shares (including 79,487,685 overseas listed shares converted from domestic unlisted shares).

The total number of shares of the Company upon completion of the issuance and listing of H Shares would be 226,330,340 Shares, all of which are ordinary shares.

Article 21 The Company or its subsidiaries (including affiliates of the Company) shall not provide gifts, loans, guarantees or other financial assistance for others to obtain the shares of the Company or its parent company, except for the implementation of the Company' s employee share ownership plans.

For the benefits of the Company, the Company may, upon a resolution by the Shareholders' general meeting or by the Board in accordance with the Articles of Association or the authorization of the Shareholders' general meeting, the Company may provide financial assistance for others to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board shall be approved by two-thirds of all the Directors.

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

Article 22 Any person who is a registered shareholder or who claims to be entitled to have his/her name entered into the register of shareholders may, if his/her share certificate (the "Original Certificate") is lost, apply to the Company for an issue of replacement certificate(s) in respect of such shares (the "Relevant Shares"). If a holder of domestic unlisted shares loses his or her share certificate and applies for its replacement, it shall be dealt with in accordance with the provisions of the Company Law. Application for replacement of lost share certificates for shareholders of overseas listed foreign shares may be processed in accordance with the laws, rules of the stock exchange or other relevant provisions of the place where the register of shareholders of overseas listed foreign shares is kept.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 Upon approval by a separate resolution at the Shareholders' general meeting, the Company may, based on its operation and development needs and in accordance with applicable laws and regulations, increase its capital by way of:

(1) public offering of shares;

(2) non-public offering of shares;

(3) offering bonus shares to existing shareholders;

(4) capitalization of surplus reserve into share capital;

(5) other means as permitted by laws and administrative regulations or as approved by the CSRC and Hong Kong Stock Exchange.

Article 24 A company may reduce its registered capital. Reduction of registered capital shall be carried out in accordance with the Company Law and other relevant provisions, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and the procedures set forth in the Articles of Association.

Article 25 The Company shall not acquire Shares of the Company. However, except in one of the following circumstances:

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

(2) to merge with another company that holds the Shares of the Company;

(3) to use Shares for the Employee Shareholding Plan or as equity incentives;

(4) a Shareholder requesting the Company to purchase the Shares held by him/her since he/she objects to a resolution of the Shareholders' general meeting on the merger or division of the Company;

(5) to use Shares to satisfy the conversion of those corporate bonds convertible into shares issued by the Company;

(6) as deemed necessary by the Company to protect its corporate value and shareholders' equity.

Article 26 Purchase of its own Shares by the Company may be effected through open and centralized trading or by other means permitted by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and by the CSRC (if necessary). Any purchase of the Shares by the Company under the circumstances stipulated in items (3), (5) and (6) of Article 25 of the Articles of Association shall be conducted through open and centralized trading.

Article 27 The Company purchasing its own Shares under any of the circumstances set forth in items (1) and (2) of Article 25 shall be subject to a resolution at the Shareholders' general meeting; and the Company purchasing its own Shares under any of the circumstances set forth in items (3), (5) or (6) of Article 25 may, pursuant to the provisions under the Articles of Association or the authorization of the Shareholders' general meeting, be subject to a resolution of a meeting of the Board at which more than two-thirds of Directors are present.

After purchasing its own Shares pursuant to the provisions of item (1) of Article 25, the Company shall, under the circumstance set forth in item (1), cancel them within 10 days after the purchase; while under the circumstance set forth in either item (2) or (4), transfer or cancel them within six months; while under the circumstance set forth in item (3), (5) or (6), it shall not hold in aggregate more than 10% of all the Shares issued by the Company, and shall transfer or cancel them within three years.

After purchasing its own Shares, the Company shall fulfill its information disclosure obligations in accordance with the relevant provisions of laws, administrative regulations, rules and regulations, regulatory documents and the Hong Kong Listing Rules. Where the relevant regulatory rules of the place where the Company's shares are listed provide otherwise for the financial treatment involved in the aforementioned Share repurchase, such rules shall prevail.

Section 3 Share Transfer

Article 28 The Shares of the Company may be transferred in accordance with law.

Article 29 The Company shall not accept the Company's Shares as the subject of pledge rights.

Article 30 All transfers of H shares shall be effected by an instrument of transfer in writing in the usual or common form or in any other form acceptable to the Board (including a standard form of transfer or transfer form as prescribed by the Hong Kong Stock Exchange from time to time) and such instrument of transfer may be signed by hand only or affixed with the effective seal of the Company (if the transferor or transferee is a Company). An instrument of transfer may be executed by hand or by machine imprinted signature if the transferor or transferee is a recognized clearing house or is its

agent within the meaning of the relevant ordinance as in force from time to time under the laws of Hong Kong. All instruments of transfer shall be deposited at the legal address of the Company or at such address as may be designated by the Board from time to time.

Article 31 Shares in issue prior to the public offering of the Company shall not be transferrable within one year from the date the Shares of the Company are listed for trading on the Main Board of the Hong Kong Stock Exchange.

The Directors and senior management of the Company shall declare to the Company the number of its Shares (including preferred shares (if any)) held by them and the change of such Shares. During their term of office as determined when they assume the posts, they shall not in each year transfer more than 25% of the total number of the Company's Shares they held or transfer any Shares of the Company within one year from the date the Shares of the Company are listed for trading. Within six months of their departure from office, the aforesaid personnel shall not transfer the Shares of the Company held by them.

Where the shares are pledged within the time limit for restricted transfer as provided for by laws and administrative regulations, the pledgee may not exercise the pledge right within the period of restriction on transfer.

If a shareholder of the Company has an undertaking to restrict the transfer of the Shareholders of Company for a longer period of time, the undertaking shall prevail.

Article 32 If the Directors, senior management of the Company and shareholders holding more than 5% of the shares of the Company sell shares or other securities of equity nature within 6 months after buying the same or buy shares or other securities of equity nature within 6 months after selling the same, the gains arising therefrom shall belong to the Company and the Board of the Company will recover the said gains. However, the restriction shall not apply to a securities firm that holds 5% or more of the Company's shares as a result of its purchasing of the untaken shares in an offer and other circumstances stipulated by the securities regulatory authority under the State Council and the securities supervisory and regulatory authorities of the place where the Company's shares are listed. The above shareholders holding more than 5% of the shares of the Company do not include recognized clearing houses and their nominees as defined in the relevant regulations in force from time to time under the laws of Hong Kong.

The shares or other securities of equity nature held by any Director, senior management or shareholder who is a natural person 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.

Where the Board of the Company does not comply with the provision of the first paragraph, the shareholders are entitled to request the Board to do so within 30 days. Where the Board does not do so within the said period, the shareholders are entitled to commence litigations in the people's court in their own names for the interests of the Company.

Where the Board of the Company does not enforce the provision of the first paragraph of this Article, the accountable Directors shall assume joint and several responsibilities in accordance with the laws.

Chapter 4 Shareholders and the Shareholders' General Meeting

Section 1 Shareholders

Article 33 The Company shall establish a register of Shareholders based on the certificates provided by the security registration authority. The shareholders are entitled to rights and obligations according to the class of shares and portion they hold. Shareholders of the same class shall be entitled to the same rights and the same obligations.

Article 34 The branch register of shareholders in Hong Kong shall be open for inspection by shareholders but the Company may be permitted to close the register on terms equivalent to the following:

(1) A company may, on giving notice in accordance with subsection (2), close its register of shareholders, for any period or periods not exceeding in the whole 30 days in each year;

(2) A notice for the purposes of subsection (1) if the company is a listed company, must be given in accordance with the listing rules applicable to the stock market; or by advertisement in a newspaper circulating generally in Hong Kong;

(3) The period of 30 days mentioned in subsection (1) may be extended in respect of any year by a resolution of the company's shareholders passed in that year.

(4) The period of 30 days mentioned in subsection (1) must not be extended for a further period or periods exceeding 30 days in the whole in any year.

Article 35 When the Company intends to convene a Shareholders' general meeting, distribute dividends, liquidate and engage in other activities that involve the determination of shareholdings, the Board or the convener of the Shareholders' general meeting shall determine the shareholders entitled to the relevant rights and interests based on the register of shareholders.

Article 36 The holders of ordinary Shares of the Company shall enjoy the following rights:

(1) to receive dividends and other forms of profit distribution in proportion to the number of Shares held by them;

(2) to request, convene, host, attend or appoint proxies to attend Shareholders' general meetings and to speak and exercise corresponding voting rights at the Shareholders' general meeting in accordance with laws;

(3) to supervise the operation of the Company and to put forward proposals or raise inquiries;

(4) to transfer, donate, or pledge Shares held by them in accordance with the provisions of laws, administrative regulations and the Articles of Association;

(5) to inspect and copy the Articles of Association, register of shareholders, minutes of Shareholders' general meetings, resolutions of the Board and financial accounting reports;

(6) in the event of the termination or liquidation of the Company, to participate in the distribution of the residual property of the Company in proportion to the number of Shares held;

(7) to demand the Company to acquire their Shares (for Shareholders who disagree with the resolutions adopted at a Shareholders' general meeting in relation to the merger or division of the Company);

(8) such other rights as stipulated by laws, administrative regulations, departmental rules or the Articles of Association.

If the contents to be reviewed or photocopied involve the trade secrets and inside information and the personal privacy information of relevant individuals, the Company may refuse to provide such information.

Article 37 Shareholders who individually or in aggregate hold 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, subject to the provisions of Paragraphs 2, 3 and 4 of Article 57 of the Company Law.

Where the Shareholders request to inspect or photocopy the relevant information of the wholly-owned subsidiaries of the Company, item (5) of Article 36 and the first paragraph of the Articles of Association shall apply.

Where Shareholders request for inspection of the relevant information or demand for materials mentioned in Article 35 and this article of the Articles of Association, they shall provide the Company with written documents evidencing the class and number of

Shares of the Company held by them. Upon verification of the Shareholder's identity, the Company shall provide information in accordance with the provisions of the Articles of Association and as requested by such Shareholder.

Article 38 In respect of the joint Shareholders of any Shares, only the joint Shareholder whose name stands first in the register of Shareholders has the right to receive certificates of the Relevant Shares from the Company or receive notices of the Company. Any notice delivered to the aforementioned Shareholder shall be deemed to have been delivered to all the joint Shareholders of the Relevant Shares. Any of the joint Shareholders may sign a proxy form, provided that if more than one joint Shareholders attend a meeting in person or by proxy, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint Shareholder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the Relevant Shares.

Article 39 If a resolution passed at a Shareholders' general meeting or meeting of the Board of the Company violates laws or administrative regulations, Shareholders shall have the right to submit a petition to the People's Court to render the same invalid.

If the convening procedures or voting method of a Shareholders' general meeting or meeting of the Board violate laws, administrative regulations or the Articles of Association, or the contents of any resolution violate the Articles of Association, Shareholders shall have the right to submit a petition to the People's Court to revoke the resolution within 60 days from the date on which such resolution is adopted, unless there are only minor defects in the convening procedures or voting methods of the Shareholders' general meeting and the Board meetings, which has no substantive impact on the resolutions. Shareholders who have not been notified to attend the Shareholders' general meeting may apply to the People's Court to revoke such resolution within 60 days from the date on which they knew or should have known that the resolution was made at the Shareholders' general meeting; if the right of revocation is not exercised within one year from the date on which the resolution is made, the right of revocation shall be extinguished.

Resolutions of a Shareholders' general meeting or a board meeting of the Company shall be invalid in any of the following circumstances:

(1) the resolution was not made by a Shareholders' general meeting or a board meeting;

(2) the resolution was not voted on at a Shareholders' general meeting or a board meeting;

(3) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and the Articles of Association;

(4) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and the Articles of Association.

Article 40 If a Director or a senior management member who is not a member of the Audit Committee contravenes the provisions of laws, administrative regulations or the Articles of Association when carrying out his/her duties in the Company and results in losses to the Company, Shareholders individually or collectively holding more than 1% of Shares for over 180 consecutive days, have the right to request the Audit Committee in writing to commence litigation at the People's Court. If a member of the Audit Committee contravenes the provisions of laws, administrative regulations and the Articles of Association when carrying out his/her duties in the Company and results in losses to the Company, Shareholders can request the Board in writing to commence litigation at the People's Court.

If the Audit Committee or the Board refuses to commence litigation after receiving the Shareholders' written request in the preceding paragraph or fails to commence litigation within 30 days of receiving the request, or the situation is so urgent that no immediate commencement of litigation will cause irreparable losses to the Company, the Shareholders under the previous paragraph may commence litigation in their own names at the People's Court in the interest of the Company.

If any other person contravenes the legal interests of the Company and leads to the losses of the Company, a Shareholder under the first paragraph of this Article may commence litigation at the People's Court in accordance with the two preceding paragraphs.

In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or these Articles by directors, supervisors and senior management of the wholly-owned subsidiaries of the Company when performing their duties, the shareholders holding 1% or more shares of the Company individually or jointly for 180 consecutive days or more may submit a written request to the board of supervisors and board of directors of such wholly-owned subsidiaries of the Company to file an action with the People' s court or directly file an action with the People's court in their own names in accordance with the three preceding paragraphs.

Article 41 If a Director or a senior management member contravenes the provisions of laws, administrative regulations or the Articles of Association and results in losses to Shareholders, Shareholders may commence litigation at the People's Court.

Article 42 Shareholders of the Company shall undertake the following obligations:

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

(2) to pay subscription fees based on the Shares subscribed by them and the method of capital contribution;

(3) not to withdraw Shares except in such circumstances as prescribed by laws and regulations;

(4) not to abuse Shareholders' rights to damage the interests of the Company or other Shareholders; and not to abuse the independent status of the Company as a legal person and the limited liabilities of the Shareholders to damage the interests of the creditors of the Company; Shareholders of the Company who abuse their Shareholders' rights and result in losses to the Company or other Shareholders shall bear compensation in accordance with laws. Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liabilities of the Shareholders to escape from debts and thereby seriously damage the interests of the Company's creditors shall jointly and severally bear the Company's debts;

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

Article 43 Shareholders holding 5% or more of the Company's Shares carrying voting rights and who use the Shares of the Company as pledges shall give a written report to the Company on the date when such pledges are made.

Article 44 The Controlling Shareholders or de facto controllers of the Company shall not take advantage of their connected relationships to prejudice the legitimate interests of the Company and other Shareholders; where the Controlling Shareholders or de facto controllers violate the relevant laws, regulations and the Articles of Association and result in loss to the Company and other Shareholders shall be liable to compensate the Company for the losses thereof.

Where any Controlling Shareholder or de facto controllers of the Company instructs any Director or senior management to carry out any act damaging the interests of the Company or the shareholders, it shall bear joint and several liability with the Director or senior management.

The Controlling Shareholders and the de facto controllers of the Company shall have fiduciary duties towards the Company and other Shareholders of the Company. The Controlling Shareholder shall exercise its rights as a contributor in strict compliance with the laws. The Controlling Shareholder shall not take advantage of profit distribution, asset restructuring, foreign investment, possession of capital, lending and provision of guarantees to the detriment of the statutory interests of the Company and public Shareholders and shall not make use of its controlling status against the interests of the Company and public Shareholders.

Section 2 General Rules of Shareholders' General Meeting

Article 45 The Shareholders' general meeting is the authority of the Company and shall exercise the following powers and functions in accordance with the law:

(1) to elect and replace the Directors, and to decide on the matters relating to the remuneration of Directors;

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

(3) to consider and approve the Company's profit distribution and loss recovery plans;

(4) to resolve on any increase or reduction of the registered capital and the issuance of any kind of Shares, warrants and other similar securities by the Company;

(5) to resolve on the issuance of corporate bonds by the Company;

(6) to resolve on merger, division, dissolution and liquidation of the Company or change of its corporate form;

(7) to amend the Articles of Association;

(8) to resolve on the appointment or dismissal of accounting firms by the Company;

(9) to consider and approve the guarantee matters specified in Article 46 of the Articles of Association;

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

(11) to consider and approve the changes in the use of proceeds;

(12) to consider and approve the Share Incentive Scheme and Employee Share Ownership Scheme;

(13) to consider other matters to be decided by the Shareholders' general meeting as stipulated in the laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

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

Unless otherwise provided by the laws, administrative regulations, and departmental rules, the abovementioned powers of the Shareholders' general meeting may not be exercised by the Board or other bodies and individuals on their behalf by delegation.

Article 46 Guarantees to third parties to be provided by the Company shall be submitted to the Board or the Shareholders' general meeting for consideration and approval.

The following guarantees to third parties (including such as security, pledge or warranty) to be provided by the Company shall be considered and approved by the Board prior to the consideration and approval by the Shareholders' general meeting:

(1) a single guarantee for an amount in excess of 10% of the Company's latest audited net assets;

(2) any guarantee provided after the total amount of guarantee to third parties provided by the Company, and its controlling subsidiary exceeds 50% of the Company's latest audited net assets;

(3) any guarantee provided after the amount of guarantee to third parties provided by the Company exceeds 30% of the Company's latest audited net assets;

(4) a guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;

(5) any guarantee provided by the Company within one year exceeds 30% of the Company's latest audited net assets;

(6) guarantee to be provided to shareholders, de facto controllers and their connected parties;

(7) other guarantees to third parties that meet the requirements of laws, regulations, normative documents and the Hong Kong Listing Rules shall become effective having considered and approved by the Shareholders' general meeting.

When the guarantee specified in item (5) of the second article of this section is considered at the Shareholders' general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the Shareholders' general meeting.

When the guarantee specified in item (6) of the second article of this section is considered at the Shareholders' general meeting, such shareholders or shareholders controlled by such de facto controller shall not vote on such resolution. Such resolution shall be passed by more than half of the voting rights of other shareholders attending the Shareholders' general meeting.

If the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a holding subsidiary and other shareholders of the holding subsidiary provide an equivalent guarantee in proportion to the interests enjoyed by them, which is

not detrimental to the interests of the Company, it may be exempted from the provisions of items (1) to (3) of the second article of this section, except as otherwise provided in the Articles of Association.

Article 47 Shareholders' general meetings shall be divided into annual general meetings and extraordinary general meetings. Annual general meetings are held once every year and within 6 months from the end of the preceding accounting year.

Article 48 The Company shall convene an extraordinary general meeting within 2 months after the occurrence of any one of the following circumstances:

(1) where the number of Directors falls short of the minimum number required by the Company Law or is no more than two-thirds of the number required by the Articles of Association;

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

(3) where shareholder(s), individually or jointly, holding 10% or more of the Company's shares request(s) in writing;

(4) where the Board considers it necessary;

(5) where the Audit Committee proposes to call for such a meeting;

(6) where the number of independent Directors falls short of the statutory minimum number;

(7) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

The number of shares held by the shareholders in item (3) above shall be calculated based on the shares held by the shareholders on the date of their written requisition.

Article 49 The venue of a Shareholders' general meeting of the Company shall be the place where the Company is located or other clear place specified in the notice of the meeting by the Board.

The Shareholders' general meeting shall have a venue for convening the meeting on-site, by electronic means (such as by video conference and/or teleconference and other means), in a hybrid form or in other forms permitted by laws and regulations. The Company will also provide online voting or other means of voting to facilitate shareholders' participation in the Shareholders' general meeting. Shareholders who participate in the Shareholders' general meeting through the above-mentioned means shall be deemed to be present and may vote electronically.

Once the notice of a Shareholders' general meeting has been issued, the venue of the on-site meeting shall not be changed without valid reasons. If a change of venue is necessary, the convener shall make an announcement stating the reasons at least two working days prior to the date of the on-site meeting.

Article 50 If the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed clearly request that a lawyer shall witness and produce legal opinions when convening a Shareholders' general meeting of the Company, the Company will engage a lawyer to issue and announce a legal opinion on the following issues when convening a Shareholders' general meeting:

(1) whether the convening and holding procedures of the meeting are in compliance with the laws, administrative regulations and the Articles of Association;

(2) whether the qualifications of the persons attending the meeting and the convener are legal and valid;

(3) whether the voting procedures and results of the meeting are lawful and valid;

(4) legal opinions on other relevant issues at the request of the Company.

Section 3 Convening of Shareholders' General Meetings

Article 51 An independent Director has the right to propose the Board to convene an extraordinary general meeting. In respect to the proposal by the independent Director for convening an extraordinary general meeting, the Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary general meeting within 10 days upon receipt of such proposal.

In the event that the Board agrees to convene an extraordinary general meeting, a notice for convening such meeting will be given within 5 days after the Board resolution is passed. In the event that the Board disagrees to convene an extraordinary general meeting, an explanation shall be given, and an announcement shall be made.

Article 52 The Audit Committee's propose to the Board to convene an extraordinary general meeting shall be made in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary general meeting within 10 days upon receipt of such proposal.

In the event that the Board agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the Audit Committee shall be obtained in case of any changes to the original proposal in the notice.

In the event that the Board disagrees to convene an extraordinary general meeting or does not furnish any reply within 10 days after having received such proposal, the Board is deemed to be unable or unwilling to perform the duty of convening a Shareholders' general meeting, in which case the Audit Committee may convene and preside over such meeting by itself.

Article 53 Any shareholder(s) individually or jointly holding more than 10% of the shares of the Company is/are entitled to request in writing the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association, furnish a written reply to such shareholder(s) stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days after having received such requisition.

In the event that the Board agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original requisition in the notice.

In the event that the Board disagrees to convene an extraordinary general meeting or does not furnish any reply within 10 days after having received such requisition, in which case shareholder(s) individually or jointly holding more than 10% of the shares of the Company may propose in writing the Audit Committee to convene the extraordinary general meeting.

In the event that the Audit Committee agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be given within 5 days after having received such requisition and consent of the relevant shareholder(s) in case of any changes to the original proposal in the notice.

In the event that the Audit Committee fails to serve any notice of an extraordinary general meeting within the prescribed period, the Audit Committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over such a meeting by himself/themselves.

Article 54 Where the Audit Committee or shareholders decide to convene a Shareholders' general meeting on its/their own, it/they shall send a written notice to the Board.

Prior to the resolution(s) of a Shareholders' general meeting is made, the shareholdings of the shareholders convening the Shareholders' general meeting shall not be less than 10%.

Article 55 Where a Shareholders' general meeting is legally convened by the Audit Committee or shareholders on its/their own, the Board and the secretary to the Board shall work in a cooperative manner. The Board will provide the register of shareholders on the record date of the equity. The shareholders' register obtained by the convener shall not be used for other purposes except for the Shareholders' general meeting.

Article 56 Where a Shareholders' general meeting is convened by the Audit Committee or shareholders on its/their own, the expenses necessary for the Shareholders' general meeting shall be borne by the Company.

Section 4 Proposal and Notice of Shareholders' General Meeting

Article 57 The contents of a proposal shall be within the functions and powers of the Shareholders' general meeting, shall have definite issues for discussion and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

Article 58 Where the Company convenes a Shareholders' general meeting, the Board, the Audit Committee and shareholders individually or jointly holding 1% or more of the Company shall have the right to put forward proposals to the Company.

Shareholder(s) individually or jointly holding 1% or more of the shares of the Company may submit written provisional proposals to the convener 10 days before the Shareholders' general meeting. The provisional proposals shall have a clear topic and specific resolution matters. The convener shall serve a supplemental notice of the Shareholders' general meeting within 2 days by way of announcement after receipt of the provisional proposals, which shall contain the contents of the provisional proposal, and submit the provisional proposals to the Shareholders' general meeting for deliberation, unless the provisional proposals is in violation of any law, administrative regulation or the Articles of Association or fails to fall into the scope of functions of the Shareholders' general meeting. The Company shall not raise the shareholding proportion of the shareholder who brings forward any provisional proposal.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the Shareholders' general meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of the Shareholders' general meeting or not complying with Article 57 of the Articles of Association shall not be voted on or resolved at the Shareholders' general meeting.

Article 59 The convener of the Shareholders' general meeting shall inform all shareholders by way of an announcement 21 days prior to the convening of the annual general meeting and 15 days prior to the convening of the extraordinary general meeting.

The periods of "21 days" and "15 days" shall not include the day on which the meeting is convened but include the day on which the notice is issued.

Article 60 The notice of the Shareholders' general meeting shall contain the following:

(1) the date, venue and duration of the meeting;

(2) matters and proposals submitted for consideration at the meeting;

(3) an obvious statement that all shareholders are entitled to attend the Shareholders' general meeting in person, or appoint in writing proxies to attend and vote on his or her behalf and that such proxies need not be shareholders of the Company;

(4) the record date for the determination of the entitlements of shareholders to the Shareholders' general meeting;

(5) name and telephone number of permanent contact person;

(6) the time and procedures for online voting or voting by other means, if any.

The notice and supplementary notice of a Shareholders' general meeting shall adequately and completely disclose the specific contents of all proposals, and all necessary information and explanations with which they reasonable judgements could be made on the matters to be considered. Where the opinions of the independent Directors are required on the issues to be discussed, such opinions and reasons thereof shall be disclosed when the notice or supplementary notice of the Shareholders' general meeting is served. The commencement time of voting, by network or other means, if any, at a Shareholders' general meeting shall not be earlier than 3:00 p.m. on the day before the on-site Shareholders' general meeting and shall not be later than 9:30 a.m. on the day of the onsite Shareholders' general meeting, and its ending time shall not be earlier than 3:00 p.m. on the day of the conclusion of the on-site Shareholders' general meeting.

The interval between the share registration date and the meeting date shall be no more than 7 working days. Once the share registration date is confirmed, it shall not be changed.

Article 61 If the election of Directors is proposed to be discussed at a Shareholders' general meeting, the notice of the meeting shall adequately specify the detailed information on the Director candidates, which shall at least include:

(1) personal particulars, including academic qualifications, working experience and concurrent positions;

(2) whether or not such candidate has any connected relationship with the Company, its controlling shareholders and de facto controller;

(3) the number of shares of the Company held by such candidate;

(4) whether they have been punished by the relevant securities regulatory commission and other relevant authorities or disciplined by any stock exchange.

Saving Directors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate for Directors.

Article 62 Once the notice of the Shareholders' general meeting is issued, without justifiable reasons, the Shareholders' general meeting shall not be postponed or cancelled, and any proposals listed in the notice shall not be called off. In case of postponement or cancellation, the convener shall give a prior notice, stating the reasons, at least 2 working days before the original convening date.

Section 5 Calling of Shareholders' General Meetings

Article 63 The Board of the Company or any other conveners shall take necessary measures to guarantee the good order of the Shareholders' general meeting, take measures to deter any act disturbing the Shareholders' general meeting, picking quarrels and provoking troubles or infringing the legal rights and interests of any shareholder, and will report in a timely manner such act to the relevant department for investigation and punishment.

Article 64 All shareholders in the shareholders' register on the equity registration date or proxies thereof shall be entitled to attend the Shareholders' general meetings, and exercise voting rights pursuant to relevant laws, regulations and the Articles of Association.

The shareholders may attend the Shareholders' general meetings and exercise voting rights either in person or by one or more proxy(ies).

Article 65 A shareholder attending the Shareholders' general meeting in person shall present his or her identity card or other valid certificate or proof showing his or her identity. The proxy appointed by the shareholder shall present his or her identity card and power of attorney issued by the shareholder.

Legal person shareholders or other institutional shareholders shall be represented at the meeting by their legal representatives/executive partners or proxies appointed by the legal representatives/executive partners. In case of attendance by legal representatives/executive partners, they shall produce their identity cards, valid proof of their capacities as legal representatives/executive partners; in the case of attendance by proxies, such proxies shall produce their identity cards and letters of authorization duly issued by such legal representatives/executive partners of the legal person shareholders or other institutional shareholders.

If the shareholder is a recognized clearing house (or their agent) as defined in the relevant laws and regulations of Hong Kong, he/she may authorize one or more proxy(ies) as he/she thinks fit to act as his/her proxy(ies) at any Shareholders' general meeting or class meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Authorization shall be signed by the authorized personnel of a recognized clearing house. Such authorized proxies are entitled to attend meetings and exercise the rights (including the right to speak and vote) on behalf of the recognized clearing house (or their agent) (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if they were the individual shareholders of the Company.

Article 66 The instrument of proxy issued by the Shareholder authorizing his or her proxy to attend the Shareholders' general meeting should contain the following:

(1) the name of the proxy;

(2) whether the proxy has any voting power;

(3) instruction to vote for or against or abstain from each resolution proposed at any Shareholders' general meeting; whether the proxy has the right to vote on the provisional resolution that may be included into the agenda of the Shareholders' general meeting, and if so the specific instructions on what voting rights should be exercised;

(4) the date of issue and validity period of the proxy form;

(5) signature (or seal) of the appointer. If the appointer is a legal person shareholder or other institutional shareholder, the seal of the legal person or institution shall be affixed;

Article 67 The instrument of proxy shall contain a statement that in the absence of instructions by the shareholder the proxy may vote as he/she thinks fit. The proxy need not be a member of the Company.

Article 68 Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting, at least before the relevant meeting for which is the power of attorney is entrusted with voting is held or before the designated voting time.

Where the principal is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled to attend the Company's Shareholders' general meetings as the representative of such legal person.

Article 69 A registration record for attendees at the meeting shall be compiled by the Company. The registration record shall contain items including but not limited to the names of the attendees (or names of organizations), identity card numbers, residential addresses, the number of shares held or voting rights represented and names of the principals (or name of organizations).

Article 70 The convener and the lawyers engaged by the Company (if any) shall verify the validity of the qualifications of shareholders based on such shareholders' register as provided by the securities registration and clearing institution, and shall register the names of the shareholders as well as the amount of their voting shares. The registration for a meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of their voting shares.

Article 71 Where any Directors and senior management are required to attend the Shareholders' general meeting, such Directors and senior management shall be attend at the meeting and reply the enquiries of shareholders.

Article 72 The chairman of the Board shall chair and preside over the Shareholders' general meeting. In the event that the chairman of the Board is unable or fails to perform his/her duties, more than half of the Directors shall designate a Director to chair and preside over the meeting.

If a Shareholders' general meeting is convened by the Audit Committee, the convener of the Audit Committee shall preside over the meeting. If the convener of the Audit Committee is unable or fails to discharge his/her duties, more than half of the members of the Audit Committee shall designate a member of the Audit Committee to preside over the meeting.

If a Shareholders' general meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting.

When a Shareholders' general meeting is convened, if the chairman of the meeting contravenes the Rules of Procedure, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the Shareholders' general meeting to serve as the chairman and the meeting may proceed.

Article 73 The Board of the Company shall formulate the Rules of Procedure for Shareholders' General Meetings, and specify in details the procedures for convening and voting at the Shareholders' general meeting, including notice, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principle for the authorization granted to the Board by the Shareholders' general

meeting, and the authorization shall be clear and specific. The Rules of Procedure for Shareholders' General Meetings shall be appended to the Articles of Association. They shall be formulated by the Board and approved by the Shareholders' general meeting.

Article 74 At the annual general meeting, the Board shall report their work for the past year to the Shareholders' general meeting. Each independent Director shall also present a work report.

Article 75 The Directors and senior management of the Company shall answer and explain inquiries and proposals made by Shareholders at the Shareholders' general meeting.

Article 76 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of voting shares, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 77 Minutes of a Shareholders' general meeting shall be kept by the secretary to the Board. The minutes shall include the following:

(1) time, venue and agenda of the meeting and names of the convener;

(2) the name of the meeting chairman and the names of the Directors and senior management attending or present at the meeting;

(3) the numbers of shareholders and proxies attending the meeting, number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;

(4) the process of review and discussion, summary of any speech and voting results of each proposal;

(5) Shareholders' questions, opinions or suggestions and corresponding responses or explanations, if any;

(6) names of lawyers (if any), vote counters and scrutinizers of the voting;

(7) other contents to be included as specified in the Articles of Association.

Article 78 The convener shall ensure that the contents of the minutes are true, accurate and complete. The Directors, the secretary to the Board, the convener or representative thereof, and the chairman of the Shareholders' general meeting shall sign on the minutes of the meeting. The minutes of meeting shall be kept together with the attendance record of the attending shareholders, the power of attorney of the proxies and the valid information of online voting and other means of voting for a term of not less than 10 years.

Article 79 The convener shall ensure that the Shareholders' general meeting be conducted continuously until final resolutions are made. If the Shareholders' general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, the convener shall take necessary measures to resume the meeting or directly terminate that meeting as soon as practicable followed by a timely public announcement.

Section 6 Resolutions of Shareholders' General Meetings

Article 80 The resolutions of the Shareholders' general meeting shall be classified as ordinary resolutions and special resolutions.

An ordinary resolution made by the Shareholders' general meeting shall be passed by more than half of the voting rights held by the Shareholders with voting rights (including proxies) present at the Shareholders' general meeting.

A special resolution made by the Shareholders' general meeting shall be passed by two-thirds of the voting rights held by the Shareholders with voting rights (including proxies) present at the Shareholders' general meeting.

Article 81 The following matters shall be resolved by way of an ordinary resolution of the Shareholders' general meeting:

(1) work reports of the Board;

(2) profit distribution plan and loss recovery plan proposed by the Board;

(3) appointment or removal of the members of the Board, remuneration and payment methods thereof;

(4) other matters, except those required to be adopted by way of a special resolution as required by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 82 The following matters shall be resolved by way of a special resolution of the Shareholders' general meeting:

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

(2) division, spin-off, merger, dissolution and liquidation (including voluntary liquidation) the Company;

(3) amendment of the Articles of Association;

(4) any purchase or disposal of substantial assets made or guarantee provided by the Company within one year, the amount of which exceeds 30% of the latest total assets of the Company;

(5) share incentive scheme;

(6) other matters required by laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, and those considered by way of an ordinary resolution at a Shareholders' general meeting with a material impact on the Company and in need of approval by way of a special resolution.

Article 83 The shares held by the Company's shareholders are all ordinary shares and there are no special voting shares. Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share. On a poll taken at a meeting, a shareholder (including proxies) entitled to two or more votes need not cast all his/her votes in the same way.

Where material issues affecting the interests of minority shareholders are being considered at the Shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be publicly disclosed in a timely manner.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a Shareholders' general meeting.

The Board, independent Directors and shareholders holding more than 1% of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the regulations of the securities authorities of the place(s) where the Company's shares are listed may collect voting rights from shareholders. Shareholders' voting rights shall be solicited with sufficient disclosure of the concrete voting intention to the owner of the voting rights.

A qualified shareholder of the Company shall not solicit from other shareholders the shareholder rights such as convening rights, proposal rights, nomination rights, voting rights, etc., which the shareholder legally possesses at a shareholders' meeting, by way of solicitation for compensation or in a disguised form of compensation. Except for the statutory conditions, the Company shall not set a minimum shareholding ratio threshold for soliciting voting rights.

Article 84 When considering and voting on matters regarding connected transactions at a Shareholders' general meeting, connected Shareholders may make appropriate statements on the connected transactions, but shall abstain from voting on the connected transactions and the number of shares with voting rights they represent shall not be counted towards the total number of the valid votes.

Prior to the consideration of connected transactions at a Shareholders' general meeting, the Company shall determine the scope of connected shareholders in accordance with the relevant national laws and regulations, the Hong Kong Listing Rules, and the regulatory requirements of the securities regulatory authorities in the place where the Company's shares are listed. The connected shareholders or their authorized representatives may attend the Shareholders' general meeting and explain their views to the shareholders present in accordance with the procedures of the meeting, but they shall abstain from voting on the poll. When matters relating to connected transactions are resolved at a Shareholders' general meeting, the connected shareholders shall take the initiative to abstain from voting; if the connected shareholders do not take the initiative to abstain from voting, the other shareholders attending the meeting shall have the right to request the connected shareholders to abstain from voting.

In the event that connected shareholders abstain from voting, the other shareholders shall vote in accordance with their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association; the abstain from voting by the connected shareholders and the voting procedures shall be notified by the presiding officer of the Shareholders' general meeting and recorded in the minutes of the meeting.

To be valid, the resolutions on connected transactions matters thereof made at the Shareholders' general meeting shall be passed by more than half of voting rights held by the non-connected shareholders presented at the Shareholders' general meeting. However, if the connected transactions matters thereof involved in the matters required to be passed by special resolutions under the Articles of Association, the resolution at the Shareholders' general meeting shall be valid only if it is passed by over two-thirds of the voting rights held by the non-connected shareholders present at the Shareholders' general meeting. Where an announcement is required, the announcement of the resolution of the Shareholders' general meeting shall fully disclose the voting status of non-connected shareholders.

Article 85 Without prior approval by way of a special resolution at the Shareholders' general meeting, the Company shall not enter into any contract with any person other than the Directors, general managers and other senior management whereby the management and administration of the whole or any substantial part of the business of the Company is to be handed over to such person, save for special circumstances such as the Company is in a crisis.

Article 86 The list of candidates for Directors and shall be submitted by way of a motion to the Shareholders' general meeting for voting.

A cumulative voting system may be adopted for the election of Directors at the Shareholders' general meeting pursuant to the provisions of the Articles of Association or a resolution of the Shareholders' general meeting.

Accumulative voting system referred in the preceding paragraph means a system whereby each share shall be entitled to the voting rights equivalent to the number of Directors to be elected at the Shareholders' general meeting, and Shareholders may consolidate their votes when casting a vote. The Board shall provide Shareholders with the biographies and general information of the Directors to be elected.

Candidates for Directors shall possess the qualifications for appointment as required by laws and regulations, as well as the professional competence and knowledge appropriate for the performance of their duties.

The manner and procedures for the nomination of candidates for Directors are as follows:

(1) The Board shall propose the nominations of non-independent director candidates through consultation;

(2) Shareholders who individually or collectively hold 3% or more of the voting shares of the Company shall have the right to nominate non-independent director candidates;

(3) The Company's Board of Directors, or shareholders who individually or collectively hold 1% or more of the Company's issued shares, shall have the right to nominate independent director candidates;

(4) The nominator shall provide to the Board of Directors the resume and basic information of the director candidates he/she proposes, and the intention behind the nomination. The Board of Directors shall disclose the detailed information of the director candidates before the shareholders' meeting to ensure shareholders have sufficient information about the candidates in voting. The director candidates shall provide a written commitment before the shareholders' meeting, agreeing to accept the nomination, promise that the disclosed information about them is true and complete, and guarantee that they will actually fulfill their responsibilities as a director after being elected.

In adopting the cumulative voting system for the election of Directors, the Shareholders' general meeting shall comply with the following rules:

(1) The total cumulative voting rights held by the shareholders (including shareholders' proxies) attending the meeting shall be the number of shares of the Company held by such shareholders multiplied by the number of Directors and to be elected at the Shareholders' general meeting.

(2) The shareholders (including the shareholders' proxies) present at the meeting shall be entitled to freely allocate the total voting rights calculated on a cumulative basis for the election of each candidate. The smallest unit of voting rights to be allocated to each candidate by each shareholder (including

shareholders' proxies) present at the meeting shall be the number of shares held by him/her. The total number of voting rights allocated to all candidates by each shareholder shall not exceed the total number of voting rights calculated on a cumulative basis, but may be less than the total number of voting rights calculated on a cumulative basis, and the difference shall be deemed as the shareholder giving up that part of the voting rights.

(3) If the number of candidates exceeds the number of positions to be elected, i.e. when differential election is held, any candidate will be elected in order from the most votes to the least. In the event of a tie, the candidates whose names are listed at the end of the list of candidates with the same number of votes shall be elected by all shareholders present at the Shareholders' general meeting by way of differential election as a Director.

(4) If the number of candidates is equal to the number of Directors to be elected, all candidates shall be elected in the order of the number of votes received. However, the cumulative number of votes received by each candidate shall be at least 1% of the total number of shares held by the shareholders (including shareholders' proxies) present at the Shareholders' general meeting. If not all the Directors are elected, a separate election shall be held at a future Shareholders' general meeting.

Article 87 Other than proposal considered by cumulative voting system, all proposals shall be voted on at the Shareholders' general meeting on case-by-case basis. Where different proposals for the same issue are proposed, such proposals shall be voted on in the order in which they are proposed. Other than special reasons such as force majeure which results in the interruption of the Shareholders' general meeting or makes it impossible to come to resolution, the Shareholders' general meeting shall not set aside the proposals or withhold from voting.

Article 88 No amendment shall be made on the proposals when it is considered at the Shareholders' general meeting, otherwise the relevant amendment shall be deemed as a new proposal and shall not be voted on at the Shareholders' general meeting.

Article 89 When a vote is cast, it may be cast by only one of the following methods: in person or by other voting mean. If one vote is cast by more than one method, the first vote shall prevail.

Article 90 Voting is conducted by open ballot at the Shareholders' general meeting.

Article 91 Before voting on a proposal at the Shareholders' general meeting, two Shareholders' representatives shall be elected to participate in counting votes and supervising the vote count. If any Shareholder has interests or conflicts in the matters to be considered, such Shareholder and his/her proxy shall not participate in the counting or supervision of votes.

When a proposal is voted on at the Shareholders' general meeting, Shareholders' representatives shall be responsible for counting vote and supervising the vote count and announce the voting results on the spot, which shall be recorded in the minutes of the meeting.

Corporate shareholders or proxies thereof voting over the network or any other voting method shall have the right to check their voting results via the corresponding voting system.

Article 92 A Shareholders' general meeting shall not conclude earlier at the venue than over the network or any other method, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed based on the voting result. Before the voting result is announced, the relevant parties including the companies, counting officer, supervising officer, major shareholders and network service provider (if any) involved at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 93 Shareholders present at the Shareholders' general meeting shall express one of following opinions on any proposals to be voted: for, against or abstain. Except for the securities registration and settlement institutions which, being the nominal holders of shares subject to the interconnection mechanism of the Mainland and Hong Kong stock market transactions, shall make declaration according to the intentions of actual holders.

Unfilled, wrongly filled, illegible or uncast votes are regarded as the voters giving up their voting rights and the voting results of their shares shall be "abstain".

Article 94 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, the chairman may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand for the counting of votes immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.

Article 95 Resolutions of the Shareholders' general meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting results for every resolution and the details of each of the resolutions passed.

Article 96 Where a proposal has not been passed or the resolutions of the preceding Shareholders' general meeting have been changed at the current Shareholders' general meeting, special mention shall be made in the announcement of the resolutions of the Shareholders' general meeting.

Article 97 Where a proposal on election of Directors is passed at the Shareholders' general meeting, the term of office of a new Director shall commence at the time specified in the resolution of the Shareholders' general meeting; or it is not specified, on the date on which resolutions of the Shareholders' general meeting are approved.

Article 98 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at a Shareholders' general meeting, the Company shall implement the specific scheme within two months after conclusion of the Shareholders' general meeting.

Chapter 5 Board of Directors

Section 1 Directors

Article 99 Directors of the Company are natural persons. The following person shall not serve as a Director of the Company:

(1) person without capacity or with limited capacity of civil conduct;

(2) person who have committed offences relating to corruption, bribery, misappropriation of fund, misappropriation of property or disruption of social economic order and have been sentenced to criminal punishment, or who have been deprived of their political rights due to a criminal offense, where less than five years have elapsed since the date of restoring their political rights, or in case of a sentence to probation, less than two years have lapsed from the date of the conclusion of the probation period;

(3) person who was a former Director, factory manager or manager of a company or enterprise which was declared bankrupt and was liquidated and who was personally liable for the bankruptcy of such company or enterprise, where less than three years has elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

(4) person who was a legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of the law and who was personally liable, where less than three years have elapsed since the date of the revocation of the business license and the closure ordered;

(5) person who has a substantial amount of debts due and outstanding and has been listed as a dishonest person subject to enforcement by the People's Court;

(6) person who is subject to the CSRC's punishment which prohibits him/her from entering into the securities market for a period which has not yet expired;

(7) person who was subject to administrative penalty by the CSRC within the last three years, or was publicly reprimanded by a stock exchange in the past 12 months;

(8) person who is being suspected of having committed a crime and being investigated by a judicial authority or is suspected of having violated the law and regulations and being investigated by the CSRC, and no definite conclusion has been reached;

(9) other circumstances as stipulated in the laws, administrative regulations, departmental rules, other regulatory documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Any election or appointment of Directors in violation of this Article shall be invalid. The Company shall dismiss the Director if he/she involved in the said circumstances during his/her respective term of office.

Article 100 Directors shall be elected or replaced at a Shareholders' general meeting, and may be removed from their office by an ordinary resolution at a Shareholders' general meeting prior to the maturity of their term. The term of office of a Director shall be three years. A Director shall be eligible for re-election and re-appointment upon the expiry of term.

A Director's term of service commences from the date he takes office, until the current term of service of the Board ends. A Director shall continue to perform his/her duties as a Director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected Director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

A Director may serve concurrently as the general manager or other senior management, but the total number of Directors serving concurrently as the general manager or other senior management shall not be more than half of the Directors of the Company.

There are no employee representative Directors on the Board.

Article 101 The Directors shall comply with the laws, administrative regulations and the Articles of Association, take measures to avoid the conflict between their own interests and those of the Company, may not seek any improper interests by taking advantage of their powers and shall faithfully perform their following obligations to the Company:

(1) not to abuse their rights to accept bribes or other illegal income and not to misappropriate the properties of the Company;

(2) not to misappropriate the money of the Company;

(3) not to deposit any assets or money of the Company in any accounts under their names or in the names of other persons;

(4) not to violate the Articles of Association and lend the money of the Company to others or provide guarantee to others by charging the Company's assets without approval of the Shareholders' general meetings or the Board;

(5) not to enter into contracts or transactions with the Company in violation of the Articles of Association. Where a Director enters into a contract or conducts a transaction with the Company, directly or indirectly, he/she shall report to the Board or a Shareholders' general meeting on matters relating to the entering into of such contract or transaction, which shall be subject to the approval through a Board resolution or resolution at a Shareholders' general meeting in accordance with the provisions of the Articles of Association (this provisions shall apply to the contract or transaction entered into between the close family members of the Director, the enterprises directly or indirectly controlled by the Director or his close family members, and the related (connected) persons who have other related (connected) relationships with the Director, and the Company);

(6) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, except in any of the following circumstances:

    1. reporting to the Board or the Shareholders' general meeting and obtaining approval through resolutions by the Board or the Shareholders' general meeting as stipulated in the Articles of Association;

    2. according to laws, administrative regulations, or these Articles, the Company shall not utilize such business opportunity;

(7) not to accept commissions in relation to transactions between any third party and the Company;

(8) not to disclose the secrets of the Company without consent;

(9) not to use their connections to harm the interests of the Company;

(10) not to use his/her position in the Company for undue advantage;

(11) not to engage in business similar to that of the Company either for themselves or on behalf of others, without reporting to the Board or the Shareholders' general meeting and obtaining approval through resolutions by the Board or the Shareholders' general meeting as stipulated in the Articles of Association;

(12) to be bound by other duties of loyalty stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of places where the Company's shares are listed and the Articles of Association.

The Company shall be entitled to the income gained by the Directors in violation of this Article; the Director shall be liable for compensation if any loss is caused to the Company.

Article 102 The Directors shall comply with the laws, administrative regulations and the Articles of Association, exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties and shall diligently perform their following obligations to the Company:

(1) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;

(2) to treat all shareholders equally and fairly;

(3) to understand the operation and management of the Company in a timely manner;

(4) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;

(5) to provide all relevant information and materials required by the Audit Committee and shall not intervene the performance of duties of the Audit Committee;

(6) to ensure that they have reserved sufficient time and energy for participating in the Company's affairs and cautiously judging the risks and gains arising from the resolutions proposed; the Directors, in principle, shall attend the meeting of the Board in person. Any Director who authorises another Director to attend on his/her behalf due to certain reasons shall cautiously select a proxy, with specific and clear authorised matters and intent of decision-making, and shall not give carte blanche to his/her proxy;

(7) to focus on matters such as the operating condition of the Company and timely report relevant issues and risks to the Board, and shall not claim exemption from liability on the grounds that they are not familiar with the Company's business or do not understand the relevant matters;

(8) to actively promote the regulated operation of the Company, timely rectify and report the irregularities of the Company and support the Company to fulfil its social responsibilities;

(9) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of places where the Company's shares are listed and the Articles of Association.

Article 103 If any Director fails to attend in person or appoint other Directors to attend meetings of the Board for two consecutive times, such Director shall be deemed to have failed to perform his/her duties, and the Board shall propose to replace such Director at the Shareholders' general meeting.

Article 104 A Director may resign before expiry of his/her term of service. A Director shall submit a written resignation notice to the Board when he/she resigns. The Board shall disclose the relevant matter within two days.

If number of the member of Directors falls below the minimum statutory requirement due to a Director's resignation, the former Directors shall still perform their duties as Directors in accordance with the requirements of the laws, administrative regulations, departmental rules and the Articles of Association until an elected Director assumes his/her office.

Save for the circumstances referred to in the preceding paragraph, the Director's resignation takes effect upon delivery of his/her resignation report to the Board.

Article 105 When a Director's resignation takes effect or his/her term of service expires, the Director shall complete all transfer procedures with the Board. His/her loyal duties towards the Company and the shareholders do not necessarily cease within a reasonable period before or after the resignation report comes into effect or within a reasonable period after the end of his/her term of service. The duty of confidentiality in respect of trade secrets of the Company shall still be in effect when the resignation report is in effect or after the end of his/her term of office until such trade secrets become publicly available information. The specific term of loyalty obligations upon the effective or expiration of a Director's resignation is 2 years from the date on which the resignation becomes effective or the end of his/her term of office. The duration of other obligations shall be determined in accordance with the principle of fairness, depending on the length of time between the occurrence of the event and the departure, and the circumstances and conditions under which the relationship with the Company ends.

Article 106 Unless legally authorized by the Articles of Association or the Board, no Director shall act on behalf of the Company or the Board in his/her own name. When a Director acts in his/her own name while a third party reasonably considers such Director acts on behalf of the Company or the Board, such Director shall declare in advance his/her stand and capacity.

Article 107 A Director shall be personally liable for any loss suffered by the Company as a result of a violation of the laws, administrative regulations, departmental rules or the Articles of Association by him/her in the course of performing his/her duties.

If a Director causes losses to others in performing his/her duties, the Company shall be liable for compensation; the Director shall also be liable for compensation if there is intentionality or gross negligence on his/her part.

Article 108 The independent Directors shall comply with the relevant provisions of the laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Section 2 Board of Directors

Article 109 The Company shall have a Board accountable to the Shareholders' general meeting.

Article 110 The Board consists of 7 Directors, of which 3 are independent Directors. The Directors of the Company are elected by the Shareholders' general meeting. At any time, the Board shall consist of more than one-third of independent Directors and the total number of independent Directors shall not be less than three, of which at least one independent Director shall have the appropriate professional qualifications to meet regulatory requirements or have appropriate accounting or related expertise in financial management. The Board must have at least one director of a different gender.

Article 111 The Board shall exercise the following duties and functions:

(1) to convene the Shareholders' general meetings and report to the Shareholders' general meeting;

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

(3) to resolve on the Company's operational plans and investment plans;

(4) to prepare the profit distribution and loss recovery plans of the Company;

(5) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing thereof;

(6) to formulate plans for material acquisitions, purchase of Shares of the Company, or merger, division and dissolution of the Company as well as change of corporate form;

(7) to decide on, within the authority granted by the Shareholders' general meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and external donations;

(8) to decide on the establishment of internal management organizations of the Company;

(9) to decide on the appointment or dismissal of the general manager and secretary to the Board and other senior management officers of the Company, and to determine their remuneration, rewards and publishments; to decide on the appointment or dismissal of senior management officers including deputy general manager and chief financial officer of the Company based on the nominations by general manager, and to determine their remuneration, rewards and punishments;

(10) to set up the basic management system of the Company;

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

(12) to manage information disclosure matters of the Company;

(13) to propose to the Shareholders' general meeting the appointment or replacement of accounting firms which provide audit services to the Company;

(14) to listen to the work reports of general manager of the Company and review their work;

(15) to exercise other duties and powers conferred by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Matters beyond the scope of authorization of the Shareholders' general meeting shall be submitted to a Shareholders' general meeting for consideration.

Article 112 Matters within the terms of reference of the Board shall be passed by ordinary resolution of the Board, except for those matters which shall be passed by special resolutions of the Board as provided for in the laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, or in the Articles of Association.

Article 113 The Board of the Company shall explain to the Shareholders' general meeting regarding the non-standard auditors' advice given by a certified accountant in respect of the financial report of the Company.

Article 114 The Board shall formulate the Rules of Procedure for meetings of the Board, to ensure the implementation by the Board of the resolutions of the Shareholders' general meeting, higher efficiency and scientific decision-making.

The Rules of Procedure for the Board' meetings are annexed to the Articles of Association and shall be prepared by the Board and approved by a Shareholders' general meeting.

Article 115 The Board shall formulate stringent examination and approval system to determine the authority with respect to external investment, acquisition and sale of assets, asset pledge, external guarantee, consigned financial management, connected transactions, external donations, and organize relevant specialists or professional personnel to assess and examine any material investment projects, and report such investment projects to the Shareholders' general meeting for approval.

Transactions within the scope of the Company's ordinary business operations that meet one of the following criteria shall be submitted to the Board for review:

(1) the transaction amount accounts for more than 50% of the latest audited total assets of the Company, and the absolute amount exceeds $100 million;

(2) the transaction amount accounts for more than 50% of the audited operating revenues or operating costs of the Company in the most recent fiscal year, and the amount exceeds $100 million;

(3) the total profit expected to be generated from the transaction accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, and the amount exceeds $5 million;

(4) transactions that are required to be submitted to the Board for consideration and approval in accordance with the relevant provisions of the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(5) other transactions that may have a significant impact on the assets, liabilities, equity and results of operations of the Company.

Article 116 The Board has one chairman who shall be elected by the Board with more than half of all Directors.

Article 117 The chairman of the Board shall exercise the following powers:

(1) to preside over Shareholders' general meetings, and convene and preside over meetings of the Board;

(2) to supervise and review the implementation of resolutions passed by the Board;

(3) to sign the share certificates, corporate bonds and other marketable securities issued by the Company;

(4) to nominate the general manager and the secretary to the Board;

(5) to propose the convening of an interim Board when deemed necessary;

(6) in the event of emergency of force majeure such as catastrophic natural disaster, to enforce special discretion on the affairs of the Company in accordance with provisions of laws and the interests of the Company and to report to the Board of the Company or the Shareholders' general meeting afterwards;

(7) to exercise other powers conferred by the Board.

Article 118 If the chairman cannot or does not perform his/her duties, a Director jointly elected by more than half of the Directors shall convene and preside over the meeting.

Article 119 Board Meetings shall be held at least two times a year. Meetings shall be convened by the chairman of the Board. Written notice shall be given to all Directors at least 10 days (including the day the notice of the meeting issued and excluding the day of the meeting held) before the meeting is held.

Article 120 Interim Board meetings may be proposed to be convened by shareholders representing more than 10% of the voting rights, more than one half of the independent Directors, more than one-third of the Directors or the Audit Committee. The chairman of the Board shall convene the meeting within 10 days of receiving such proposal, and preside over the meeting.

Article 121 Notice of an extraordinary Board meeting shall be given by the Board in writing or by telephone, facsimile, e-mail or other means of communication or by personal delivery. The notice of the meeting shall be sent to all Directors and relevant senior management five days prior to the meeting. However, if there is no objection from the participating Directors or the matter is of an urgent matter, the meeting may be convened at any time on notice without being subject to the above notice period.

Article 122 A notice of the meeting of the Board shall include:

(1) date and venue of the meeting;

(2) duration of the meeting;

(3) subject matters and issues;

(4) date of notice.

Article 123 The Board meeting shall be held upon the attendance by more than half of Directors. Ordinary resolutions of the Board shall be passed by more than half of all Directors. If a resolution cannot be effectively passed at a Board meeting (with an equal number of votes in favor and against or not reaching the required approval ratio in the Articles of Association), the Chairman may announce a temporary suspension of voting and convene a second Board meeting within 15 days for reconsideration. Special resolutions shall be passed by more than two-thirds of all Directors, Special resolutions of the Board shall include: increase or reduction of the registered capital of the Company;

merger, division, dissolution, liquidation or change of corporate form of the Company; amendment to the articles of association of the Company; purchase or disposal of significant assets within one year, or provision of guarantees, where the amount thereof exceeds 30% of the latest audited total assets of the Company.

Resolutions of the Board are voted by way of poll with each Director having one vote.

Article 124 If any Director has connection with the enterprise involved in the resolution made at a Board meeting, the said Director shall not vote on the said resolution for himself/herself or on behalf of another Director. The Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolutions of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the meetings is less than three, the issue shall be submitted to the Shareholders' general meeting for consideration.

Article 125 The resolutions of the interim Board meetings may be made by means of communication such as telephone, video, facsimile, e-mail, etc. and signed by the participating Directors, provided that the Directors' opinions are fully expressed.

The voting on resolutions of the Board shall be conducted by open ballot.

Article 126 Directors shall attend the meetings of the Board in person. Where a Director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another Director to attend the meeting on his/her behalf. An independent Director may not appoint a non-independent Director to attend the meeting on his/her behalf. A Director shall not accept proxies from more than two Directors to attend a meeting of the Board on his/her behalf. A non-connected Director shall not appoint a connected Director to attend the meeting on his/her behalf when considering connected transactions.

The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing Director. A Director who attend the meeting on behalf of appointed Director shall exercise the rights of a Director within the scope of authority. Where a Director is unable to attend a meeting of the Board and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

Article 127 The Directors shall be responsible for the resolutions passed at Board meetings. If any resolution made by the Board violates the laws, administrative regulations or the Articles of Association or resolution of the Shareholders' general meeting, and causes any substantial serious losses to the Company, Directors who voted for the said resolution shall be liable for compensation to the Company. If it is proved

that any Director has expressed dissent during the voting and the such objection is recorded in the minutes of the meeting, the said Director may be exempt from any liability.

Article 128 The Board shall make minutes of its decisions on the matters discussed at the meeting and the Directors present at the meeting shall sign the minutes. If Directors have different opinions on the minutes of the meeting, they may attach an explanation to their signatures. The Company may also record Board meetings through audio and video recording.

The minutes of Board meetings shall be kept as the Company's record for a period of not less than 10 years.

Article 129 The minutes of the Board meeting shall include:

(1) the convening date, place and the convener's name of the meeting;

(2) names of Directors present and such Directors (proxies) attending by proxy;

(3) agenda of the meeting;

(4) key points of speeches of the Directors;

(5) the voting method and the results of each resolution (the number of votes in favor, against or abstain shall all be clearly indicated).

Section 3 Special Committees of the Board

Article 130 The Board shall establish an audit committee to exercise the powers and functions of the Board of Supervisors as stipulated in the Company Law.

Article 131 The Audit Committee shall consist of 3 non-executive Directors or independent Directors who do not serve as senior management personnel of the Company, and the convener shall be an accounting professional among the independent Directors.

Article 132 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external audit work and internal control. The following matters shall be submitted to the Board for deliberation only after being approved by more than half of all members of the Audit Committee:

(i) disclosure of financial information in financial statements and periodic reports, as well as internal control evaluation reports;

(ii) appointment or dismissal of the accounting firm that undertakes the audit engagements of the Company;

(iii) appointment or dismissal of the chief financial officer of the Company;

(iv) changes in accounting policies or accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;

(v) other matters prescribed by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 133 The Audit Committee shall hold at least one meeting every quarter. When two or more members propose or when the convener considers necessary, an extraordinary meeting may be convened. A meeting of the Audit Committee shall only be held with the presence of more than two-thirds of its members.

Voting on resolutions of the Audit Committee shall be conducted on the basis of one vote per member. Resolutions of the Audit Committee shall be passed by more than half of the members of the Audit Committee.

The resolutions of the Audit Committee shall be recorded in the minutes of meetings in accordance with rules, which shall be signed by members of the Audit Committee who attended the meeting.

The Board shall be responsible for preparation of the implementation rules of the Audit Committee.

Article 134 The Board of the Company has established other special committees, namely the Strategy Committee, the Nomination Committee and the Remuneration and Evaluation Committee. The special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and approval. The Board shall formulate the terms of reference for each of the special committees of the Board to regulate the operation of the special committees. The members of the special committees shall consist entirely of Directors, with each committee consisting of three members. The remuneration and appraisal committee and the nomination committee shall each have a majority of independent directors, with an independent director serving as convener. The nomination committee shall include at least one director of a different gender.

Article 135 The nomination committee is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

(i) nominating or removing directors;

(ii) appointing or dismissing senior management members;

(iii) other matters as provided by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Where the recommendations of the Nomination Committee are not adopted or are not fully adopted by the Board, the opinions of the Nomination Committee and the specific reasons for the non-adoption shall be recorded in a resolution of the Board and disclosed accordingly.

The Nomination Committee shall annually assess the qualifications of the directors. If it is found that the directors do not meet the qualifications, it shall promptly propose to the Board a suggestion for their removal.

Article 136 The remuneration and appraisal committee is responsible for formulating the evaluation criteria for directors and senior management and conducting the evaluation, preparing and reviewing the remuneration policies and programs for directors and senior management, such as the mechanism for determining the remuneration of directors and senior management, the decision-making process, payment and claw-back arrangements, and making recommendations to the Board on the following matters:

(i) the remuneration of directors and senior management;

(ii) formulating or changing the equity incentive scheme and employee share ownership scheme, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits;

(iii) arranging share ownership schemes for directors and senior management in the subsidiaries proposed to be spun off;

(iv) other matters as provided by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the recommendations of the remuneration and appraisal committee are not adopted or are not fully adopted by the Board, the opinions of the remuneration and appraisal committee and the specific reasons for the non-adoption shall be recorded in a resolution of the Board and disclosed accordingly.

Chapter 6 General Manager and Other Senior Management

Article 137 The Company shall have one general manager, who shall be appointed or removed by the Board.

The Company shall have a deputy general manager, a chief financial officer and a secretary to the Board. The general manager, deputy general managers, chief financial officer and secretary of the Board are the senior management of the Company.

Article 138 The provisions of the Articles of Association relating to the circumstances in which a person may not serve a Director shall also apply to senior management.

The Article 101 hereof concerning the faithful obligations required for Directors and items (4), (5) and (9) of Article 102 concerning the obligation of diligence required for Directors shall also apply the senior management of the Company.

Article 139 Any person holding any executive position working in the Controlling Shareholder or de facto controllers of the Company other than as a Director or Supervisor shall not serve as senior management of the Company.

Senior management of the Company shall receive salaries only from the Company and shall not be paid by the Controlling Shareholders on behalf of the Company.

Article 140 The general manager shall serve a term of three years and may serve consecutive terms upon reappointment.

Article 141 The general manager shall be accountable to the Board and exercise the following functions and powers:

(1) to manage the daily business operations of the Company, organize and implement the Board's resolutions, and report to the Board;

(2) to organize and implement the Company's annual business plans and investment plans;

(3) to prepare the plan for the establishment of internal management of the Company;

(4) to prepare the plan of the basic management system of the Company;

(5) to formulate the Company's specific rules;

(6) to propose to the Board the appointment or removal of the deputy general manager, chief financial officer and other senior management personnel of the Company;

(7) to decide to appoint or remove executives (other than those required to be appointed or removed by the Board);

(8) to consider and approve other connected transactions (other than those required to be approved by the Board or a Shareholders' general meeting;

(9) to exercise any other authority granted by the Articles of Association or the Board.

The general manager shall be present at the meetings of the Board.

Article 142 The general manager shall formulate his/her working rules, which shall come into effect upon approval by the Board.

Article 143 The working rules of general manager shall contain the following:

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

(2) specific duties and division of work of the general manager and other senior management;

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

(4) other matters which the Board considers necessary.

Article 144 The general manager may tender his/her resignation before the expiry of his/her term of office. The procedure for such resignation shall be governed by the employment contract between the general manager and the Company.

Article 145 The deputy general managers shall assist the general manager and be accountable to the general manager, and shall be entrusted by the general manager to be in charge of the relevant work and to issue the relevant business documents within the scope of his/her duties. When the general manager is unable to perform his/her duties, the deputy general managers may be entrusted by the general manager to perform the duties of the general manager.

Article 146 The Company has a secretary to the Board who is responsible for matters such as preparing the Company's Shareholders' general meetings and Board meetings, safekeeping documents, managing the information of the Company's shareholders and handling information disclosures.

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

Article 147 The senior management shall be liable for any loss caused to the Company if they have violated any laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other security regulatory rules of the place where the Company's shares are listed or the Articles of Association in the course of performing their duties of the Company.

If a senior management causes losses to others in performing his/her duties, the Company shall be liable for compensation; the senior management shall also be liable for compensation if there is intentionality or gross negligence on his/her part.

Article 148 The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the senior management of the Company fails to perform their duties faithfully or violates their obligations of integrity and causes damage to the interests of the Company and the public shareholders, they shall be liable for compensation in accordance with the law.

Chapter 7 Financial and Accounting System, Distribution of Profits and Audit

Section 1 Financial and Accounting System

Article 149 The Company shall formulate its financial accounting system in accordance with the laws, administrative regulations and the regulations of the competent financial authorities. Where the securities regulatory authorities of the place where the Company's shares are listed stipulate otherwise, such stipulations shall prevail.

Article 150 The Company shall prepare its annual financial reports within four months after the end of each financial year, and its interim financial reports within two months after the end of the first half of each financial year. The aforesaid financial reports shall be prepared in accordance with relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed.

Article 151 The Company shall not set up other account books except for the statutory account books. No assets of the Company may be deposited into any individual's account.

Article 152 When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory reserve fund. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocation is required.

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

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

After making up for the losses and making contributions to the reserve fund, any remaining after-tax profits shall be distributed to the shareholders in proportion to their respective shareholdings, except for those distributions not pursuant to the ratio of the shareholding as provided by the Articles of Association.

If the Company has, in violation of the provisions of the preceding paragraph, distributed profits to the shareholders, the shareholders shall return the profits distributed in violation of the provision to the Company. Shareholders and the liable Directors and senior management shall be liable for compensation for any losses caused to the Company.

The Company shall not be entitled to any distribution of profits in respect of the shares held by it.

Article 153 The reserve fund of the Company shall be applied to make up for the Company's losses, expand its business operations or increase its capital.

Where the reserve funds are used to make up the Company's losses, the discretionary reserve fund and statutory reserve fund shall be firstly used; if losses still cannot be made up, the capital reserve fund may be used according to the relevant provisions.

Upon the transfer of the statutory reserve fund into capital, the balance of the fund shall not be less than 25% of the registered capital of the Company before such transfer.

Where the Company still incurs losses after making up its losses in accordance with Paragraph 2 of this Article, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or calls on share. The provisions of the Paragraph 1 of Article 184 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding of the Article. The Company shall publish an announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on the reduction of its registered capital at Shareholders' general meeting. After reducing its registered capital in accordance with the provisions of the preceding of the Article, the Company shall not distribute profits until the cumulative amount of its statutory common reserve fund and discretionary common reserve fund reaches 50% of its registered capital.

Article 154 After the resolution on the profit distribution plan is approved at the Shareholders' general meeting of the Company, the Board of the Company shall complete the distribution of dividends (or shares) within two months after conclusion of the Shareholders' general meeting.

Article 155 The Company shall emphasize reasonable investment returns to Shareholders and its profit distribution shall emphasize on investors' reasonable investment returns to shareholders while facilitating the long-term development of the Company. The Company shall adopt consistent and stable profit distribution policies while complying with relevant provisions of laws and regulations. The Company may distribute dividends in the form of cash or shares. In the event that the Company has

distributable profits, the Board of the Company may make a plan for the distribution of dividends in cash and/or in shares in the light of the Company's business and financial conditions.

Section 2 Internal Audit

Article 156 The Company shall implement an internal audit system, where dedicated auditors carry out the internal audit and supervision over the revenue and expenditure and the economic activities of the Company.

Article 157 The internal audit system of the Company and the duties of the auditing staff shall be subject to the approval of the Board.

The officer in charge of internal audit shall be accountable to the Board and report his/her work to the same.

Section 3 Engagement of Accounting Firm

Article 158 The Company shall engage an accounting firm which is qualified under the provisions of the Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, to perform audits of accounting statements, verify net assets and provide other relevant consultation services. The term of such engagement is one year and renewable.

Article 159 The engagement of an accounting firm by the Company shall be determined at the Shareholders' general meeting, and the Board shall not engage an accounting firm before any decision is made at the Shareholders' general meeting.

Article 160 The Company shall ensure to provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

Article 161 Remuneration of the accounting firm shall be determined by shareholders in a Shareholders' general meeting.

Article 162 A 10-day prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the engagement thereof. The accounting firm is entitled to make representations at the Shareholders' general meeting of the Company before the voting on a resolution regarding the removal of such accounting firm is conducted thereat.

Where the accounting firm resigns, it shall make clear to the Shareholders' general meeting whether there has been any impropriety on the part of the Company.

Chapter 8 Notice and Announcement

Section 1 Notice

Article 163 A notice of the Company shall be sent by:

(1) hand;

(2) mail or email;

(3) public announcement;

(4) other means specified in the Articles of Association.

Article 164 Notice given by the Company by way of announcement shall be deemed to have been received by all relevant persons once it is published.

Article 165 Any notice of convening a Shareholders' general meeting shall be given by hand, mail, email, fax, public announcement or other means specified in the Articles of Association.

Article 166 Any notice of convening a meeting of the Board shall be given by hand, mail, email, fax, public announcement or other means specified in the Articles of Association.

Article 167 If a notice of the Company is delivered by hand, the date of service shall be the date when the recipient signed (or stamped) to acknowledge receipt of the same; for notice of the Company sent by mail, the date of service shall be the fifth day from the date on which the post office receives the notice; if the Company's notice is sent by email, the date of service shall be the date when the email enters the mailbox system designated by the person to be served; if the Company's notice is sent by fax, the date of service shall be the date when the fax enters the designated receiving system of the person to be served; if it is issued by announcement, the date of delivery shall be the date when the Company publishes the first announcement.

Article 168 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting and resolution adopted thereat.

Section 2 Announcement

Article 169 The Company shall make announcements and disclosures to shareholders of unlisted shares in China through newspapers and websites designated by the laws, administrative regulations or the relevant regulatory authorities in China. Where an announcement is required to be made to the H Shareholders in accordance with the Articles of Association, such announcement shall at the same time be published in the designated newspapers, websites and/or the Company's website in accordance with the

methods stipulated in the Hong Kong Listing Rules. All notices or other documents required to be sent by the Company to the Hong Kong Stock Exchange pursuant to Chapter 13 of the Hong Kong Listing Rules shall be in English or be accompanied by signed and certified translations in English.

Chapter 9 Merger, Division, Increase and Reduction of Capital, Dissolution and Liquidation

Section 1 Merger, Division, Increase and Reduction of Capital

Article 170 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, the original companies will be dissolved.

Article 171 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution approving the merger and shall publish a public announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within 30 days after the receipt of the written notification, or in the event that no such notification is received, within 45 days after the date of the announcement.

Article 172 Upon the merger, receivables and indebtedness of each of the merging parties shall be assumed by the company which survives the merger or the newly established company.

Where the Company merges with a company in which it holds 90% or more of the shares, the company being merged is not, subject to the approval of the general meeting but it shall notify the other shareholders, and the other shareholders shall have the right to request the Company to purchase their equity or shares at a reasonable price. Where the consideration for the merger payable by the Company does not exceed 10% of its net assets, the merger is not subject to the approval of general meeting. Any merger of the Company not subject to the approval of Shareholders' general meeting under this Article shall be subject to the approval of the Board.

Article 173 Where there is a division of the Company, its assets shall be divided up accordingly.

In the event of division of the Company, the parties shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution approving the division and shall publish a public announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days thereafter.

Debts of the Company prior to division shall be assumed jointly by the companies which exist after the division, unless agreed otherwise in the written agreement signed between the Company and creditors in respect of settlement of such debts prior to the division.

Article 174 A balance sheet and an inventory of assets shall be prepared by the Company if it needs to reduce its registered capital. The Company shall notify its creditors within 10 days from the date of the resolution for reduction of registered capital and shall publish a public announcement on the newspaper(s) or National Enterprise Credit Information Publicity System within 30 days thereafter. The creditors are entitled to require the Company to settle the loans or to provide corresponding guarantees within 30 days after the receipt of the written notification, or in the event that no such notification is received, within 45 days after the date of the announcement.

In case of any reduction in registered capital, unless otherwise provided by laws or the Articles of Association, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the capital contributed by the shareholders or their shareholdings.

The registered capital of the Company after reduction shall not be less than the statutory minimum amount.

Article 175 The Company shall, in accordance with law, apply for change in its registration particulars with the company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.

Where the Company increase or reduce its registered capital, the Company shall, in accordance with law, apply for change in its registration with the company registration authorities.

Section 2 Dissolution and Liquidation

Article 176 The Company shall be dissolved upon the occurrence of the following events:

(1) the term of its operations set out in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;

(2) a resolution for dissolution is passed by shareholders at a Shareholders' general meeting;

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

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

(5) the Company's business license is revoked or the Company is ordered to close down or be de-registered according to laws;

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

In the event of occurrence of any cause leading to the dissolution of the Company as stipulated in the preceding paragraph, such dissolution cause shall be published on the National Enterprise Credit Information Publicity System within 10 days upon its occurrence.

Article 177 The Company may continue to exist by amending the Articles of Association or with approval of the Shareholders' general meeting in the event of the circumstance as set forth in item (1) and item (2) of Paragraph 1 of Article 176 of the Articles of Association, if no property has been distributed to its shareholders.

The amendment to the Articles of Association or obtaining approval of Shareholders' general meeting according to the preceding article shall be passed by two-thirds of the voting rights held by shareholders present at the Shareholders' general meeting.

In the case of dissolution of the Company under items (1), (2), (5) and (6) of Paragraph 1 of Article 176 hereof, the Company shall be liquidated. The Directors, who are the liquidation obligors of the Company, shall form a liquidation committee to carry out liquidation within 15 days from the date of occurrence of events giving rise to dissolution. The members of the liquidation committee shall be determined by the Board

or the Shareholders' general meeting. Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

In case no liquidation committee is established within the specified period to commence liquidation or failing to carry out the liquidation after its formation, any interested party may apply to the People's Court to designate relevant personnel to form a liquidation committee and commence liquidation.

Article 178 Upon the establishment of the liquidation committee, the powers and duties of the Board and the general manager shall cease immediately. During the liquidation period, the Company shall not commence any new business activities.

Article 179 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

(1) to inform creditors by a notice or public announcement;

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

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

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

(5) to settle claims and debts;

(6) to allocate the residual assets remaining after repayment by the Company of its debts;

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

Article 180 The liquidation committee shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make a public announcement in the designated newspaper and periodicals or the National Enterprise Credit Information Publicity System and in the manner required by the stock exchange of the place where the shares of the Company.

Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation committee. Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights and provide the evidentiary materials. The liquidation committee shall register the creditors' rights.

The liquidation team may not clear off any of the debts of any creditors during the period of filing creditors' rights.

Article 181 After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the Shareholders' general meeting or the People's Court for confirmation.

The remaining assets after paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed in proportion to shareholding of the shareholders.

During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not related to liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's assets shall not be distributed to shareholders.

Article 182 If the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law. After the People's Court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 183 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, and submitted the same to the Shareholders' general meeting or the People's Court for confirmation.

The liquidation committee shall apply for deregistration of the Company from the date of confirmation of the liquidation report by the Shareholders' general meeting or the People's Court and report the same to the Company's registrar.

Article 184 The members of the liquidation committee shall devote themselves to their duties and fulfill their obligations of liquidation according to laws. None of the members of the liquidation committee may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the assets of the Company. If a member of the liquidation committee neglects to perform the liquidation duties and causes losses to the Company, he/she shall be liable for compensation; where any members of the liquidation committee cause any loss to the creditor with intention or due to gross negligence, he/she shall be liable to make compensation.

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

Chapter 10 Amendment to Articles of Association

Article 186 Under any one of the following circumstances, the Company shall amend its Articles of Association:

(1) after the amendment of the Companies Law or relevant laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the provisions of the Articles of Association are in conflict with the provisions of the amended laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(2) the changes that the Company have undergone are inconsistent with the records made in the Articles of Association;

(3) the Shareholders' general meeting decides that the Article of Association should be amended.

Article 187 Amendments to the Articles of Association passed by resolutions at the Shareholders' general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval; where the amendments involve the registered particulars of the Company, procedures for change of registration shall be handled in accordance with the law.

Article 188 The Board shall amend the Articles of Association according to the resolutions of the Shareholders' general meeting and the opinions of the relevant competent authority.

Article 189 Any amendments to the Articles of Association that involve information to be disclosed as required by the laws and regulations, shall be publicly announced as required.

Chapter 11 Supplementary Provisions

Article 190 Definitions

(1) controlling shareholder means a shareholder whose shareholding accounts for more than 50% of the total share capital of the Company; or a shareholder whose shareholding is less than 50%, but the voting rights attaching to the shares held by such shareholder are sufficient to exert a material influence on the resolutions of the shareholders' meeting.

(2) de facto controller means a person who, though not a shareholder, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company;

(3) connected, connected transactions and connected persons as defined in accordance with the Hong Kong Listing Rules.

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

Article 192 The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association in any other language or of different version and the Articles of Association, the Chinese version of the Articles of Association last registered with the company registration authority shall prevail.

Article 193 The term "not less than", "within", "not more than", as stated in the Articles of Association shall all include the given figure; the term "not exceeding", "except", "less than", "over" shall all exclude the given figure.

Article 194 In the event that any of the provisions in the Articles of Association are inconsistent with the laws, regulations, rules and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, such laws, regulations, rules and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed shall prevail.

Article 195 The Board shall be responsible for the interpretation of the Articles of Association.

Article 196 Annexes to the Articles of Association include the Rules of Procedure for Shareholders' general meetings, the Rules of Procedure for Meetings of the Board.

Article 197 If the state has other regulations on preference shares, such regulations shall prevail.

Article 198 The Articles of Association shall become effective and enforceable from the date of the approval by the resolution at the Shareholders' general meeting. The Original Articles of Association of the Company shall automatically become null and void as of the effective date of the Articles of Association.