China International Capital Corporation Limited

中國國際金融股份有限公司

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

(Stock Code: 03908)

Articles of Association

(Amended at the second extraordinary shareholders' meeting of 2026 of China International Capital Corporation Limited on November 23, 2026)

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Articles of Association

China International Capital Corporation Limited

Chapter 1 General Provisions

Article 1 This Articles of Association (the "**Articles of Association**") is formulated in accordance with the Company Law of the People's Republic of China (the "**Company Law**"), Securities Law of the People's Republic of China (the "**Securities Law**"), Regulation on the Supervision and Administration of Securities Companies (the "**Administration Regulation**"), Guidelines for the Articles of Association of Listed Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and other laws, administrative regulations and relevant regulatory rules (collectively, the "**Relevant Laws and Regulations**"), to safeguard the legitimate rights and interests of China International Capital Corporation Limited (the "**Company**"), its shareholders, employees and creditors, and to regulate the organization and activities of the Company.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other Relevant Laws and Regulations.

The Company's predecessor, China International Capital Corporation Limited (中国国际金融有限公司), is a Sino-foreign joint venture company with limited liability established in 1995 with the approval from the People's Bank of China. By means of promotion by the existing shareholders of China International Capital Corporation Limited (中国国际金融有限公司), China International Capital Corporation Limited (中国国际金融有限公司) was restructured into a joint stock limited company in 2015 in accordance with the law. The Company was registered with the Beijing Administration for Industry and Commerce on June 1, 2015 and obtained a business license for corporate legal person (unified social credit code: 91110000625909986U).

Article 3 The registered name of the Company: 中国国际金融有限公司

The abbreviated Chinese name of the Company: 中金公司

The English name of the Company: China International Capital Corporation Limited

The abbreviated English name of the Company: CICC

Article 4 Address of the Company: 27th & 28th Floors, China World Tower 2, 1 Jianguomenwai Avenue, Chaoyang District, Beijing, China

Postal Code: 100004
Telephone: (+86-10) 6505 1166
Facsimile: (+86-10) 6505 1156

Article 5 The Company's registered capital is RMB7,931,378,027.

Article 6 The Company is a joint stock limited company with perpetual existence.

Article 7 The Chairman of the board of directors shall be the legal representative of the Company. Where the Chairman of the board of directors resigns, such person shall be deemed to have resigned as the legal representative at the same time.

Article 8 Total capital of the Company is divided into shares with same par value per share. The shareholders shall assume their liabilities to the extent of their respective subscribed shares in the Company, and the Company shall be liable to the extent of its total property for its debts.

The Company may invest in other organizations such as limited liability companies and joint stock limited companies. It shall be liable to the extent of the amount of its investments in such invested companies.

Article 9 The Company shall establish the organization of the Communist Party of China in accordance with the Constitution of the Communist Party of China, the Company Law, and other relevant regulatory documents. The Party Committee shall give play to its leadership role in setting direction, keeping in mind big picture and ensuring implementation.

The Company shall establish working organs of the Party, deploy sufficient staff for Party-related work, and ensure the sufficient funding for the organization of the Party.

Article 10 The Articles of Association shall become effective upon the consideration and approval of the shareholders' meeting of the Company.

The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, and the rights and obligations between the Company and each shareholder and among the shareholders. The Articles of Association shall be binding on the Company and its shareholders, directors and members of senior management (the "**Senior Management**"). All aforementioned persons shall be entitled to claim their rights regarding matters related to the Company in accordance with the Articles of Association.

Senior Management refers to the Company's president, vice president, assistant to the president, members of the Management Committee, chief financial officer ("**CFO**"), chief risk officer ("**CRO**"), chief compliance officer ("**CCO**"), secretary of the board of directors, chief information officer ("**CIO**") and other personnel holding important positions who are appointed by the board of directors.

In accordance with the Articles of Association, shareholders may sue other shareholders, shareholders may sue directors and Senior Management of the Company, shareholders may sue the Company, and the Company may sue the shareholders, directors and Senior Management.

Chapter 2 Business Scope and Objectives

Article 11 The Company's business objectives: to adhere to the original mission of "Chinese Roots and International Reach", and be committed to building China's world-class investment bank. To unswervingly follow the path of financial development with Chinese characteristics, integrate the financial culture with Chinese characteristics of honesty, righteousness, prudence, innovation and compliance into the whole process of operation and management, actively practice the securities industry cultural concepts of "Compliance, Integrity, Professionalism and Stability", adhere to the CICC's values of By the People and For the Nation, Customer First, Diligence and Professionalism, serve national strategies and the development of the real economy, provide customers with high-quality and full-lifecycle comprehensive financial services, effectively protect the legitimate rights and interests of investors, fulfill corporate social responsibility, and create long-term value for shareholders, customers, employees and the society.

Article 12 Approved by the relevant regulatory authorities and registered in accordance with the law, the Company's business scope covers: securities business; foreign exchange business; public securities investment fund sales; intermediary introduction business provided by securities companies to futures companies; custodian business for securities investment funds.

Article 13 The Company may establish subsidiaries or branches to conduct businesses, including private fund business, alternative investment business and financial information technology support service, etc., as approved by competent authorities or as permitted by laws and regulations.

Article 14 The Company shall establish and improve its management system for integrity practices, promote the concept of integrity, implant integrity culture, specify the code of integrity practices, implement the requirements on prevention and control of risks concerning integrity practices, intensify supervision over integrity practices, construct a long-term mechanism for prevention and control of risks concerning integrity practices, prevent various behaviors of transferring or seeking improper interests, protect the legitimate rights and interests of investors, and ensure the Company's compliant operation and sustainable and healthy development.

Article 15 The Company and all its employees shall observe the Company's management objectives and general requirements for integrity practices, strictly abide by laws and regulations, regulatory provisions and industry self-discipline rules, observe social moralities, business ethics, professional ethics and all applicable codes of conduct in the course of carrying out business and relevant activities, compete fairly, do business legally, be faithful, diligent, honest and trustworthy, and never directly or indirectly transfer unjustified interests to others or seek for unjustified interests.

Chapter 3 Shares

Section 1 Issuance of Shares

Article 16 The shares of the Company shall take the form of stocks.

The Company shall have ordinary shares at all times; it may have other classes of shares in accordance with its needs upon permission for registration from or fulfilment of relevant procedures of the departments authorized by the State Council.

Article 17 Shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Shares of the same class rank pari passu with each other.

For 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 the shares subscribed by subscribers, the same price is paid for each of such shares.

Article 18 All the shares issued by the Company have a par value, which shall be RMB1.00 for each share.

Article 19 Subject to the fulfilment of relevant procedures of the securities regulatory authorities of the State Council or other relevant regulatory authorities, the Company may issue shares to domestic and foreign investors.

For the purposes of the preceding paragraph, "**foreign investors**" shall refer to investors from foreign countries or from the Hong Kong Special Administrative Region ("**Hong Kong**"), Macau Special Administrative Region or Taiwan who subscribe for the shares issued by the Company; and "**domestic investors**" shall refer to investors within the People's Republic of China (excluding the aforementioned regions), who subscribe for shares issued by the Company.

Article 20 Shares issued by the Company to domestic investors for subscription in RMB are referred to as domestic shares. Shares that are listed and traded on domestic stock exchanges upon fulfilment of relevant procedures of the authorized departments of the State Council and issuance are referred to as domestic listed shares. Shares issued by the Company for foreign investors to subscribe in foreign currency are referred to as foreign shares. Shares that are listed and traded on overseas stock exchange upon fulfilment of relevant procedures of the authorized departments of the State Council and issuance and with approvals from overseas securities regulatory authorities are referred to as overseas-listed shares.

Foreign currencies mentioned in the preceding paragraph refer to legal tenders of other countries or regions other than RMB that are recognized by the competent authorities of the State Administration of Foreign Exchange for contribution of share capital to the Company.

Holders of domestic listed shares and overseas-listed shares of the Company have equal rights in any distribution by way of dividend or otherwise.

Article 21 Subject to the approval of the authorities authorized by the State Council and upon the restructuring of the Company into a joint stock limited company, 1,667,473,000 shares, representing 100% of the then total number of ordinary shares that may be issued by the Company, were issued to the following ten promoters of the Company: Central Huijin Investment Ltd., GIC Private Limited, TPG Asia V Delaware, L.P., KKR Institutions Investments L.P., China National Investment and Guaranty Corporation, Mingly Corporation, The Great Eastern Life Assurance Company Limited, China Jianyin Investment Ltd., JIC Investment Co., Ltd. and China Investment Consulting Co., Ltd. The promoters subscribed for the shares with the net assets of China International Capital Corporation Limited (中國國際金融有限公司), and the capital contribution was completed on May 15, 2015. Upon the completion of the change of the form of the Company, the Company's total paid-in capital was 1,667,473,000 shares, with a par value of RMB1.00 per share.

Article 22 The total number of issued shares of the Company is 7,931,378,027 shares. The structure of the share capital of the Company is: 7,931,378,027 shares of ordinary shares including 6,027,663,599 shares of domestic listed shares, representing 76.00% of the total number of ordinary shares issued by the Company, and 1,903,714,428 shares of overseas listed foreign shares, representing 24.00% of the total number of ordinary shares issued by the Company.

Article 23 The Company or its subsidiaries (including its affiliates) shall not provide financial assistance, in the form of gifts, advances, guarantees, loans, to others to acquire the shares of the Company or its parent company, except where the Company implements employee stock ownership plans.

For the interests of the Company, upon a resolution at the shareholders' meeting or a resolution by the board of directors pursuant to the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance to others to acquire the shares of the Company or its parent company, provided that the total cumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions of the board of directors shall be passed by two-thirds or more of all directors.

The Company or its subsidiaries (including its affiliates) that engage in the above-mentioned acts shall comply with the Relevant Laws and Regulations.

Article 24 The Company may implement incentive mechanisms such as share incentives and employee stock ownership plans in accordance with relevant laws and regulations and the Articles of Association.

The Company's incentive mechanisms shall be conducive to enhancing its innovative development capabilities and promoting sustainable development, and shall not infringe the legitimate rights and interests of the Company and its shareholders.

Section 2 Increase/Deduction of Capital and Buy-back of Shares

Article 25 The Company may, based on its business and development needs and in accordance with the Relevant Laws and Regulations, increase its registered capital in the following manners upon resolutions being adopted by the shareholders' meetings:

(I) by offering of shares to non-specific objects;

(II) by offering of shares to specific objects;

(III) by issuing bonus shares to its existing shareholders;

(IV) by capitalizing its capital common reserve;

(V) by any other means stipulated by laws and regulations and the relevant regulatory authorities.

The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated in the relevant laws and regulations of the PRC.

Article 26 According to the Articles of Association, the Company may reduce its registered capital. The Company may reduce its registered capital in accordance with the procedures provided in the Company Law and other relevant requirements and the Articles of Association.

Article 27 In the event of reduction of registered capital, the Company shall prepare a balance sheet and a list of properties.

The Company shall notify its creditors within ten (10) days from the date of the resolution of the shareholders' meetings on reduction of registered capital and shall make an announcement in newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days of the date of the resolution approving the reduction. A creditor shall have the right either within thirty (30) days of receipt of notice, or within forty-five (45) days of the date of the first announcement if he has not received a notice, to require the Company to settle indebtedness or provide security for the indebtedness.

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

In the event of reduction of registered capital, the amount of investments or shares shall be reduced in proportion to the shares held by shareholders, unless otherwise required by laws or the Articles of Association.

Article 28 Where the Company still incurs losses after making up for its losses in accordance with Article 212 of the Articles of Association, 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 neither make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contributions or payments for shares.

The provisions of the Paragraph 2 of Article 27 of the Articles of Association shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Company shall make an announcement in newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days from the date of the resolution of the shareholders' meetings on reduction of registered capital.

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

Article 29 If the reduction of the registered capital is in violation of the Company Law or other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and Senior Management shall be liable for compensation.

Article 30 The Company shall not buy back its shares except for any of the following circumstances:

(I) reducing the Company's registered capital;

(II) merging with companies which hold shares in the Company;

(III) using shares for employee stock ownership plans or share incentives;

(IV) acquiring shares held by shareholders who vote against any resolution proposed in any shareholders' meeting on the merger or division of the Company upon their request;

(V) using shares for the conversion of corporate bonds issued by the Company that can be converted into shares;

(VI) the necessity for the Company to safeguard its value and shareholders' interest.

Buy-back of the Company's shares under circumstances specified in item (I) and item (II) of the preceding paragraph shall be subject to the approval of the shareholders' meeting. Buy-back of the Company's shares under circumstances specified in item (III), item (V) and item (VI) of the preceding paragraph shall, after obtaining the specific authorization by the shareholders' meeting held at that time to the board of directors, be subject to the approval of the board of directors attended by two-thirds or more of the directors.

Where the laws, regulations and relevant provisions of the securities regulatory authorities at the places where the Company's shares are listed have any other provisions in respect of the matters relating to the aforesaid share buy-back, such provisions shall prevail.

Article 31 The Company may buy back the Company's shares through open centralized trading, or through other means approved by laws, regulations, or the securities regulatory authorities of the places where the Company's shares are listed.

Buy-back of the Company's shares under circumstances specified in item (III), item (V) and item (VI) of the first paragraph of Article 30 of this Articles of Association, shall proceed through open centralized trading.

Article 32 For any buy-back of the Company's shares pursuant to the first paragraph of Article 30 of this Articles of Association, shares bought back pursuant to item (I) shall be cancelled within ten (10) days from the date of the buy-back; for those circumstances described in items (II) and (IV), the shares shall be transferred or cancelled within six (6) months; for those circumstances described in items (III), (V) and (VI), the total number of the Company's shares held by the Company shall not exceed 10% of the total number of issued shares of the Company, and shall be transferred or cancelled within three (3) years.

Where the laws, regulations and relevant provisions of the securities regulatory authorities at the places where the Company's shares are listed have any other provisions in respect of the matters relating to the aforesaid share buy-back, such provisions shall prevail.

The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.

Section 3 Transfer of Shares

Article 33 Shares of the Company shall be transferred in accordance with the law.

Transfer of overseas-listed shares listed in Hong Kong requires registration by the share registrar in Hong Kong appointed by the Company.

Article 34 The Company shall not accept any pledge with its own shares as the subject matter.

Article 35 The shares of the Company issued prior to the Company's public offering of shares shall not be transferred within one (1) year from the date the shares of the Company being listed and traded on the stock exchange(s). The directors and Senior Management of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% per annum of the total number of the shares of the Company held by them during their term of office, unless such changes are caused by compulsory judicial enforcement, inheritance, legacy or distribution of properties in accordance with the laws. The shares of the Company held by them shall not be transferred within one (1) year from the date the shares of the Company being listed and traded on the stock exchange(s). The aforementioned person(s) shall not transfer the shares of the Company held by them within six (6) months commencing from the termination of their service.

Article 36 Where a shareholder holding 5% or more of the shares, a director or Senior Management of the Company sells any shares or other securities with the nature of equity that he/she/it holds in the Company within six (6) months after his/her/its purchase thereof, or purchases the shares or other securities with the nature of equity within six (6) months after his/her/its sale thereof, the profits therefrom shall be owned by the Company, and the board of directors of the Company shall take back such profits, except for a securities company holding 5% or more of the shares as a result of purchasing the remaining unsold shares underwritten by it on a firm-commitment or standby basis or any other circumstances prescribed by the securities regulatory authorities of the State Council.

The shares or other securities with the nature of equity held by a director, Senior Management or a natural person shareholder as mentioned in the preceding paragraph shall include the shares or other securities with the nature of equity held by his/her spouse, parents, and children and held through any other person's account.

Where the board of directors of the Company fails to take action according to the provision of the first paragraph of this Article, the shareholders shall have the right to require the board of directors to take action within 30 days. If the board of directors of the Company fails to take action during the aforesaid period, the shareholders shall have the right to directly institute an action in the People's Court in its own name for the interest of the Company.

Where the board of directors of the Company fails to take action according to the provision of the first paragraph of this Article, the liable directors shall be jointly and severally liable in accordance with the law.

Article 37 All overseas-listed shares listed on The Stock Exchange of Hong Kong Limited (the "**HKEX**") which have been fully paid in may be freely transferred in accordance with the Articles of Association; provided, unless such transfer complies with the following requirements, the board of directors may refuse to acknowledge any instrument of transfer and will not need to provide any reason therefor:

(I) transfer documents and other documents relating to or affecting the title to any shares shall be registered, and the expense for registration shall be paid to the Company in an amount as stipulated in the Listing Rules;

(II) the instrument of transfer involves only the overseas-listed shares listed on HKEX;

(III) the stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid;

(IV) the relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the right to transfer such shares shall be provided;

(V) if the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four (4);

(VI) the Company does not have any lien over the relevant shares.

If the board of directors refuses to register the transfer of shares, it shall serve a notice of refusal of such transfer of shares to the transferor and the transferee within two (2) months from the date when the formal application of such transfer is submitted.

Article 38 All overseas-listed shares listed in Hong Kong shall be transferred by an instrument in writing in any usual or common form or any other form which the board of directors accepts (including the prescribed form or transfer form as required by the HKEX from time to time). The instrument of transfer may be executed by hand or (if the transferor or the transferee is a company) affixed with the Company's seal. If the transferor or the transferee is a recognized clearing house (the "**Recognized Clearing House**") as defined by the relevant regulations of the laws of Hong Kong in effect from time to time or the agent thereof, the transfer form may be executed by hand or by machine imprinted signatures.

All transfer instruments shall be kept at the legal address of the Company or any address specified by the board of directors from time to time.

Section 4 Equity Administration Affairs

Article 39 The chairman of the board of directors of the Company is the first responsible person for handling equity administration affairs of the Company. The secretary of the board of directors of the Company shall assist the chairman and is the direct responsible person for handling equity administration affairs.

Article 40 The office of the board of directors of the Company is the office that handles equity administration affairs of the Company, which organizes and implements the work related to equity administration affairs.

Article 41 The Company shall make arrangements for risk prevention during the period of change of registered capital or equity to ensure that the Company's normal operations and the interests of clients are without prejudice.

Where approval by the securities regulatory authorities of the State Council is required according to law, shareholders of the Company shall continue to exercise their voting rights independently according to the proportion of their shareholdings prior to the approval. The equity transferor may not recommend the relevant personnel of the equity transferee to serve as directors and Senior Management of the Company, or transfer the voting rights in any disguised form.

Article 42 Shareholders of the Company shall fully understand their conditions, rights and obligations, be fully aware of the Company's operating management, potential risks and other information, have reasonable investment expectation and truthful willingness to make capital contributions, and perform the necessary internal decision procedures.

Article 43 The shareholding period of the shareholders shall comply with laws, administrative regulations and relevant regulations of the securities regulatory authorities of the State Council.

Where the principal assets of the Company's shareholders are the equity of the Company, the controlling shareholder and the actual controller of the shareholders shall abide by the same lock-up period as the shareholders of the Company with respect to the equities of the Company under their control, with the exception of situations recognized by the securities regulatory authorities of the State Council in accordance with law.

Article 44 Shareholders shall not pledge the equity of the Company held by them during the equity lock-up period. Upon the expiry of the equity lock-up period, the proportion of the Company's equity held by a shareholder that is pledged shall not exceed 50% of the proportion of the Company's equity held by such shareholder.

Where shareholders pledge their equity, they shall not prejudice the interests of other shareholders and the Company, and may not agree to exercise the shareholder's rights such as voting rights by the pledgee or other third parties, or transfer control over the Company's equity in a disguised form.

The provision of the first paragraph of this Article shall not apply to shareholders holding 5% or less of the Company's equity.

Article 45 Shareholders of the Company, their controlling shareholders and actual controllers shall not:

(I) make false and discrepant capital contribution, withdraw capital contribution or withdraw capital contribution in disguised form;

(II) intervene in the business and management of the Company in violation of laws, regulations and requirements stipulated by the Articles of Association;

(III) abuse their right or influence, occupy the assets of the Company or clients to carry out benefits transmission, which infringes the legitimate rights and interests of the Company, other shareholders or clients;

(IV) illegally require the Company to provide financing or guarantee for them or their related parties, or force, instruct, assist or accept the Company to provide financing or guarantee with the assets of its securities brokerage clients or securities asset management clients;

(V) conduct improper related-party transactions with the Company and use the influence on the Company's operation and management to obtain improper benefits;

(VI) entrust others or accept any entrustment from others to hold or manage the Company's equity without approval, accept or transfer control over the Company's equity in disguise;

(VII) other actions prohibited by the securities regulatory authorities of the State Council.

The Company, its directors, Senior Management and other relevant entities shall not cooperate with the shareholders, their controlling shareholders and actual controllers in the above situations.

If the Company finds out that the above-mentioned situations exist among the shareholders and their controlling shareholders and actual controllers, it shall take timely measures to prevent the aggravation of the violations and report to the branch office of the securities regulatory authorities of the State Council where the domicile is located within two (2) business days.

Article 46 In the event of any illegal conduct or misconduct related to equity administration affairs in violations of laws, regulations and regulatory requirements, the Company shall promptly investigate and report to the board of directors, and the board of directors shall agree on rectification measures and accountability programs within the scope of its authority.

Section 5 Share Certificates and Register of Shareholders

Article 47 The Company's share certificates shall be in registered form.

The following particulars shall be stated on a share certificate when it is in paper form:

(I) the name of the Company;

(II) the date of the Company's establishment or the date of issuance of the share certificate;

(III) the class of the shares, the par value and the number of shares represented by the certificate;

(IV) the serial number of the share certificate; and

(V) other items as stipulated required in the Company Law and required to be specified by the stock exchange(s) on which the shares of the Company are listed.

The Company may issue overseas-listed shares in form of depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and depository of securities in the place where the shares of the Company are listed.

The domestic listed shares issued by the Company shall be centrally deposited under custody of the Shanghai Branch of China Securities Depository and Clearing Corporation Limited.

Article 48 The share certificates shall be signed by the chairman of the board of directors. Where the stock exchange on which the shares of the Company are listed and the securities regulatory authorities thereat require the share certificates to be signed by Senior Management of the Company, the share certificates shall also be signed by Senior Management. The signatures of the chairman of the board of directors of the Company or other relevant Senior Management on the share certificates may also be in printed form. The share certificates shall take effect after being affixed with the seal of the Company or after being affixed with the seal of the Company in printed form.

In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities where the shares of the Company are listed shall prevail.

Article 49 The Company shall establish a register of shareholders in accordance with the certificates provided by the securities registration and clearing organization. The register of shareholders shall be sufficient evidence of the holding of the Company's shares by a shareholder.

Article 50 The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authorities of State Council and overseas securities regulatory authorities, appoint overseas agent(s) to manage the register of shareholders of overseas-listed shares. The register of shareholders of overseas-listed shares listed in HKEX shall also be kept in Hong Kong.

Article 51 Provisions provided by the laws, regulations, securities regulatory authorities where the shares of the Company are listed on the period of closure of register of members before the shareholders' meeting or the benchmark date of the Company's decision to distribute dividends shall prevail.

Article 52 When the Company intends to convene a shareholders' meeting, distribute dividends, liquidate and engage in other activities that involve determination of shareholders' identity, the board of directors or the convener of the shareholders' meeting shall determine the record date. Shareholders whose names appear in the register of shareholders after the closing of market at the record date shall be the shareholders of the Company who are entitled to the relevant rights and interests.

Article 53 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may apply to the Company for issue of a replacement share certificate in respect of such shares (the "**Relevant Shares**") if his share certificate (the "**Original Certificate**") is stolen, lost or destroyed.

If a shareholder whose share certificate of domestic listed shares has been stolen, lost or destroyed applies to the Company for a replacement share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law.

If a shareholder whose share certificate of overseas-listed shares has been stolen, lost or destroyed applies to the Company for a replacement share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange(s) or other relevant provisions of the overseas place where the Company's shares are listed.

Holders of overseas-listed shares of the Company who have their share certificates stolen, lost or destroyed and applied for replacement of share certificates, such replacement shall comply with the following requirements:

(I) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial certificate or statutory declaration containing the reason for the application and the circumstances and evidence of the stolen, lost or destroyed share certificates as well as a declaration that no other person shall be entitled to request for registration as the shareholder in respect of the Relevant Shares;

(II) no statement has been received by the Company from a person other than the applicant who request to have his name registered as a holder of the relevant shares before the Company decided to issue the replacement share certificate;

(III) the Company shall, if it decides to issue a replacement share certificate to the applicant, publish an announcement of its intention to issue the replacement share certificate in such newspapers designated by the board of directors. The announcement shall be published repeatedly at least once every thirty (30) days within the period of the announcement (ninety (90) days);

(IV) the Company shall have, prior to the publication of its announcement of intention to issue a replacement share certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days;

In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published;

(V) if, upon expiration of the 90-day period referred to in items (III) and (IV) of this Article, the Company has not received from any person any objection to such issue of a replacement share certificate, the Company may issue a replacement share certificate to the applicant according to his application;

(VI) where the Company issues a replacement share certificate under this Article, it shall immediately cancel the Original Certificate and record such cancellation and issue in the register of shareholders accordingly;

(VII) all expenses relating to the cancellation of an Original Certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company shall be entitled to refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.

Article 54 Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned replacement share certificate or a shareholder who thereafter registers as the owner of such shares (provided that he is a bona fide purchaser) shall not be removed from the register of shareholders.

Article 55 The Company shall not be liable for any damages sustained by any person due to the cancellation of the Original Certificate or the issue of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.

Chapter 4 Party Organization

Article 56 The Company shall establish the Party Committee consisting of one secretary, one or two deputy secretaries and several other members. The Secretary of the Party Committee shall be the chairman of the board of directors or the president, and one deputy secretary shall be designated to assist the secretary in carrying out the Party building work. Eligible members of the Party Committee may serve as directors and Senior Management through legal procedures, while eligible directors and Senior Management who are Party members may join the Party Committee in accordance with relevant rules and procedures. Meanwhile, a discipline inspection committee shall be established in accordance with relevant requirements.

Article 57 The Party Committee shall perform its duties in accordance with the internal regulations of the Party including the *Constitution of the Communist Party of China* and the *Working Rules for the Grassroot Organizations of the State-owned Enterprises of the Communist Party of China (Trial)*.

(I) to enhance the political building of the Party, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, as well as educate and guide all Party members to closely align with the Party Central Committee with Comrade Xi Jinping at its core in terms of the political stance, political direction, political principles and political path;

(II) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;

(III) to investigate and discuss the significant operational and management matters and support the shareholders' meeting, the board of directors and the management to exercise their rights and perform their duties in accordance with the laws;

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

(V) to undertake the primary responsibility for the full and strict governance over the Party, lead and support the discipline inspection committee of the Company to fulfil its supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules, and promote Party self-governance exercised in a fully and strict manner and with rigor into the grassroots level;

(VI) to strengthen the building of grassroot Party organizations and the contingent of Party members, unit and lead employees to devote themselves into the reform and development;

(VII) to lead the ideological and political work, the spirit and civilization construction, and the united front work of the Company and lead mass organizations such as the labor union, the communist youth league and the women's organization;

(VIII) to handle other important matters within the scope of duties of the Party Committee.

Article 58 The investigation and discussion of the Party Committee of the Company on major issues shall be a prerequisite procedure for any decision-making by the board of directors and the Management Committee on such issues.

Chapter 5 Shareholders and Shareholders' Meeting

Section 1 Shareholders

Article 59 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is registered in the register of shareholders. Shareholders shall enjoy rights and have obligations in accordance with the class and number of shares held by them. Shareholders holding the same class of shares shall be entitled to equal rights and have equal obligations.

If two or more persons are registered as joint holders of any of the shares, they shall be deemed as joint owners of relevant shares, but shall be subject to the following conditions:

(I) the Company shall register for no more than four (4) persons as the joint holders of any shares;

(II) all the joint holders of any shares shall be jointly liable for all amounts payable for the relevant shares;

(III) if one of the joint shareholders is deceased, only the other surviving joint shareholders shall be deemed as the persons who have the ownership of the relevant shares. But the board of directors has the power to require them to provide a death certificate of the relevant shareholder as necessary for the purpose of revising the relevant register of shareholders;

(IV) In respect of the joint holders of any shares, only the joint shareholder ranked 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 which is delivered to the aforementioned shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.

Article 60 The shareholders of ordinary shares of the Company shall be entitled to the following rights:

(I) the right to acquire dividends and other forms of distribution in proportion to the number of shares held by them;

(II) the right to request to hold, convene, preside over, attend or appoint a proxy to attend shareholders' meetings, speak at shareholders' meetings and exercise voting rights according to law (unless certain shareholders are required to waive their voting rights on specific matters in accordance with the relevant requirements of the Relevant Laws and Regulations);

(III) the right to supervise the business activities of the Company and to put forward proposals and raise inquiries;

(IV) the right to transfer, donate, or pledge shares held by them in accordance with laws, regulations and the Articles of Association;

(V) the right to inspect and copy the Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of the meetings of the board of directors and financial reports; shareholders who meet the requirements may inspect the Company's accounting books and accounting vouchers;

(VI) with respect to shareholders voting against any resolution adopted at the shareholders' meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;

(VII) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company corresponding to the number of shares held;

(VIII) other rights conferred by laws and regulations and the Articles of Association.

Article 61 Where shareholders and their authorized accountancy firms, law firms and other intermediaries inspect and copy the relevant materials in accordance with Article 60(V) of the Articles of Association, they shall comply with the Company Law, the Securities Law, and other laws and regulations on the protection of state and commercial secrets, stock price sensitive information and personal privacy and information, and provide the Company with written documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information requested by such shareholder.

Shareholders who individually or in aggregate hold 3% or more of the shares of the Company for one hundred and eighty (180) consecutive days or more have the right to inspect the Company's accounting books and accounting vouchers. If shareholders request to inspect the Company's accounting books and accounting documents, they shall submit a written request to the Company stating the purpose. The Company may refuse to provide access if it has reasonable grounds to believe that the shareholder's request to inspect the accounting books or accounting vouchers is for improper purposes and may harm the Company's legitimate interests.

Article 62 If a resolution passed at the shareholders' meeting or meeting of the board of directors of the Company violates the laws or regulations, the shareholders shall have the right to submit a petition to the People's Court to render the same invalid.

If the procedures for convening, or the method of voting at, a shareholders' meeting or meeting of the board of directors of the Company violate the laws, regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the right to submit a petition to the People's Court to revoke such resolution within sixty (60) days from the date on which such resolution is adopted. However, this shall not apply when there are only minor defects in the procedures for convening or the method of voting of the shareholders' meeting or meeting of the board of directors, which do not materially affect the resolution.

Where the board of directors, shareholders and other stakeholders have disputes over the validity of a resolution of the shareholders' meeting, they shall promptly initiate legal proceedings in the People's Court. Before the People's Court makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the shareholders' meeting. The Company, directors and Senior Management shall perform their duties diligently to ensure the normal operation of the Company.

Where the People's Court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the Relevant Laws and Regulations, fully explain the impact, and actively cooperate on the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they shall be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

Article 63 Resolutions of the shareholders' meeting or meeting of the board of directors of the Company shall not be valid under any of the following circumstances:

(I) no shareholders' meeting or meeting of the board of directors has been convened to adopt the resolution;

(II) the resolution is not voted on at the shareholders' meeting or meeting of the board of directors;

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

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

Article 64 Where the Company incurs loss as a result of violation of the laws, regulations or the Articles of Association by directors and Senior Management other than members of the Audit Committee in the course of performing their duties, shareholders individually or collectively holding 1% or more of the Company's shares for one hundred and eighty (180) consecutive days or more shall have the right to request in writing the Audit Committee to initiate legal proceedings in the People's Court. Where the Company incurs loss as a result of violation of laws, regulations or the Articles of Association by members of the Audit Committee in the course of performing its duties, the aforementioned shareholders shall have the right to request in writing to the board of directors to initiate legal proceedings in the People's Court.

In the event that the Audit Committee or the board of directors refuses to initiate legal proceedings upon receipt of the written request of shareholders stated in the preceding paragraph, or fails to initiate such legal proceedings within thirty (30) days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate legal proceedings in the People's Court directly in their own names in the interest of the Company.

If any person infringes the lawful rights and interests of the Company, thus causing any losses to the Company, the shareholders as mentioned in the first paragraph of this Article may initiate legal proceedings in the People's Court in accordance with the provisions of the preceding paragraphs.

If the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors and Senior Management of a wholly-owned subsidiary of the Company in the course of performing their duties, or if any others infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the first and second paragraphs of this Article shall prevail.

Where laws, regulations and the Articles of Association stipulate otherwise, such stipulations shall prevail.

Article 65 If any director or Senior Management is in violation of laws, regulations or the Articles of Association, thus causing any losses to the shareholders, the shareholders may initiate legal proceedings against such director or Senior Management in the People's Court.

If any director or Senior Management causes damage to others in the performance of his/her duties, the Company shall be liable for compensation; if any director or Senior Management acts with intentional misconduct or gross negligence, they shall also be liable for compensation.

Article 66 The shareholders for ordinary shares of the Company shall have the following obligations:

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

(II) to pay for the shares in accordance with the shares subscribed for and the manners in which they became shareholders;

(III) not to withdraw the share capital unless required by law and regulations;

(IV) to perform the obligation of capital contribution in strict accordance with laws, regulations and the provisions of the securities regulatory authorities of the State Council, to use its own funds which is legally obtained to invest in the Company, and may not invest in non-self-owned funds such as entrusted funds, unless otherwise provided by laws and regulations;

(V) to describe the share capital structure truly, accurately and completely up to the actual controller, the ultimate equity holder, and the affiliation relationship with other shareholders or concerted action relationship, and shall not evade approval or supervision of shareholder qualifications by means of concealment, deception, etc.;

(VI) shareholders holding 5% or more of the shares of the Company and controlling shareholders of the Company shall replenish capital to the Company when necessary;

(VII) shareholders who are subject to but have not been approved by the regulatory authority or have not been filed with the regulatory authority, or shareholders who have not completed rectification, shall not exercise the rights of, among others, proposing to convene a shareholders' meeting, voting, nomination, making proposals and disposition;

(VIII) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company; for shareholders with false statements, misuse of shareholders' rights or other behavior that damages the Company's interests, shall not exercise the rights of, among others, proposing to convene a shareholders' meeting, voting, nomination, making proposals and disposition;

Where shareholders of the Company abuse their shareholders' rights and thereby causing loss to the Company or other shareholders, such shareholders shall be liable for indemnity in accordance with the law.

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

(IX) not violate laws, regulations and the Articles of Association to intervene in the business and management of the Company, and not to request the Company to provide any information that may cause the Company to violate applicable laws, regulations, regulatory requirements or other requirements imposed by governments; and

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

Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

Article 67 A shareholder holding 5% or more of the shares of the Company with voting rights shall give notice to the Company within five (5) business days upon the occurrence of the following events:

(I) adoption of properties preservation or mandatory enforcement measures with respect to the shares of the Company held or controlled by him or it;

(II) pledge of shares of the Company held by him or it;

(III) change of actual controller (the natural person, legal person or other organization who has actual control over the Company through investment, agreement or other arrangement);

(IV) change of name;

(V) merger or division;

(VI) imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or in the process of dissolution, bankruptcy or liquidation proceedings;

(VII) imposition of administrative punishments or criminal liabilities due to material breach of laws and regulations;

(VIII) occurrence of other events that may result in transfer of shares of the Company held or controlled by him or may affect the operations of the Company.

The Company shall report to the branch office of the securities regulatory authorities of the State Council of its place of domicile within five (5) business days upon becoming aware of the aforementioned events.

Shareholders shall notify the Company in advance if, through subscription or assignment of the shares of the Company or holding of interest in shareholders of the Company or otherwise, the shareholders may hold 5% or more of the Company's registered capital. In case failing to obtain shareholder qualifications in advance required by laws, shareholders shall not have any corresponding voting rights with respect to such shares until approval of qualifications for shareholders is obtained.

Section 2 Controlling Shareholder and Actual Controller

Article 68 The controlling shareholder and the actual controller of the Company shall exercise their rights and fulfil their obligations in accordance with the laws, regulations, requirements of the relevant regulatory authorities, and safeguard the interests of the Company.

The controlling shareholder and the actual controller of the Company shall have the following obligations and responsibilities:

(I) to exercise shareholders' rights in accordance with the law and not to abuse his controlling position or abuse his power to infringe the legitimate rights and interests of the Company, other shareholders and clients of the Company;

(II) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organization and business, and not to compromise the independence of the Company in any way, not to bypass the shareholders' meeting and the meeting of the board of directors to appoint and remove directors and Senior Management of the Company, or intervene in the business and management of the Company in violation of laws, regulations and Articles of Association;

(III) not to use their affiliation to jeopardize the interests of the Company, nor to infringe the legitimate rights and interests of the Company and its clients in its related-party transactions with the Company, and not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, external investment or any other means;

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

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

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

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

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

(IX) other obligations imposed by the Relevant Laws and Regulations and the Articles of Association.

"Controlling shareholder" means a shareholder who holds more than 50% of the total shares of the Company; or a shareholder who holds no more than 50% of the total shares of the Company but holds voting rights sufficient to have a significant influence on resolutions of the shareholders' meeting.

Article 69 Where the controlling shareholder or the actual controller pledges the shares of the Company it holds or actually controls, it shall maintain the control of the Company and the stability of business operations. Where the controlling shareholder or the actual controller transfers the shares of the Company it holds, it shall comply with the restrictive provisions on the transfer of shares set out in the laws, regulations, requirements of the relevant regulatory authorities, as well as its undertakings in respect of the restriction on the transfer of shares.

In addition to obligations imposed by the Relevant Laws and Regulations, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders:

(I) to relieve a director of his duty to act honestly in the best interests of the Company;

(II) to approve the misappropriation by a director (for his own benefit or for the benefit of other person(s)), in any manner, of the Company's assets, including but not limited to, any opportunities that are favorable to the Company;

(III) to approve the misappropriation by a director (for his own benefit or for the benefit of other person(s)) of the individual rights of other shareholders, including but not limited to, rights to distributions and voting rights save for a restructuring of the Company submitted to the shareholders' meeting for approval in accordance with the Articles of Association.

Section 3 General Provisions for the Shareholders' Meeting

Article 70 The shareholders' meeting shall be formed by all shareholders. It is the supreme body exercising authority of the Company, and shall exercise the following duties and powers in accordance with the law:

(I) to elect and replace relevant directors and determine matters relating to the remuneration of relevant directors;

(II) to consider and approve the reports of the board of directors;

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

(IV) to determine increases or reductions in the Company's registered capital, and issuance of any class of shares, warrants or other similar securities;

(V) to determine the issue of bonds by the Company;

(VI) to determine matters such as merger, division, dissolution and liquidation of the Company or alteration of corporate form;

(VII) to amend the Articles of Association, rules of procedures of the shareholders' meeting and rules of procedures of the meeting of board of directors;

(VIII) to consider and approve matters relating to the purchases, disposals of material assets which are more than 30% of the latest audited total assets, within one (1) year;

(IX) to consider and approve matters relating to the provisions of external guarantees with an amount of more than 30% of the latest audited total assets within one (1) year, and external guarantee affairs that should be considered and approved by the shareholders' meeting as stipulated in the Relevant Laws and Regulations;

(X) to consider and approve matters relating to changes in the use of proceeds;

(XI) to consider the Company's share incentive schemes;

(XII) to consider and approve related-party transactions which shall be approved at the shareholders' meeting in accordance with the Relevant Laws and Regulations;

(XIII) to determine the Company's appointments, dismissals or discontinuance of appointment of accountancy firms;

(XIV) to consider and approve the proposals submitted by shareholders individually or jointly holding 1% or more of the Company's voting shares;

(XV) to consider other matters except those required to be resolved by the shareholders' meeting pursuant to the Relevant Laws and Regulations and the Articles of Association.

The shareholders' meeting may authorize the board of directors to determine issuance of the Company's bonds.

Article 71 The Company shall not provide financing or guarantee to its shareholders or their related parties, except for providing clients with margin financing and securities lending in accordance with relevant laws and regulations.

Article 72 Except for special situations such as the Company being in crisis, without the approval of the shareholders' meeting by a special resolution, the Company shall not enter into a contract with any person other than a director or Senior Management for the delegation of the management of all or a material part of the business of the Company to such person.

Article 73 Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be held once every year within six (6) months after the end of the previous financial year.

The Company shall convene an extraordinary shareholders' meeting within two (2) months upon the occurrence of the following events:

(I) the number of directors is less than the minimum number prescribed in the Company Law, or less than two-thirds of the number required by the Articles of Association;

(II) the unrecovered losses of the Company amount to one-third of the Company's total share capital;

(III) shareholders individually or collectively holding 10% or more of the Company's voting shares (the "**Requesting Shareholders**") request in writing to hold an extraordinary shareholders' meeting;

(IV) the board of directors considers it necessary or the Audit Committee proposes to hold such a meeting;

(V) such other circumstances as required by the laws and regulations or the Articles of Association.

The number of shares held by the shareholder(s) as described in item (III) shall be calculated at the close of trading on the date when such shareholder(s) request in writing or on the preceding trading day (if the written request is made on a non-trading day).

Section 4 Convening of Shareholders' Meeting

Article 74 The shareholders' meetings shall be convened by the board of directors, and the board of directors shall convene the shareholders' meeting on time within the prescribed period. The Audit Committee or shareholders may convene the shareholders' meeting on their own initiative, subject to the relevant requirements specified in this section.

With the consent of more than half of the independent directors, the independent directors have the right to propose to the board of directors to convene extraordinary shareholders' meetings. The board of directors shall reply in writing agreeing or disagreeing to convene an extraordinary shareholders' meeting within ten (10) days upon receipt of such proposal in accordance with the laws, regulations and the Articles of Association.

If the board of directors agrees to convene an extraordinary shareholders' meeting, notice to convene such meeting shall be issued within five (5) days after the resolution to convene an extraordinary shareholders' meeting is adopted by the board of directors. The board of directors shall provide reasons and announce them if it decides not to convene an extraordinary shareholders' meeting.

Article 75 The Audit Committee has the right to propose to the board of directors to convene extraordinary shareholders' meetings and such proposal shall be made by way of written request(s). The board of directors shall reply in writing agreeing or disagreeing to convene an extraordinary shareholders' meeting within ten (10) days upon receipt of such proposal in accordance with the laws, regulations and the Articles of Association.

If the board of directors agrees to convene an extraordinary shareholders' meeting, notice to convene such meeting shall be issued within five (5) days after the resolution to convene an extraordinary shareholders' meeting is adopted by the board of directors. Any changes to the original proposal in the notice require the consent of the Audit Committee.

If the board of directors decides not to convene an extraordinary shareholders' meeting or does not reply within ten (10) days upon receipt of such proposal, the board of directors will be considered as unable or refusing to fulfill the obligation to convene shareholders' meetings and the Audit Committee may convene and preside over the meeting on its own.

Article 76 When shareholders request to convene an extraordinary shareholders' meeting or shareholders' class meeting, the following procedures shall be followed:

(I) The Requesting Shareholders may sign a written proposal requesting the board of directors to convene an extraordinary shareholders' meeting or shareholders' class meeting. The board of directors shall reply in writing agreeing or disagreeing to convene an extraordinary shareholders' meeting within ten (10) days upon receipt of such proposal in accordance with laws, regulations and the Articles of Association;

(II) If the board of directors decides to convene an extraordinary shareholders' meeting, a notice to convene such meeting shall be issued within five (5) days after the resolution to convene an extraordinary shareholders' meeting is adopted by the board of directors. Any changes to the original proposal in the notice require the consent of the Requesting Shareholders;

(III) If the board of directors decides not to convene an extraordinary shareholders' meeting or does not reply within ten (10) days upon receipt of such request, the Requesting Shareholders have the right to propose to the Audit Committee to convene an extraordinary shareholders' meeting by way of written request(s);

(IV) If the Audit Committee decides to convene an extraordinary shareholders' meeting, a notice to convene such meeting shall be issued within five (5) days upon receipt of such request. Any changes to the original proposal in the notice require the consent of the Requesting Shareholders;

(V) If the Audit Committee does not issue the notice of the shareholders' meeting within the required period, it will be considered as a refusal to convene and preside over the shareholders' meeting, and shareholders individually or jointly holding 10% or more of the shares of the Company for ninety (90) consecutive days or more (the "**Convening Shareholder**") have the right to convene and preside over the meeting on their own;

(VI) The Convening Shareholder must hold no less than 10% of shares in the Company immediately before the resolution of such meeting is announced.

Article 77 If the Audit Committee or shareholders decide to convene the shareholders' meeting on their own initiative, they shall notify the board of directors in writing and file with the stock exchanges where the Company's shares are listed.

The Audit Committee or the Requesting Shareholders shall provide the relevant evidencing materials to the stock exchanges where the Company's shares are listed when issuing the notice convening the shareholders' meeting and making announcement of resolutions resolved at the shareholders' meeting.

With regard to the shareholders' meeting convened by the Audit Committee or shareholders on their own initiatives, the board of directors and the secretary of the board of directors shall provide assistance. The board of directors shall provide the register of shareholders as at the record date for the registration of shareholding.

All reasonable expenses incurred by the Audit Committee or the shareholders in convening the shareholders' meeting on their own initiatives shall be borne by the Company.

Section 5 Proposals and Notice of Shareholders' Meeting

Article 78 The board of directors, Audit Committee or shareholders, individually or jointly, holding 1% or more of the total voting shares of the Company shall have the right to submit written proposals to the shareholders' meeting to be convened.

Shareholders, individually or jointly, holding 1% or more of the Company's voting shares may submit a written proposal to the convener of the shareholders' meeting ten (10) days prior to the date of the shareholders' meeting. The convener shall, within two (2) days upon receipt of the proposal, issue a supplementary notice of the shareholders' meeting announcing the content of the proposal and submit the same to the shareholders' meeting for consideration, unless such proposal is in violation of any laws, regulations or the Articles of Association or falls outside the scope of duties and powers of the shareholders' meeting.

Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals or add new proposals after the notice of the shareholders' meeting has been issued.

If a proposal is not specified in the notice of the shareholders' meeting or does not comply with the provisions of Article 79 of the Articles of Association, it shall not be voted and adopted at the shareholders' meetings.

Article 79 Proposals to the shareholders' meeting shall meet the following conditions:

(I) the contents shall not contradict the Relevant Laws and Regulations and the Articles of Association and shall fall within the scope of the shareholders' meeting;

(II) motions and specific resolutions shall be specified;

(III) shall be submitted or delivered to the convener of the shareholders' meeting in writing.

Unless otherwise provided in the Articles of Association, proposals to the shareholders' meeting shall be submitted to the convener prior to the issue of notice of the shareholders' meeting.

Article 80 The Company shall issue a written notice twenty (20) days prior to the holding of the annual shareholders' meeting, or issue a written notice fifteen (15) days prior to the holding of the extraordinary shareholders' meeting. Where there are other provisions in laws, regulations or the securities regulatory authorities in the place where the Company's shares are listed, such provisions shall prevail.

Once the notice is issued, the shareholders' meeting shall not be postponed or cancelled without valid reasons. Proposals listed in the notice shall not be cancelled. For any postponement or cancellation, the convener should make an announcement and provide explanation at least two (2) business days prior to the original date of the meeting.

Article 81 The notice of a shareholders' meeting shall include the following contents:

(I) the time, venue, and terms of the meeting;

(II) the matters and proposals to be considered at the meeting;

(III) a conspicuous statement that all shareholders of ordinary shares are entitled to attend the meeting and may appoint proxies in written forms to attend and vote at the meeting and that such proxies need not be a shareholder;

(IV) the record date of the registration of shareholdings of such shareholders entitled to attend the shareholders' meeting;

(V) names and contact information of the contact persons in charge of the meeting;

(VI) voting time and procedures through Internet or other means;

(VII) other contents required by laws, regulations, securities regulatory authorities and the stock exchanges where the shares of the Company are listed.

Article 82 Unless otherwise provided in the Articles of Association, the notice of a shareholders' meeting shall be delivered and announced to shareholders (regardless of whether they are entitled to vote at the shareholders' meeting) in accordance with Chapter 11 of the Articles of Association.

Such notice shall be given by way of an announcement. "Announcement" referred to in the preceding paragraph shall be published (i) on the websites of stock exchanges and media meeting the conditions prescribed by the securities regulatory authorities of the State Council, in respect of holders of domestic listed shares. Upon the publication of such announcement, all holders of the domestic listed shares shall be deemed to have received the relevant notice of the shareholders' meeting; (ii) on the websites of HKEX and the Company, provided that such announcement complies with the Relevant Laws and Regulations, in respect of holders of overseas-listed shares.

Article 83 Where the elections of relevant directors are to be discussed at the shareholders' meeting, a notice of the shareholders' meeting shall sufficiently disclose the particulars of the candidates for directors in accordance with the Relevant Laws and Regulations and the Articles of Association, and shall at least include the following contents:

(I) personal particulars such as educational background, working experience and part-time job(s);

(II) whether or not the candidate has any connected relationship with the Company or its controlling shareholders and actual controller;

(III) the number of the Company's shares held by the candidate;

(IV) whether or not the candidate has been subject to penalties by the securities regulatory authorities of the State Council and other relevant authorities as well as sanctions by any stock exchanges.

Section 6 The Convening of Shareholders' Meetings

Article 84 The board of directors and other conveners shall take all necessary measures to ensure that the shareholders' meeting is conducted in an orderly manner and shall take steps to prevent any activities interfering with the shareholders' meeting or infringing the legitimate rights and interests of shareholders and shall promptly report such activities to the relevant authorities.

Article 85 The shareholders' meeting will set up a venue, which will be held by the combination of physical meeting and online voting. The Company may use video conference, conference call or by other means, for the purpose of facilitating attendance of shareholders of the shareholders' meeting. A shareholder who participates in a shareholders' meeting in the aforementioned manner shall be deemed to have been present at the meeting.

Article 86 All shareholders registered on the equity registration date or their proxies are entitled to attend shareholders' meetings and exercise voting rights in accordance with relevant laws, regulations and the Articles of Association. Shareholder may either attend the shareholders' meeting in person or appoint a proxy to attend and vote at such meeting on his behalf.

Article 87 Any shareholder entitled to attend and vote at a shareholders' meeting of the Company shall have the right to appoint one (1) or more persons (whether or not such persons are shareholders) as his proxies to attend and vote on his behalf, and the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:

(I) the shareholder's right to speak at the shareholders' meeting;

(II) the right to demand or in conjunction with others in demanding a poll;

(III) the right to vote by a show of hands or by poll, except that if a shareholder has appointed more than one (1) proxy, such proxies may only exercise their voting rights by poll.

If individual shareholders attend the meeting in person, he or she shall present his or her ID card or other valid license or certificate that can prove his or her identity. If the proxies are appointed to attend the meeting by individual shareholders, they shall provide valid proof of their identities and the instrument of proxy from the appointing shareholders.

A corporate shareholder shall be represented by its legal representative or proxies authorized by the legal representative, the board of directors and other governing bodies. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove his identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the instrument of proxy duly issued by the legal representative, the board of directors or other governing bodies of the corporate shareholder.

If a shareholder is a Recognized Clearing House or its proxy, such shareholder may, as he sees fit, authorize one (1) or more persons as his proxies to attend and vote at any shareholders' meeting or shareholders' class meeting and creditors' meeting. However, if one (1) or more persons is authorized, the instrument of proxy shall specify the number and class of the shares in relation to each such proxy, and signed by a person authorized by the Recognized Clearing House. Such authorized person may attend the meeting and exercise his power on behalf of such Recognized Clearing House (or its proxy) in the same manner as the individual shareholder of the Company (without providing proof of shareholding, notarially certified authorization and/or further proof of its due authorization).

Article 88 The instrument of proxy issued by shareholders to authorize other persons to attend the shareholders' meeting shall state the followings:

(I) the name of the appointing shareholder;

(II) the name of the proxies of the appointing shareholder;

(III) whether the proxies have the right to vote;

(IV) the number and the class of shares of the appointing shareholder represented by the proxies;

(V) specific instructions from shareholders, including instructions to vote for, against or abstain from voting on each of the items in the agenda of the shareholders' meeting as per the number of shares held by the appointing shareholders;

(VI) the signing date and the effective period of the instrument of proxy;

(VII) signature (or seal) of the appointing shareholders, where appointing shareholders are corporate shareholders, they shall seal the corporate stamp as well.

Article 89 The instrument of proxy shall be lodged at the address of the Company or at other places specified in the notice of meeting at least twenty-four (24) hours prior to the relevant meeting at which the proxy is authorized to vote, or within twenty-four (24) hours prior to the specified time of voting. Where the instrument of proxy is signed by a person authorized by the appointing shareholder, the power of attorney or other documents authorizing such person to sign the instrument of proxy shall be notarized. The notarized power of attorney or other authorization documents, together with the instrument of proxy, shall be lodged at the address of the Company or at other places specified in the notice of meeting.

Where the appointing shareholder is a legal person, its legal representative or the person authorized by the resolution of its board of directors or other governing bodies may attend the shareholders' meetings of the Company as a representative of such appointing shareholder.

Article 90 Any blank instrument of proxy or proxy form issued to a shareholder by the board of directors for the shareholder to appoint a proxy shall allow the shareholder to freely instruct the proxy to cast vote for, against or abstain from voting and enable the shareholder to give separate instructions on each matter to be voted at the meeting. Where the Relevant Laws and Regulations stipulate otherwise, such stipulations shall prevail.

Article 91 Where the appointing shareholder has deceased, lost capacity, revocated the appointment or the signed instrument of authorization prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of such event prior to the commencement of the relevant meeting.

Article 92 The Company shall be responsible for preparing the meeting's register which shall include, among other things, the name of attendee, the identity document number, the number of shares with voting rights that the person holds or represents, and name of the proxy (or name of the relevant company).

Article 93 The chairman of the shareholders' meeting shall, prior to the voting, announce the number of shareholders and proxies attending the meeting and the total number of their voting shares, which shall be the number of shareholders and proxies attending the meeting and the total number of their voting shares as indicated in the meeting's register.

The convener and the lawyer employed by the Company will jointly verify the legality of shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and register the names of shareholders and the number of voting shares they hold. Such registration shall be concluded prior to the announcement by the chairman of the shareholders' meeting of the number of shareholders and their proxies attending the meeting and the total number of their voting shares.

Article 94 The shareholders' meetings shall be convened by the board of directors and be presided over and chaired by the chairman of the board of directors; if the chairman of the board of directors is unable to or fails to perform such duty or the position is vacant, the meeting shall be presided over and chaired by the vice chairman (if the Company has two vice chairmen, the vice chairman jointly nominated by more than half of the directors) of the board of directors as the chairman of the meeting; if the vice chairman of the board of directors is unable or fails to perform such duty or the position is vacant, the meeting shall be presided over and chaired by a director jointly nominated by more than half of the directors. The attending shareholders may elect a person to be the chairman of the meeting and preside over the meeting if the same is not designated. If, for any reason, the shareholders are unable to elect the chairman, the attending shareholders (including the proxies) holding the largest number of voting shares shall be the chairman of the meeting and preside over the meeting.

The shareholders' meeting convened by the Audit Committee on its own initiative shall be presided over and chaired by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable or fails to perform his duties or the position is vacant, the shareholders' meeting shall be presided over and chaired by a member of the Audit Committee jointly nominated by more than half of the members of the Audit Committee.

The shareholders' meeting convened by shareholders on their own initiatives shall be presided over and chaired by the Convening Shareholder or the representative nominated by the Convening Shareholder. If the chairman of the shareholders' meeting breaches the rules of procedures, which renders shareholders' meeting unable to proceed, a person may be nominated at the shareholders' meeting to act as the chairman and preside over the meeting subject to the consent of over half of the shareholders with voting rights present at the shareholders' meeting.

When the shareholders' meeting requires a director or Senior Management to attend the meeting as a non-voting attendee, the director or Senior Management shall do so and shall answer the shareholders' inquiries.

Article 95 The Company shall formulate rules of procedures of the shareholders' meeting to specify in details regarding the convening of the shareholders' meeting and voting procedures. The rules of procedures of the shareholders' meeting shall be prepared by the board of directors and approved by the shareholders' meeting.

Article 96 The board of directors shall report at the annual shareholders' meeting and disclose in its annual report the performance of directors, including the number of their attendance of meetings of the board of directors and votings thereat during the reporting period.

The directors and Senior Management shall explain the shareholders' inquiries and suggestions at the shareholders' meeting.

Section 7 Voting and Resolutions at Shareholders' Meeting

Article 97 Resolutions of shareholders' meeting shall take the form of ordinary resolutions or special resolutions.

Ordinary resolutions adopted by the shareholders' meeting shall require over half of the voting rights represented by the shareholders (including their proxies) actually attending the shareholders' meeting.

Special resolutions adopted by the shareholders' meeting shall require two-thirds or more of the voting rights represented by the shareholders (including their proxies) actually attending the shareholders' meeting.

Article 98 The following matters shall be resolved by way of an ordinary resolution at a shareholders' meeting:

(I) reports of the board of directors;

(II) plans for the distribution of profits and loss recovery plans formulated by the board of directors;

(III) appointment and removal of relevant members of the board of directors, their remuneration and method of payment of their remuneration;

(IV) appointment or removal of an accountancy firm;

(V) other matters excluding matters to be adopted by special resolutions as required by laws, regulations, securities regulatory authorities where the Company's shares are listed or the Articles of Association.

Article 99 The following matters shall require the adoption of special resolutions by the shareholders' meeting:

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

(II) the division, split-off, merger, dissolution and liquidation or change of corporate form of the Company;

(III) the issuance of Company's bonds;

(IV) the amendment of the Articles of Association;

(V) the consideration and approval of matters relating to the Company's purchases or disposals of material assets or the provision of guarantees within one (1) year, which are more than 30% of the latest audited total assets of the Company;

(VI) the consideration of the shares incentive scheme;

(VII) other matters that the shareholders' meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution;

(VIII) other matters to be adopted by special resolutions as required by laws, regulations, securities regulatory authorities where the Company's shares are listed or the Articles of Association.

Article 100 The shareholders (including their proxies thereof), in the course of voting at a shareholders' meeting, shall exercise their voting rights as represented by the number of voting rights held by them, and each share shall have one vote. However, the Company shall have no voting rights for the shares held by itself, and such shares shall not be counted towards the total number of voting shares present at a shareholders' meeting.

When the shareholders' meeting considers major matters affecting the interests of minority investors, votes shall be counted separately for minority investors. The results of separate counting of votes shall be publicly disclosed in a timely manner.

If the shareholders' purchase of the Company's voting shares violates the provisions of the first and second paragraph of Article 63 of the Securities Law, such shares in excess of the prescribed percentage shall not be allowed to exercise voting rights for 36 months after the purchase and shall not be counted towards the total number of voting shares present at the shareholders' meeting.

The Company's board of directors, independent directors, shareholders holding 1% or more of voting shares, or investor sponsors established in accordance with laws, regulations or the provisions of the securities regulatory authority of the State Council may act as solicitors, or entrust securities companies and securities service agencies, publicly requested the Company's shareholders to entrust it to attend the shareholders' meeting and exercise shareholder's rights such as the right to propose and vote.

In the case of soliciting shareholders' rights in accordance with the preceding paragraph IV, the solicitor shall disclose the solicitation documents and the Company shall provide assistance.

It is forbidden to publicly solicit shareholder rights in a paid or disguised manner.

Article 101 Where the Relevant Laws and Regulations requires any shareholder to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 102 When any shareholders' meeting considers matters related to related-party transactions, the related shareholder shall not vote and the number of voting shares that he represents shall not be counted as part of the total number of valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the votes of non-related shareholders.

The related shareholders may participate in the discussion relating to the related-party transactions and make explanatory statement to the shareholders' meeting regarding the reasons for the related-party transactions, basic information of the transactions and whether the transactions are fair and sound, etc., but they shall abstain from voting at the meeting. Where the laws, regulations and relevant provisions of the securities regulatory authorities and stock exchanges where the Company's shares are listed have any other provisions, such provisions shall prevail.

Article 103 Any vote of shareholders at a shareholders' meeting shall be taken by open ballot except where the chairman of the meeting decides to allow a resolution which relates purely to a procedural or an administrative matter to be voted on by a show of hands.

Article 104 On a poll taken at a meeting, shareholders (including proxies) having the right to two (2) or more votes are not required to cast all of their votes in the same way.

Article 105 Shareholders attending the shareholders' meeting shall present one of the following views on the proposals submitted for voting: for, against or abstention. Except when the securities registration and clearing institutions are the nominal holders of shares subject to the Mainland-Hong Kong Stock Connect, declaration may be made according to the intentions of actual holders.

A voting ticket that is incomplete, wrongly completed, illegible, or votes not casted, shall be treated as the voter giving up his voting rights. The votes represented by his shares shall be treated as "abstention".

Article 106 The list of candidates for directors shall be proposed to the shareholders' meeting for voting, when relevant directors are elected at the shareholders' meeting.

The shareholders' meeting may adopt the cumulative voting system in the election of directors in accordance with the provisions of the Relevant Laws and Regulations and the Articles of Association. Where the Company's single shareholder and its person acting in concert hold 30% or more of the Company's shares, it shall implement the cumulative voting system in the election of two (2) or more directors. Where the Company elects two (2) or more independent directors, the cumulative voting system shall be adopted. Except for the adoption of the cumulative voting system in the election of directors, each candidate for directors shall be submitted by single proposal.

The cumulative voting system as mentioned in the preceding paragraph refers to a system of voting by shareholders for the election of relevant directors at the shareholders' meeting where the shareholders can multiply their voting rights by the number of candidates and vote them altogether. The board of directors shall announce to the shareholders the biographies and basic information of the candidates for directors.

Where the shareholders' meeting elects directors by cumulative voting, the voting for independent directors and non-independent directors shall be conducted separately. The shareholders' meeting shall determine the elected directors in descending order of the number of votes received, based on the number of directors to be elected. The number of votes received by each elected director must be over half of the shares with voting rights held by the shareholders present at the shareholders' meeting.

Shareholders present at the shareholders' meeting shall have the same number of votes for each share as the number of directors to be elected under each group of proposals for which the cumulative voting system is adopted. The votes held by shareholders may be cast for one candidate or for several candidates.

Shareholders shall cast their votes up to the number of electoral votes for each group of proposals. Where shareholders cast more votes than their number of electoral votes, or cast more votes than the number of persons required to be elected in a competitive election, their votes for that proposal shall be considered invalid.

Article 107 Except for the adoption of cumulative voting system, all resolutions proposed at the shareholders' meeting shall be voted separately, and for different motions on the same matter, voting will be conducted according to the time the motions are proposed. Other than special reasons such as force majeure, which results in the interruption and termination of the shareholders' meeting or makes it impossible to adopt resolutions, the shareholders' meeting shall not set aside the motions and shall vote on them.

Article 108 When considering a proposal at the shareholders' meeting, no amendment shall be made thereto. Otherwise, such amendment shall be treated as a new proposal and shall not be voted at such shareholders' meeting. The same voting right can only choose one of on-site, Internet or other voting methods. In the event of repeated voting of the same voting right, the first voting result shall prevail.

Article 109 Before the voting of the proposals takes place at the shareholders' meeting, two (2) shareholder representatives shall be nominated to count the votes and scrutinize the vote-counting. If a shareholder has conflict of interests with the matter to be considered, the relevant shareholder and proxies shall not participate in counting the votes or scrutinizing the vote-counting.

Article 110 When resolutions are to be voted at the shareholders' meeting, the counting of votes and scrutinizing of the voting-counting shall be conducted by one or more parties involving lawyers, shareholder representatives, the Company's auditor, share registrar of overseas-listed shares listed in Hong Kong or external auditors qualified to serve as the Company's auditor. The voting results shall be announced during the meeting and the voting results shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who vote through the Internet or other means have the right to check their voting results through the corresponding voting system.

Article 111 The closing time of the shareholders' meeting shall not be earlier than the Internet or other methods, and the chairman of the meeting shall announce the voting situation and result of each proposal, and announce if the proposals are passed or not based on the voting results.

Prior to the official announcement of the voting results, the companies, tellers, scrutineers, shareholders, network service providers and other parties involved in the shareholders' meeting site, the Internet and other voting methods shall have the obligation to keep the voting confidential.

Article 112 If the chairman of the meeting has any doubt as to the result of a resolution put forward for voting at a shareholders' meeting, he may have the votes counted. If the chairman of the meeting does not order vote counting, any shareholder or proxy present at the meeting who challenges the voting result announced by the chairman of the meeting shall have the right to request counting of votes immediately after such announcement of the result, and the chairman of the meeting shall have the votes counted immediately.

The minutes of the meeting and the attendance records signed by the attending shareholders and instruments of proxy shall be kept at the Company's address.

Article 113 The Company shall engage lawyers to issue their legal opinions and make an announcement on the following issues at the time of a shareholders' meeting:

(I) whether the procedures relating to the convening and holding of such meeting comply with laws, regulations and the Articles of Association;

(II) the legality and validity of the qualifications of the attendees and the convener of the meeting;

(III) the legality and validity of the voting procedures and voting results;

(IV) legal opinions issued on other related matters as requested by the Company.

Article 114 Minutes of shareholders' meetings shall be prepared by the secretary of the board of directors. The minutes shall contain the following items:

(I) the number of shareholders and their proxies attending the shareholders' meeting, their total number of voting shares and the percentage of the total number of shares of the Company they represent;

(II) the venue, date, time, agenda of the meeting, and the name of the convener of the meeting;

(III) the name of the chairman of the shareholders' meeting, and the names of directors and Senior Management present at the meeting;

(IV) in respect of a resolution of a proposal submitted by a shareholder, the name and shareholding of such shareholder and contents of such proposal;

(V) the discussions of each proposal, key points and the voting results;

(VI) details of the queries or recommendations from the shareholders and the corresponding response or explanations;

(VII) the names of lawyers, vote counting officers and scrutineers for vote-counting;

(VIII) other matters which shall be recorded in the minutes of the meeting in accordance with the Articles of Association.

Article 115 The convener shall ensure that the minutes of the meeting shall be true, accurate and complete, and signed by directors, secretary of the board of directors, convener or its representatives and the chairman of the meeting attending the meeting or as non-voting attendees. The minutes together with the valid materials including the signature book of shareholders attending the meeting, the instrument of proxy, Internet and other methods relating to the voting shall be filed with the Company and shall be kept by the secretary of the board of directors in accordance with the filing management system of the Company. The minutes of the meeting shall be kept for at least twenty (20) years from the date on which the minutes was made.

Article 116 The convener shall ensure that the shareholders' meeting continues until the final resolution has been adopted. If a shareholders' meeting is suspended or if it is unable to reach a resolution due to force majeure or other such special reason, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or the shareholders' meeting shall be directly adjourned and the same announced in a timely manner. Meanwhile, the convener shall report the same to the branch office of the securities regulatory authorities of the State Council where the Company is located and the stock exchanges.

Article 117 The resolutions of the shareholders' meeting shall be announced promptly. Such announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them, the percentage of such voting shares in relation to all the voting shares of the Company, the total number of shares required by the securities regulatory authorities in the place where the Company's shares are listed to abstain from voting in favor and/or abstain from voting (if any), whether shareholders required to abstain from voting have in fact abstained, the voting methods, the voting result of each proposal, and the identities of scrutineers for vote-counting.

If the proposal is not passed, or the resolution of the previous shareholders' meeting is changed at this shareholders' meeting, a special notice shall be made in the announcement of the resolution of the shareholders' meeting.

Article 118 If a resolution on the distribution of a cash dividend or bonus shares or the capitalization of the capital common reserve has been passed at a shareholders' meeting, the Company will implement the specific plan therefor within two (2) months after the conclusion of shareholders' meeting.

Section 8 Special Procedures for Voting by Class Shareholders

Article 119 Holders of different classes of shares are class shareholders.

Shareholders of different classes of shares shall enjoy rights and have obligations in accordance with laws, regulations and the Articles of Association.

Where the capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares.

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

Article 120 Rights conferred on any class of shareholders may not be varied or abrogated without the approval of a special resolution by a shareholders' meeting, and by the affected shareholders of that class at a separate shareholders' meeting convened in accordance with Articles 122 to 126.

Article 121 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following circumstances:

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

(II) a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;

(III) a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;

(IV) a reduction or removal of preferential rights to receive dividends attached to shares of that class or the distribution of properties during liquidation of the Company;

(V) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, pre-emptive rights to rights issue or rights to acquire securities of the Company attached to shares of such class;

(VI) a removal or reduction of rights to receive amounts payable by the Company in particular currency attached to shares of such class;

(VII) a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;

(VIII) an imposition of restrictions or restrictions on the transfer or ownership of shares of such class;

(IX) an issuance of rights to subscribe for, or to convert into, shares of such class or another class;

(X) an increase in the rights and privileges of shares of another class;

(XI) restructuring of the Company in such a way resulting in the disproportionate distribution of obligations among various classes of shareholders; and

(XII) an amendment or abrogation of the provisions of this Chapter.

Article 122 Shareholders of the affected class, whether or not otherwise having the right to vote at the shareholders' meetings, shall have the right to vote at shareholders' class meetings in respect of matters referred to in items (II) to (VIII) or (XI) and (XII) of Article 121, except that interested shareholder(s) shall not have the right to vote at such shareholders' class meetings.

For the purpose of the preceding paragraph, "interested shareholder(s)" shall have the following meanings:

(I) in the case of a share buy-back offer made by the Company on a pro rata basis to all shareholders or share buy-back by the Company through open transaction on a stock exchange pursuant to Article 31, the "interested shareholder" shall mean the "controlling shareholder" as defined in Article 68 of the Articles of Association;

(II) in the case of a buy-back of shares by way of an off-market agreement pursuant to Article 31 of the Articles of Association, the "interested shareholder" shall mean the shareholders related to such agreement;

(III) in the case of a restructuring of the Company, the "interested shareholder" shall mean a shareholder who assumes a smaller proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interests of the shareholders of that class.

Article 123 Resolutions of a shareholders' class meeting may be passed only by two-thirds or more of the voting rights of that class represented at the meeting in accordance with Article 122 hereof.

Article 124 When the Company is to hold a shareholders' class meeting, it shall issue a written notice in accordance with Article 80 of the Articles of Association to all shareholders who are registered as holders of that class in the register of shareholders. Such notice shall provide shareholders with information concerning the matters to be considered at such meeting and the date and venue of the meeting.

Article 125 The notice of a shareholders' class meeting shall only be delivered to the shareholders entitled to vote thereat.

Unless otherwise provided in the Articles of Association, shareholders' class meetings shall be conducted in a manner which is as similar as possible to that of the shareholders' meetings. The provisions of the Articles of Association relating to the procedures for holding shareholders' meetings shall be applicable to shareholders' class meetings.

Article 126 In addition to other class shareholders, holders of domestic listed shares and overseas-listed shares are deemed to be different classes of shareholders.

The special voting procedures for shareholders of different classes shall not apply to the following circumstances:

(I) where the Company issues, upon approval of a special resolution by a shareholders' meeting, either separately or concurrently once every twelve (12) months, not more than 20%, of the issued shares of the respective categories;

(II) where the plan for issuance of domestic listed shares and overseas-listed shares upon the establishment of the Company is completed within fifteen (15) months from the date when such plan is approved by the securities regulatory authorities of the State Council.

Chapter 6 Directors and Board of Directors

Section 1 Directors

Article 127 The directors of the Company shall satisfy the following criteria:

(I) are persons of integrity and honesty, and are of good conduct;

(II) are familiar with the securities and fund laws, administrative regulations, rules and other regulatory documents, and have the management experience and operation and management ability necessary for the performance of duties;

(III) have engaged in the work of securities, fund, financial, legal, accounting or information technology, etc., for the number of years required by the securities regulatory authorities of the State Council;

(IV) other conditions prescribed by the Relevant Laws and Regulations and the Articles of Association.

In addition to the above criteria, executive directors shall directly participate in the day- to-day business operation and management of the Company and be equipped with relevant experience and skills.

A person banned by the Relevant Laws and Regulations from acting as a director of securities companies or banned by the securities regulatory authorities of the State Council from participating in the securities market where such ban has not been lifted, shall not serve as a director of the Company.

Article 128 Whoever falls under any of the following circumstances shall not serve as directors or Senior Management of the Company:

(I) he/she falls under any circumstance which prohibit from serving as a director or Senior Management set forth in the Company Law, the Securities Law, other laws and regulations;

(II) he/she was sentenced to a criminal punishment for a crime of endangering national security, terrorism, corruption, bribery, encroachment or embezzlement of properties, the crime of a gangland nature, or disruption of the social or economic order, or has been deprived of their political rights for committing a crime;

(III) he/she received an administrative punishment imposed by the financial regulators or was subject to restriction from entering into the securities market by securities regulatory authorities of the State Council due to any major violation of laws and regulations, and it has been less than five years since the expiration of the term of enforcement;

(IV) his/her qualification for engaging in the fund business has been revoked by the securities regulatory authorities of the State Council or cancelled by the Asset Management Association of China in the last five years;

(V) he/she served as the legal representative or principal person in charge of the business management of an institution which has been put under receivership, abolished, or declared bankrupt or of which the business license has been revoked, and it has been less than five years since the date of receivership, abolition, declaration of bankruptcy, or revocation of business license, unless it can be proved that the person is not personally liable for the receivership, abolition, declaration of bankruptcy, or revocation of business license;

(VI) he/she was declared unfit by the securities regulatory authorities of the State Council or subjected to a disciplinary sanction imposed by the industry association that determined him/her as unfit for engaging in the relevant business, and the term of enforcement has not expired;

(VII) he/she is under investigation by an administrative authority or a judicial authority on suspicion of any violation of law or any crime, and no final handling opinion has been formed;

(VIII) other circumstances required by the Relevant Laws and Regulations.

If an election or appointment of a director or Senior Management takes place in contravention of this Article, such election, appointment or engagement shall be invalid. If a director or Senior Management falls into any of the circumstances provided in this Article during his term of office, the Company shall terminate his office and suspend his performance of duties.

Article 129 The Company shall have the employee director. The employee director shall be elected by employees of the Company via an employees' representative meeting, employees' meeting or other forms of democratic election.

Article 130 The board of directors or shareholders who individually or jointly hold 1% or more of the total number of shares issued by the Company, may nominate candidates for the directors (including independent directors).

The nominating party shall obtain the consents of the nominees prior to nominating the directors, shall be fully familiar with the occupation, educational background, title, detailed working experience, and all of the concurrent positions, etc., of the nominee, and shall be responsible for providing the above information to the Company in writing.

A director candidate shall, prior to the announcement of a notice of the shareholders' meeting, make written commitment that he/she agrees to accept the nomination, and pledge that the materials of the candidate publicly disclosed are authentic, accurate and complete, and undertake that he/she will effectively perform the duties of director after being elected.

Article 131 The term of office of each director is three (3) years. The director may, after the expiration of the term of office, serve consecutive terms if re-elected.

Where a new election is not held in a timely manner upon expiry of the term of office of a director, or where the total number of members of the board of directors or the Audit Committee is lower than the minimum quorum due to the resignation of any director, or where the resignation of an independent director results in the failure of the ratio of independent directors in the board of directors or its special committees to comply with the provisions of the Relevant Laws and Regulations or the Articles of Association, or results in a lack of accounting professionals, the former director(s) shall continue to perform the director's duties in accordance with the Relevant Laws and Regulations, and the Articles of Association until the newly-elected director(s) take(s) office.

The shareholders' meeting may not remove any director without cause before the expiration of his term of office. However, subject to compliance with all relevant laws and regulations, the shareholders' meeting may by ordinary resolution remove any director before the expiration of his term of office (however, the director's right to claim for damages under any contract which arises from the removal shall not be affected thereby), but explanation shall be provided. The director being removed shall have the right to be heard at the shareholders' meeting, the securities regulatory authorities of the State Council or its branches.

Directors of the Company are natural persons. It is not necessary for directors to hold shares of the Company.

Article 132 The directors shall abide by the Relevant Laws and Regulations and the Articles of Association; they shall be faithful to the Company. The directors shall take measures to avoid the conflict between their own interests and those of the Company and may not seek any improper interests by abusing their powers.

The directors are prohibited from any of the following acts:

(I) encroaching on the properties of the Company or misappropriating the Company's funds;

(II) opening an account in their own name or in the name of any other individual to deposit the Company's funds;

(III) taking any bribe or other illegal gains by abusing their powers;

(IV) without reporting to the shareholders' meeting or the board of directors or obtaining approval through resolutions by the board of directors or the shareholders' meeting as stipulated in the Articles of Association, concluding contracts or dealings, directly or indirectly, with the Company;

(V) using their position to obtain business opportunities which should be available to the Company for themselves or others, unless reporting to the board of directors or the shareholders' meeting and obtaining approval through resolutions by the shareholders' meeting, or unless such business opportunities are not available to the Company as required by laws, administrative regulations or the Articles of Association;

(VI) without reporting to the shareholders' meeting or the board of directors or obtaining approval through resolutions by the shareholders' meeting, operating for their own or for others any business that is of the same type as the Company;

(VII) accepting, and keeping in their possession, commissions for the transactions between others and the Company;

(VIII) disclosing the Company's secrets without authorization;

(IX) by making use of their affiliation, prejudicing the interests of the Company; and

(X) violating other obligations of loyalty stipulated by the Relevant Laws and Regulations and the Articles of Association.

The Company shall be entitled to the income gained by the director from any of the acts listed in this provision; the director shall be liable for compensation if any loss is caused to the Company.

The provision of item (IV) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and Senior Management or enterprises directly or indirectly controlled by the directors and Senior Management or their close relatives, as well as persons who are otherwise related to the directors and Senior Management.

Article 133 The directors shall abide by the Relevant Laws and Regulations and the Articles of Association, and bear obligations of diligence to the Company. The directors shall perform their duties with reasonable care ordinarily expected of a manager for the best interests of the Company.

The directors bear the following obligations to the Company:

(I) exercise prudently, gravely and diligently the rights authorized by the Company in order to ensure the commercial operation of the Company is in compliance with national laws, regulations as well as the various requirements of the national economic policies;

(II) treat all the shareholders equally;

(III) timely investigate the operation and management of the Company;

(IV) approve periodic reports in written form of the Company and to ensure that the information disclosed by the Company is true, accurate and complete;

(V) provide true and accurate information and material to the Audit Committee, and not impede the Audit Committee from exercising its/their functions and powers; and

(VI) other obligations prescribed in relevant laws, regulations and the Articles of Association.

Article 134 The directors may, before the expiration of the term of office, tender their resignations; they shall submit their written resignation report to the Company, unless otherwise prescribed by this Articles of Association, the resignation of the director shall take effect from the date of receipt by the Company of his/her resignation report, except when a later effective date is specified in the resignation report. The Company will disclose the relevant situation within two (2) trading days from the effective date of resignation.

Where the employment relationship is terminated between the executive directors and the Company, the executive directors shall resign from their positions as directors of the Company and submit a written resignation report to the board of directors as of the date of such termination.

If any director fails to attend the meetings of the board of directors in person or by proxy for two (2) consecutive times, the said director shall be deemed incapable of performing his/her duties, and the board of directors shall suggest that the shareholders' meeting remove the said director.

Article 135 The Company shall establish a management system for departure of directors and Senior Management, clearly specifying the accountability and compensation measures for unfulfilled public commitments and other outstanding matters. When a director's resignation becomes effective or his/her term of office expires, he/she shall complete all formalities of transfer to the board of directors, and his/her duty of loyalty to the Company and shareholders shall remain in effect for a reasonable period of time after the expiration of his/her term of office. His/her obligations to keep the Company's non-public information confidential shall remain valid after resignation until the secret becomes public information. The term for which other obligations shall continue shall be decided upon in accordance with the principle of fairness, depending on the time lapse between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company terminates. The liability that a director bears during his/her term of office arising from the performance of duties shall not be exempted or terminated due to his/her departure of office.

Article 136 In the absence of specification in the Articles of Association or legitimate authorization by the board of directors, no director shall act in his/her personal capacity on behalf of the Company or the board of directors. When a director acts in his/her personal capacity, but a third party may reasonably believe that the director is representing the Company or the board of directors, that director shall declare his/her stance and identity in advance.

Article 137 Where any director violates laws, regulations or the Articles of Association during the performance of duties, he shall be liable for compensation if any loss is caused to the Company.

Article 138 The Company shall not pay fines or indemnity that are payable by directors or Senior Management.

Article 139 Unless there is a conflict, any provisions under this section regarding the directors' obligations, shall apply to the Company's Senior Management.

Section 2 Independent Directors

Article 140 Independent directors refer to the directors who do not hold any other positions in the Company (other than as a director of the Company), and has no direct or indirect interest in the Company, its principal shareholders or its actual controller and has no other relationship that may influence their independent and objective judgment.

The Company's board of directors shall have independent directors. There shall be no less than three (3) independent directors and they shall constitute no less than one-third of the board of directors and shall include at least one accounting professional.

The independent directors shall perform their duties conscientiously in accordance with the requirements of the Relevant Laws and Regulations and the Articles of Association, play a role in decision-making, supervision and balance, and professional consultation in the board of directors, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of the minority shareholders.

Unless otherwise specified in this section, the provisions in relation to the directors of the Articles of Association shall apply to the independent directors.

Article 141 An independent director shall meet the following requirements:

(I) having the qualifications for serving as a director of listed companies as well as securities companies in accordance with the Relevant Laws and Regulations;

(II) demonstrating the independence required by the Relevant Laws and Regulations;

(III) possessing basic knowledge of how listed companies work and being familiar with relevant laws, regulations and rules;

(IV) having at least five years of work experience in law, accounting, economics, or other relevant fields required for performing the duties of an independent director;

(V) having good personal integrity with no major dishonest acts or other bad records;

(VI) meeting other criteria prescribed by the Relevant Laws and Regulations.

Article 142 Independent directors shall satisfy the independence requirements as prescribed in the Relevant Laws and Regulations, and shall not be related to the Company or have conflict of interests with the Company or any other circumstances which may hinder their independent and objective judgment.

Independent directors shall conduct an annual self-examination of their independence and submit the same to the board of directors. The board of directors shall assess the independence of incumbent independent directors each year and issue specific opinions thereon, which shall be disclosed together with the annual report.

Article 143 The term of office of the independent directors is the same as those of other directors of the Company but an independent director may not serve for more than six (6) consecutive years.

Article 144 Where the independent director resigns or be removed during his term of office, the independent director himself and the Company shall separately report and provide a written explanation to the branch office of the securities regulatory authorities of the State Council in the place where the Company is domiciled and the shareholders, respectively.

Article 145 Independent directors, as members of the board of directors, shall bear obligations of loyalty and diligence to the Company and all shareholders, and prudently perform the following duties:

(I) to participate in the decision-making of the board of directors and express explicit opinions on matters considered;

(II) to supervise the potential major conflicts of interest between the Company and its controlling shareholder, actual controller, directors and Senior Management, and protect the legitimate rights and interests of minority shareholders;

(III) to provide professional and objective advice on the Company's business development, and promote the improvement of the decision-making level of the board of directors;

(IV) other duties stipulated by the Relevant Laws and Regulations and the Articles of Association.

Article 146 The independent director shall have the following powers in addition to those granted by the Company Law and other relevant laws and regulations:

(I) to independently engage intermediaries to audit, consult, or inspect specific matters of the Company;

(II) to propose to the board of directors to convene extraordinary shareholders' meetings;

(III) to propose to convene meetings of the board of directors;

(IV) to publicly solicit shareholders' rights from shareholders in accordance with the law;

(V) to give independent opinions on matters that may damage the rights and interests of the Company or minority shareholders;

(VI) other powers as provided in the Relevant Laws and Regulations and the Articles of Association.

The exercise of the functions and powers set forth in the preceding items (I) to (III) by independent directors shall be approved by more than half of all independent directors.

The Company shall make a disclosure in a timely manner if independent directors exercise the functions and powers specified in the first paragraph. If the independent director is unable to properly exercise the aforesaid functions and powers, the Company shall disclose the specific circumstances and reasons therefor.

Article 147 The following matters shall be submitted to the board of directors for consideration after being approved by more than half of all independent directors of the Company:

(I) related-party transactions that shall be disclosed;

(II) the plans for changes in or waivers of commitments by the Company and related parties;

(III) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition;

(IV) other matters as prescribed by the Relevant Laws and Regulations and the Articles of Association.

Article 148 The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as related-party transactions to be reviewed by the board of directors shall be approved in advance by the special meeting of the independent directors.

The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters specified in items (I) to (III) of paragraph one of Article 146 and Article 147 of the Articles of Association shall be considered by the special meeting of the independent directors.

The special meeting of the independent directors may consider and discuss other matters of the Company when necessary.

The special meeting of the independent directors shall be convened and presided over in accordance with the relevant provisions of the policy on the work of independent directors of the Company.

Minutes shall be prepared in accordance with regulations for the special meeting of the independent directors, and shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.

The Company shall facilitate and support the convention of the special meeting of the independent directors.

Article 149 An independent director shall perform his director's duties independently in accordance with the Relevant Laws and Regulations and shall make annual work report submitted to the annual shareholders' meeting for consideration.

In the event the independent director fails to perform his duties diligently, he shall take the corresponding responsibilities.

Article 150 Other matters concerning independent directors that are not covered shall be dealt with in accordance with the Relevant Laws and Regulations.

Section 3 Board of Directors

Article 151 The Company shall have a board of directors; the board of directors shall be accountable to the shareholders' meeting.

Article 152 The board of directors shall comprise seven (7) to fifteen (15) directors, including non-executive directors (independent directors included) and executive directors. The board of directors includes one (1) employee director. Internal directors (means those directors who are concurrently holding other positions in the Company), in total, shall not be more than half of all the Company's directors.

The Company shall have one (1) chairman of the board of directors and may have one (1) or two (2) vice chairman/chairmen, who shall be elected, replaced and removed by over half of all the directors.

Article 153 The board of directors shall exercise the following functions and powers:

(I) convening the shareholders' meeting and reporting its work thereto;

(II) implementing resolutions adopted at the shareholders' meeting;

(III) deciding the business plans and investment programs of the Company;

(IV) formulating profit distribution plans and loss recovery plans of the Company;

(V) formulating plans for increasing or reducing the registered capital of the Company, for bond issuance or other securities, and for public offering;

(VI) formulating plans for the Company's buy-back of its shares;

(VII) formulating plans for merger, division, dissolution or change of company form;

(VIII) making decisions on the establishment of the Company's internal management bodies;

(IX) according to the nomination of chairman of the board of directors, appointing or dismissing the Company's president, secretary of the board of directors and CCO; according to the nomination of chairman of the board of directors or president, appointing or dismissing members of the Management Committee and other members of Senior Management; and deciding on matters concerning the remuneration of the above persons;

(X) formulating the basic management system of the Company;

(XI) formulating the plan for amendment to the Articles of Association;

(XII) considering and approving the Company's material external guarantees, investments, acquisitions and disposals of assets, pledge of assets, entrusted financial management, related-party transactions, external donations, etc., under the Relevant Laws and Regulations or the authorization of the shareholders' meeting;

(XIII) proposing at the shareholders' meetings for appointment or replacement of an accountancy firm to conduct an audit for the Company;

(XIV) managing matters relating to information disclosure of the Company;

(XV) listening to the work report of the management of the Company and examining the work thereof;

(XVI) considering the IT management objectives of the Company and taking responsibility for the effectiveness of IT management; considering IT strategy to ensure its consistency with the development strategy, risk management strategy and capital strength of the Company; establishing IT manpower and capital guarantee plan; and assessing the overall effect and effectiveness of annual IT management;

(XVII) other material matters excluding matters required to be adopted at the Company's shareholders' meeting as prescribed by the Relevant Laws and Regulations or the Articles of Association;

(XVIII) other functions and powers prescribed by the Relevant Laws and Regulations or the Articles of Association, and authorized by the shareholders' meeting.

Other than matters specified in items (V), (VI), (VII) and (XI) of the Articles of Association which shall be passed by two-thirds or more of all the directors, the board of directors' resolutions in respect of all other matters may be passed by over half of all the directors.

Article 154 The board of directors of the Company shall make explanations to the shareholders' meeting in relation to the non-standard audit opinions expressed by the certified public accountants in the financial reports of the Company.

Article 155 The board of directors shall formulate the rules of procedures of the board of directors, so as to ensure the board of directors implements the resolutions adopted at the shareholders' meeting, improves work efficiency and ensures logical decision-making. The rules of procedures of the board of directors formulated by the board of directors shall be approved at the shareholders' meeting.

Article 156 Any related-party transactions between the Company and its related parties that are required to be considered by the board of directors in accordance with the Relevant Laws and Regulations, the Articles of Association and other corporate governance documents shall be approved by the board of directors.

The director affiliated with companies or individuals involved in matters discussed by the board of directors shall report in writing to the board of directors in a timely manner. The affiliated director shall not exercise his own, or represent other directors in exercising voting rights in respect of such matters. A meeting of the board of directors may be held with the presence of over half of all the non-related directors. A resolution adopted at such a meeting shall be passed by over half of all the non-related directors. If the number of non-related directors present is less than three (3), the matter shall be submitted to the shareholders' meeting for deliberation.

The Company's material related-party transactions shall be disclosed in accordance with the Relevant Laws and Regulations.

Article 157 The chairman of the board of directors shall exercise the following functions and powers:

(I) presiding over the shareholders' meetings, and convening and presiding over the meetings of the board of directors;

(II) examining the implementation of resolutions of the board of directors;

(III) signing the Company's shares certificates, corporate bonds and other securities;

(IV) exercising the functions and powers as the legal representative of the Company; and

(V) other functions and powers as authorized by the board of directors.

Article 158 The vice chairman of the board of directors shall assist the chairman of the board of directors in his work. If the chairman of the board of directors is unable or fails to perform his duties, or the position is vacant, the duties shall be assumed by the vice chairman of the board of directors (if the Company has two vice chairmen, the vice chairman jointly nominated by more than half of the directors); if the vice chairman of the board of directors is unable or fails to perform his duties, or the position is vacant, the duties shall be assumed by a director jointly appointed by more than half of the directors. The board of directors shall, for the purpose of filling a vacancy of the chairman of the board of directors, convene a board of directors meeting promptly to elect a new chairman of the board of directors.

Article 159 The meetings of the board of directors shall be held at least four (4) times each year, which shall be convened by the chairman of the board of directors, by serving a notice in writing to all directors at least fourteen (14) days before the meeting is convened. The required period of notice of regular meetings of the board of directors may be waived upon unanimous consent of directors in writing.

Article 160 An extraordinary meeting of the board of directors shall be convened by the chairman of the board of directors within ten (10) days under any of the following circumstances:

(I) proposal of shareholders holding one-tenth or more of the voting rights;

(II) proposal of the chairman of the board of directors;

(III) proposal of one-third or more of the directors;

(IV) proposal of more than half of the independent directors;

(V) proposal of the Audit Committee;

(VI) proposal of president;

(VII) proposal of the management committee;

(VIII) other circumstances as required by laws, regulations and the securities regulatory authorities in the place where the Company's shares are listed.

Notice of an extraordinary meeting of the board of directors shall be given to all directors five (5) days before the meeting. In urgent cases where there is a need to convene an extraordinary meeting of the board of directors as promptly as possible, the notice convening the meeting may be given at any time, and the convener shall make an explanatory statement at the meeting.

Article 161 The notice of the meeting of the board of directors shall include the following contents:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) the reasons and motions;

(IV) the date of issuing the notice.

Article 162 No board of directors meeting may be held unless over half of the directors are present.

Each of the directors has one vote. Unless otherwise provided in the Relevant Laws and Regulations and the Articles of Association, a resolution of the board of directors shall be passed by over half of all the directors.

Where there is equality of votes cast for and against a resolution, the chairman of the board of directors shall have right to cast one more vote.

Article 163 Directors shall attend the board of directors meetings in person. Where a director is unable to attend for certain reasons, the director is entitled to appoint another director, by a notice in writing (proxy notice), to attend the meeting on his behalf. Such proxy notice shall state the name of proxy, entrusted matters, the scope of authorization and the effective period, and shall be signed or sealed by the appointing director. A proxy shall exercise the rights within such scope of authorization.

Where a director neither attends the meeting nor appoints a proxy, it shall be deemed as a waiver of voting rights at that meeting.

Article 164 A board of directors meeting shall be held by way of physical meeting, videoconference or teleconference in principle. If physical meeting, videoconference, or teleconference cannot be held due to special reasons such as emergencies, force majeure, etc., in circumstances where opinions of directors are sufficiently conveyed, an interim board of directors meeting may, with the approval of the convener (moderator) and proposer, adopt the form of deliberation in writing to make decisions.

Where a board of directors meeting is held via video or telephone, it shall be ensured that directors at the meeting can hear others clearly and communicate with others normally.

The voting methods at a meeting of the board of directors are as follows: vote by poll in writing or vote by a show of hands (or voice vote). Each director has one vote. Directors attending the meeting shall sign written documents such as resolutions.

Article 165 The board of directors shall prepare minutes of the meetings of the board of directors and such minutes shall be signed by the directors present at the meeting and the recorder. Directors present at the meeting are entitled to require explanatory records of their comments made at that meeting in the minutes. Minutes of the meetings of board of directors shall be kept by the secretary of the board of directors and filed with the Company for at least twenty (20) years from the date of the meeting.

The minutes of the meetings of board of directors shall include the followings:

(I) the date and venue of the meeting and the name of the convener;

(II) the names of the directors present and names of directors (proxy) being appointed to attend the meeting of board of directors on other's behalf;

(III) the agenda;

(IV) the main points of directors' speeches;

(V) the voting method and result of each resolution (the voting result shall specify the number of votes for, against or abstention).

Article 166 The directors shall be responsible for resolutions adopted by the board of directors. The directors adopting a resolution that contravenes laws, regulations or Articles of Association and results in severe losses to the Company, shall be liable to the Company for compensation. However, a director may be exempt from such liability with the proof that he has expressed a disagreement and such disagreement has been recorded in the minutes of meeting.

Section 4 Board Committees of the Board of Directors

Article 167 The board of directors shall establish the Strategy and ESG Committee, the Remuneration Committee, the Nomination and Corporate Governance Committee, the Audit Committee, the Risk Management Committee and Related-Party Transaction Control Committee (the "**Board Committees**"), and the members of the Board Committees shall be directors.

The Board Committees shall perform the duties in accordance with the Relevant Laws and Regulations, the Articles of Association and the authorization of the board of directors, and shall report work to the board of directors. The board of directors shall formulate the terms of reference of the Board Committees.

Members of the Board Committees shall be appointed by the board of directors, and shall be eligible with professional knowledge and working experience in accordance with their duties as members of the Board Committees.

Article 168 The Strategy and ESG Committee shall comprise at least three (3) directors, and shall have one (1) chairman. The Strategy and ESG Committee shall perform the following duties:

(I) to conduct research on the Company's short, medium and long term development strategies or the relevant issues;

(II) to suggest the Company's development strategies, major reforms, equity financing, major investments, and other decisions on significant matters;

(III) to advise on ESG related decisions of the Company, review ESG reports of the Company, pay attention to significant ESG related risks, and supervise the Company to implement ESG goals;

(IV) to perform other duties stipulated in the Relevant Laws and Regulations and authorized by the board of directors.

Article 169 The Remuneration Committee shall comprise at least three (3) directors, of which over half of them shall be independent directors. The Remuneration Committee shall have one (1) chairman who shall be an independent director. The Remuneration Committee shall perform the following duties:

(I) to deliberate on the appraisal and remuneration management system for directors and Senior Management and give opinions;

(II) to conduct appraisal of directors and Senior Management and give recommendations in respect of their remunerations;

(III) to give recommendations to directors or Senior Management on the arrangement of stock ownership plan in the relevant subsidiary to be spun off;

(IV) to perform other duties stipulated in the Relevant Laws and Regulations and authorized by the board of directors.

If the board of directors fails to adopt or fails to fully adopt the recommendations of the Remuneration Committee, the opinions of the Remuneration Committee and the specific reasons for non-adoption shall be recorded in the resolutions of the board of directors and disclosed.

Article 170 The Nomination and Corporate Governance Committee shall comprise at least three (3) directors, of which over half of them shall be independent directors. The Nomination and Corporate Governance Committee shall have one (1) chairman who shall be an independent director. The Nomination and Corporate Governance Committee shall perform the following duties:

(I) to deliberate on selection and appointment standards and procedures of relevant directors and Senior Management and give opinions, search for qualified candidates for relevant directors and Senior Management, review the qualification criteria of the candidates for relevant directors and Senior Management and make recommendations in respect of the nomination, appointment, and removal of relevant directors and the engagement or dismissal of the Senior Management;

(II) to promote the formulation and enhancement of the corporate governance standards;

(III) to conduct appraisal of corporate governance structure and governance standards and give recommendations;

(IV) to perform other duties stipulated in the Relevant Laws and Regulations and authorized by the board of directors.

If the board of directors fails to adopt or fails to fully adopt the recommendations of the Nomination and Corporate Governance Committee, the opinions of the Nomination and Corporate Governance Committee and the specific reasons for non-adoption shall be recorded in the resolutions of the board of directors and disclosed.

Article 171 The Audit Committee shall comprise three (3) or more non-executive directors, of which over half of them shall be independent directors, and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under the securities regulatory rules in the places where the Company's shares are listed. The Audit Committee shall have one (1) chairman who shall be an independent director specializing in accounting. The Audit Committee shall be responsible for reviewing the financial information of the Company and the disclosure thereof, supervising and assessing the internal and external audits work and internal control. The Audit Committee shall perform the following duties:

(I) to exercise the powers and functions of the supervisory committee as stipulated in the Company Law;

(II) to consider financial accounting reports, financial information in periodical reports, internal control assessment reports of the Company, and the disclosure thereof, and propose motions to the board of directors for deliberation;

(III) to propose engagement, dismissal or replacement of external audit firm, and supervise the practice of external audit firm;

(IV) to be responsible for communication between internal audit and external audit;

(V) to consider the engagement or dismissal of the CFO of the Company, and submit to the board of directors for consideration;

(VI) to consider the modifications of accounting policies due to reasons other than changes in accounting standards, the modifications of accounting estimates, or correcting material accounting errors, and submit to the board of directors for consideration;

(VII) to perform other duties stipulated in the Relevant Laws and Regulations, the Articles of Association and authorized by the shareholders' meeting or the board of directors.

The resolutions made by the Audit Committee performing its supervisory duties independently in accordance with the Relevant Laws and Regulations and the Articles of Association are not required to be considered and approved by the board of directors.

The Audit Committee shall hold at least one (1) meeting every quarter. An extraordinary meeting may be convened upon the proposal by two (2) or more members, or when the chairman of the Audit Committee deems it necessary. The quorum of the meeting of the Audit Committee shall be two-thirds or more of the members.

Minutes shall be prepared in accordance with regulations for resolutions of the Audit Committee, and the members of the Audit Committee attending the meeting shall sign on the minutes.

Article 172 The Risk Management Committee shall comprise at least three (3) directors and have one (1) chairman. The Risk Management Committee shall perform the following duties:

(I) to deliberate on overall goals and basic policies for compliance management and risk management and give opinions;

(II) to deliberate on establishment and duties of compliance management and risk management organizations and give opinions;

(III) to evaluate the risks of important decisions and solutions for significant risks required to be deliberated by the board of directors and give opinions;

(IV) to deliberate on compliance reports and risk assessment reports required to be deliberated by the board of directors and give opinions;

(V) to perform other duties stipulated in the Relevant Laws and Regulations and authorized by the board of directors.

Article 173 The Related-Party Transaction Control Committee shall comprise entirely of independent directors, with at least three (3) members, and at least one (1) of whom is specialized in accounting and shall have one (1) chairman. The Related-Party Transaction Control Committee shall perform the following duties:

(I) to make plan for the formulation of and amendments to the Company's related-party transaction management system, and to supervise its implementation;

(II) to obtain the list of related (connected) persons of the Company;

(III) to review related (connected) transactions which are to be approved by the Company's board of directors or shareholders' meeting, form written opinions, and submit them to the board of directors for consideration;

(IV) to perform other duties stipulated in the Relevant Laws and Regulations, and authorized by the board of directors.

Article 174 Decision of the Board Committees shall be approved and adopted by over half of all the members of the Board Committees. Each member shall have one vote for each decision of the Board Committees.

Article 175 All Board Committees may engage external professionals to provide services, and the expenses reasonably incurred shall be borne by the Company.

The board of directors shall be provided with opinions of the Board Committees prior to resolving matters related to the duties of the Board Committees.

Section 5 Secretary of the Board of Directors

Article 176 The Company shall appoint a secretary of the board of directors. The secretary of the board of directors shall obtain the qualifications to engage in the securities business and be equipped with requisite expertise, experience and skills. The circumstances provided in Article 128 of the Articles of Association, which prohibit a person from being a director or Senior Management of the Company, shall also apply to the secretary of the board of directors.

The secretary of the board of directors shall perform the following duties:

(I) to prepare for shareholders' meetings, meetings of the board of directors and meetings of the Board Committees, safekeeping of minutes and documents of the meetings, manage shareholders' information and other ordinary matters;

(II) to ensure that the Company prepare and submit reports and documents required by competent authorities in accordance with the law, provide relevant materials in accordance with laws and handle information submission or information disclosure;

(III) to ensure proper establishment of the register of shareholders of the Company, and persons entitled to obtain relevant records and documents of the Company timely obtain such records and documents;

(IV) to perform other duties stipulated in the Relevant Laws and Regulations and authorized by the board of directors.

Article 177 No accountant of the accountancy firm appointed by the Company may concurrently hold the office of secretary of the board of directors. Directors or Senior Management of the Company may concurrently hold the office of secretary of the board of directors, unless otherwise provided in laws and regulations.

Where the office of secretary of the board of directors is held concurrently by a director, and a certain act is required to be conducted by a director and a secretary of the board of directors separately, the person who concurrently holds the offices of director and secretary of the board of directors may not perform such act in dual capacities.

Article 178 The secretary of the board of directors shall be nominated by the chairman of the board of directors and shall be appointed or removed by the board of directors.

Article 179 The Company shall facilitate the secretary of the board of directors to perform his/her duties, and directors, Senior Management and related personnel shall support and cooperate with the secretary of the board of directors in performing his duties.

Chapter 7 The Company's Business Management Organization

Article 180 The Company shall establish the Management Committee, as the operational and management organ of the Company, to exercise the powers and functions of operation and management. The members of the Management Committee shall be appointed or dismissed by the board of directors. The Management Committee shall have a chairman, who shall be the chairman of the board of directors or president of the Company as approved by the board of directors.

Article 181 The Company shall appoint a president and may appoint vice president, who shall be appointed or dismissed by the board of directors.

Article 182 The Senior Management shall fulfill the conditions stipulated by laws and regulations and required by the securities regulatory authorities of the State Council.

Any person who holds administrative positions other than directors and supervisors (if any) in the Company's corporate controlling shareholder shall not serve as Senior Management of the Company. The Senior Management of the Company receive remunerations from the Company, and shall not be paid by the Company's controlling shareholder.

Article 183 Members of Senior Management of the Company may at most hold the office of director or supervisor (if any) concurrently in two companies where the Company is holding any interests, but shall not hold any office other than director or supervisor (if any). They shall not engage concurrently in any other profit-making organizations or other business activities.

Members of Senior Management shall not be subject to the above restrictions if they concurrently hold other offices in the Company's wholly-owned or controlled subsidiaries, provided that they shall comply with the relevant requirements of the securities regulatory authorities of the State Council.

Article 184 In the course of exercising his duties, if a member of Senior Management violates laws, regulations or the Articles of Association and subsequently causes losses to the Company, he shall be liable for compensation.

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 fail to perform their duties faithfully or violate their obligations of integrity, and cause damages to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.

Article 185 The president shall be accountable to the board of directors and shall perform the following functions and powers:

(I) to take charge of the operation and management of the Company and organize the implementation of resolutions of the board of directors and report it thereto;

(II) to organize the implementation of the annual business plan and investment scheme of the Company;

(III) to nominate candidates of Senior Management other than the president, CCO and secretary of the board of directors that are to be appointed or dismissed by the board of directors;

(IV) to propose to convene extraordinary meetings of the board of directors;

(V) to perform other powers and duties authorized by the Articles of Association or the board of directors.

The president who is not a director shall be present at the meetings of the board of directors.

Article 186 In the course of exercising his duties and powers, the president of the Company shall perform his duties in good faith and diligently in accordance with laws, regulations and the Articles of Association.

Article 187 The president shall formulate the working rules for president which shall be implemented upon the approval of the board of directors.

Article 188 The Management Committee shall be accountable to the board of directors and shall perform the following functions and powers:

(I) to implement the business plans as approved by the board of directors and determine important issues relating to the operation and management of the Company;

(II) to draft profit distribution plan and loss recovery plan of the Company;

(III) to draft plans for change of registered capital and issuance of corporate bonds of the Company;

(IV) to draft plans for merger, division, change in company form or dissolution of the Company;

(V) to draft business plans, investment, financing and assets disposal plans, which shall be submitted for approval by the board of directors in accordance with corresponding scope of authority;

(VI) to draft the plan for establishment of the internal management departments of the Company;

(VII) to draft the basic management system of the Company;

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

(IX) to appoint or dismiss managerial staff other than those who shall be appointed or dismissed by the board of directors;

(X) to formulate and approve the plans for recruitment, assessment, remuneration, awards and penalties plan of the staff of the Company;

(XI) to perform other powers and duties authorized by the Articles of Association or the board of directors.

Article 189 Meetings of the Management Committee shall be held with the presence of more than half of its members, and shall be convened and chaired by the chairman of the Management Committee. If the chairman of the Management Committee is unable to perform the duty due to any exceptional cause, any other member of the Management Committee designated by the chairman of the Management Committee shall convene and preside over such meeting.

Meetings of the Management Committee shall collectively discuss matters on its agenda; resolutions shall be made by the chairman of the Management Committee after topics are fully discussed and opinions of the members of the Management Committee are sufficiently heard. Meetings of the Management Committee shall not adopt the resolution which fails to obtain approvals by more than half of members of the Management Committee. The chairman of the Management Committee shall have one veto right but shall not veto a motion that has already been vetoed by the Management Committee.

Article 190 The Management Committee shall formulate the relevant rules and submit them to the Board of Directors for approval before implementation. The rules of the Management Committee shall include its specific composition, responsibilities and rules of procedures, etc.

Chapter 8 Compliance Management

Article 191 The Company shall formulate the basic system of compliance management, which shall be implemented upon the consideration and approval of the board of directors.

Article 192 The Company shall appoint a CCO. The CCO shall be nominated by the chairman of the board of directors and appointed, dismissed or appraised by the board of directors. The CCO shall be in charge of examination, supervision and inspection of the Company and its staff in terms of the compliance of their operation, management and practice thereof. The CCO may neither concurrently assume any other positions nor take charge of any other departments that are in conflict with the duties of compliance management.

The Company shall ensure the independence of the CCO. The shareholders, directors or Senior Management of the Company shall not, in violation of prescribed duties and procedures, directly give instructions to the CCO or interfere with the work of the CCO.

The Company shall ensure that the CCO has and can exercise the full rights to know and investigate as is necessary for the performance of his duties. The CCO shall be entitled to participate in or attend the meeting regarding the performance of his duties, review relevant documents and information and require the relevant staff to explain the relevant matters.

Article 193 The CCO shall be proficient in relevant laws, regulations and standard, as well as be an honest and credible person, who is familiar with the securities or fund businesses, possess the expertise and skills required for the compliance management, and meet the following qualifications:

(I) having engaged in securities or fund business for ten or more years and having passed the qualification exam for compliance management personnel organized by the Securities Association of China; having engaged in securities or fund business for five or more years and having passed the qualification exam for legal professionals; or having worked in a securities regulatory authorities or a self-discipline organization in the securities or fund industry for five or more years;

(II) having not been subject to any administrative penalties or major administrative supervision measures imposed by financial regulatory authorities in the recent three years; and

(III) other qualifications as prescribed by the securities regulatory authorities of the State Council.

Article 194 When the Company appoints a CCO, it shall submit the resume and other relevant supporting documents of the candidate to the branch office of the securities regulatory authorities of the State Council in the place of domicile of the Company. The CCO shall not hold office until the approval from the branch office of the securities regulatory authorities of the State Council is obtained. Where the Company dismisses a CCO, it shall provide proper reasons and shall, ten working days prior to the relevant meeting of the board of directors, file a written report with the reasons for the dismissal to the branch office of the securities regulatory authorities of the State Council in the place of domicile of the Company.

Article 195 Where the CCO cannot perform his duties or the position of the CCO is vacant, the Chairman of the board of directors or the president shall perform the relevant duties in place of the CCO, and shall, within three working days after the decision is made, file a written report to the branch office of the securities regulatory authorities of the State Council in the place of domicile of the Company. The period during which the Chairman of the board of directors or the president performs the relevant duties in place of the CCO shall not exceed six months.

The CCO who intends to resign shall, one month in advance, file an application to the board of directors, and report the matter to the branch office of the securities regulatory authorities of the State Council in the place of domicile of the Company. Before the application for resignation is approved, the CCO shall not stop performing his duties at his discretion.

Where the position of the CCO is vacant, the Company shall, within six months, appoint a person meeting the qualifications as specified herein to act as the CCO.

Article 196 The CCO shall perform the following duties:

(I) to organize the formulation of the basic system for compliance management and other compliance management systems, and urge various business units and entities to implement such systems;

(II) to conduct compliance examinations on the Company in respect of its internal management system, major decisions, new products and new business schemes, and issue written compliance examination opinions; and conduct compliance examinations and sign his express opinions on application materials or reports submitted by the Company in accordance with the requirements of the relevant regulatory authorities;

(III) to supervise the Company and its staff in respect of the compliance of their operation, management and practice, and make regular or occasional examinations;

(IV) to arrange the implementation of the anti-money laundering system, management of the conflict of interests and information firewall system, provide compliance advice and organize compliance training, and guide and urge the Company's departments concerned to deal with the reports and complaints regarding the Company and its staff in respect of their behaviors in violation of laws and regulations;

(V) to report the compliance of the Company's operation and management and the compliance management activities carried out to the board of directors and the president;

(VI) in the event that the CCO discovers that the Company is in violation of certain laws and regulations or there is a potential risk of non-compliance, he shall promptly report to the board of directors, the president, and the branch office of the regulatory authorities of the State Council as well as the competent self-disciplinary organization of the place of domicile of the Company in accordance with relevant regulatory requirements, propose his opinions and urge prompt rectification;

(VII) making recommendations to the board of directors or Senior Management and monitor the relevant departments to evaluate the impact on compliance management as well as make corresponding amendments or adjustments to management system and workflow where any Relevant Laws and Regulations changes;

(VIII) to timely deal with the matters required by the regulatory authorities of the State Council and its branch office as well as the competent self-discipline organization, with which cooperate in carrying out inspections and investigations over the Company, and track and evaluate the implementation of the supervisory opinions and requirements;

(IX) to perform other duties stipulated by the Relevant Laws and Regulations.

The Company shall provide necessary manpower, material, financial resources and technical support for the CCO to perform his duties. All directors, Senior Management and all departments and branches shall support and cooperate with the CCO's work, and shall not restrict and obstruct the CCO from performing his duties with any excuse.

The Company shall establish a compliance department or appoint the relevant department to assist the CCO in performing his duties, and the Company shall equip such compliance department with adequate compliance management staff with professional knowledge and skills necessary for the performance of the duties of compliance management.

Chapter 9 Operational Risk Management

Article 197 The Company shall formulate and persistently improve its risk management system in accordance with the relevant rules.

Article 198 The Company shall appoint a CRO in charge of comprehensive risk management. The CRO may neither concurrently assume any other positions nor take charge of any other departments that are in conflict with his duties.

The Company shall appoint or establish a designated department to perform the duties of risk management, which shall promote comprehensive risk management under the leadership of the CRO.

Article 199 The Company shall provide sufficient guarantee for the CRO to perform his duty and guarantee his right to be informed, which is essential for him to fully perform his duties. The CRO is entitled to participate in or attend such meetings related to his performance of duties, access to relevant documents and obtain requisite information.

Article 200 The Company shall ensure the independence of the CRO. Shareholders and directors are prohibited from directly giving instructions to the CRO or intervening with his work in violation of the procedures as prescribed by certain provisions.

Chapter 10 Financial and Accounting Systems and Profit Distribution

Section 1 Financial and Accounting Systems

Article 201 The Company shall formulate its own financial and accounting systems in accordance with laws, regulations and the PRC accounting standards formulated by the financial authorities under the State Council.

Article 202 The financial year of the Company shall be the calendar year from January 1 to December 31.

Article 203 The Company shall prepare a financial report at the end of each financial year and such financial report shall be duly audited by an accountancy firm. The financial report shall be prepared in accordance with laws, regulations and requirements of financial authorities under the State Council.

Article 204 The board of directors of the Company shall present to the shareholders at every annual shareholders' meeting such financial reports required to be prepared by the Company in accordance with the Relevant Laws and Regulations.

Article 205 The Company's financial reports shall be made available at the Company for shareholders' inspection at least twenty (20) days before the date of the annual shareholders' meeting. Each shareholder of the Company shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

Unless otherwise required in the Articles of Association, the Company shall give notice or make an announcement of the aforementioned reports or the directors' report, accompanied by the balance sheet and the income statement in accordance with the relevant provisions of Chapter 11 of the Articles of Association at least twenty (21) days before the date of the annual shareholders' meeting.

Article 206 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and laws and regulations, be prepared in accordance with either international accounting standards, or the accounting standards of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with these two sets of accounting standards, such difference shall be stated in the notes appended to the financial statements. For purposes of the Company's distribution of after-tax profits in a given financial year, the lower of the two amounts shown in the aforementioned two sets of financial statements shall be adopted.

Article 207 Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC's accounting standards and laws and regulations as well as international accounting standards or the accounting standards of the place outside the PRC where the Company's shares are listed.

Article 208 The Company shall publish its annual financial report within four (4) months from the ending date of each fiscal year, publish its interim financial report within two (2) months from the ending date of the first six (6) months of each fiscal year, and publish its quarterly financial report within one (1) month from the ending dates of the first three (3) and first nine (9) months of each fiscal year.

Where the securities regulatory authorities of the places where the Company's shares are listed stipulates otherwise, such stipulations shall prevail.

Article 209 The Company shall not establish separate accounting books other than statutory accounting books. No funds of the Company shall be deposited and maintained in any account opened in the name of any individual.

Article 210 The after-tax profit of the Company for the year shall be distributed in the following order:

(I) to make up for the losses;

(II) to allocate 10% as statutory reserve fund;

(III) to allocate as risk reserves in accordance with the PRC's relevant stipulations;

(IV) to allocate as discretionary reserve fund according to resolutions of the shareholders' meeting;

(V) to distribute dividends to shareholders.

No further allocation is required when the accumulated amount of the statutory reserve funds of the Company reaches 50% or more of its registered capital.

The shareholders' meeting shall determine whether to allocate the discretionary reserve after allocating the statutory reserve and the risk reserve.

Article 211 After losses have been covered and the statutory reserve and risk reserve have been allocated in accordance with the Articles of Association, any remaining after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in the Company's Articles of Association.

Where the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders concerned shall refund to the Company the profits distributed in violation of the regulations; where any loss is caused to the Company, the shareholders, the directors and the Senior Management who are responsible shall be liable for compensation.

Shares held by the Company itself shall not be entitled to the distribution of profits.

Article 212 The reserve funds of the Company shall be used to cover losses of the Company, expand its production and business, or increase its registered capital. Where the reserve funds are used for offsetting losses of the Company, the discretionary reserve funds and statutory reserve funds shall be used in priority; if still not sufficient, the capital reserve funds may be used according to regulations on the premise of legality and compliance. When the statutory common reserve fund is converted into the increase of the registered capital, the remaining reserve shall be no less than 25% of the Company's registered capital prior to the conversion.

Article 213 The capital common reserve fund includes the following funds:

(I) the premiums obtained from the issue of shares in excess of the par value; and

(II) other items required to be included in the capital common reserve fund by the finance authorities of the State Council.

Article 214 After the profit distribution plan has been resolved at the shareholders' meeting, or after the board of directors of the Company has resolved on the dividend distribution matter in accordance with the authorization by the shareholders' meeting, the dividend (or share) distribution shall be completed within two (2) months.

Article 215 The Company attaches importance to reasonable investment returns to investors, and the Company's profit distribution policy maintains continuity and stability, while taking into account the Company's long-term interests, the overall interests of all shareholders and the Company's sustainable development.

Under the premise that the Company's profit distribution does not exceed the cumulative distributable profit and that the Company's risk control indicators can meet regulatory requirements after the implementation of the profit distribution plan, the Company will give priority to cash distribution of dividends.

Article 216 The profit distribution policies of the Company are set out below:

(I) profit shall be distributed in the following manner: the Company may use cash, shares or a combination of cash and shares or other methods permitted by law or regulation to distribute profit;

(II) conditions for and proportions of cash dividends distribution: if the Company has no events such as major investment plans or significant cash expenditures, and the Company's risk control indicators can meet regulatory requirements and the normal operating capital requirements of the Company can be satisfied after the distribution of cash dividends, within any three (3) consecutive years, the cumulative profit distributed by the Company in cash shall not be less than 30% of the annual average distributable profit realized in such three (3) years;

(III) interval of profit distribution: in principle, the Company makes a profit distribution once a year, and the board of directors can propose the Company to carry out the interim profit distribution according to the profit situation and the situation of capital requirements and related conditions;

(IV) conditions for issuing share dividends: when the Company is operating well and the board of directors believes that the Company's share price does not match the size of the Company's share capital and that the issuance of share dividends is in the interest of the shareholders of the Company as a whole, and comprehensively taking into account the Company's growth, dilution of net assets per share and other factors, it can propose share dividends distribution plan under the conditions of meeting the aforesaid cash dividends distribution.

Article 217 The decision-making procedures and mechanism of the Company's profit distribution plan are as follows:

(I) the Company's profit distribution plan is formulated by the board of directors. The board of directors shall fully discuss the rationality of the profit distribution plan and form a special proposal to be implemented, subject to the consideration and approval of shareholders' meeting. Before the shareholders' meeting considers the specific profit distribution plan, the Company shall actively communicate with shareholders, especially minority shareholders through various channels, listen to the opinions and demands of minority shareholders, and promptly answer questions of their concerns.

(II) if the Company is unable to determine the profit distribution plan for the year in accordance with the established cash dividend policy or the minimum cash dividend ratio under special circumstances, it shall disclose the specific reasons in the annual report. The Company's profit distribution plan for that year shall be approved by two thirds or more of the voting rights represented by the shareholders attending the shareholders' meeting.

(III) in the event of force majeure such as war, natural disasters, or changes in the Company's external operating environment that have a significant impact on the Company's operations, or the Company's own operating or financial conditions have changed significantly, or relevant laws, regulations or regulatory requirements have changed or any adjustment has been made thereto, or if the board of directors deems it necessary, the Company may adjust the cash dividend policy. The adjustment of the Company's cash dividend policy shall be demonstrated in detail by the board of directors, and a special proposal shall be formed and submitted to the shareholders' meeting, which shall be approved by two-thirds or more of the voting rights represented by the shareholders attending the shareholders' meeting.

Article 218 Any amount paid in on any share prior to the date of the payment of shares specified by the Company (the "**Payment Date**") may carry interest but shall not entitle the holder of the share to participate in respect of the pre-paid shares in a dividend subsequently declared on the Payment Date.

The Company is entitled to forfeit unclaimed dividends, but such right to forfeit shall only be exercised after the expiration of the limitation period applicable to the declaration of dividends, provided that the Company is in compliance with the relevant laws and regulations.

The Company shall have the right to cease sending dividend warrants to holders of the overseas-listed shares by post, but it may exercise this right only if such warrants have been left uncashed on two consecutive occasions. However, the Company may exercise this right after the first occasion on which such a warrant is returned undelivered.

The Company shall have the right to issue share warrants to bearers. No new share warrant shall be issued to replace one that has been lost, unless the Company is reasonably satisfied that the original has been destroyed.

The Company shall have the right to sell shares of the holder of the overseas-listed shares that is untraceable but the following conditions must be observed:

(I) during a period of twelve (12) years, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed;

(II) on expiry of the twelve (12) years, the Company gives notice of its intention to sell the shares by way of making an announcement on one or more newspapers of the place where the Company's shares are listed, and gives notice to the securities regulatory authorities of the place where the Company's shares are listed.

Article 219 The Company shall appoint receiving agents for the holders of the overseas-listed shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of the overseas-listed shares.

The receiving agents appointed by the Company shall meet the relevant requirements of the laws or the relevant regulations of the securities exchange of the place where the Company's shares are listed.

The receiving agents appointed for holders of overseas-listed shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Section 2 Internal Audit

Article 220 The Company shall implement the internal audit system which clearly defines matters including leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit work.

Article 221 The internal audit system of the Company shall be implemented upon the approval of the board of directors and disclosed to the public.

Article 222 The Company's internal audit institution supervises and inspects the Company's business activities, risk management, internal control, financial information and other matters.

The internal audit institution shall be responsible to the board of directors.

The internal audit institution shall accept the supervision and guidance of the Audit Committee in the course of supervising and inspecting the Company's business activities, risk management, internal control and financial information. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the Audit Committee immediately.

Article 223 The internal audit institution is responsible for the specific organization and implementation of the internal control evaluation of the Company. The Company shall issue the annual internal control evaluation report based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee and other relevant materials.

When the Audit Committee communicates with external audit entities such as accountancy firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

The Audit Committee participates in the assessment of the person in charge of the internal audit of the Company.

Section 3 Engagement of an Accountancy Firm

Article 224 The Company shall engage an independent accountancy firm with good professional records and social reputation which is qualified under the relevant regulations of the PRC to audit the Company's annual financial report and other financial reports.

Except for the provisions of Article 146, the accountancy firm referred to in the Articles of Association means the accountancy firm engaged by the Company to provide statutory audit services for the periodic financial reports of the Company.

The term of engagement of the accountancy firm shall commence from the conclusion of the annual shareholders' meeting until the conclusion of the next annual shareholders' meeting.

Article 225 The accountancy firm engaged by the Company shall be entitled to the following rights:

(I) to inspect the account books, records and vouchers of the Company, and to require the directors or Senior Management of the Company to provide relevant information and explanations;

(II) to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the accountancy firm to discharge its duties;

(III) to attend shareholders' meetings and to receive all notices of, and other communications relating to, any such meeting, which any shareholder is entitled to receive, and to be heard at any shareholders' meeting in relation to matters concerning its role as the Company's accountancy firm.

Article 226 The engagement, dismissal or discontinuance of engagement of the accountancy firm must be determined by the shareholders' meetings of the Company, and the board of directors shall not appoint any accountancy firm before the shareholders' meeting makes the decision.

Article 227 The shareholders' meeting may by ordinary resolution remove the Company's accountancy firm prior to the expiration of its term of engagement, notwithstanding the provisions of the contract entered into between the Company and the accountancy firm, but without prejudice to the rights of an accountancy firm to claim damages in respect of such dismissal.

Article 228 The remuneration of an accountancy firm or the method in determining the remuneration shall be determined by the shareholders' meeting.

Article 229 If the Company intends to remove or discontinue to engage an accountancy firm, the Company shall give notice to such accountancy firm in advance, and such accountancy firm shall have the right to make representations when the resolution regarding the dismissal of the accountancy firm is voted on at the shareholders' meeting of the Company.

Article 230 Where the accountancy firm proposes to quit, it shall state to the shareholders' meeting whether or not there is anything improper in the Company.

Chapter 11 Notices and Announcements

Article 231 Notices of the Company shall be sent by the following means:

(I) by hand;

(II) by mail;

(III) by fax or email;

(IV) by making an announcement on the Company's website or websites designated by stock exchanges in compliance with the Relevant Laws and Regulations;

(V) by other means recognized by the Company, or agreed upon by the recipient in advance or recognized by the recipient after receiving such notice;

(VI) by other means permitted by laws and regulations, recognized by regulatory authorities of the place where the Company's shares are listed and other means stated in the Articles of Association.

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

Notices sent by hand shall be deemed effectively served on the date when the addressee signs (or seals) the receipt; notices sent by mail shall be deemed effectively served on the second working day upon the delivery of the notice to the post office; notices issued by an announcement shall be deemed effectively given on the date of its first publication; notices sent by fax, email or published on the website shall be deemed effectively served or given on the date of the publication.

Article 232 Shareholders of the Company's overseas-listed shares may choose in writing to receive the corporate communication that the Company is required to send to shareholders either by post or through electronic means, and also choose to receive either an English version or Chinese version or both. They shall have the right to modify the means of receiving the same as well as the language of such corporate communications in accordance with the applicable procedures provided that a written notice is given to the Company in advance and at a reasonable time.

If the Company has obtained the shareholders' prior written consent or deemed consent in accordance with the relevant laws and regulations and the Listing Rules as amended from time to time, the Company may dispatch or provide corporate communication (including but not limited to circulars, annual reports, interim reports, quarterly reports, notices of shareholders' meetings, and other types of corporate communication as specified in the Listing Rules) to its shareholders by electronic means. Notwithstanding any contrary provisions in the Articles of Association, the Company may dispatch corporate communication to holders of overseas-listed shares by electronic means only.

Article 233 In the event shareholders or directors wish to prove that notices, documents, information or written statements have been sent to the Company, they shall provide proof that such notices, documents, information or written statements have been sent within the prescribed time in the ordinary way of delivery or by postage prepaid to the correct address.

Article 234 If any notice of meeting is not given to any person entitled to receive such notice inadvertently or such person does not receive a notice of meeting, the meeting and the resolution adopted therein shall not become invalid only thereby.

Chapter 12 Merger, Division, Capital Increase and Decrease, Dissolution and Liquidation

Section 1 Merger, Division, Capital Increase and Decrease

Article 235 The Company may carry out merger or division in accordance with the law. In the event of a merger or division of the Company, a plan shall be presented by the Company's board of directors. Upon approval by the shareholders' meeting in accordance with the procedures stipulated in the Articles of Association, the Company shall arrange to obtain the relevant approval. A shareholder who objects to the plan of merger or division shall have the right to demand the Company or the shareholders who consented to the plan of merger of division to acquire his shares at a fair price. The contents of the resolution of merger or division of the Company shall constitute special documents and shall be available for shareholders' inspection.

Such special documents shall be sent or announced by means prescribed in Chapter 11 of the Articles of Association to holders of overseas-listed shares.

Article 236 If the price paid for the merger of the Company does not exceed 10% of the net assets of the Company, it may not be subject to a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association.

Where the merger of the Company pursuant to the preceding paragraph is not subject to a resolution of the shareholders' meeting, it shall be subject to a resolution of the board of directors.

Article 237 The merger of the Company may either take the form of merger by absorption or merger by incorporation.

Merger by absorption means that a company absorbing another company and the company being absorbed shall be dissolved. Merger by incorporation means that a merger of two or more companies through the establishment of a new company and the companies being consolidated shall be dissolved.

Article 238 In the event of a merger of the Company, the parties to the merger shall execute a merger agreement and prepare a balance sheet and a list of properties. The Company shall give notice to its creditors within ten (10) days of the date of the resolution for merger and shall make an announcement in the newspaper or the National Enterprise Credit Information Publicity System or through other means within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of notice or within forty-five (45) days of the date of announcement if notice is not received within thirty (30) days, to require the Company to settle its debts or to provide a corresponding guarantee for such debt.

Upon completion of the merger of the Company, the entity merged or the new entity established after the merger shall succeed the claims and liabilities of the parties to the merger.

Article 239 In the event of a division of the Company, its assets shall be divided accordingly.

In the event of a division of the Company, the parties to the division shall execute a division agreement and prepare a balance sheet and a list of properties. The Company shall give notice to its creditors within ten (10) days of the date of the resolution for division and shall make an announcement in the newspaper or the National Enterprise Credit Information Publicity System or through other means within thirty (30) days of the date of such resolution.

Article 240 The entity established after division shall assume joint and several liability for the debts incurred by the Company before division, unless otherwise stipulated in any agreement on settlement of debts which may be reached between the Company and its creditors prior to the division.

Article 241 Where an increase in registered capital of the Company is made by means of issuance of new shares, the shareholders shall have no pre-emptive rights unless otherwise provided in the Articles of Association or the shareholders' meeting resolves that the shareholders shall have pre-emptive right.

Article 242 Where a merger or division of the Company involves any changes to any registration, an application for modification of registration shall be made to the registration authority pursuant to the law; if the Company is dissolved, cancellation of registration of the Company shall be carried out pursuant to the law; where a new company is established, the registration of the establishment of the company shall be carried out in accordance with the law.

Where the Company increases or reduces its registered capital, it shall apply to the company registration authorities to modify its registration in accordance with the law.

Section 2 Dissolution and Liquidation

Article 243 In any of the following circumstances, the Company may be dissolved:

(I) dissolution as resolved by the shareholders' meeting;

(II) dissolution as a result of merger or division of the Company;

(III) the business license of the Company is revoked or it is ordered to close down its business or its business license is cancelled in accordance with the law;

(IV) where the operation and management of the Company falls into serious difficulties and its continued existence would cause significant losses to shareholders, the shareholders holding 10% or more of the total voting rights of the Company may apply to the People's Court to dissolve the Company if there are no other solutions;

(V) where the Company is declared bankrupt in accordance with the law due to its inability to settle debts that are due.

Upon the occurrence of any events of dissolution specified in the preceding paragraph, the Company shall make an announcement of the event of dissolution through the National Enterprise Credit Information Publicity System within ten (10) days.

Article 244 Where the Company is dissolved in accordance with items (I), (III) and (IV) under Article 243 hereof, the directors are the obligor of liquidation of the Company, and a liquidation team shall be established to commence liquidation within fifteen (15) days from date of occurrence of events giving rise to dissolution. The members of the liquidation team shall be determined by the directors or the shareholders' meeting. If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.

Specific provisions on dissolution or liquidation in laws and regulations shall prevail.

Article 245 During the liquidation period, the liquidation team shall exercise the following powers:

(I) thoroughly examine the properties of the Company and prepare a balance sheet and a list of properties respectively;

(II) to give notice to the creditor(s) or to publish announcements;

(III) to dispose of and liquidate relevant ongoing businesses of the Company;

(IV) to settle outstanding taxes;

(V) to settle claims and debts;

(VI) to distribute the surplus assets remaining after the Company's debts are settled;

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

Article 246 The liquidation team shall, within ten (10) days of its establishment, give notice to creditors and shall, within sixty (60) days of its establishment, make an announcement in the newspaper or the National Enterprise Credit Information Publicity System or through other means.

A creditor shall, within thirty (30) days of receipt of notice, or within forty-five (45) days of the date of the announcement if notice is not received within thirty (30) days, claim his rights to the debt to the liquidation committee.

In claiming his rights, the creditor shall provide proof of his rights to the debt and matters relating to the debt. The liquidation committee shall register the creditor's rights.

In the course of claiming of creditors' rights, the liquidation team shall not settle its debts with creditors.

Article 247 After the liquidation team has thoroughly examined the Company's properties and prepared a balance sheet and a list of properties, it shall formulate a plan of liquidation for submission to the shareholders' meeting or to the People's Court for confirmation.

Any surplus assets remaining after payment of liquidation costs, employees' wages, social insurance, statutory compensation, taxes payable, and debts of the Company shall be distributed to shareholders on a pro rata basis.

During the liquidation period, the Company remains in existence; however, it shall not commence any business activity that is unrelated to liquidation. The Company's assets shall not be distributed to shareholders prior to settling debts pursuant to the foregoing provision.

Article 248 After liquidating the properties of the Company and preparation of a balance sheet and a list of properties, if the liquidation team finds the assets of the Company to be insufficient for the settlement of its debts, the liquidation team shall apply to the People's Court for bankruptcy liquidation.

After the People's Court accepts the bankruptcy application, the liquidation team shall hand over matters in relation to liquidation of the Company to the bankruptcy administrator designated by the People's Court.

Article 249 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, submit the same to the shareholders' meeting or the People's Court, and deliver the same to the company registry to apply for cancellation of the Company's registration.

Article 250 Members of the liquidation team shall perform their duties in carrying out the liquidation and have obligations of loyalty and diligence. Members of the liquidation team who neglect to perform their duties in carrying out the liquidation and cause any loss to the Company shall be liable for damages; members of the liquidation team who cause any loss to any creditor with intention or due to gross negligence shall be liable for damages.

Chapter 13 Amendment of the Articles of Association

Article 251 The Company may amend the Articles of Association in accordance with laws, regulations and the Articles of Association.

Article 252 Under any of the following circumstances, the Company shall amend the Articles of Association:

(I) the Articles of Association is contradictory to any provision of the amended Company Law or other relevant laws and regulations;

(II) changes to the Company's situation which leads to inconsistency with matters recorded in the Articles of Association;

(III) a shareholders' meeting adopts a resolution to amend the Articles of Association.

Article 253 The Articles of Association and its amendments shall be approved by the shareholders' meeting. Where the amendments approved by the shareholders' meeting shall fulfil relevant procedures of the relevant regulatory authorities, such amendments shall be submitted to the relevant regulatory authorities for fulfilment of relevant procedures; if any registration is concerned, the Company shall apply for registration of the changes in accordance with the law.

Article 254 The board of directors shall amend the Articles of Association in accordance with the resolution to amend the Articles of Association passed at the shareholders' meeting and the requirements (if any) from the relevant authorities.

Article 255 Any amendment to the Articles of Association that involves information to be disclosed as required by the laws and regulations, shall be announced as required.

Chapter 14 Supplementary Provisions

Article 256 The Articles of Association is written in Chinese. If there is any discrepancy between the Articles of Association and other versions of Articles of Association or other Articles of Association in another language, the Chinese version of the Articles of Association last registered and filed with the Beijing Municipal Administration for Market Regulation shall prevail.

Article 257 Unless otherwise specially agreed in this Articles of Association, "or more", "or less", "within", "at least", "before" as mentioned herein shall include the figures listed; "over", "more than", "less than", "lower" or "exceed" shall not include the figures listed.

Article 258 For matters that are not included in the Articles of Association or that are inconsistent with the Relevant Laws and Regulations, the Relevant Laws and Regulations shall prevail.

Article 259 The authority of interpretation of the Articles of Association shall be vested with the board of directors of the Company.

Records of the Formulation and Amendment of the Articles of Association of China International Capital Corporation Limited

No.	Item	Resolution Date	Authorizing/Considering Meeting Name
1.	Formulation of the Articles of Association	June 3, 2015	first extraordinary shareholders' general meeting of 2015 of China International Capital Corporation Limited
2.	1st amendment	July 28, 2015	second extraordinary shareholders' general meeting of 2015 of China International Capital Corporation Limited
3.	2nd amendment	October 16, 2015	third extraordinary shareholders' general meeting of 2015 of China International Capital Corporation Limited
4.	3rd amendment	June 8, 2016	2015 annual shareholders' general meeting of China International Capital Corporation Limited
5.	4th amendment	December 29, 2016	first extraordinary shareholders' general meeting of 2016 of China International Capital Corporation Limited
6.	5th amendment	June 12, 2017	2016 annual shareholders' general meeting of China International Capital Corporation Limited
7.	6th amendment	September 20, 2017	authorization of the 2016 annual shareholders' general meeting of China International Capital Corporation Limited
8.	7th amendment	May 18, 2018	2017 annual shareholders' general meeting of China International Capital Corporation Limited

No.	Item	Resolution Date	Authorizing/Considering Meeting Name
9.	8th amendment	October 16, 2019	authorization of the 2018 annual shareholders' general meeting of China International Capital Corporation Limited
10.	9th amendment	December 30, 2019	second extraordinary shareholders' general meeting of 2019 of China International Capital Corporation Limited
11.	10th amendment	February 28, 2020	first extraordinary shareholders' general meeting of 2020 of China International Capital Corporation Limited
12.	11th amendment	April 14, 2020	second extraordinary shareholders' general meeting of 2020 of China International Capital Corporation Limited
13.	12th amendment	May 18, 2021	2020 annual shareholders' general meeting of China International Capital Corporation Limited
14.	13th amendment	June 23, 2022	2021 annual shareholders' general meeting of China International Capital Corporation Limited
15.	14th amendment	June 30, 2023	2022 annual shareholders' general meeting of China International Capital Corporation Limited
16.	15th amendment	June 28, 2024	2023 annual shareholders' general meeting of China International Capital Corporation Limited
17.	16th amendment	October 31, 2025	first extraordinary shareholders' general meeting of 2025 of China International Capital Corporation Limited
18.	17th amendment	November 23, 2026	second extraordinary shareholders' meeting of 2026 of China International Capital Corporation Limited