

Shanghai Conant Optical Co., Ltd.

Articles of Association

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CHAPTER 1 GENERAL PROVISIONS

Article 1

In order to safeguard the legitimate rights and interests of Shanghai Conant Optical Co., Ltd. (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “Trial Measures”), the Guidelines for the Articles of Association of the Listed Companies (“the Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and other relevant regulations.

Article 2

The Company is a limited liability company established in accordance with the Company Law, the Trial Measures, and other relevant laws, administrative regulations or regulatory documents of the People’s Republic of China (the “PRC”).

The Company is a limited liability company established through the complete reorganization of Shanghai Conant Optical Co., Ltd. (上海康耐特光科技集團有限公司) (“Conant Limited”) by converting the audited net assets of RMB307,558,901.26 to 305,000,000 ordinary shares with a face value of RMB1 per share by the ratio of 1:0.9917 on the base date of 31 January 2021. The Company was registered with the Shanghai Municipal Administration for Market Regulation on 23 February 2021, and obtained the Business License. The unified social credit code of the Company’s Business License: 91310115MA1HA3CA5Y.

The Company has a total of 9 promoter shareholders, including 4 non-natural person shareholders, namely Shanghai Shuyun Enterprise Management Partnership (Limited Partnership)*, Jiaxing Huiyi Investment Partnership (Limited Partnership)*, Shanghai Fengchang Enterprise Management Partnership (Limited Partnership)* and Ningbo Meishan Bonded Port Zone Zhourong Lianer Investment Partnership (Limited Partnership), respectively; and 5 natural person shareholders, namely Qian Yaoming, Huang Anfen, Lan Zhiping, Fan Senxin and Fei Zhengxiang, respectively.

- Article 3** On 9 October 2021, the Company obtained the “Approval on the Issuance of Foreign Shares for Overseas Listing and the Overseas Listing of Domestic Unlisted Shares by Shanghai Conant Optical Co., Ltd.” issued by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”). Following approval by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the Company was listed on the Hong Kong Stock Exchange on 16 December 2021. The Company was approved to issue no more than 139.84 million foreign shares for overseas listing, each with a par value of RMB1, all of which are ordinary shares.
- Article 4** Registered Chinese name of the Company: 上海康耐特光科技集團股份有限公司. English name of the Company: Shanghai Conant Optical Co., Ltd.
- Article 5** Company address: 4th Floor, Building 35, No. 1-42, Lane 83, Hongxiang North Road, Lin-gang Special Area, China (Shanghai) Pilot Free Trade Zone, China
- Article 6** The chairman of the board of directors is the legal representative of the Company.
- The resignation of the director who serves as the legal representative shall be deemed to be the resignation of the legal representative at the same time.
- Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of his/her resignation.
- Article 7** For civil activities carried out by the legal representative in the name of the Company, the legal consequences of the activities shall be borne by the Company.
- Restrictions on the functions and powers of the legal representative set forth in the Articles of Association or by the general meeting shall not be raised against a bona fide third party.
- Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall bear civil liability for such damage. The Company may, after assuming such civil liability, claim for indemnity from the legal representative at fault in accordance with the law or the Articles of Association.

Article 8 The Company is a limited liability company in perpetual existence.

Article 9 Shareholders shall assume liabilities to the Company to the extent of the shares subscribed by them. The Company shall be liable for its debts to the extent of its total assets.

Once effective, the Articles of Association shall constitute a legally binding document to regulate the organization and activities of the Company, the rights and obligations between the Company and its shareholders and among the shareholders, shall be legally binding on the Company and its shareholders, Directors, Supervisors, and senior management.

Article 10 In accordance with the Articles of Association; a shareholder may take legal action against shareholders, shareholders may take legal action against the Directors, Supervisors and senior management of the Company; shareholders may take legal action against and the Company and the Company may take legal action against its shareholders, Directors, Supervisors, and senior management.

Article 11 The “senior management” as referred to in the Articles of Association refers to the Company’s general manager, deputy general manager, chief financial officer, secretary to the board of directors, and other persons who are explicitly appointed by the board of directors as the senior management of the Company. The “general manager” and “deputy general manager” as mentioned in the Articles of Association refer to “manager” and “deputy manager” in the Company Law, and the “chief financial officer” is the “person in charge of finance” in the Company Law.

Article 12 The Company may invest in other limited liabilities companies and joint stock limited liabilities companies and shall assume liabilities to the investees to the extent of the amount of its capital contribution, provided that it shall not become an investor that shall bear joint and several liabilities for the debts of the investees unless otherwise provided by laws. According to the needs of business development and as authorized by relevant governmental authorities, the Company may establish subsidiaries or branches, representative offices or offices outside China and the Hong Kong Special Administrative Region (“Hong Kong”), the Macao Special Administrative Region (“Macau”) and Taiwan region.

CHAPTER 2 BUSINESS PURPOSES AND SCOPE

Article 13 The business purposes of the Company is: to strengthen economic cooperation and technological exchange, develop production technology for resin lenses, introduce high-tech optical materials, open up the domestic and foreign spectacles markets, make products and services highly competitive at home and abroad, bring satisfactory economic benefits to all investors and create benefits for the society.

Article 14 Upon registration according to law, the business scope of the Company is: sales of optical instruments; sales of wearable smart devices; technical service, technology development, technical consultation, technical exchange, technology transfer, technology promotion; import and export of goods; spectacles sales (excluding contact lenses); sales of engineering plastics and synthetic resins; sales of Class 1 medical appliances; sales of Class 2 medical appliances; property management; online sales (other than sales of goods which is subject to permission).

The above business scope shall be subject to the items approved by the competent market supervision and administration department.

CHAPTER 3 SHARES ISSUANCE AND SHARE TRANSFERS

Article 15 The shares of the Company shall take the form of share certificates. The shares issued by the Company shall have a par value of RMB1 each.

The term “RMB” as mentioned in the preceding paragraph refers to the legal currency of China.

Article 16 The shares of the Company shall be issued in accordance with the principles of open, fairness and justice. Each share of the same class shall carry the same rights.

Shares of the same class and in the same issue shall be issued on the same conditions and at the same price. Subscribers shall pay the same price for each of the Shares it/he/she subscribes for.

Article 17 Upon filing with the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.

In the preceding paragraph, “foreign investors” mean those investors from foreign countries and from the regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company, and “domestic investors” mean those investors within the territory of the PRC excluding the regions mentioned above who subscribe for shares issued by the Company.

Article 18 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as “domestic shares”, and shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as “foreign shares”. Foreign shares which are listed outside the PRC shall be referred to as “overseas listed foreign shares”. Both holders of domestic shares and holders of foreign shares listed overseas are ordinary shareholders who have same obligations and rights.

Foreign currency referred to in the preceding paragraph means a freely convertible legal currency of other countries or regions (other than Renminbi) which is recognized by the competent foreign exchange administration authority of the PRC and can be used for payment of the Company’s shares.

The overseas listed foreign shares issued by the Company in Hong Kong (“H Shares”) are shares which have been admitted for listing on the Hong Kong Stock Exchange, the par value of which is denominated in Renminbi, and which are subscribed for and traded in Hong Kong dollars.

Article 19

The Company issued 305,000,000 ordinary shares to its promoters upon its establishment with a face value of RMB1 per share. The number of shares subscribed for by each promoter is as follows:

Name of promoters	Number of shares subscribed for (shares)	Percentage of shareholding
Fei Zhengxiang	212,740,030	69.7508%
Fan Senxin	12,200,000	4.0000%
Qian Yaoming	10,980,000	3.6000%
Huang Anfen	6,100,000	2.0000%
Lan Zhiping		
Shanghai Shuyun Enterprise Management Partnership (Limited Partnership)*	2,745,000 18,396,670	0.9000% 6.0317%
Shanghai Fengchang Enterprise Management Partnership (Limited Partnership)*	11,948,300	3.9175%
Ningbo Meishan Bonded Port Zone Zhourong Lianer Investment Partnership (Limited Partnership)	14,945,000	4.9000%
Jiaxing Huiyi Investment Partnership (Limited Partnership)*	14,945,000	4.9000%
Total	305,000,000	100.0000%

The total issued shares of the Company is 506,925,000 shares.

- Article 20** The share capital structure of the Company is as follows: 506,925,000 ordinary shares, including 305,000,000 overseas listed foreign shares converted from domestic shares and 201,925,000 other overseas listed foreign shares.
- Article 21** The domestic shares issued by the Company are centrally deposited in China Securities Depository and Clearing Co., Ltd. The Company's H shares are mainly under the custody of Central Depository of the Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their own names.
- Article 22** The registered capital of the Company is RMB506,925,000.
- Article 23** Unless otherwise stipulated in laws, administrative regulations or the listing rules of the region where its shares are listed or the Articles of Association, shares of the Company may be freely transferred according to law and shall be free from all liens. The transfer of shares of the Company shall be registered with a share registrar appointed by the Company. Subject to the Company Law, the Listing Rules and these Articles of Association, shares may be transferred in such manner as the Board may from time to time approve. For the shares listed on the Hong Kong Stock Exchange, such transfers may be effected by any method of transfer or trading of securities (including transfer or trading in the Uncertificated Securities Registration and Transfer System) permitted under the Listing Rules, the Securities and Futures Ordinance and/or the Uncertificated Securities Market Rules, provided that such method has been approved by the Board for such purpose.
- Article 24** The Company shall not accept any shares of the Company as the subject of a pledge.
- Article 25** Shares issued prior to the public offering of the Company shall not be transferred within one year from the date on which the shares of the Company were listed and traded on the stock exchange(s).

The directors, supervisors and senior management of the Company shall report to the Company the shares held by them and the changes thereof. During the term of their office as determined at the appointment, the shares transferred by any of them each year shall not exceed 25% of the total shares of the Company they hold. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. If any of the aforesaid persons leaves from his post, he shall not transfer the shares of the Company that he holds within six months from such departure. If the listing rules of the stock exchange in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.

Article 26

Upon filing with the securities regulatory authorities of the State Council, all or part of domestic shares may be converted into overseas listed shares that can be listed and traded on overseas stock exchanges. The listing and trading of the above shares on overseas stock exchanges shall also comply with the regulatory procedures, regulations and requirements of such overseas stock markets. No general meeting is required with respect to the conversion and/or transfer of the above shares and their listing and trading on overseas stock exchanges.

Article 27

The Company or its subsidiaries (including associated entities of the Company) shall not provide any financial assistance, by way of a gift, advance, guarantee, borrowing or otherwise, to others for the acquisition of shares in the Company or its parent company, except for the implementation of the Company's employee shareholding schemes.

In compliance with the relevant provisions of laws, administrative regulations and the listing rules of the stock exchange where the company's shares are listed on, the Company may, in the interest of the Company, provide financial assistance to others to acquire shares of the Company or its parent company by a resolution of the general meeting or a resolution of the board of directors adopted as authorized by the Articles of Association or the general meeting, given that the cumulative total of financial assistance shall not exceed 10% of the total issued share capital. The resolution of the board of directors shall be adopted by two-thirds or more of all the directors.

CHAPTER 4 CHANGE IN SHARE CAPITAL AND SHARE BUYBACK

Article 28

In light of its operation and development needs and in accordance with laws and regulations and resolutions of the general meeting, the Company may increase its capital according to relevant provisions of the Articles of Association.

The Company may increase its capital by the following means:

- (I) Issuance of shares to unspecified investors;
- (II) Issuance of shares to specified investors;
- (III) Allotting new shares to existing shareholders;
- (IV) Converting the reserve funds into share capital;
- (V) Other methods permitted by laws and administrative regulations and approved by relevant regulatory authorities.

Upon approval to increase the Company's capital via an issue of new shares according to the provisions of the Articles of Association, the matter shall be dealt with in accordance with the procedures of related laws, administrative regulations of the PRC and supervision rules of the region where the shares of the Company are listed.

Article 29

As required by the Articles of Association, the Company may decrease its registered capital. The Company's decrease of registered capital shall comply with the procedures stipulated in the Company Law of the People's Republic of China, other related regulations and the Articles of Association.

Article 30

If the Company decreases its registered capital, it must prepare a balance sheet and a list of properties.

The Company shall notify the creditors within 10 days after adoption of the resolution in the general meeting to reduce the registered capital and shall publish an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days. The creditors shall have the right to require the Company to repay the debts or provide the corresponding guaranty for debt repayment within 30 days after receipt of the notice or within 45 days after the announcement if the creditors fail to receive the notice.

The registered capital of the Company after capital reduction shall not be below the statutory minimum limit.

Article 31

The Company shall not repurchase its shares, except in one of the following circumstances:

- (I) to reduce the registered capital of the Company;
- (II) to merge with other companies that hold shares in the Company;
- (III) to use the shares for employee shareholding schemes or as share incentives;
- (IV) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company;
- (V) to use the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the Company;
- (VI) to safeguard corporate value and shareholders' equity as the Company deems necessary;
- (VII) other methods permitted by laws, administrative regulations and listing rules of the stock exchange on which the Company's shares are listed.

Article 32

The Company may purchase its shares through the method of open and centralized trade, or other methods authorized by laws, administrative regulations, the China Securities Regulatory Commission or the Listing Rules.

If the Company acquires its own shares under the circumstances provided in items (iii), (v) and (vi) of the first paragraph of Article 31 of the Articles of Association, it shall be carried out by open and centralized trade.

Article 33

Where the Company acquires its own shares for reasons set forth in clauses (I) and (II) of Article 31 hereof, it shall obtain the approval at the general meeting in accordance with the provisions hereunder; where the Company acquires its own shares for reasons set forth in clauses (III), (V) and (VI) of Article 31 hereof, a resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the shareholders' general meeting, be resolved at a Board meeting that is attended by not less than two-thirds of all directors. Upon the acquisition of its shares by the Company pursuant to the provisions under Article 31 hereof, under the circumstance set forth in clause (I), the shares so acquired shall be cancelled within 10 days after the said acquisition; under the circumstances set forth in clauses (II) and (IV), the shares so acquired shall be transferred or cancelled within six months. For the shares repurchased pursuant to the provisions under clauses (III), (V) and (VI) of Article 31 hereof, the total number of shares held by the Company shall not exceed 10% of its total issued shares, and the shares so acquired shall be transferred or cancelled within three years.

If there are other provisions in the related laws, administrative regulations, departmental rules, other normative rules and relevant regulations as prescribed by the securities regulatory authorities located at the places where the Company's shares are listed on the aforesaid relevant matters in respect of share repurchase, such provisions shall prevail.

Article 34

The Company shall apply to the original company registration authority for registration of change of the registered capital in the event that the shares bought back are cancelled by the Company. The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital. Shares purchased, redeemed or acquired by the Company (whether by forfeiture or otherwise), including shares deposited with the Central Clearing and Settlement System for sale on the Hong Kong Stock Exchange, may, at the Company's option, be cancelled immediately in accordance with the Company Law or held as treasury shares. Unless the Directors specify that such shares are to be held as treasury shares, they shall be cancelled. Treasury shares may be disposed of by the Company on such terms and conditions as the Directors may determine. Subject to the Company Law, these Articles of Association, the Listing Rules and any other rules and regulations of any competent regulatory authority, the Board may, at any time, by resolution of the Directors: (a) cancel any one or more treasury shares; or (b) transfer any one or more treasury shares to any person, with or without consideration (including at a price below the par or nominal value of such shares).

CHAPTER 5 SHARE CERTIFICATES AND REGISTER OF MEMBERS**Article 35**

The Company shall create a register of shareholders based on the evidence provided by a securities registry, the register of shareholders is a sufficient evidence of shareholders' shareholding in the Company. A shareholder shall enjoy the rights and bear the obligations according to the class of the shares held by him/her; shareholders who hold shares of the same class shall enjoy the same rights, bear the same obligations.

Article 36

Pursuant to the understanding and agreement reached between the securities regulatory authority of the State Council and the overseas securities regulatory authorities, the Company may keep the original overseas listed foreign share register overseas and appoint overseas agent(s) to manage it. The original copy of the register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.

The Company shall guarantee the register of holders of foreign shares listed overseas is open to inspections during business hours by the shareholders without charge at the appointed overseas agent(s). The register of holders of foreign shares may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any designated stock exchange or by means of digital media which may be accepted by the designated stock exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine. Any shareholder registered in the H share register of members, or any person requesting to have his/her name registered in the H share register of members, may apply to the Company for the issuance of a new share certificate in lieu of a lost share certificate. Where an H share shareholder loses a share certificate and applies for a replacement, the matter may be handled in accordance with the laws of the jurisdiction where the Company's shares are listed on or the Approved Securities Registrars Rules or other relevant regulations governing the location where the original H share register of members is kept. Shares may be issued, held and transferred in book-entry form in accordance with applicable laws and the Listing Rules.

The Company shall maintain a duplicate of the register of holders of overseas-listed foreign shares at its place of domicile. The designated overseas agent(s) shall ensure consistency between the original version and the duplicate register of holders of overseas-listed foreign shares at all times.

If there is any inconsistency between the original and the duplicate register of holders of overseas-listed foreign shares, the original version shall prevail.

Article 37

The Company shall maintain a complete register of members.

The register of members shall include the following parts:

- (I) the register of members which is maintained at the Company's place of domicile (other than those registers of members which are described in paragraphs (II) and (III) of this Article);
- (II) the register of members in respect of the holders of overseas-listed foreign shares of the Company which is maintained at the place where the overseas stock exchange on which the shares are listed is located;
- (III) the register of members which is maintained in such other place as the board of directors may consider necessary for the purpose of listing of the Company's shares.

Article 38

Requirements on the closure of register of members before general meetings or record dates for determining the entitlement to dividends prescribed by laws, regulations or relevant stock exchanges or securities regulatory authorities of the regions where shares of the Company are listed shall be observed.

The aforesaid period of closure of registers of members shall not exceed thirty (30) days within one year, but can be extended by thirty (30) days at most upon approval of the shareholders' general meetings, or otherwise in the manner as permitted under section 632 of the Companies Ordinance of Hong Kong.

Article 39

When the Company convenes the general meeting, pays dividends, goes into liquidation or is involved in other actions that require the confirmation of shareholders' identity, the board of directors or the convenor of the general meeting shall fix a date as the equity registration date, upon expiration of which the shareholders whose names appear on the register of members shall be the shareholders entitled to relevant rights and interests.

If the Company receives an application for inspection of the register of members during the period of closure of the register of members, it shall issue a certificate signed by the company secretary, specifying the approval/reporting authority and the period for closure of the register of members.

CHAPTER 6 RIGHTS AND OBLIGATIONS OF THE SHAREHOLDERS

Article 40 Shareholder of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form.

For a corporate shareholder, its legal representative or a proxy appointed thereby shall exercise the rights on its behalf.

Article 41 Holders of the ordinary shares of the Company shall enjoy the following rights:

- (I) the right to dividends and other distributions in proportion to the number of shares held;
- (II) the right to propose, convene, preside over, attend or appoint proxies to attend general meetings and to exercise the corresponding voting right;
- (III) the right to supervise, present proposals or raise enquiries in respect of the Company's business operations;
- (IV) the right to transfer, give as a gift or pledge the shares it holds in accordance with laws, administrative regulations, the listing rules of the stock exchange where our shares are listed and the Articles of Association;
- (V) the right to inspect and copy these Articles, the register of members, minutes of shareholders' general meetings, resolutions of the meetings of board of directors and supervisors and the financial and accounting report, where shareholders complying with the provisions may inspect the Company's accounting books and accounting vouchers;
- (VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the number of shares held;
- (VII) where shareholders raise objections to resolutions adopted by the shareholders' general meeting on the merger or division of the Company, and thus require the Company to repurchase the shares held by the dissenting shareholders;
- (VIII) such other rights conferred by laws, administrative regulations, departmental rules or the Articles of Association.

Article 42

A shareholder who, either alone or in aggregate, has held 3% or more of the Company's shares for 180 consecutive days or more may request to inspect the Company's accounting books and accounting vouchers. If such a shareholder requests to inspect the Company's accounting books and accounting vouchers, he/she shall submit a written request to the Company stating the purpose of the inspection. If the Company has reasonable grounds to believe that a shareholder's request to inspect the accounting books and vouchers is made for improper purposes and may harm the Company's legitimate interests, it may refuse to grant access and shall provide a written response to the shareholder within fifteen days of the date the written request is submitted, stating the reasons for the refusal. If the Company refuses to grant access, the shareholder may file a lawsuit with the People's Court.

Shareholders who request to inspect or copy relevant materials of the Company shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law.

Article 43

In the event that any resolution of the general meeting or the board of directors of the Company violates laws or administrative regulations, any shareholder is entitled to request the court to deem it as invalid.

In the event that the convening procedure or voting method of the general meeting or meeting of the board of directors is in violation of laws, administrative regulations or the Articles of Association, or resolution of which violates the Articles of Association, any shareholder is entitled to ask the court to overturn it within 60 days after the resolution was made. However, this does not apply where there are only minor defects in the procedures for convening a general meeting or a Board meeting or in the voting procedures, provided that such defects have no material effect on the resolution.

If the Board, shareholders or other relevant parties dispute the validity of a resolution passed by the general meeting, they shall promptly file a lawsuit with the People's Court. Until the People's Court issues a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, directors and senior management shall faithfully perform their duties to ensure the normal operation of the Company.

If the People's Court issues a judgment or ruling on relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations and the provisions of the China Securities Regulatory Commission and the stock exchange where the Company's shares are listed on, fully explain the implications, and actively cooperate with enforcement once the judgment or ruling takes effect. Where such matters involve the correction of prior disclosures, the Company will promptly address such matters and fulfill the corresponding information disclosure obligations.

Article 44

Under any of the following circumstances, a resolution of the general meeting or the meeting of the board of directors of the Company shall not be formed:

- (I) A resolution is adopted without holding a general meeting or a meeting of the board of directors;
- (II) The matters to be resolved are not voted on at a general meeting or a meeting of the board of directors;
- (III) The number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in Company Law or the Articles of Association;
- (IV) The number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association.

Article 45

Where a Director or senior management contravenes the laws, administrative regulations or the Articles of Association in the performance of his/her duties resulting in any loss to the Company, shareholder(s) holding individually or in aggregate not less than 1% of the Company's shares consecutively for not less than 180 days shall have the right to request in writing that the board of supervisors institute litigation in a people's court. Where a Supervisor violates the laws, administrative regulations or the Articles of Association in the discharge of his/her duties resulting in any loss to the Company, such shareholder(s) may request in writing that the board of directors institute litigation in a people's court.

If the board of supervisors or the board of directors refuses to commence litigation upon receipt of the shareholder's written request under the preceding paragraph, or does not commence litigation within 30 days upon receipt of the request, or the situation is so urgent that without an immediate litigation it will cause irreparable losses to the Company, the shareholders so entitled under the previous paragraph may commence litigation directly at the people's court under their own names for the interest of the Company.

If any person intervenes with the lawful interests of the Company and result in losses suffered by the Company, a shareholder so entitled under the first paragraph of this Article may commence litigation at the people's court in accordance with the two preceding paragraphs.

Where a director, supervisor, or senior executive of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the provisions of the Articles of Association in execution of his/her functions, causing losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary of the Company, causing losses, a shareholder holding alone or shareholders holding in aggregate 1% or more of the shares of the Company for more than 180 consecutive days may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors or the board of directors of a wholly-owned subsidiary to institute an action in the People's Court, or directly institute an action in the People's Court in the name of the shareholder or shareholders.

Article 46

Where a Director or senior management contravenes any laws, administrative regulations or the Articles of Association in infringement of shareholders' interests, a shareholder may institute litigation at a people's court.

Article 47

Holders of the ordinary shares of the Company shall have the following obligations:

- (I) to abide by laws, administrative regulations and the Articles of Association;
- (II) to pay the share subscription price based on the shares subscribed for by them and the method of acquiring such shares;

- (III) not to withdraw its share capital unless prescribed otherwise in laws and regulations;
- (IV) Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to harm the interests of the Company's creditors;

Any shareholder who abuses shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law.

Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and severely harm the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

- (V) to assume other obligations required by laws, administrative regulations and these Articles of Association.

Article 48

Controlling shareholders and de facto controllers of the Company shall not use their connected relationships to harm the interests of the Company. Otherwise, they shall be liable to compensate the Company against losses the Company has thus suffered in violation of the regulations.

Controlling shareholders and de facto controllers shall act in good faith to the Company and other public shareholders thereof. Controlling shareholders shall strictly and legally exercise the rights of capital contributors and shall not impair the lawful rights of the Company and other public shareholders by such means as profit distribution, assets reorganization, external investment, appropriation of funds, borrowing and loan guarantee, nor shall they with their controlling status damage the interests of the Company and other public shareholders.

CHAPTER 7 GENERAL MEETING

Section 1 General Provisions on General Meeting

Article 49 The general meeting shall be the organ of authority of the Company and shall exercise the functions and powers according to law.

Article 50 The general meeting shall exercise the following functions and powers:

- (I) to elect and replace directors or supervisors respectively other than a director or supervisor who is an employee representative; and to decide on matters relating to their remuneration;
- (II) to review and approve reports of the board of directors;
- (III) to review and approve reports of the board of supervisors;
- (IV) to review and approve the profit distribution plans and loss recovery plans of the Company;
- (V) to adopt resolutions on increasing or reducing the registered capital of the Company;
- (VI) to adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;
- (VII) to adopt resolutions on the issuance of corporate bonds, other securities and their listing;
- (VIII) to adopt resolutions on the appointment, reappointment or non-renewal, or dismissal of the engagement of accounting firms by the Company;
- (IX) to amend the Articles of Association;

- (X) to review and approve the provision of guarantee under the provisions of Article 51 in the Articles of Association;
- (XI) to review and approve the purchase or the sale of major assets by the Company within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;
- (XII) to review and approve the alteration of the use of raised proceeds;
- (XIII) to review and approve the equity incentive plan and the employee share scheme;
- (XIV) to review other matters that required to be resolved by the general meetings prescribed by the law, administrative regulations, departmental rules, listing rules of the stock exchange where our shares are listed or these Articles of Association.

The general meeting may authorize the board of directors to adopt a resolution regarding an offering of corporate bonds.

Except as otherwise provided by laws, administrative regulations, and rules of the CSRC and the stock exchange where the Company's shares are listed on, the above-mentioned functions and powers of the general meeting shall not be exercised by the board of directors, other organizations or individuals through authorization.

Article 51

The provision of the following external guarantee of the Company shall be approved by the shareholders' general meeting.

- (I) the provision of any guarantee after the total amount of external guarantee offered by the Company and any of the Company's controlling subsidiaries exceeds 50% of the latest audited net assets;
- (II) the provision of any guarantee after the total amount of external guarantee offered by the Company exceeds 30% of the latest audited total assets;

- (III) guarantee the aggregate amount of which exceeds 30% of the latest audited total assets within one year;
- (IV) guarantee provided to the guaranteed object whose asset-liability ratio exceeds 70%;
- (V) a single guarantee the amount of which exceeds 10% of the latest audited net assets;
- (VI) guarantee provided to the shareholders, the de facto controllers or their related parties.

Article 52

Unless the Company is in danger or other special circumstances, the Company shall not, without approval at a general meeting by means of special resolutions, enter into any contract with any person other than a director, supervisor and senior management whereby the administration of the whole or any substantial part of the business of the Company is to be handed over to such person.

Article 53

General meetings include annual general meetings and extraordinary general meetings. General meetings shall be convened by the board of directors. Annual general meetings shall be convened once a year and within six months from the end of the preceding fiscal year.

Article 54

Under any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two months from the date on which the circumstance occurs:

- (I) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in these Articles of Association;
- (II) the losses of the Company that have not been made up reach one-third of its total paid in share capital;
- (III) such is requested in writing by a shareholder alone or shareholders jointly holding not less than 10% of the Company's outstanding voting shares (excluding treasury shares);
- (IV) the board of directors considers it necessary;
- (V) the board of supervisors proposes that such a meeting shall be held;

- (VI) a majority of independent non-executive directors propose that such a meeting shall be held;
- (VII) other circumstances as specified by laws, administrative regulations, departmental rules, listing rules of the stock exchange where our shares are listed or these Articles of Association.

Article 55

The venue of general meeting of the Company is our registered address or other place notified by the convener of the general meeting, the address specified in the notice of the general meeting shall prevail.

A meeting venue shall be set up and the general meeting shall be convened by way of physical meeting. The Company may also provide network or other means approved or required by relevant laws and regulations and relevant regulatory authorities or regulatory rules (including other electronic means) to facilitate shareholders who attend the shareholders' general meetings. General meetings may also be held in a hybrid format, combining online and in-person attendance. The Company shall also facilitate the shareholders to participate in the shareholders' general meeting through the provision of online voting when online voting is required by the securities regulatory rules of the place where the Company's shares are listed. The shareholders who have participated in the meeting through the aforesaid means shall be deemed as having attended the meeting. After issuance of the notice of a general meeting, the venue of the physical general meeting shall not be changed without just causes. If there is a need for change, the convener shall make an announcement and explain the reasons at least two trading days prior to the physical meeting date.

Section 2 Proposal and Convening of General Meetings

Article 56

The board of directors shall timely convene general meetings within the specified period. All general meetings (including the annual general meeting or any adjourned meeting thereof) may, as determined by the Board, be held as an in-person meeting (held anywhere in the world and at one or more locations), a hybrid meeting or an online meeting.

With the consent of a majority of all independent non-executive directors, independent non-executive directors shall be entitled to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall provide its feedback in writing on approval or disapproval within ten days from the receipt of such proposal in accordance with laws, administrative regulations and the Articles of Association. Where the board of directors approves the convening of the extraordinary shareholders' general meeting, it shall send the notice thereof within five days after the said resolution is approved at board meeting; otherwise, the reasons for such disapproval shall be stated and announced.

Article 57

The board of supervisors shall be entitled to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall provide its feedback in writing on approval or disapproval within ten days from the receipt of such proposal in accordance with laws, administrative regulations and the Articles of Association.

Where the board of directors approves the convening of extraordinary shareholders' general meeting, it shall send a notice thereof within five days after the resolution is approved at board meeting. Any change to the original proposal in the notice shall be approved by the board of supervisors.

Where the board of directors disapproves the convening of the extraordinary shareholders' general meeting after receiving the aforesaid written proposal or fails to provide its feedback within ten days from the receipt of the said proposal, it shall be deemed incapable or failure to fulfill the obligation of convening the shareholders' general meeting; the board of supervisors may thereby convene and preside over the meeting on its own.

Article 58

Shareholders individually or jointly, on a one vote per share basis, holding not less than 10% of the Company's voting shares (excluding treasury shares) shall have the right to propose in writing to the board of directors the convening of the extraordinary shareholders' general meeting. The board of directors shall, in accordance with the provisions in laws, administrative regulations and these Articles, provide feedback in writing on the approval or disapproval within ten days from the receipt of such proposal.

Where the board of directors approves the convening of the extraordinary shareholders' general meeting, it shall send the notice thereof within five days after the said resolution is approved at board meeting. Any change to the original proposal in the notice shall be approved by the relevant shareholders.

Where the board of directors disapproves the convening of the extraordinary shareholders' general meeting or fails to provide feedback within ten days from the receipt of the said proposal, the shareholders which singly or jointly hold not less than 10% of the shares of the Company shall have the right to propose in writing the convening of the extraordinary shareholders' general meeting to the board of supervisors, and submit the request in writing to the audit committee.

Where the board of supervisors approves the convening of the shareholders' general meeting, it shall within five days from the receipt of the said written request send a notice thereof. Any change to the original proposal in the notice shall be approved by the relevant shareholders.

Where the board of supervisors fails to send the said notice within the prescribed time limit, it shall be deemed that they fail to convene and preside over the shareholders' general meeting and shareholders which singly or jointly hold not less than 10% of the Company's shares for not less than ninety consecutive days may convene and preside over the meeting independently.

Article 59

If the board of supervisors or the shareholders convene a meeting on its/their own initiative as provided in this Section, they shall notify the board of directors in writing, and the board of directors and the secretary to the board of directors shall offer cooperation for the meeting, and the board of directors shall provide a register of members as of the equity registration date. For a general meeting convened and presided over by the shareholders on their own, the shareholding by the shareholders who convene the meeting shall not be below 10% prior to the announcement of the resolution of the general meeting. If the board of supervisors or the shareholders convene and hold a general meeting on their own, the Company shall bear the reasonable expenses incurred thereby.

Section 3 Proposals and Notice of General Meetings

Article 60

The content of a proposal shall be within the powers of the general meeting, have definite items and specific issues for resolution, and shall comply with the relevant provisions of the laws, administrative regulations and the Articles of Association.

Article 61

Where the Company convenes a general meeting, the board of directors, board of supervisors, and shareholders individually or jointly holding not less than 1% of the Company's voting shares shall have the right to make proposals to the Company.

Shareholder individually or jointly holding not less than 1% of the Company's voting shares may submit an interim proposal in writing to the convener 10 days before the general meeting is convened.

The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposals and announce the contents of the interim proposals. The contents of the interim proposals shall be within the powers of the general meeting, have definite items and specific issues for resolution.

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

Article 62 Proposals not set out in the notice of general meeting or not complying with the Articles of Association shall not be voted on or resolved at the general meeting.

Article 63 A notice of the annual general meeting stating, among other things, matters to be considered at the meeting and the time and venue of the meeting shall be given to all shareholders in the register of members 20 days before the meeting in the prescribed manners, including, but not limited to, by post, electronic communication, announcement. For extraordinary general meeting, the shareholders shall be notified in the prescribed manners 15 days before the meeting is held.

The duration of issue of the notice is exclusive of the day on which the meeting is convened.

Article 64 The notice of a general meeting shall include the followings:

- (I) The time, place and duration of the meeting;
- (II) Tender the matters and resolutions to be reviewed at the meeting;
- (III) Contain distinctly a statement that: all ordinary shareholders (including the holders of preferred shares with restored voting rights) have the right to attend and vote at the general meeting either in person or by proxy in writing, and that such proxy need not be a shareholder of the Company;
- (IV) Share registration date for any shareholder entitled to attend the shareholders' general meeting;
- (V) Name and telephone number of the permanent contact person in charge of shareholders' general meeting;
- (VI) Time and procedure for voting for resolutions via Internet or other means.

Article 65

Where the shareholders' general meeting proposes to discuss matters related to the election of directors and supervisors, the notice of the shareholders' general meeting shall fully disclose detailed information about such director and supervisor candidates, including at least the following contents:

- (I) such personal information as the education background, work experience, part-time job, etc.;
- (II) whether the director or supervisor candidates have connected relationship with the Company or its controlling shareholders and the de facto controllers;
- (III) disclosure of the number of Company shares held by the director or supervisor candidates;
- (IV) whether the director or supervisor candidates have received punishments from the China Securities Regulatory Commission or other departments or disciplinary actions from the stock exchange.

Except for the election of directors and supervisors by means of a cumulative voting system, each director or supervisor candidate shall be nominated in a single proposal.

Article 66

The general meeting shall not be postponed or canceled and the proposals listed in the notice shall not be canceled without just cause after the notice of the general meeting was made. If any circumstance that may result in delay or cancellation occurs, the convener shall publish and explain the reasons at least 2 working days before the original convening day. Where there are other rules in respect of the aforesaid matters in the listing rules of the stock exchange where our shares are listed, such rules shall prevail.

Article 67

In the event that the notice of the meeting is not sent to persons entitled to receive it due to accidental omission, or such persons fail to receive notice of the meeting, the meeting and resolutions made at the meeting shall not be thereby invalidated.

Section 4 Convening of General Meetings

Article 68

The board of directors and other conveners of the Company shall take necessary measures to ensure the normal order of the shareholders' general meetings. They shall take measures to prevent acts which interfere with the shareholders' general meeting, cause disturbance or infringe on the lawful rights of the shareholders, and shall promptly report such acts to the relevant departments for investigation and punishment.

Article 69

All the registered shareholders or their proxies on the equity registration date have the right to attend the general meeting and exercise their voting rights according to relevant laws, regulations and the Articles of Association. Any shareholder who is entitled to attend and vote at our general meeting has the right to appoint one or more persons (who may not necessarily be shareholders) as his or her shareholder proxies to attend and vote at the meeting in his or her place.

If the shareholder is a recognized clearing house (or its agent) meeting the definitions in the relevant Hong Kong ordinances formulated from time to time, the said shareholder may authorize one or more persons as it deems appropriate to act on its behalf at any general meeting, class general meeting or any creditors meetings. However, if more than one person is thus authorized, the power of attorney shall state the number and type of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. The persons thus authorized may attend a meeting on behalf of the recognized clearing house (or its agent) and exercise the same powers as if he were an individual shareholder of the Company without the need to produce the shareholding certificates, the notarized power of attorney and/or further evidence of formal authorization.

Article 70

An individual shareholder attending a general meeting in person shall present the certificate certifying his or her capacity as a shareholder;

A proxy attending a general meeting on behalf of an individual shareholder shall, other than proof of identity of the principal, present his or her own proof of identity and the power of attorney. In the event of an online or hybrid meeting, shareholders may provide their email address to the Company or the share registrar in order to receive the meeting access details and password, and to verify their status as a shareholder or proxy.

A corporate shareholder should attend the meeting by its legal representatives or the proxy appointed by the legal representative. The legal representative attending the meeting shall present his or her identity card or valid certificate bearing evidence of his or her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his or her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder (other than a recognized clearing house or its agent).

Article 71

The shareholder proxy appointment shall be in writing and shall be signed by the principal or a person duly authorized in writing. Where the principal is a corporate entity, it shall be either affixed with its corporate seal or signed by a Director or a duly authorized agent.

The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:

- (I) the name of the principal and the class and number of shares held in the Company;
- (II) the name of the proxy;
- (III) specific directive from shareholders includes directive to vote for, against or abstain from voting on each and every issue included in the agenda of the general meeting;
- (IV) the date of issue and validity period of the power of attorney; signature (or seal) of the principal; where the principal is a corporate shareholder, it shall be either affixed with its corporate seal or signed by a Director or a duly authorized agent;

- (V) Shareholders present in person or by proxy at the venue of the meeting and/or shareholders or their proxies attending any virtual or hybrid meeting virtually via communication facilities, shall be counted toward the quorum for the relevant meeting and shall be entitled to vote at the meeting, and such meeting shall be duly convened, and the proceedings thereof shall be valid, provided that (where applicable) the chair of the meeting shall ensure that adequate communication facilities are available throughout the venue to enable shareholders attending and participating in the meeting via such facilities to take part in the business of the meeting;

At board meetings and at any general meeting, the chairperson of the meeting may, from time to time, in his/her sole discretion, make such arrangements as he/she deems appropriate to manage attendance and/or participation and/or voting at physical meetings and/or at any meeting venue, and/or participation in virtual or hybrid meetings via communication facilities (whether involving the issuance of tickets or other forms of identification, passwords, seat reservations, electronic voting, or otherwise), and may from time to time amend any such arrangements, provided, however, that a shareholder who is not entitled under such arrangements to attend any meeting venue in person or by proxy shall be entitled to attend one of the other meeting venues or to attend a virtual or hybrid meeting via communication facilities; and the right of any shareholder to attend a meeting or adjourned meeting or postponed meeting at such locations or in such manner or form shall be subject to any such arrangements in effect from time to time and to the provisions set forth in the notice of the meeting or the notice of the adjourned or postponed meeting as applicable to such meeting. Any shareholder or proxy attending and participating in such a manner (whether by attending and participating in a physical meeting or by attending and participating in a virtual or hybrid meeting via communication facilities) shall be deemed to be present at the meeting and shall be counted in the quorum for the meeting.

Article 72 If the power of attorney is signed by another person authorized by the principal, the power of attorney authorizing signature or other instrument of authorization shall be notarized, which shall be kept together with the power of attorney at our residential address or other location designated in the notice convening the meeting.

Where the principal is a corporate entity, its legal representative or a person authorized by the board of directors or other decision-making body shall attend the general meeting of the Company on behalf of the principal as its proxy.

Article 73 Attendees register shall be prepared by the Company, which register shall state the names (or names of the corporations), ID card number and the residential address of the attendees, the number of voting shares held or represented, names of the principal (or names of the corporations) and so on.

Article 74 The convener shall jointly verify the shareholders' qualifications based on the register of members provided by the securities registration and clearing house, and shall register the names of the shareholders as well as the amount of their voting shares. The registration for a meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies that attend the meeting and the total amount of their voting shares.

Article 75 Where a director, supervisor or senior management is required to attend a general meeting, such director, supervisor or senior management shall attend the meeting and answer the queries from shareholders.

Article 76

The general meeting shall be convened and presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his or her duties for certain reasons, the meeting shall be convened and presided over by the vice chairman of the board of directors (if there are two or more vice chairmen, the one elected by not less than one half of the directors shall preside). Where the position of vice chairman does not exist, or where the vice chairman is unable or fails to perform his or her duties, the general meeting should be chaired by a director nominated jointly by a majority of the directors.

If independently convened by the board of supervisors, the shareholders' general meeting shall be presided over by the chairman thereof. Where the chairman of the board of supervisors is unable to or fails to perform his duties, the shareholders' general meeting shall be presided over by the vice chairman of the board of supervisors. Where the vice chairman is unable to or fails to perform his duties, the supervisor elected by not less than half of the supervisors shall preside over the meeting.

Shareholders' general meetings independently convened by the shareholders shall be presided over by a representative recommended by the convener.

Where the convener violates the procedural rules while the shareholders' general meeting is being held so that the meeting is unable to continue, a presider may, with the approval by more than half of voting rights represented by the shareholders present at the shareholders' general meeting, be elected by the shareholders' general meeting to continue the meeting.

Article 77

The Company shall stipulate the rules of procedures for the general meeting and specify in detail the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principles of authorization to the board of directors by the general meeting. The rules of procedures for the general meeting shall be stipulated by the board of directors and approved by the general meeting.

- Article 78** In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting. Each independent non-executive director shall also present a work report.
- Article 79** Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.
- Article 80** The chairman of meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of their voting shares which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.
- Article 81** The general meeting shall have minutes prepared by the secretary to the board of directors. The minutes shall state the following contents:
- (I) Time, venue and agenda of the meeting and names of the convener;
 - (II) The name of the meeting chairman and the names of the directors, supervisors and senior management members attending or present at the meeting;
 - (III) The numbers of shareholders (including holders of domestic shares and holders of overseas-listed foreign shares (if any)) and proxies attending the meeting, number of voting shares they represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;
 - (IV) The process of review and discussion, summary of any speech and voting results of each proposal;
 - (V) Shareholders' questions, opinions or suggestions and corresponding answers or explanations;
 - (VI) Names of vote counters and scrutinizer of the voting;
 - (VII) Other contents to be included as specified in these Articles of Association.

Article 82 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, supervisors, secretary to the board of directors, conveners and their representatives and the meeting chairman shall sign on the minutes. The minutes shall be kept together with the registration record of attendant shareholders, authorization letters of proxies, valid data on internet voting and other means of voting.

Article 83 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate that meeting immediately followed by a timely public announcement and report in accordance with the laws, regulations or listing rules of the stock exchange of the place where the Company's shares are listed.

Section 5 Voting at and Resolution of Shareholders' General Meeting

Article 84 Resolutions of the general meeting include ordinary resolutions and special resolutions.

Ordinary resolutions at a general meeting shall be adopted by shareholders in attendance (including proxies) holding more than half of the voting rights.

Special resolutions at a general meeting shall be adopted by shareholders in attendance (including proxies) holding not less than two-thirds of the voting rights.

Article 85 Shareholders (including proxies) have the rights to speak at the general meeting, and shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share.

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

Subject to and conditional upon compliance with applicable laws, regulations or requirements of the listing rules of the stock exchange of the place where the Company's shares are listed, the board of directors, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting shares from shareholders.

When the general meeting considers connected transactions, the connected shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the stock exchange of the place where the Company's shares are listed. His shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-connected shareholders.

In accordance with the applicable laws, regulations and listing rules of the stock exchange of the place where the Company's shares are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any votes in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.

Article 86

The following matters shall be resolved by an ordinary resolution at a general meeting:

- (I) work reports of the board of directors and the board of supervisors;
- (II) profit distribution plan and loss recovery plan formulated by the board of directors;
- (III) election and removal of members of the board of directors and supervisors not being representatives of the employees and their remuneration and payment methods;
- (IV) such matters other than those required to be passed by special resolutions under the laws and administrative regulations and the listing rules of the stock exchange on which the Company's shares are listed or the Articles of Association.

Article 87

The following matters shall be resolved by a special resolution at a general meeting:

- (I) the increase or reduction of the registered capital by the Company;
- (II) the division, spin-off, merger, dissolution and liquidation of the Company;
- (III) the amendment to these Articles of Association;
- (IV) where, within the period of one year, purchases or sales by the Company or the amount of the guarantee provided to others by the Company exceeds 30% of the total assets of the Company as of the most recent audit;
- (V) share incentive plan;
- (VI) other matters which the laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are listed or these Articles of Association require to be adopted by special resolutions and which the general meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.

Article 88

The name list of director and supervisor candidates shall be submitted as proposals to the shareholders' general meeting for vote.

When the shareholders' general meeting votes upon the election of directors and supervisors in accordance with the provisions of these Articles or the resolution adopted by the shareholders' general meeting, the cumulative voting system may be used.

The "cumulative voting" stated in the preceding paragraph shall mean when the shareholders' general meeting is electing directors or supervisors, each share shall have the same number of votes as the number of directors or supervisors who are up for election, and the voting rights of all the shareholders may be exercised in a centralized manner. The board of directors shall announce the résumé and basic information of each candidate of directors and supervisors to the shareholders.

- Article 89** In addition to the cumulative voting, the shareholders' general meeting may take a vote on all the proposals item by item. Where different proposals are submitted for the same matter, votes shall be cast in the sequence that such proposals are submitted. The shareholders' general meeting shall not suspend or refuse voting upon the said proposals unless the meeting is suspended or is unable to adopt a resolution as a result of particular reasons such as force majeure.
- Article 90** The shareholders' general meeting, when examining the proposals, shall not amend them, otherwise, the relevant alteration shall be deemed as a new proposal which shall not be voted on at the same shareholders' general meeting.
- Article 91** Each voting right shall be exercised by only one of such means including onsite, through the internet or otherwise. The first vote prevails if repeated votes are made by the same voting right.
- Article 92** Votes at the shareholders' general meeting shall be made by means of open ballot. Prior to vote on proposals at the shareholders' general meeting, two shareholders shall be elected as representatives by the shareholders' general meeting to participate in the vote counting and supervision. If shareholders have connected relationship with the matters to be deliberated on, the concerned shareholders and proxies thereof shall not take part in the vote counting and supervision. When the shareholders' general meeting is voting on proposals, the voting results shall be announced in the meeting which shall be recorded into the minutes of the meeting. Shareholders of the Company or their proxies who cast votes via internet or through other means shall have the right to examine their voting results by accessing to the corresponding voting system or by other means.
- Article 93** The onsite shareholders' general meeting shall not finish earlier than the shareholders' general meeting held through the internet or by any other means. The presider of the onsite shareholders' general meeting shall announce the voting results of each proposal and announce if the proposals have been passed according to the voting results. Prior to the formal announcement of the voting results, the companies, vote counters, vote supervisors, major shareholders and the internet service providers and other related parties involved in the shareholders' meeting held onsite, through the internet or by any other means shall bear obligation of confidentiality on the voting results.

- Article 94** Shareholders who attend the shareholders' general meeting shall take one of the following stances when a proposal is put forward for voting: for, against or abstain. Except where the securities registrar and clearing agency, as the notional holder of the shares traded under the interconnection mechanism between the Mainland and Hong Kong stock markets, makes the declaration in accordance with the intention of the actual holder. Any votes which are uncompleted, erroneously completed or illegible or uncasted (in case of in-person voting) shall be counted as an abstention of voting rights by the voters and the voting results of the number of shares they hold shall be counted as "abstain".
- Article 95** If the chairman of the meeting has any doubt as to the result of a resolution put to the vote, he may have the votes counted; if the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the results announced by the chairman of the meeting may demand that the votes be counted immediately after the announcement of results, and the chairman of the meeting shall arrange votes counting immediately.
- Article 96** The resolutions of the shareholders' general meeting shall be announced promptly and such announcement shall indicate the number of shareholders and proxies attending the meeting, the number of voting shares held by them, the proportions of their voting shares in the total voting shares of the Company, the voting methods, the vote results of each proposal and the particulars of each resolution adopted.
- Article 97** If the resolution is not passed, or the previous resolutions of the last shareholders' general meeting are altered at the shareholders' general meeting, special indications shall be made in the announcement of the said meeting.
- Article 98** Where the shareholders' general meeting passes a proposal concerning election of directors and supervisors, the time of their assumption of office shall be the date the resolution is made at the shareholders' general meeting.
- Article 99** Where the shareholders' general meeting passes a proposal regarding the distribution of cash dividends, share granting or conversion of common reserve fund into share capital, the Company shall implement the detailed plan for such proposals within two months from the end of the shareholders' general meeting.

CHAPTER 8 THE BOARD OF DIRECTORS

Section 1 Directors

Article 100

The directors of the company are natural persons. A person may not serve as a director if he falls into any of the following categories:

- (I) a person without capacity for civil conduct or with restricted capacity for civil conduct;
- (II) a person who has committed corruption, bribery, infringement of property, misappropriation of property or disrupting socialist market economy order, and has been sentenced accordingly, or who has been deprived of his political rights, where five years have not yet elapsed since the date of completion of his punishment, and who has been granted a suspended sentence, provided that no more than two years have elapsed since the expiry of the probationary period;
- (III) a person who is a former director or factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where three years have not yet elapsed since the date of completion of the liquidation of the company or enterprise;
- (IV) a person who is a former legal representative of a company or enterprise which had its business license revoked or ordered to close down due to a violation of the law and who incurred personal liability, where 3 years have not yet elapsed since the date of revocation of the business license of the company or enterprise;
- (V) a person who has a relatively large amount of debts due and outstanding, resulting in such person being listed and enforced by the People's Court as a dishonest person;

(VI) other circumstances stipulated by laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the Company's shares are listed.

Any election, appointment or employment of directors in violation of this provision shall be invalid. The Company shall dismiss the director if he is involved in the said circumstances set out in this Article during his term of office.

Article 101

Directors shall be elected or changed at the general meeting, and may be removed at the shareholders' general meeting before the expiration of their term of office and serve a term of three years for each session. A director may serve consecutive terms if re-elected upon the expiry of his term, unless otherwise stipulated by the relevant laws, regulations, these Articles of Association and listing rules of the stock exchange of the place where the Company's shares are listed.

The term of a director commences from the date on which he assumes office, until the current term of service of the board of directors ends. If a director's term of service expires but a new director is not yet appointed, the existing director shall continue to fulfill the duties as a director according to the laws, administrative regulations, departmental regulations and these Articles of Association until the newly elected director's appointment comes into effect.

A director may concurrently hold the positions of general manager or other senior management members. But the total number of general managers or other senior management members who also assume directorship in the company shall not exceed one half of the total number of directors.

Without violation of relevant laws and regulations and the regulatory rules of the place where the shares of the Company are listed, all directors appointed to fill casual vacancies to the board of directors or newly appointed directors shall be subject to election by shareholders at the first annual general meeting after their appointment.

A director needs not be a shareholder of the Company.

Article 102

The directors shall abide by the provisions of laws, administrative regulations, and these Articles, and faithfully perform the fiduciary obligations to the Company and take measures to avoid the conflict between their own interests and those of the Company, and shall not seek any improper interests by taking advantage of their powers. The directors bear the following fiduciary obligations to the Company:

- (I) not to misappropriate the Company's assets or embezzle the Company's funds;
- (II) not to open accounts in their own name or in the names of others, for depositing the funds or assets of the Company;
- (III) not to abuse their functions and powers to accept bribery or other illegal income;
- (IV) not to enter into any contract or conduct any transaction, directly or indirectly, with the Company without reporting to the board of directors or the general meeting and obtaining approval through resolutions by the board of directors or the general meeting as stipulated in the Articles of Association;

- (V) not to take advantage of position to seek for himself or herself or others the business opportunities originally belong to the Company, except those which have been reported to the board of directors or the general meeting and passed by way of resolutions of the general meeting, or the Company shall not use the business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association;
- (VI) without reporting to the board of directors or the general meeting and being passed by resolutions of the general meeting, not to operate for himself or herself or others business similar to that of the Company;
- (VII) not to accept commission derived from transactions with the Company as personal gains;
- (VIII) not to disclose secrets of the Company without authorization;
- (IX) not to abuse connected relationships to impair the interests of the Company;
- (X) other faithful discharge of obligations as prescribed in the laws, administrative regulations, departmental regulations and these Articles.

Any income of the directors arising from violation of this Article shall be owned by the Company; where the directors cause losses to the Company, they shall bear compensation liabilities.

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

Article 103

The directors shall abide by the laws, administrative regulations and these Articles, and shall perform the obligations with due diligence for the Company. They shall perform their duties for the best interests of the Company and exercise the reasonable care that shall be generally possessed by a manager. The directors bear the following obligations with due diligence for the Company:

- (I) prudently, earnestly and diligently exercise the rights conferred by the Company so as to ensure the compliance of the Company's business operations with the requirements of the State laws, administrative regulations and the various State economic policies and that business activities do not exceed the business scope mentioned in the business license;
- (II) treat all the shareholders fairly;
- (III) timely be informed of the business operations and management of the Company;
- (IV) sign the Company's periodical reports with written confirmations and opinions, to ensure the authenticity, accuracy and completeness of the information disclosed by the Company;
- (V) provide relevant information and materials to the board of supervisors faithfully, and not impede the board of supervisors or supervisors in exercising their functions and powers;
- (VI) other obligations of diligence as prescribed in the relevant laws, administrative regulations, departmental regulations and these Articles.

Article 104

The directors shall, collectively and individually, fulfill their fiduciary duties and duties of skill, care and diligence to a standard at least in compliance with the standard established by the laws of Hong Kong. This means that every director must, in the performance of his duties as a director:

- (I) act honestly and in good faith in the interests of the Company as a whole;
- (II) act for proper purpose;

- (III) be answerable to the listed company for the application or misapplication of its assets;
- (IV) avoid actual and potential conflicts of interest and conflicts in duty;
- (V) disclose fully and fairly his interests in contracts with the listed company; and
- (VI) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding a directorship in a listed company.

Article 105 Subject to compliance with relevant laws, regulations and the listing rules of the listing place where the Company's shares are listed, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.

Article 106 If a director is unable to attend board meetings in person for two consecutive meetings, and does not appoint other directors to attend board meeting on his behalf, he shall be deemed as failing to perform his duties. The board of directors shall propose to the general meeting to dismiss him.

Article 107 A director may resign before expiry of his term of service. When a director resigns, he shall tender a written resignation notice to the board of directors.

If the number of the directors fall below the minimum statutory requirement due to a director's resignation, the existing director shall continue to perform his duties in accordance with the law, administrative regulations, departmental rules and these Articles of Association until the re-elected director assumes office; the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy.

Save for the circumstances referred to in the preceding paragraph, the director's resignation takes effect upon delivery of his/her resignation notice to the board of directors.

Article 108

Upon resignation taking effect or expiration of his term of office, a director shall complete his hand-over procedures with the board of directors. The fiduciary duties of a director to the Company and the shareholders do not necessarily cease after the end of his tenure of office, and shall remain in force within two years. Where his obligation of confidentiality of the Company's trade secrets shall remain in force after his tenure of office until such trade secrets become publicly known. Other obligations may continue for such period as the principle of fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.

Article 109

A director may be removed by a resolution at the general meeting, and the removal shall take effect on the date on which the resolution is passed. If a director is removed from office before the expiration of his/her term of office without justifiable reasons, the director may demand compensation from the Company.

Article 110

Save as specified in these Articles of Association or authorized by the board of directors in accordance with laws, no director shall act in his personal capacity on behalf of the Company or the board of directors. When a director acts in his 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 stance and capacity in advance.

Article 111

The Company shall be liable for compensation if a director causes damages to others in the performance of his/her duties in the Company; and a director who commits intentional or gross negligence shall also be liable for compensation. If a director breaches the laws, administrative regulations, departmental regulations or these Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for damages.

Section 2 Board of Directors

Article 112 The Company shall set up a board of directors which shall be accountable to the general meetings.

Article 113 The board of directors shall consist of not more than 12 directors, including not less than 3 independent non-executive directors and accounting for not less than one-third of the members of the board of directors.

The board of directors shall have one chairman, and the general meeting shall decide whether or how to set up the post of vice chairman by an ordinary resolution at the general meeting (the reference to vice chairman herein and thereafter within these Articles of Association is only applicable to circumstances where position(s) of vice chairman (or vice chairmen) is set up in the Company).

The chairman and vice chairman (or vice chairmen) shall be elected and removed by more than half of all directors. The term of office of the chairman and vice chairman (or vice chairmen) shall be three years, renewable upon re-election.

Article 114 The board of directors exercises the following functions and powers:

- (I) to convene general meetings and report to the general meetings;
- (II) to implement resolutions of the general meetings;
- (III) to decide on the Company's business plans and investment plans;
- (IV) to formulate the Company's profit distribution plans and plans on making up losses;
- (V) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of bonds or other securities of the Company and listing of shares of the Company;

- (VI) to formulate plans for the Company's merger, division, dissolution or change of corporate form;
- (VII) to formulate plans for the Company's substantial acquisitions and sale, and repurchase of shares of the Company;
- (VIII) within the scope authorised by the general meeting, to decide on such matters as the Company's external investments, acquisition and disposal of assets, provision of security on the Company's assets, provision of guarantee, wealth management entrustment and connected transactions, etc.;
- (IX) to decide on establishment of internal management organs of the Company;
- (X) to decide the establishment of committees of the board of directors; appoint or dismiss chairman (convenor) of the committees of the board of directors;
- (XI) to engage or dismiss the Company's general manager and secretary to the board of directors, company secretary; to engage or dismiss senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to decide on their remunerations as well as their rewards and punishments;
- (XII) to formulate the basic management system of the Company;
- (XIII) to formulate proposals to amend these Articles of Association;
- (XIV) to formulate proposals to adopt share incentive plan of the Company;
- (XV) to manage information disclosure of the Company;
- (XVI) to propose to the general meeting the appointment or replacement of the accounting firm that provides audit service to the Company;
- (XVII) to listen to work reports submitted by the general manager of the Company and review his/her work;

(XVIII) to decide material matters and administrative matters other than those matters required to be decided by the general meeting of the Company in accordance with laws, administrative regulations, department regulations and these Articles of Association and to sign other material agreements;

(XIX) other functions and powers provided for in laws, administrative regulations, department regulations, listing rules of the listing place where the Company's shares are listed and these Articles of Association, and conferred at general meetings.

The above matters of authority exercised by the board of directors or any transaction or arrangement of the Company which shall be considered and approved at the general meeting according to listing rules of the listing place where the Company's shares are listed, shall be submitted to the general meeting for consideration and approval.

If the matters are out of the authorized scope conferred by the shareholders' general meeting, such matters should be tendered to the shareholders' general meeting for review.

Article 115

The board of the directors of the Company shall establish the audit committee and may establish the nomination committee, the remuneration and appraisal committee and other relevant specialized committees as needed. The specialized committees are accountable to the board of directors and perform their duties in accordance with the Articles of Association and authorization by the board of directors. Their proposals shall be submitted to the Board for deliberation and decision. The membership of the specialized committees shall all be composed of directors, of which independent directors shall account for the majority of the members and act as the convener of the audit committee, the nomination committee, and the remuneration and appraisal committee, and the convener of the audit committee shall be a qualified accountant. The board of directors shall formulate the rules of procedures for each specialized committee, so as to regulate its operation.

Article 116

The board of directors of the Company shall explain to the shareholders' general meeting any non-standard audit opinions on the Company's financial statements issued by the certified public accountants.

Article 117 The board of directors shall formulate the rules of procedures of the board of directors to ensure implementation of the resolutions of the general meetings, enhance work efficiency and ensure scientific decision-making. The rules of procedures of the board of directors specifying the convening and voting procedures of board meetings shall be formulated by the board of directors, subject to consideration and approval at the general meeting.

Article 118 The board of directors shall confirm on the rights regarding the approval of external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth, connected transactions, external donations, etc.; shall establish strict examination and decision-making procedures; the major investment projects shall be subject to review by the relevant experts and professionals and be reported to the shareholders' general meeting for approval.

Article 119 The chairman of the board shall exercise the following functions and powers:

- (I) to preside over general meetings and to convene and preside over meetings of the board of directors;
- (II) to supervise, check the implementation of resolutions of the board of directors;
- (III) other functions and powers authorized by the laws, administrative regulations, departmental rules, these Articles of Association and the board of directors.

The vice chairman shall assist the chairman of the board of directors in work. Should the chairman be unable or fail to exercise his/her duties or powers, the vice chairman shall exercise such duties or powers (if the Company has two or more vice chairmen, the vice chairman jointly recommended by not less than a half of the directors shall perform such duties or powers). If there is no vice chairman appointed or if the vice chairman is unable to or fails to exercise his/her duties or powers, a director elected by not less than one half of the directors shall exercise such duties or powers.

Article 120

The board meetings include regular meetings and extraordinary meetings.

A regular board meetings shall be held at least four times a year. The meeting shall be convened by the chairman of the board by serving notices and relevant documents to all directors and supervisors 10 days prior to the date of meeting.

An extraordinary board meeting shall be convened at the request of the shareholder representing not less than one tenth of the voting rights, not less than one-third of the directors or the board of supervisors. The chairman shall, convene and preside over the extraordinary board meeting within 10 days upon receipt of the request, and shall deliver a notice to all directors and supervisors three days prior to the meeting is held.

In case of emergency, an extraordinary board meeting may be held upon approval by the chairman, which is not subject to the requirement of meeting notice as set out in this Article, given that a proper notice shall be given to directors, supervisors and general manager.

Board meetings can be held by means of telephone conference, video conference, circulation of documents, fax and other means of communication on the premise that the directors can fully express their opinions. All directors so present at the meeting shall be deemed to have attended the meeting in person. For board meetings held by means of communication, notices of such meetings shall provide details of the proposals to be put forward at the meetings and specify the deadline for voting. Directors who attend such meetings shall send their voting opinions to the Company by fax before the voting deadline specified in the notices, and send the original of voting opinions signed by themselves to the board of directors of the Company.

Where any director has a material conflict of interest in the matters to be considered by the board, such matters shall be handled by convening a board meeting (instead of by a written resolution). Any independent non-executive director and its associates not materially interested in a transaction shall attend the relevant board meeting.

Article 121 The notice of board meetings may be delivered in the manners as set out in these Articles of Association.

Directors who have attended the meeting will be deemed to have been issued a notice of board meeting if he had not raised any issues of not having received such notice before or during the board meeting.

Article 122 A notice of board meeting shall include the following contents:

- (I) the date and venue of meeting;
- (II) the duration of the meeting;
- (III) the matters and topics to be considered;
- (IV) the date of issuance of notice;

Article 123 The board meeting shall be held only when more than half of the directors (including proxies) are present, except for the approval of connected transactions by the board of directors as stipulated in Article 125 of these Articles of Association.

Unless or otherwise provided in other articles herein, resolutions of the board of directors shall be passed by more than half of all directors.

Vote on board of directors resolution shall be carried out on the basis of one person one vote. Each director shall have one vote. In the case of equal votes in favor of and against the resolution, the chairman of the board of directors shall have a casting vote.

Article 124 A director should attend board meetings in person. Where a director is unable to attend for certain reasons, he may appoint in writing another director to attend the board meeting on his behalf. The instrument of proxy shall specify the name of the proxy, relevant matters, scope of authorization and the validity period, and shall be signed or sealed by the appointor.

The director attending the meeting on behalf of the entrusting director shall only exercise the rights within the scope of authorization. A director failing to attend a board meeting either in person or by proxy shall be deemed as having waived his right to vote at the meeting.

The expenses reasonably incurred by directors in attending board meetings shall be borne by the Company. Such expenses shall include the travelling expenses from the place of domicile of the directors to the venue of the meeting (if it is not at the place of domicile of the directors), accommodation expenses during the meeting and local transportation expenses.

Article 125

If any director has connected relationship with the enterprises that are involved in the matters to be resolved at the meeting of the board of directors, he or she shall not exercise his or her voting rights for such matters, nor shall such director exercise voting rights on behalf of other directors. Such meeting of the board of directors may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the board of directors shall be passed by more than half of the directors without a connected relationship. If the number of non-connected directors present at such meeting does not reach three, the matter shall be submitted to the general meeting for consideration.

Except for the circumstances allowed by Note 1 of Appendix 3 to the Listing Rules or the Hong Kong Stock Exchange, a director shall not exercise the voting right on any resolutions of the board of directors in relation to any contract or arrangement or any other suggestions where he or any of his close associates (as defined in the Listing Rules) is materially interested, nor shall he/she exercise the voting right on behalf of other directors. The board meeting can be held with the attendance of more than half of the non-connected directors (such director shall not be counted in the quorum of the relevant meeting). The resolutions of the board meeting shall be passed by more than half of the non-connected directors. Where the number of non-connected directors attending a board meeting does not reach three, such matter shall be submitted to the general meeting for deliberation.

Article 126

Voting on board meetings shall be conducted by open ballot.

Article 127

The board of directors shall keep minutes of resolutions on matters discussed at relevant meetings. The minutes shall be signed by the directors and the secretary to the board of directors.

The minutes of the meeting of the board of directors shall be kept on file at the Company for a period of no less than ten years.

The directors shall be responsible for the resolutions of the board of directors. Any director who votes for a resolution which violates the laws, administrative regulations or these Articles of Association, thereby causing serious losses to the Company, shall be liable for compensation. However, if a director can prove that he had expressed his opposition to such resolution when it was put to the vote and such opposition is recorded in the minutes of the meeting, the director may be relieved of such liability.

Article 128

Minutes of the board meetings shall consist of the following:

- (I) the date and venue of the meeting and the name of the convener;
- (II) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others;
- (III) the agenda of the meeting;
- (IV) the highlights of directors' speeches;
- (V) the voting method and result of each resolution (the result shall specify the number of votes for, against and abstaining).

CHAPTER 9 SECRETARY TO THE BOARD OF DIRECTORS

Article 129

The Company shall have a secretary to the board of directors. The secretary to the board of directors is a member of the senior management of the Company.

Article 130

The secretary to the board of directors of the Company shall be a natural person with the requisite professional knowledge and experience and shall be appointed by the board of directors.

The primary duties of the secretary to the board of directors are:

- (I) to ensure that the Company has complete constitutional documents and records;
- (II) to ensure that the Company prepares and submits reports and documents as required by the competent authorities in accordance with law;

- (III) to ensure that the register of members of the Company is properly established and that the persons who have the right of access to the relevant records and documents of the Company are able to gain access to the same in due time;
- (IV) to exercise other duties stipulated by laws, administrative regulations, departmental rules, the listing rules of the places where the Company's shares are listed or these Articles of Association.

Article 131 Director or other senior management personnel of the Company may serve concurrently as the secretary to the board of directors. Any accountant from the accounting firm engaged by the Company shall not concurrently serve as the secretary to the board of directors of the Company.

Where the office of the secretary to the board is held concurrently by a director, and an act is required to be made by a director and the secretary to the board separately, the person who concurrently holds the offices of director and secretary to the board shall not perform the act in dual capacity.

Article 132 Directors, general manager and relevant departments within the Company shall support the secretary to the board of directors to perform his or her duties pursuant to the laws, and provide necessary assurance in terms of organizational structure, staff deployment and costs. Relevant departments of the Company shall actively support the work of the secretary to the board of directors.

CHAPTER 10 GENERAL MANAGER

Article 133 The Company has one general manager, several deputy general managers to assist the general manager; and one chief financial officer. The general manager, deputy general managers and chief financial officer shall be appointed or dismissed by the board of directors.

Article 134 The circumstances of disqualification for directors prescribed in the Articles of Association shall be applicable to senior executives.

Provisions regarding the duty of loyalty of directors and of diligence of directors under the Articles of Association hereof shall be applicable to the senior executives.

Article 135 Any person who takes an administrative role other than a director or a supervisor in the controlling shareholders of the Company shall not serve as a senior executive of the Company.

The senior executives only receive remuneration in the Company, not paid by the controlling shareholders on behalf of the Company.

Article 136 The general manager shall serve terms of three years and may serve consecutive terms if reappointed.

The general manager may resign before his or her term of office expires. The procedure and rules for such resignation shall be specified in the labor contract between the general manager and the Company. If the general manager is unable to fulfil his or her duty for any special reason, the board of directors shall designate one deputy general manager to act on his or her behalf.

Directors may concurrently serve as general manager or other senior management personnel.

Article 137 The general manager shall be accountable to the board of directors and exercise the following functions and powers:

- (I) to be in charge of the production, operation and management of the Company, and to report his/her works to the board of directors;
- (II) to organise the implementation of the resolutions of the board of directors;
- (III) to organise the implementation of the Company's annual business plans and investment plans;
- (IV) to draft plans for the establishment of the Company's internal management organisation;
- (V) to draft the Company's basic management system;
- (VI) to formulate the Company's specific regulations;

(VII) to propose the appointment or dismissal of the Company's deputy general manager, chief financial officer or other senior management personnel;

(VIII) decide to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;

(IX) such other functions and powers conferred by these Articles of Association or the board of directors.

Article 138 The general manager of the Company shall attend Board meetings. A non-director manager shall not have any voting right at the Board meetings.

Article 139 The general manager shall formulate detailed working rules of the general manager, which shall be submitted to the board of directors for approval before implementation.

Article 140 In exercising functions and powers, the general manager of the Company shall fulfil the obligation of integrity and diligence in accordance with laws, administrative regulations and these Articles of Association.

Article 141 The senior executive who causes harm to others while performing his/her duties to the Company, the Company shall be liable for compensation; the senior executive who act with intent or gross negligence, they shall be liable for compensation. The senior executive who violates laws, administrative regulations, departmental regulations or these Articles of Association while performing his/her duties to the Company, thereby causing losses to the Company shall be liable for compensation.

Article 142 Senior executives of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior executive of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing their duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.

CHAPTER 11 BOARD OF SUPERVISORS

Section 1 Supervisors

Article 143 The circumstances of disqualification for directors prescribed in Article 100 of the Articles of Association shall be applicable to supervisors.

Article 144 The term of office of each supervisor shall be period of three years, renewable upon re-election.

Article 145 Any directors, general managers and other senior management shall not act concurrently as supervisors.

Article 146 If the term of office of a Supervisor expires but re-appointment is not made responsively, or if any Supervisor resigns during his or her term of office so that the membership of the board of supervisors falls below the quorum, the existing supervisor shall continue performing the duties as supervisor pursuant to the laws, administrative regulations and these Articles of Association until a new supervisor is appointed.

Article 147 Supervisors may attend the meeting of the board of directors, and make enquiry or provide suggestions on the resolutions of the board of directors.

Article 148 The supervisors shall not abuse their connected relationship to harm the interests of the Company, and shall compensate for any losses caused to the Company.

Article 149 Supervisors shall assume their obligation to the Company to act faithfully and diligently, and not abuse their functions and powers to accept bribery or other illegal income, nor embezzle company assets in accordance with the laws, administrative regulations and these Articles of Association.

If any supervisor violates the laws, administrative regulations, departmental rules or these Articles of Association in performing his or her duties, thereby incurring any loss of the Company, the said supervisor shall be liable for compensation.

Section 2 Board of Supervisors

- Article 150** The Company shall establish a board of supervisors.
- Article 151** The board of supervisors shall consist of three (3) supervisors, one of which shall be the chairman.
- The chairman of the board of supervisors shall be elected by more than half of all supervisors.
- Article 152** The board of supervisors consists of shareholders' representative supervisors and an employee representative supervisor. Shareholders' representative supervisors shall be elected and removed by the general meeting. The employee representative supervisor shall account for no less than one-third of the members of the board of supervisors, and shall be elected and removed by the employees of the Company democratically.
- Article 153** The board of supervisors shall be accountable to the general meeting and exercise the following functions and powers in accordance with law:
- (I) shall examine the regular reports of the Company as prepared by the board of directors and give its examination opinions in writing;
 - (II) to examine the Company's financial matters;
 - (III) to supervise the performance by the directors and senior management of their duties to the Company to ensure that there is no violation of laws, administrative regulations and these Articles of Association of the Company during their performance of the duties to the Company; to propose the dismissal of the directors and senior management who violates laws, administrative regulations, these Articles of Association of the Company or the resolutions of the general meeting;
 - (IV) to demand rectification from the directors and senior management when the acts of such persons are harmful to the Company's interests;
 - (V) to propose the convening of extraordinary general meetings; to convene and preside the general meetings in the event that the board of directors fails to perform its duties to convene and preside the general meetings;

- (VI) to submit motion to the general meetings;
- (VII) to propose the convening of interim meeting of the board of directors;
- (VIII) to communicate or sue directors and senior management on behalf of the Company in accordance with Article 189 of the Company Law;
- (IX) to investigate any abnormal matters during the business operation of the Company; if necessary, to engage professionals such as accounting firms or law firms to assist it in exercising its functions and powers with expenses being borne by the Company;
- (X) other functions and powers provided by these Articles of Association.

Article 154

Meetings of the board of supervisors shall be held at least once every six months, and shall be convened by the chairman of the board of supervisors. Supervisors may propose to convene an extraordinary meeting of the board of supervisors.

Where the chairman of the board of supervisors is incapable of performing or fails to perform his or her duties, a Supervisor recommended by not less than half of the supervisors shall convene and preside over the meeting of the board of supervisors.

Article 155

The board of supervisors shall formulate the rules of procedures for the board of supervisors in order to ensure working efficiency and scientific decision-making. The convening method and voting procedure stipulated in the rules of procedures for the board of supervisors shall be drafted by the board of supervisors and approved by the general meeting.

Article 156

A meeting of the board of supervisors can be held with the attendance of more than half of the supervisors, and the resolutions of the board of the supervisors shall be passed with not less than half of the votes of the supervisors. Voting at the meeting of the board of supervisors shall be carried out by poll and each supervisor shall have one vote. Supervisors shall attend meetings of the board of supervisors in person, or appoint in writing another supervisor to attend the meeting on his or her behalf due to his or her absence. The letter of authorization shall specify the scope of authorization.

Article 157 The board of supervisors shall file resolutions as minutes, which shall be signed by the attending supervisors.

Supervisors shall be entitled to have an explanatory note made in the minutes regarding his or her speech at the meeting. Minutes of the meeting of the board of supervisors shall be kept on company file for at least ten years.

Article 158 A written notice of a meeting of the board of supervisors shall be served to all the supervisors 10 days before the date of a regular meeting or three days before the date of an extraordinary meeting. Notice of urgent meetings is not subject to the aforesaid time restriction.

The notice of a meeting of the board of supervisors shall specify:

- (I) the date, venue, and duration of the meeting;
- (II) the reasons and issues of discussion;
- (III) the date of issuance of notice.

Article 159 Reasonable expenses of the supervisors for attending meetings of the board of supervisors shall be borne by the Company. The said expenses cover travelling expenses from the place of domicile of the supervisors to the venue (if it is not at the domicile of the supervisors) of the meeting, accommodation expenses, rent for the venue and local travelling expenses during the meeting.

Article 160 The reasonable expenses incurred by the board of supervisors in the engagement of professionals such as lawyers, certified public accountants, practicing auditors, etc., to perform its duties shall be borne by the Company.

CHAPTER 12 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION

Article 161 The Company shall formulate its financial and accounting systems in accordance with the laws, administrative regulations and the PRC accounting standards formulated by the relevant financial authority of the State Council.

Article 162 The fiscal year of the Company is Gregorian calendar year, i.e. from 1 January to 31 December every year.

The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be audited by an accounting firm in accordance with the law.

Article 163 The Company shall report, disclose and/or file documents like annual reports, interim reports, results announcement to its shareholders in accordance with the laws, regulations, listing rules of the region where the Company's shares are listed and other regulatory documents.

Article 164 The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards and regulations, but also in accordance with international accounting standards or the accounting standards of the place outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. In distributing its profits after tax for an accounting year, the lower of the two amounts shown in the financial statements shall be adopted.

Article 165 Any interim results or financial information published or disclosed by the Company shall be prepared not only in accordance with the PRC accounting standards and regulations, but also in accordance with either the international accounting standards or the accounting standards of the place outside the PRC where shares of the Company are listed.

Article 166 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited into any personal account.

Article 167 Where the Company distributes its after-tax profits for a given year, it shall allocate 10% of the profits to its statutory reserve. The Company shall no longer be required to make allocations to its statutory reserve once the aggregate amount of such reserve reaches not less than 50% of its registered capital.

If the Company's statutory reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory reserve in accordance with the preceding paragraph.

After making the allocation from its after-tax profits to its statutory reserve, the Company may, subject to a resolution of the general meeting, make an allocation from its after-tax profits to the discretionary reserve.

After the Company has made up its losses and made allocations to its reserves, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless these Articles of Association provide that distributions are to be made otherwise than proportionally.

If the general meeting breaches the Company Law by distributing profits to the shareholders, such shareholders shall return the profits distributed in violation of such provisions to the Company; where losses are caused to the Company, the shareholders and the responsible directors and senior management members shall be liable for compensation.

Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.

Article 168

The reserve of the Company is used to make up the Company's losses, expand the production operation of the Company or increase the Company's registered capital.

Where reserves are used to make up for the Company's losses, the discretionary reserve and statutory reserve shall be used first; if such reserves remain insufficient, the capital reserve may be used in accordance with relevant provisions.

When statutory reserve is converted into an increase in registered capital, the remaining balance of that reserve shall not less than 25% of the registered capital of the Company before the conversion.

Article 169

After resolution of the profit distribution plan is made at the Company's shareholders' general meeting, the board of the directors of the Company shall complete the distribution of dividends (or shares) within two months from the end of the shareholders' general meeting.

Article 170 The Company shall appoint receiving agents for holders of overseas-listed foreign investment shares to collect on behalf of the relevant shareholders the dividends distributed and other amount payable by the Company in respect of overseas-listed foreign investment shares.

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

CHAPTER 13 APPOINTMENT OF ACCOUNTING FIRM

Article 171 The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the PRC to audit the Company's annual financial report and review other financial reports of the Company. The accounting firm shall serve a term of one year and may be re-engaged.

Article 172 The accounting firm appointed by the Company shall hold office from the close of the current annual general meeting until the conclusion of the next annual general meeting.

Article 173 The Company's appointment of an accounting firm must be determined by the general meeting by ordinary resolution. The board of directors shall not appoint an accounting firm prior to the decision of the general meeting.

Article 174 The general meeting may, by means of an ordinary resolution, dismiss any accounting firm prior to the expiration of its term of employment, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.

Article 175

Audit fee of the accounting firm shall be decided at the general meeting by ordinary resolution. The board of directors or the general meeting may fill any temporary vacancy in the office of auditor by appointing alternate auditor, provided, however, that during the period in which such vacancy exists, the remaining or continuing auditor (if any) may continue to perform his/her duties. The term of office of an auditor appointed to fill a temporary vacancy shall continue until the conclusion of the next annual general meeting. The remuneration of any auditor appointed by the Company may be determined by an ordinary resolution of the general meeting or in the manner specified in such resolution, or by a body independent of the board of directors. The remuneration of an auditor appointed under this Article to fill any temporary vacancy may be determined by the board of directors.

Article 176

The Company's appointment, removal and non-reappointment of an accounting firm shall be decided by a simple majority of the votes at the general meeting.

Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm which is not an incumbent firm to fill a casual vacancy in the office of the accounting firm, or re-appointment of a retiring accounting firm which was appointed by the board of directors to fill a casual vacancy, or removal of the accounting firm before the expiration of its term of office, the following provisions shall apply:

- (I) the proposal in relation to the appointment or dismissal shall be sent prior to the issue of notice of shareholders' general meeting to the accounting firm to be appointed, the accounting firm leaving its post or the accounting firm which has left its post during the accounting year. An accounting firm leaving its post includes dismissal, resignation and retirement.
- (II) If the accounting firm leaving its post makes a statement in writing and requests the Company to notify such statement to the shareholders, unless the statement is received too late, the Company shall:
 - (1) state on the notice issued for adoption of the resolution that an accounting firm about to leave its post has made a statement; and

- (2) submit the copy of the statement as an appendix to the notice to the shareholders in the manner stipulated in these Articles of Association.
- (III) in the event that the statement of the accounting firm has not been dispatched in accordance with the provisions in paragraph (II) of this Article, the relevant accounting firm may request such statement to be read at the shareholders' general meeting, and may make further appeals.
- (IV) the accounting firm leaving its post shall be entitled to attend the following meetings:
 - (1) the shareholders' general meeting at which its term of service would otherwise have expired;
 - (2) the shareholders' general meeting for filling the vacancy caused by its dismissal; and
 - (3) the shareholders' general meeting convened as a result of its voluntary resignation.

An accounting firm which is leaving its post shall be entitled to receive all notices of, and other information relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accounting firm of the Company.

Article 177

Prior notice shall be given to the accounting firm if the Company decides to dismiss such accounting firm or not to renew the appointment thereof. The accounting firm shall have the right to make a representation of opinions to the general meeting of shareholders. Where an accounting firm tenders its resignation, it shall explain at the general meeting whether there has been any impropriety on the part of the Company.

- (I) An accounting firm may resign its office by depositing at the Company's legal registered address a resignation notice. Such notice shall take effect upon the date it is placed at the Company's legal registered address or a later date as specified in the notice. The notice shall include the following statements:
 - (1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or

(2) a statement of any such circumstances.

- (II) Within 14 days upon the receipt of such notice in writing as referred in paragraph (I) of this Article, the Company shall deliver a copy of the notice to the relevant governing authority. Provided that the notice contains statements under paragraph (I)(2) of this Article, the Company shall prepare and made available copies of such statements for shareholders' inspection.

The Company shall also deliver copies of the said statements in the prescribed manner, such as by mail or electronic communication to the shareholder at the address as registered in the shareholders register, or subject to applicable laws, regulations and listing rules, publish such information at the Company's website or a site specified by the stock exchange of the places where the Company's shares are listed.

- (III) If the accounting firm's resignation notice contains any statement under paragraph (I)(2) of this Article, the accounting firm may request the board of directors to convene an extraordinary general meeting to obtain explanations on the situation of its resignation.

CHAPTER 14 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Division, Capital increase and Capital reduction

Article 178 The merger or division of the Company shall require the preparation of a proposal by the board of directors. After such proposal has been adopted in accordance with the procedures specified in these Articles of Association, relevant examination and approval procedures shall be carried out according to law. Shareholders that oppose such proposal on the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price. The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders.

Article 179 The merger of a company may take the form of absorption or the establishment of a new company.

When a company absorbs other companies, it is merger by absorption, and the absorbed companies shall be dissolved. When not less than two companies merge to establish a new company, it is merger by new establishment, and all parties being merged shall be dissolved.

In the event of a merger, the merging parties shall execute a merger agreement, prepare balance sheets and a property list. The Company shall notify its creditors according to the Company Law, and shall publish a notice in newspapers designated by the stock exchange of the places where the Company's shares are listed, and settle its debts or provide corresponding guarantees as the creditors require.

The creditors' rights and debts of each of the merging parties shall be assumed by the company which survives the merger or the newly established company.

Article 180

When the Company is divided, its assets shall be divided up accordingly.

In the event of a division of the Company, the parties to such division shall execute a division agreement, balance sheets and a property list of the Company shall be prepared. The Company shall notify its creditors according to the Company Law, and publish a notice in newspapers or through the National Enterprise Credit Information Publicity System recognized by the stock exchange of the places where the Company's shares are listed in thirty days.

Debts of the Company prior to division shall be jointly assumed by the companies which exist after the division, except provided otherwise in the written agreement between the Company and the creditors relating to the settlement of debt before the division.

Article 181

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

The Company shall notify creditors within 10 days from the date on adopts the resolution on the reduction of registered capital, and shall make an announcement on the newspaper that recognized by the stock exchange of the place where the Company's shares are listed or through the National Enterprise Credit Information Publicity System within 30 days. Creditors shall, within 30 days from receipt of the notice, or within 45 days from the date of the announcement if no notice is received, be entitled to require the Company to repay the debts or provide corresponding security.

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

Article 182

Where the Company, after making up losses in accordance with the Articles of Association, still has losses, it may reduce its registered capital to make up such losses. Where registered capital is reduced to make up losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for the shares subscribed.

Where registered capital is reduced in accordance with the preceding paragraph, paragraph 2 of the Article 181 of the Articles of Association shall not apply; however, the Company shall make an announcement on the newspaper that recognized by the stock exchange of the place where the Company's shares are listed or through the National Enterprise Credit Information Publicity System within 30 days from the date on which the shareholders' general meeting adopts the resolution on reduction of registered capital.

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

Article 183 Where registered capital is reduced in violation of the Company Law or other relevant provisions, shareholders shall return the funds they have received, and any reduction of shareholders' capital contribution shall be restored to their original status. Where losses are caused to the Company, shareholders and the responsible directors and senior management members shall be liable for compensation.

Article 184 When the Company issues new shares to increase its registered capital, the shareholders shall not have preemptive rights, unless otherwise provided in these Articles of Association or as determined by a resolution of the general meeting.

Article 185 Changes in particulars of the companies after merger or division must be registered with the registration authorities in accordance with the law. Cancellation of registration shall be made in accordance with the law when a company is dissolved. Incorporation of a company shall be registered when a new company is incorporated in accordance with the law. The Company shall, in accordance with law, apply for change in its registration with the company registration authority where there is any increase or reduction of the Company's registered capital.

Section 2 Dissolution and Liquidation

Article 186 The Company shall be dissolved and liquidated according to the law under any of the following circumstances:

- (I) upon expiration of the term of business as set forth in these Articles of Association or other circumstances triggering dissolution of the Company as set forth in these Articles of Association;
- (II) the general meeting resolves to dissolve the Company by special resolution;
- (III) dissolution is necessary as a result of the merger or division of the Company;
- (IV) the Company's business licence is revoked or it is ordered to close down or it is deregistered according to laws; or

- (V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding not less than 10% of all shareholders' voting rights of the Company may petition a people's court to dissolve the Company.

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

Article 187

When any of the circumstances prescribed in Item (I), Item (II) of Article 186 of the Articles of Association occurs, and no distribution of property has been made to shareholders, the Company may continue to exist by modifying the Articles of Association or upon a resolution of the general meeting, which shall be approved by not less than two-thirds of voting powers held by shareholders present at the general meeting according to the provisions of the preceding paragraph.

Where the Company is dissolved according to the provisions of items (I), (II), (IV) and (V) of Article 186 hereof, it shall be liquidated. The directors are the obligors for the Company's liquidation and they shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of directors or persons determined at general meeting. If the obligor for liquidation fails to perform the liquidation obligation in a timely manner and causes losses to the Company or creditors, they shall be liable for compensation.

Article 188

The liquidation committee shall notify creditors within 10 days of its establishment, and make announcements on the newspapers designated by the stock exchange where the Company's shares are listed or through the National Enterprise Credit Information Publicity System within 60 days of its establishment. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the written notice or, if they did not receive a written notice, within 45 days from the date of the announcement.

To declare credits, a creditor shall explain the relevant matters and provide relevant supporting materials. The liquidation committee shall register the credits.

The liquidation committee shall not settle debts to any creditor during the period of credit declaration.

Article 189

The liquidation committee exercises the following functions during the process of liquidation:

- (I) to ascertain the Company's assets and prepare a balance sheet and a property list;
- (II) to notify creditors by notice or announcement;
- (III) to deal with the outstanding affairs of the Company in relation to the liquidation;
- (IV) to settle outstanding taxes as well as taxes arising in the course of liquidation;
- (V) to settle credits and debts;
- (VI) to distribute of the remaining assets of the Company after the settlement of debts; and
- (VII) to represent the Company in any civil proceedings.

Article 190

After the liquidation committee has liquidated the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the general meeting or the people's court for confirmation.

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

During liquidation, the Company shall continue to exist but may not engage in any business activities unrelated to the liquidation. The Company's property will not be distributed to the shareholders until repayment of its debts in accordance with the preceding paragraph.

Article 191 The liquidation committee, having liquidated the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the people's court for bankruptcy liquidation in accordance with the law.

After the people's court has accepted the bankruptcy application, the liquidation committee shall turn over the liquidation matters to the bankruptcy administrator designated by the people's court.

Article 192 Following the completion of liquidation of the Company, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the people's court for confirmation and submit the aforementioned documents to the company registration authority to apply for company deregistration.

Article 193 The members of the liquidation committee shall perform their liquidation duties with the duty of loyalty and the duty of diligence.

Where any member of the liquidation group neglects to perform his/her liquidation duties and causes losses to the Company, he/she shall bear liability for compensation; Where any members of the liquidation committee cause any loss to any creditor with intention or due to gross negligence, he or she shall be liable to make indemnification.

Article 194 Where the Company is adjudicated bankrupt according to law, bankruptcy liquidation shall be conducted in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER 15 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 195 The Company shall amend these Articles of Association in accordance with the laws, administrative regulations, the listing rules of the place where the Company's shares are listed and these Articles of Association.

Article 196 In any one of the following situations, the Company shall amend these Articles of Association:

- (I) after the amendment of the Company Law or relevant laws, administrative regulations and the listing rules of the place where the Company's shares are listed, the contents of these Articles of Association conflict with such amended laws or administrative regulations and the listing rules of the place where the Company's shares are listed;
- (II) there are changes in the Company render these Articles of Association incorrect; or
- (III) the general meeting resolves to amend these Articles of Association.

Article 197 If an amendment to these Articles of Association involves matters requires the approval from the competent regulatory authority, it shall be submitted to the competent regulatory authority for approval. If an amendment to these Articles of Association involves a registered item of the Company, registration of the change shall be carried out in accordance with the law.

Article 198 The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the general meeting on amendments to the Articles of Association and the approval opinions of the competent authority.

Article 199 Any amendment to these Articles of Association that involves information to be disclosed as required by the law, regulations or the listing rules of the places where the Company's shares are listed, shall be publicly announced as required.

CHAPTER 16 NOTICES

Article 200 Notices of the Company may be served through means as follows:

- (I) by hand;
- (II) by post;
- (III) by fax or email;

- (IV) subject to the law and regulations, and the listing rules of the stock exchange of the places where the Company's shares are listed, by publishing at the Company's website and such website as designated by the relevant stock exchange;
- (V) by public announcement;
- (VI) by such other means as agreed between the Company and the recipient in advance or accepted by the recipient after receipt of such notices; or
- (VII) by such other means as approved by the relevant regulatory agency of the places where the Company's shares are listed or as set out in these Articles of Association.

Notwithstanding the provisions on the publication or notice of any document, announcement or other communications in these Articles of Association, the Company may, pursuant to the listing rules of the places where its shares are listed, adopt the mode of service as stipulated in (IV) of the first paragraph of this Article to publish its communication, in substitution for the sending of written documents by hand or post to each holder of overseas listed foreign shares. The foregoing corporate communication refers to any document sent or to be sent by the Company for its shareholders' reference or actions, including but not limited to annual report (including annual financial report), interim report (including interim financial report), report of the board of directors (including balance sheet and income statement), notice of general meeting, circular, other communication documents and corporate communication that may require actions.

Even if a shareholder elects from time to time to receive any notice or document by electronic means, such shareholder may at any time request that the Company send him/her a printed copy of any notice or document to which he/she is entitled as a shareholder, in addition to the electronic copy.

Article 201

Where a notice is served by way of announcement, after the publication of such announcement, all related persons shall be deemed to have received the relevant notice.

Article 202 Unless otherwise provided in these Articles of Association, the modes of service set forth above may also be applicable to notices for general meetings, meetings of the board of directors or the board of supervisors.

Article 203 For a notice delivered by hand, the person on whom it is served shall sign (or affix his or her seal to) the acknowledgement slip, and the date on which he or she signed in receipt shall be the date of the service. For a notice delivered by post, the date of service shall be 48 hours from the date of consignment to the post office. For a notice delivered by fax, email or publication on a website, the date on which such notice is dispatched shall be the date of service. For a notice delivered by way of a public announcement, the first day of publication shall be the date of service.

Article 204 If the listing rules of the stock exchange where the Company's shares are listed require the Company to send, post, dispatch, issue, publish or otherwise provide relevant documents of the Company in both English and Chinese versions, the Company may, to the extent permitted by laws and regulations and in accordance with applicable laws and regulations, (if a shareholder has so indicated) only send him or her the English versions or Chinese versions of documents if the Company has made sufficient arrangements to ascertain whether its shareholders wish to only receive English versions or Chinese versions of documents.

CHAPTER 17 SUPPLEMENTARY PROVISIONS

Article 205 Definition

- (I) The term "controlling shareholder" in the Articles of Association shall refer to the shareholder satisfying any of the following conditions:
- (1) a shareholder whose shareholdings account for more than 50% of the total share capital of the Company;
 - (2) a shareholder whose shareholdings, although less than 50%, are sufficient to have a material impact on the resolutions of the general meeting by virtue of the voting rights attached to such shareholdings;

- (3) other circumstances as considered by the securities regulatory authorities of the place of listing of the Company's shares;
- (II) In these Articles of Association, "acting in concert" means the act of two or more parties that in form of agreement (whether in oral or written form) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through taking over of the Company's voting rights by any one of them;
- (III) A "de facto controller" means a person, though not a shareholder, but through investment relationship, agreement, or other arrangement, can actually control the activities of the Company;
- (IV) "Connected relationship" is the relationship between the controlling shareholders, de facto controllers, directors, supervisors or senior management members, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, State-owned enterprises will not be regarded as having connected relationship simply because they are commonly controlled by the State;
- (V) Treasury shares refer to shares of the Company acquired in accordance with the Company Law, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of these Articles of Association, and which have not yet been transferred or cancelled. For the purposes of the Listing Rules, this includes shares repurchased by the Company and held or deposited with the Central Clearing and Settlement System for sale on the Hong Kong Stock Exchange. Unless otherwise provided by the Company Law, the securities regulatory rules of the place where the Company's shares are listed, or relevant laws and regulations, the Company may not vote, directly or indirectly, on treasury shares at any meeting of the Company, nor may it be used to determine the total number of issued shares at any given time. Treasury shares shall not be entitled to dividends;

- (VI) “Uncertified Securities Registration and Transfer System” refers to the Uncertified Securities Registration and Transfer System, and for the purpose of any shares or securities of the Company, refers to a computer system together with the software and other facilities, capable of evidencing and transferring title to shares and securities without the use of paper documents and facilitating supplementary and ancillary matters;
- (VII) “Uncertified Securities Markets Rules” refers to the Securities and Futures (Uncertified Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time, together with any amendments or re-enactments thereof then in force, and includes any other rules or subsidiary legislation incorporated therein or substituted therefor;
- (VIII) “Online meeting” refers to any general meeting held and conducted with shareholders and/or their proxies attending and participating entirely and solely through virtual means using communication equipment;
- (IX) “In-person meeting” refers to a general meeting held and conducted with shareholders and/or their proxies attending and participating in person at the principal venue and/or, where applicable, at one or more venues;
- (X) Any reference to “writing” or similar expressions shall include printing, lithography, photography and other means of representing or reproducing words or figures in a clear and non-transitory form, or, to the extent permitted by and in accordance with the Company Law and other applicable laws, rules, and regulations, any visible substitute for writing (including electronic communications), or any means of representing or reproducing text in a visible form, and includes cases where such representation or reproduction is in the form of an electronic display, provided that, where applicable, the means of delivery of the relevant documents or notices and any shareholder’s election must comply with the Company Law and all other applicable laws, rules, and regulations;

- (XI) Any reference to the signing or execution of a document includes a reference to signing or execution by hand, seal, electronic signature, electronic communication or any other means; and any reference to a notice or document includes a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium, as well as data in visible form (whether or not it has physical substance);
- (XII) Any reference to a shareholder's right to speak at a virtual or hybrid meeting shall include the right to ask questions or make statements to the chair of the meeting, either verbally or in writing, through communication facilities. Such right shall be deemed to have been duly exercised if such questions or statements are heard or seen by all or only some of the persons attending the meeting (or solely by the chair of the meeting), and in such a case, the chair of the meeting shall use the communication facilities to convey the questions or statements verbatim, either verbally or in writing, to all persons attending the meeting;
- (XIII) Any reference to a meeting shall mean a meeting convened and held in any manner permitted by these Articles of Association, and the virtual attendance and participation of any shareholder, proxy or director at a general meeting via communication facilities shall, for all purposes of the Company Law and these Articles of Association, be deemed to constitute attendance and participation at such meeting, and the terms "attendance" and "participation" shall be construed accordingly, and, where the context so requires, such reference shall include any adjournment or postponement thereof;
- (XIV) Any reference to a person's participation in the proceedings of a general meeting shall include (without limitation and as the case may be) the right to speak or communicate, to vote, to act as a proxy, and to inspect all documents required by the Company Law or these Articles of Association to be made available at the meeting (whether in hard copy or electronic form) (in the case of a corporation, such rights may be exercised through its duly authorized representative); and participation in the proceedings of a general meeting shall be construed accordingly;
- (XV) Any reference to a vote shall include, without limitation, a vote cast using communication facilities;

- (XVI) Any reference to a vote, a poll, a ballot or a vote cast shall include, without limitation, a vote, a poll, a ballot or a vote cast using communication facilities;
- (XVII) Any reference to attendance or in-person attendance shall include, without limitation, virtual attendance or virtual in-person attendance using communication facilities;
- (XVIII) Any reference to any person being present or attending in person includes, without limitation, such person attending virtually via communication facilities;
- (XIX) Any reference to any person performing any act in person or attending in person includes, without limitation, such person performing the act virtually or attending virtually via communication facilities;
- (XX) Any reference to any person voting in person includes, without limitation, any person voting via communication facilities;
- (XXI) Any reference to communication facilities includes, without limitation, websites, webinars, webcasts, video, or any form of teleconferencing system (telephone, video, web or otherwise);
- (XXII) Any reference to any written notice includes, without limitation, notices issued by any electronic means or posted on one or more websites;
- (XXIII) Any reference to "print," "printed," "printed copy," or "in print" shall be deemed to include electronic versions or electronic copies;
- (XXIV) Sections 8 and 19 of the Electronic Transactions Ordinance shall not apply to these Articles of Association to the extent that they impose obligations or requirements in addition to those already set forth in these Articles of Association.

- Article 206** In these Articles of Association, the terms “not less than”, “within”, “not more than” and “prior to” shall include the given figure, and the terms “more than half”, “under”, “beyond”, “exceeding/exceed”, “below”, “less than”, “not reaching/reach” and “more than” shall not include the given figure.
- Article 207** The term “accounting firm” as used in these Articles of Association shall have the same meaning as “auditor”.
- Article 208** These Articles of Association are written in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at the competent authority for market regulation shall prevail.
- Article 209** Matters not covered in these Article of Association shall be dealt with in accordance with the laws, administrative regulations and the relevant regulations of the securities regulatory agencies where the Company’s shares are listed, and combining the actual situation of the Company. Where these Articles of Association are in conflict with the promulgated laws, administrative regulations, other relevant normative documents and the listing rules of the stock exchange where the Company’s shares are listed, such promulgated laws, administrative regulations, other relevant normative documents and the listing rules of the stock exchange where the Company’s shares are listed shall be complied with.
- Article 210** The board of directors shall be responsible for the interpretation of these Articles of Association.