Articles of Association

(as amended by special resolutions passed at the 2020 second extraordinary general meeting

Articles of Association of Flat Glass Group Co., Ltd.

Chapter 1 General Provisions

Article 1 The *Articles of Association* are formulated in accordance with the *Company Law of the People's Republic of China* (hereinafter referred to as the "Company Law"), the *Securities Law of the People's Republic of China* (hereinafter referred to as the "Securities Law"), the *Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (hereinafter referred to as the "Special Provisions"), the Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Holding Shareholders' Meeting of Overseas Listed Companies (hereinafter referred to as the "Adjustment Reply"), the *Mandatory Provisions for Articles of Association of Companies Listed Overseas* (hereinafter referred to as the "Mandatory Provisions"), *Guidance for the Articles of Association of Listed Companies* (hereinafter referred to as the "Guidance for Articles of Association"), *Letter of Opinions on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong* (hereinafter referred to as the "Opinions on Supplementary Amendments"), *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (hereinafter referred to as the "Listing Rules of the Stock Exchange"), *The Stock Listing Rules of the Shanghai Stock Exchange* (hereinafter referred to as the "Listing Rules of SSE", together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules"), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (hereinafter referred to as the "Company" or "the Company"), its shareholders and creditors and regulate the organization and conduct of the Company.

The Company is incorporated as a joint stock limited company in accordance with the Company Law, Special Provisions and other relevant PRC laws and administrative regulations.

The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass & Mirror Ltd.. The Company was registered with the Zhejiang Provincial Administration for Industry & Commerce. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.

Article 2 Registered name of the Company:

Chinese name: 福萊特玻璃集團股份有限公司

English name: FLAT GLASS GROUP CO., LTD.

Article 3 Address of the Company: No. 1999, Yunhe Road, Xiuzhou District, Jiaxing City, Zhejiang Province;

Postal Code: 314001;

Telephone number: (86573) – 82793999;

Facsimile number: (86573) – 82793015.

Article 4 The legal representative of the Company is the chairman of the board of directors.

Article 5 The Company is a joint stock limited company having perpetual existence (Listed Company).

Article 6 The Articles of Association shall come into effect upon approval by the competent national departments and from the date on which the domestic shares of the Company are listed at SSE.

Upon the effective day of these Articles of Association, the Articles of Association shall become the legal document regulating the Company's organization and activities, and the rights and obligations between the Company and its shareholders and among the shareholders interest.

Article 7 The Articles of Association shall also be legally binding on the Company and its shareholders, directors, supervisors, general manager and other senior management, who shall have the right to make any claims and propositions regarding the Company's affairs in accordance with the Articles of Association.

Without violation of the regulation as prescribed in Article 205 of the Articles of Association, pursuant to the Articles of Association, shareholders may pursue actions against the Company, other shareholders and the Company's directors, supervisors, general manager and other senior management; and pursuant to the Articles of Association, the Company may pursue actions against the shareholders. The other senior management as stated hereof refers to the Company's deputy general manager, Secretary to the board of directors, Chief Financial Officer and other senior management appointed by the board of directors.

The actions, as referred to in the preceding paragraph, in2(e)0.5 ((i)0.5 (o)0.(i)0.5 (o)0.((o)0.(i)0.5

Chapter 2 Objective and Scope of Business

Article 9 The business objective of the Company is to achieve customer orientation, faithful cooperation and mutual benefit.

Article 10 The business scope of the Company shall be pursuant to the projects as approved by the relevant registration authority.

The business scope of the Company includes: general projects including manufacturing of glass, manufacturing of technical glass product, manufacturing of mirrors and processing of similar products, provision of loading, unloading and handling services, manufacturing of metal structure, manufacturing of construction material and manufacturing of specialized machinery, provision of metal cutting and processing services, manufacturing of industrial control computers and system, sales of machinery and equipment (except for projects that are subject to approval in accordance with the relevant laws, business operation shall be conducted independently with the business licence(s) in accordance with the laws); and licensed project including import and export of goods (for projects subject to approval according to the relevant laws, operating activities shall only be carried out upon approval from relevant authority(ies), and specific licensed projects shall be subject to the results of approval).

Chapter 3 Shares and Registered Capital

Article 11 The Company shall have ordinary shares at all times; with the approval of the company examination and approval authority authorized by the State Council, the Company may have other classes of shares when needed.

Article 12 All shares issued by the Company shall have nominal values, with each share having a nominal value of RMB 0.25.

RMB referred to in the preceding paragraph refers to the statutory currency of the PRC.

Article 13 The stock of the Company shall take the form of shares. The Company may offer its shares to both domestic and foreign investors with the approval of the relevant securities regulatory authority under the State Council. The Company shall issue shares in a fair and just manner, and each share of the same class shall have the same rights. All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.

Foreign investors referred to in the preceding paragraph shall mean those investors in

The domestic shares issued by the Company shall be named A shares. The overseas-listed foreign shares offered by the Company on the Hong Kong Stock Exchange shall be named H shares, i.e., shares which have been admitted for listing on the Hong Kong Stock Exchange, the nominal value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars. Upon approval by the State Council or the securities regulatory authority under the State Council and agreed by the Hong Kong Stock Exchange, the A shares may be converted into H shares which may be circulated on the Hong Kong Stock Exchange.

Both holders of domestic shares and holders of foreign shares are ordinary shareholders and shall have the same rights and obligations. The domestic shares issued by the Company and the foreign shares listed overseas shall have the same right with respect of any part dividend or any other form.

Article 15 Approved by the company-approval department authorized by the State Council, the Company issued 70,000,000 shares (with nominal value of RMB 1 per share),

Article 16 Following its establishment, the Company's total share capital was changed to 100 million shares after issuance of 30 million ordinary shares (nominal value of RMB 1 per share) to thirteen shareholders including Ruan Hongliang in April 2007; and changed to 100.5 million shares as the Company acquired Jiaxing City Fute Safety Glass Co., Ltd in August 2008 and in July 2009, the total number of share was changed to 107.535 million shares upon capitalization of its undistributed profit. In September 2009, 4.965 million shares (nominal value of RMB 1 per share) were issued to nine persons including Ruan Zeyun and the total number of share capital increased to 112.50 million shares; in December 2010, 7.3 million ordinary shares (nominal value of RMB 1 per share) were issued to four investment institutions including Boxin Growth (Tianjin) Equity Investment Fund Partnership, increasing the total share capital of the Company to 119.8 million shares; in March 2011, following capitalization of its capital reserve fund, the Company's registered capital was changed to 239.6 million shares; in June 2011, following capitalization of its capital reserve, the Company's registered capital was changed to 359.4 million shares; and in January 2014, following a reduction in share capital by 21.9 million shares, the Company's total share capital was changed to 337.5 million shares.

In November 2015, the Company issued 450 million overseas-listed foreign shares to the public shareholders with nominal value of RMB 0.25 per share for listing on the Hong Kong Stock Exchange.

After completion of the above mentioned issuance of Overseas-listed foreignhares, tthe puharsoapi
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Article 18 The board of directors of the Company may make arrangement for the Company's separate issuance of overseas-listed foreign shares and domestic shares according to the issue scheme approved by the securities regulatory authority under the State Council.

According to the aforesaid scheme for separate issuance of overseas-listed foreign shares and domestic shares, the Company may issue such shares separately within 15 months upon approval of the securities regulatory authority under the State Council.

Article 19 If the Company separately issues overseas-listed foreign shares and domestic shares within the total number specified in the issue scheme, the said shares shall be issued respectively at one time; if it is impossible for the shares to be issued at one time for special reasons, the shares may be issued by several times upon approval by the securities regulatory authority under the State Council.

Article 20 The Company's registered capital will be increased to RMB488.65 million. The change in registered capital of the Company shall be registered at the competent Administration for Industry and Commerce.

Article 21 The Company may increase its capital pursuant to the needs of operation and development and in accordance with the laws, administrative regulations, departmental rules, listing rules of the place where the stocks are traded and based on the Articles of Association.

The Company may increase its capital by:

(I) Offer of new shares to specified or unspecified investors;

(II) Placement of new shares to existing shareholders;

(III) Offer of new shares to existing shareholders;

(IV) Offer of new shares to specified investors;

(V) Conversion of capital reserve into share capital;

(VI) Conversion of the Company's issued convertible bonds into shares;

(VII) Other means stipulated by laws and administrative regulations and approved by the securities authority under the State Council.

Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the place of listing for the shares of the Company.

The Company shall register the change of registered capital after a capital increase or reduction with the industrial and commercial administration authority and make an announcement thereof.

Article 22 Save as otherwise specified by laws, administrative regulations and as required by the Hong Kong Stock Exchange, the Company's shares may be transferred freely and shall not be subject to any lien.

Transfer of the Company's shares shall be registered with a securities registry entrusted by the Company. The Company shall make instruction and procure for the stock transfer registration; refuse the subscription, purchase or transfer of shares under the name of any individual holder for registration, unless such individual holder submits the transfer form bearing signatures to the stock transfer registration agency.

Article 23 Where any director, supervisor and senior management or any shareholder who holds more than 5% of the shares of the Company sells the stocks of the Company as held within 6 months after purchase, or purchases any stock as sold within 6 months thereafter, the proceeds as generated therefrom shall be part of the profits of the Company. The board of directors of the Company shall take back the proceeds. However, where a securities company holds more than 5% of the shares of the Company, which are the residual stocks after underwriting as purchased thereby, the sale of the foregoing stocks shall not be limited by the term of 6 months.

Where the board of directors of the Company fails to implement the provisions as prescribed in the preceding paragraph herein, the shareholders concerned have the right to require the board of directors to implement them within 30 days. Where the board of directors fail to implement them within the aforesaid term, the shareholders shall have the right to directly file a lawsuit with the people's court in their own names for the interests of the Company.

Chapter 4 Capital Reduction and Repurchase of Shares

Article 24 The Company may reduce its registered capital in accordance with the Articles of Association. The Company shall reduce its registered capital pursuant to the Company Law, other relevant regulations and the Articles of Association.

Article 25 The Company shall prepare a balance sheet and a list of property when reducing its registered capital.

The Company shall notify all creditors within 10 days after adoption of the resolution to reduce the registered capital and shall make announcements in newspapers within 30 days. The creditors shall have the right to require the Company to repay debts or provide corresponding guarantees for debt repayment within 30 days after receipt of the notice or within 90 days after the first announcement if the creditors haven't received the notice.

The Company's registered capital shall not, upon the reduction in capital, be less than the statutory minimum limit.

Article 26 The Company may, in the following circumstances, buy back its outstanding shares following the legal procedures specified in the Articles of Association, administrative regulations, Listing Rules and with approval from the regulatory authority of the state:

(I) When cancelling shares for reduction in the registered capital of the Company;

(II) When merging with other companies holding shares of the Company;

(III) When utilizing shares in Employee Share Ownership Plan or as share awards;

(IV) When shareholders objecting to resolutions of the general meeting concerning merger or division of the Company require the Company to buy their shares;

(V) When utilizing shares to convert into convertible bonds issued by the Company;

(VI) When necessitated by the Company to protect its value and its shareholders' interest;

(VII) In other circumstances stipulated by laws and administrative regulations.

Except under the above circumstances, the Company shall not engage in any activities for the purchase of its share.

Article 27 The Company may repurchase its shares in any of the following ways upon approval by the regulatory authority of the state:

(I) Issuing a repurchase offer to all shareholders according to an equal percentage;

(II) Buying back through open transaction in the stock exchange;

(III) Buying back through agreement outside the stock exchange;

(IV)

The share repurchase contract mentioned in the preceding paragraph shall include (but not limited to) agreement to undertake share repurchase obligations and obtain share repurchase rights.

The Company shall not transfer the share repurchase contract or any right thereunder.

As far as the Companyt2s right to repurchase the redeemable shares is concerned:

(I) The price shall not exceed certain upper limit if such shares are not repurchased in the market or by tender; and

(II) Whereas in the event of repurchase by tender, the relevant tender must be equally offered to all shareholders.

Article 29 Repurchase of the Companyt2s shares for reasons set out in (I) to (II) of Article 26 of the Articles of Association shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III),(V) & (VI) of Article 26 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting. After the Company has bought back its shares in accordance with Article 27 of the Articles of Association, such shares shall be cancelled within 10 days after repurchase in the circumstance set out in (I), or shall be transferred or cancelled within six months in the circumstances set out in (II) and (IV).

In case of circumstances set out in (3), (5) and (6), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and such shares shall be transferred or cancelled within 3 years.

The aggregate par value of the cancelled shares shall be deducted from the Company’s registered capital,and apply to the original registration authorities for registration of changes in registered capital.

Article 30 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:

(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(II) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares; the portion exceeding the par value shall be processed as follows:

1. Deducted from the book balance of distributable profit of the Company if the shares repurchased were issued at par value;

2. Deducted from the book balance of distributable profit of the Company and the proceeds from issuance of new shares for buying back old shares if the shares repurchased were issued at above par value; but the amount deducted from the proceeds from issuance of new shares shall not exceed the total premium obtained at the time of issuance of the shares repurchased and shall not exceed the amount (including premium from issuance of new shares) in the premium account (or capital reserve account) of the Company at the time of repurchase;

(III) The monies paid by the Company for the following purposes shall be deducted from the distributable profits of the Company:

1. Acquiring the right to repurchase its shares;

2. Changing the share repurchase contract;

3. Cancelling its obligations under the share repurchase contract.

(IV) After the par value of the cancelled shares is deducted from the registered capital of the Company pursuant to relevant regulations, the amount deducted from the distributable profit for paying the par value of the shares repurchased shall be stated in the premium account (or capital reserve account) of the Company.

Chapter 5 Financial Assistance to Acquire Shares of the Company

Article 31 The Company or its subsidiaries shall not at any time or in any form provide any financial assistance to purchasers or potential purchasers of the Company's shares. The aforesaid purchasers include persons directly or indirectly undertaking obligations because of the purchase of the Company's shares.

The Company or its subsidiaries shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.

The provisions herein do not apply to the circumstances set out in Article 33 of this Chapter.

Article 32 Financial assistance referred to in this Chapter shall include (but not limited to) the following:

(I) Gift;

(II) Guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfillment of obligations by the obligor), compensation (excluding compensation for the Company's own fault), termination or waiver of rights;

Chapter 6 Shares and Shareholders' Register

Article 34 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, general manager and senior management, and the Company acting on its behalf and for each director, supervisor, general manager and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

The share purchaser authorizes the Company to conclude contract on his behalf with each director, general manager and senior executive, who shall undertake to observe and fulfill duties for shareholders as specified in the Articles of Association.

Article 35 The Company's shares may be transferred, given as a gift, inherited and pledged pursuit to the relevant laws, administrative regulations, departmental rules and the Articles of Association.

The transfer of shares requires registration at the shares registration organ entrusted by the Company.

Article 36 The Company does not accept shares of the Company as the subject of any pledge.

Article 37 Share certificates shall be signed by the chairman of the board of directors. Other relevant senior management of the Company shall also sign the share certificates if required by the stock exchange with which the Company's shares are listed. The share certificates shall come into effect after stamping or printing of the corporate seal thereon. The share certificates shall only be stamped with the corporate seal under the authorization of the board of directors. The signature of the chairman or o.5 (a)0.5 (m)0.5 (p)0.5 (e)0

Article 39 The Company may keep the register of holders of overseas-listed foreign shares overseas and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority. The original register of holders of Hong Kong-listed foreign shares shall be kept in Hong Kong.

A copy of the register of holders of overseas-listed foreign shares shall be made available at the Company's domicile; the appointed foreign agency shall at any time ensure the original and the copy of the register of holders of overseas-listed foreign shares are consistent.

In the event that the records in the original and the copy of the register of holders of overseas-listed foreign shares are inconsistent, the original shall prevail.

Article 40 The Company shall keep a complete shareholders' register.

The shareholders' register shall include the following parts:

(I) Shareholders' register kept at the domicile of the Company, save as specified in (II) and (III) herein;

(II) The Company's register of holders of overseas-listed foreign shares kept in the place of the overseas stock exchange where the shares are listed; and

(III) Shareholders' register that the board of directors decides to keep in other place for the purpose of listing the shares of the Company.

Article 41 The respective parts of the shareholders' register shall not overlap each other. In the event of transfer of shares registered in a specific part of the shareholders' register, the said shares shall not be registered in any other part of the shareholders' register in the duration of the registration of the said shares.

Alterations or corrections to each section of the register of shareholders shall be made in accordance ws.e salt>BDC 4.3shalltho25 Td[werations)15.55 (e)0.5 (h)0.5 (o)0.5 (l)0.5 (d)

(II) The transfer instrument only involves overseas-listed foreign shares listed in Hong Kong;

(III) Stamp duty has been paid for the transfer instrument;

(IV) Relevant shares and other evidence reasonably required by the board of directors to prove that the transferor has the right to transfer the said shares have been submitted;

(V) If the shares are intended to be transferred to joint holders, the number of the registered joint shareholders shall not exceed four; and

(VI) The relevant shares are not subject to lien of any company.

Should the Company refuse to register any transfer of shares, it shall, within two months from the date of the formal application for the transfer, provide the transferor and the transferee with a written notice stating its refusal of registration of such transfer.

Transfer of all overseas-listed foreign shares listed in Hong Kong shall be executed with a written transfer instrument in a general or common format or any other format accepted by the board of directors; the said transfer instrument may be signed by hand without seal. If the transferor or the transferee is a recognized clearing house ("Recognized Clearing House") or proxy thereof as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the transfer form can be signed by hand or print. All transfer instruments shall be kept at the legal address of the Company or other place designated by the board of directors from time to time.

Article 43 No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.

The directors, supervisors and senior management shall report to the Company on a regular basis about their shareholdings and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office; the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for the regulations with respect to transfer restrains of shares listed overseas as prescribed in the relevant regulations of the stock exchange at the location where the Company's shares are listed.

Article 44 No changes of registration in the shareholders' register arising from share transfer shall be made within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Company decides to distribute dividends. Where the relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed

Article 45 If the Company convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring recognition of shareholding, the board of directors shall designate a certain date as shareholding determination date, at the end of which the shareholders in the register shall be shareholders of the Company.

Article 46 If any person objects to the shareholders' register and asks to have his

(IV) Before publishing the announcement of reissuance of new share certificate, the Company shall submit a copy of the draft announcement to the stock exchange with which the Company is listed, and may publish the announcement only after receiving reply from the said stock exchange confirming that the said announcement has been displayed in the stock exchange. The said announcement shall be displayed in the stock exchange for 90 days.

If the application for reissuing share certificate is not approved by the registered holder of the relevant shares, the Company shall send a copy of the draft announcement to the said shareholder.

(V) If, after expiry of the 90-day period of announcement and display specified in (III) and (IV) of this Article, the Company has not received any objection to

Where two or more persons are registered as joint shareholders of any shares, they shall be deemed as the joint holders of the said shares subject to the following restrictions:

(I) The Company shall not have to register more than four persons as joint shareholders of any shares;

(II) The joint shareholders of any shares shall jointly and severally assume the responsibility for amounts of fees payable for the relevant shares;

(III) In the event that any one of the joint shareholders deceases, only the other remaining joint shareholders shall be deemed by the Company as the owners of the relevant shares. However, the board of directors may, for the purpose of modifying the shareholders' register, require the presentation of a death certificate of the relevant shareholder as it deems appropriate; and

(IV) Among the joint shareholders of any shares, only the joint shareholder listed first in the shareholders' register has the right to take the relevant share certificate from the Company and receive notices of the Company, and any notice served to the said person shall be deemed as having been served to all the joint shareholders of the relevant shares.

Article 51 The ordinary shareholders of the Company shall be entitled to the following rights:

(I) To receive dividends and other profit distributions in proportion to the shares they hold;

(II) To request, call, convene and attend general meetings either in person or by proxy in accordance with laws and exercise the voting right;

(III) To supervise, give suggestions on or make inquiries about the business operation of the Company;

(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association;

(V) The shareholders shall have the right to obtain relevant information in accordance with the laws, administrative regulations and the Articles of Association upon providing written documents with respect to the class of shares held in the Company and number of shares held and after verification of the status of the shareholders by the Company, including:

1. Obtaining a copy of the Articles of Association upon payment of production cost;

2. Being entitled to access and copy upon payment of reasonable expenses;

(1) Copies of all shareholders' registers;

(2) Personal information of the Company's directors, supervisors, managers and other senior management, including:

(a) Present and former names and aliases;

(b) Principal address (domicile);

(c) Nationality;

(d) Full-time and all part-time occupations and duties;

(e) Identity certificates and numbers thereof.

(3) Report of status of the issued share capital of the Company;

(4) Reports of the total par value, number of shares, and the highest and lowest prices of each class of shares repurchased by the Company since the last fiscal year, and the total expenses paid by the Company for this purpose;

(5) Counterfoils of corporate bonds;

(6) The latest audited financial statements of the Company, and the reports of the board of directors, auditors and board of supervisors;

(7) Copy of the latest annual inspection report filed with the industry and commerce authority of China or other competent authorities;

(8) Minutes of the general meetings (for inspection of shareholders only).

The Company shall keep at its Hong Kong address the documents as referred to in (1) to (8) above (excluding (2)) and any other applicable documents as per the requirements of the Listing Rules of the Stock Exchange for free inspection of the public and shareholders.

(VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding;

(VII) For shareholders objecting to resolutions of the general meeting concerning merger or division of the Company, to require the Company to buy their shares;

A shareholder does not have the obligation to contribute to any increase in share capital unless being a subscriber under the conditions accepted by him at the time of subscription.

Article 54 If a shareholder holding 5% or more voting rights of the Company pledges his shares, he should report to the Company in writing on the day of such occurrence.

Article 55 The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. If such provision is violated resulting in damage to the Company, he should be responsible for compensation.

The controlling shareholders and actual controllers have fiduciary duty towards the Company and shareholders holding public community shares of the Company. The controlling shareholders should strictly exercise their rights as capital contributors. The controlling shareholders shall not make use of methods such as distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee for damaging the legal interests of the Company and shareholders of public community shares. They shall not make use of their controlling position to damage the legal interests of the Company and shareholders of public community shares.

Article 56 Save for the obligations under the laws, administrative regulations or the Listing Rules of the Stock Exchange, the controlling shareholders, in exercising their rights as shareholders, shall not make any decision detrimental to the interests of all or some shareholders as a result of the exercise of their voting rights on the following issues:

(III) When acting alone or acting in concert with other persons, such a person holds more than 30% (inclusive) of the outstanding shares of the Company;

(IV) When acting alone or acting in concert with other persons, such a person has de facto control of the Company by other methods.

The term "acting in concert" means that two or more persons conclude an unanimously consent in mode of agreement (regardless of oral or written form) to acquire the Company's right to vote via one of the two persons in order to achieve or enhance the aim to control the Company.

Chapter 8 General Meetings

Article 58 The general meeting shall be the organ of authority of the Company and shall exercise its functions and powers according to law.

Article 59 A general meeting shall exercise the following functions and powers:

(I) To decide on the business operation guideline and investment plan for the Company;

(II) To elect and replace directors and to decide on matters relating to remuneration of the directors;

(III) To elect and replace supervisors who are not employee representative and to decide on matters relating to remuneration of the supervisors;

(IV) To examine and approve reports of the board of directors;

(V) To examine and approve reports of the board of supervisors;

(VI) To examine and approve the annual financial budgets and final accounting plans of the Company;

(VII) To examine and approve the Company's profit distribution plan and loss recovery plan;

(VIII) To resolve on the increase or reduction of the registered capital of the Company;

(IX) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;

(X) To resolve on the C2d[()0.5 (I)0o f.5 ( )0.5 (of)16[p)0.5 (l)0.6nc137T.5 (d)0.5 ( ).resolve1 v

(XII) To amend the Articles of Association;

(XIII) To examine proposals made by shareholders severally or jointly representing more than 3% (inclusive) of the voting shares of the Company;

(XIV) To consider and approve other guarantee matters as prescribed in Article 60;

(XV) To examine the Company's purchase or disposal of major assets within one year in an amount exceeding 30% of the total assets of the Company;

(XVI) To examine and approve changes in the use of proceeds;

(XVII) To examine and approve equity incentive plan;

(XVIII) To decide on matters where the Company repurchase its shares under the circumstances as mentioned in (I) & (II) of Article 26 of these Articles of Association.

(XIX) To examine other matters on which resolutions shall be made by the shareholders' general meeting as required by the laws, administrative regulations and the Articles of Association;

(XX) To examine other matters as requested in the Listing Rules.

Without violation of any laws and regulations and the statutory regulations as prescribed in the Listing Rules, the general meetings may grant authoriz (a)0.5 (n)0.835 -1.25 Td[p)0.5 (r pard of retors tohandleematters th resret touh authoriz (a)0.5 (n)0.835 -1.25 Td[p)0.5 (r)0.o(h)0.5 (a)0.5 (r

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(VI) Any guarantee provided to shareholders, de facto controllers and their related parties.

Article 61 The Company may not enter into any contract with anyone other than a director, supervisor, manager or other senior executive to have all or a significant part of the Company's business in the care of the said person, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 62 General meetings are divided into 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 within six months after the end of the preceding fiscal year.

In any of the following circumstances, the board of directors shall convene an extraordinary general meeting within two months:

(I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;

(II) When the accrued losses of the Company amount to one-third of its total share capital;

(III) When shareholder(s) individually or jointly holding 10% or more of the Company's issued and outstanding shares carrying voting rights request(s) in writing for the convening of an extraordinary general meeting;

(IV) When the board of directors deems it necessary or the board of supervisors

During the general meeting, the Company will retain an attorney to issue legal opinion on the following matters and publish the same:

(1) Whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and the Articles of Association;

(2) Whether the qualifications of the attendants and the convener are lawful and valid;

(3) Whether the voting procedure and results are lawful and valid;

(4) On ther relevant issues as required by the Company.

Article 63 A written notice convening the annual general meeting shall be given .0.5 (l)0.5 (l)0.5 (b)g2204 0 Td[0.5 (t)0.5 (h)0.5 (e)sive5 (v)0.5 (e)0. .6 (ia)05 (e)0.5u 0 Tds5 (e)0.6 (n6

(VI) Contains the full text of any special resolution to be proposed at the meeting;

(VII) Contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;

(VIII) Specifies the time and venue for serving the power of attorney for the voting proxy for the meeting;

(IX) The time between the date of registration of shareholding of the shareholders for determining those shareholders entitled to attend the shareholders' meeting, the date of registration and the date of the meeting shall comply with the requirements of the relevant supervisory authorities of the place where the shares of the Company are listed; and

(X) The names and telephone numbers of the standing contact persons for the meeting.

Article 65 The notice of general meeting shall be delivered to shareholders (whether or not they are entitled to vote at the general meeting) by any modes agreed by the local securities exchange where the Company's shares are listed (including but not limited to mailing, e-mail, fax, public announcement and website of local securities exchange where the Company or the Company's shares are listed). The address of the recipient is that as shown in the shareholders' register. For shareholders of domestic shares, the notice of general meeting shall be delivered by mode of public announcement.

Public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities authority under the State Council. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.

Article 66 When the Company issues notice of shareholders' meetings in the manner as required by the relevant stock exchange(s) or regulatory authority(ies) of the place where the shares are listed, the accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at the meeting.

Article 67 Any shareholder entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (whether a shareholder or otherwise) as his proxy/proxies to attend and vote on his behalf. The said proxy may exercise the following rights as granted by the said shareholder:

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

(II) To severally or jointly request to vote on a poll;

(III) To exercise the right to vote by a show of hand or on a poll. Where there is more than one proxy, the said proxy shall only vote on a poll.

Article 68 The instrument appointing a proxy shall be in writing under the hand of the principal or his proxy duly authorized in writing or, if the principal is a legal person, it shall be under seal or under the hand of a director or a proxy duly authorized. Such instrument shall specify the number of shares to be represented by the proxy.

Article 69 The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where the relevant stock exchange(s) or regulatory authority(ies) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed.

Where such power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or other location as specified in the notice of the meeting.
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If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary general meeting, it shall explain the reasons and make a public announcement.

Article 73 The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, in accordance with the laws, administrative regula5 (i)0.5 (v)0.(n)0.5 (t)0.5(m)0.5 (i)0.5/4Ar ex
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(IV) If the board of supervisors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of supervisors does not issue the notice of shareholders' meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders' meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves, the procedure for covering such meeting shall, to the extent possible, be the same as the procedure for convening a general meeting by the board of directors.

Where the shareholders convene and preside over a meeting because the board of directors and the board of supervisors fail to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Company .

Article 75 When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall be entitled to propose motions to the Company.

Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written supplementary motion(s) to the convener of the board of directors 10 business days before a shareholders' meeting is convened; the convener shall issue a supplementary notice of the shareholders' meeting announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s).

Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting.

The motion(s) that has/have not been set out in the notice of the shareholders' meeting or that is/are not in compliance with Article 76 shall not be voted or resolved on at the general meeting.

Article 76 Provisional motions of the shareholders' meeting shall meet the following conditions:

(I) The content shall comply with the laws, administrative regulations, the Articles of Association and the related regulations and requirements of relevant stock exchanges or regulatory authorities at the place where the shares are listed, and shall fall within the authority of the general meeting;

(II) It shall have a clear topic and specific resolution for consideration;

(III) It shall be submitted or served to the convener in written form.

Article 77 General meetings shall be convened by the board of directors and the chairman of the board of directors shall preside over the meeting. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the chairman of the meeting.

If the board of directors cannot or fails to convene a general meeting, the board of supervisors shall duly convene and preside over such meeting; if even the board of supervisors cannot or fails to convene and preside over a general meeting, the shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may by themselves convene and preside over a general meeting. If for any reason the shareholders cannot elect a chairman for the meeting, the shareholder (including proxy thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.

Article 78 Shareholders (including proxies thereof) who vote at a general meeting shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

When material issues affecting the interests of small and medium-sized investors are being considered by the A share shareholders at the shareholders' meeting, the votes by small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner.

The Company has no voting right for the shares it holds, and such shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

The board of directors of the Company, independent directors and shareholders who met the relevant requirements and conditions may collect voting rights from the shareholders publicly. While collecting votes from the shareholders, sufficient information

Article 79 When the board of supervisors or shareholders decides to convene a shareholders' meeting by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the CSRC's sub-office and the stock exchange

Article 83 Registered vote is used by the Company for A-shares meeting. At a poll taken at the meeting, a shareholder (including the proxy thereof) entitled to two or more votes need not cast all his votes in the same manner.

Article 84 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:

(I) The board of directors and shareholder(s) holding or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);

(II) The board of directors, the board of supervisors and shareholder(s)

Save as those under the cumulative voting system, the shareholders' meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the shareholders' meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders' meeting.

Article 85 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to one additional vote.

Article 86 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

Shareholders (including proxies thereof) present at the shareholders' meeting shall present one of the following comments for each issue that needs to be voted on: for, against or abstain. Securities registration and clearing institutions as the nominal holding of the Stock Connect Programme between Mainland and Hong Kong shall follow the intention of the beneficial holders of the shares on voting. Incomplete, wrongly filled, illegible or uncast

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(IV) Annual budget, final accounts, balance sheet, profit statement, and other financial statements of the Company;

(V) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, the Listing Rules of the stock exchange where the shares of the Company are listed or the Articles of Association.

Article 88 The following matters shall be approved by special resolutions at a general meeting:

(I) Increase or reduction in share capital of the Company and the i(e)0.5 (s)0.5ta Co.5lrtcT.5 (

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of Article 7 of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.

Article 90 The chairman of the meeting shall be responsible for determining whether a resolution has been passed pursuant to the voting results. His decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.

Article 91 If the chirman has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the ballots counted. If the chairman has not counted the ballots, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman may, immediately after the declaration of the voting result, demand that the ballots be counted and the chairman shall have the ballots counted immediately.

Article 92 If ballots are counted at a general meeting, the counting result shall be recorded in the meeting minutes.

The minutes together with the attendance record of shareholders and the powers of attorney of the proxies shall be kept at the domicile of the Company.

Article 93 Resolutions at the general meeting shall be recorded in the minutes, which shall be signed by the chairman of the meeting and the attending directors. The minutes shall be kept together with other valid information such as the book of signatures of the shareholders present at the meeting.

Article 94 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within 7 days upon receipt of the payment for reasonable charges.

Article 95 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 96 Where a proposal on election of directors or supervisors is passed at the general meeting, the term of office of a new director or supervisor shall commence on the date on which resolutions of the shareholders' general meeting are approved.

Article 97 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Chapter 9 Special Procedures for Voting by Class Shareholders

Article 98 Holders of different classes of shares are class shareholders.

Class shareholders shall enjoy the rights and fulfill the obligations pursuant to the laws, administrative regulations and the Articles of Association.

If the share capital of the Company includes shares without voting rights, then the said shares shall be specified as “non-voting shares”.

If the share capital includes shares with different voting rights, then each class of shares (except those with most preferential voting right) shall be specified as “restricted voting” shares or “limited voting” shares.

Article 99 Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders’ general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Articles 100 to 105 stipulated in the Articles of Association.

Article 100 Under the following circumstances, the rights of a class shareholder shall be deemed to have been varied or abrogated:

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

(II) To effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange of all or part of the shares of another class into shares of such class 5 ( )0.5 (o)0.5 (f) (t)0.5 (o)0.5 ( )0.5g(5 ( )0.5 (o)f a)0.5 (n)0.5t

(VIII) To restrict the transfer or ownership of the shares of the said class or to impose additional restrictions;

(IX) To issue rights to subscribe for, or to convert into, shares of the said class or another class;

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

(XI) To restructure the Company in such a way as to cause shareholders of different classes to bear liabilities disproportionately during the restructuring;

(XII) To vary or abrogate provisions in this chapter.

Article 101 The class shareholders so affected, whether or not otherwise entitled to vote at a general meeting, shall nevertheless be entitled to vote at any class meetings with respect to matters set forth in (II) to (VIII), (XI) to (XII) of Article 100, but interested shareholder(s) shall not be entitled to vote in class meetings.

The meaning of “interested shareholder” in the preceding paragraph is:

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Article 104 Notices of class meetings need only be served on shareholders entitled to vote thereat.

Class meetings shall be conducted in a manner as similar as possible to that of general meetings. Provisions in the Articles of Association concerning the procedure for convening of general meetings also apply to class meetings.

Article 105 Apart from holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed as shareholders of different classes.

Special voting procedures for class shareholders shall not apply in the following circumstances:

(I) With the approval by special resolutions at a general meeting (acquired unconditioned authorization or restrained by all terms and conditions through resolution), the Company recognizes, distributes or issues domestic shares and overseas-listed foreign shares, at one or more occasions, the total number of shares not exceeding 20% of each of its existing issued and outstanding domestic shares and overseas-listed foreign shares in every 12 months;

(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares at the time of its establishment is carried out within 15 months from the date of approval of the securities regulatory authority under the State Council;

(III) Shares of the Company already issued but not listed, after approval from the securities regulatory authority under the State Council, are converted to overseas listed shares.

Chapter 10 Board of Directors

Article 106 The Company shall establish a board of directors, which comprises seven directors, including three independent directors, and shall have one chairman and one vice chairman.

The members of the board of directors shall consist with at least three independent directors. Independent directors must make up at least one-third of the board of directors and shall at least have one accounting professional (having senior title or registered accountant qualification). The independent directors shall perform their duties independently and shall not be under the control of major shareholders and de facto controllers nor under the influence of the Company, its major shareholders, de facto controllers and any interested units or individuals. The independent directors shall faithfully perform their duties, protect the Company's interests, and shall especially pay attention that the lawful rights and interests of the public shareholders are not prejudiced.

(XV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;

(XVI) To decide on the structure of the special committees of the board of directors and to recruit and dismiss the person-in-charge of the committees;

(XVII) To propose the candidates of independent directors to the general meeting and suggest removal and replacement of independent directors;

(XVIII) To suggest appointment, renewal or dismissal of the accounting firm to the general meeting;

(XIX) To receive the work report of the general manager and examine his work;

(XX) To manage matters in respect of disclosure of the Company's information;

(XXI) To formulate the equity incentive plan;

(XXII) The board of directors shall exercise the decision-making authority on foreign investment (including capital increase and equity transfer of the investment enterprises), financing, venture investment, entrust financing and external guarantee other than those to be determined by resolution of the general meeting in accordance with the laws and regulations and the Articles of Association;

(XXIII) To determine on other major issues of the Company other than matters which shall be determined at the general meeting in accordao (e)0.6 (ti)0.6 (ng)0.45 Tsthe Comp

Article 110 The board of directors shall explain to the general meeting any non-standard audit opinions issued by the registered accountant on the Company's financial statements.

Article 111 The board of directors shall formulate the Rules of Procedures of the

(VI) To solicit voting right from shareholders in a public manner prior to convening the shareholders' meeting;

When the independent directors exercise the functions and powers as prescribed in paragraph (I) and (II) of this Article, the matter shall be submitted to the board of directors for discussion only upon consent by more than half of the independent directors; for paragraph (III), (IV) and (VI), it shall be approved by more than half of the independent directors; and for paragraph (V), it shall be approved by all independent directors. All fees arising from exercising the aforesaid functions and powers by the independent directors shall be borne by the Company. If the above mentioned proposals are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned.

Separate remuneration, audit, nomination committees shall be formed under the board of directors and independent directors shall make up more than half of the members of the respective committees.

Article 115 In addition to the functions and powers as mentioned above, the independent directors shall issue their independent opinions to the board of directors or the shareholders' meeting with respect to the matters below:

(I) To nominate, appoint or remove directors;

(II) To appoint or dismiss senior management;

(III) To determine on the remuneration of the Company's directors and senior management;

(IV) When the total amount (as determined in accordance with the effective rules issued by the stock exchange where the Company's share are listed from time to time) of the existing or new loan or other money transactions between the Company's shareholders, de facto controller or other related enterprises is eRIxe5 (s)o no(e)0.5-1.25 T1 entanyEs

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(IV) Jointly proposed by more than two independent directors;

(V) Proposed by the board of supervisors;

(VI) Proposed by the general manager.

A reasonable notice shall be given when the board of directors convenes other meetings of the board of directors.

Article 119 The board of directors shall send notice of regular or extraordinary meeting by:

Notice of regular meeting of the board of directors shall be given at least 14 days in advance and that of an extraordinary meeting shall be given at least five days in advance to all directors, supervisors and general manager. The office of the board of directors is responsible for issuance of the written notice of meeting bearing with the seal of the office to all directors, supervisors and general manager by hand, via, fax, email or other modes. All notices sent other than by hand shall be confirmed by telephone and the corresponding records shall be kept.

Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting.

Article 120 Unless otherwise regulated by the Listing Rules or these Articles

Article 123 The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending directors and recorder. The directors shall be responsible for the resolutions passed at meetings of the board of directors. Any director who votes for a resolution which is in breach of the relevant laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company shall be liable for compensation. A director who has been proved as having expressed dissenting opinion on the resolution and such opinion is recorded in the minutes of the meeting can be exempt from liability.

Chapter 11 Secretary to the Board of Directors

Article 124 The Company shall have a secretary to the board of directors of directors, who is a senior executive of the Company and shall be accountable to the Company and its board of directors.

Article 125 The secretary to the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. The major duties of the secretary shall be:

(I) To ensure that the Company has complete organization documents and records;

(II)

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

(III) To formulate proposals for the establishment of the Company's internal management organs;

(IV) To formulate plans for the setup of the Company's branches;

(V) To formulate the fundamental management system of the Company;

(VI) To formulate the Company's specific rules and regulations;

(VII) To propose to appoint or dismiss the deputy general manager(s), chief financial officer and other senior management of the Company;

(VIII) To appoint or dismiss executives other than those appointed or dismissed by the board of directors;

(IX) To formulate system for employees' wages, welfare and rewards and determine their recruitment and dismissal;

(X) To propose for the convening of extraordinary meeting of the board of directors;

(XI) To exercise other functions and powers conferred in the Articles of Association and by the board of directors.

Article 129 The general manager shall be present at meetings of the board of directors, senior management who are not directors shall also be present at meetings of the board of directors and shall have the right to receive the meeting notice and relevant documents; but they have no right to vote at the meetings of the board of directors.

Article 130 In exercising his functions and powers, the general manager of the Company shall fulfill the obligation of honesty and diligence in accordance with the laws, administrative regulations and the Articles of Association and shall not change the resolutions made by the shareholder meeting and the board of directors or act beyond the scope of authorization.

Chapter 13 Board of Supervisors

Article 131 The Company shall have the board of supervisors.

Article 132 The board of supervisors shall comprise five members, including a chairman. The term of office of a supervisor shall be three years, and is eligible for reelection.

The chairman shall be appointed or removed by votes of more than two-thirds of the members of the board of supervisors.

Article 133 The members of the board of supervisors shall comprise three shareholder representatives and two employee representatives. The shareholder representatives shall be elected and removed by the shareholders' meeting; and the employee representatives shall be elected and removed by the employees of the Company democratically.

Article 134 A director, the general manager, the secretary to the board of directors, chief financial officer and other senior management shall not serve as supervisors concurrently.

Regular meetings of the board of supervisors shall be held at least once every six months, and shall be convened and presided over by the chairman of the board of supervisors. Any supervisor may propose that an extraordinary meeting of the board of supervisors be held. If the chairman of the board of supervisors fails to or is unable to perform and exercise his functions and powers, a meeting of the board of supervisors shall be convened and presided over by a supervisor jointly nominated by more than half of all supervisors.

Article 135 the board of supervisors shall be accountable to the general meeting and shall exercise the following powers according to the laws:

(I) To review the financial operations of the Company;

(II) To supervise the performance of directors, general manager and other senior management of their duties to the Company, and propose dismissal of directors and senior management who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings;

(III) To demand redress from the Company's directors, general manager and senior management should their acts be deemed harmful to the Company's interests;

(IV) To examine financial information such as financial reports, business reports and profit distribution plans as proposed by the board of directors to the general meeting, and if there are any queries, to engage registered accountants or practicing auditors in the name of the Company to assist in the examination;

(V) To propose the convening of extraordinary general meetings and, in case the board of directors does not perform the obligations to convene and preside over the general meetings as prescribed in the Company Law, to convene and preside over the general meetings;

(VI) To propose motions to the general meeting;

(VII) To propose the convening of extraordinary meeting of the board of directors;

(VIII) To coordinate with directors and senior management on behalf of the Company or bring legal proceedings against the Company's directors and senior management;

(IX) To conduct investigation if there are any unusual circumstances in the Company's operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expense of the Company;

(X) Other functions and powers specified in the Articles of Association.

The supervisors may attend meetings of the board of directors and make inquiries or suggestions in relation to the resolutions of meetings of the board of directors.

Article 136 The voting procedures of the board of supervisors: each supervisor shall have one vote for resolutions to be approved by the board of supervisors in registered form in writing.

The voting procedures are: The voting intention of each supervisor for a resolution shall be "for", "against" or "abstain". The attending supervisor at the meeting shall choose among the three and if no choice is made or a choice of two or more is made, the chairman of the meeting shall request the supervisor to make the choice again, and failing of which shall be deemed as abstained from voting, a supervisor who leaves the meeting without casting his vote shall also be deemed as abstained from voting.

The resolution of the board of supervisors shall be passed by the votes of two-thirds or more of all members of the board of supervisors.

Article 137 The board of supervisors shall have the business conducted at the meeting to be recorded in the minutes of meeting, and attending supervisors and the recorder shall sign on the minutes of meeting.

Article 138 All reasonable fees incurred for retaining of such professionals as lawyers, registered accountants or practicing auditors by the board of supervisors in the exercise of its functions and powers shall be borne by the Company.

Article 139 Supervisors shall honestly fulfill the supervisory duty in accordance

(III) a person who is a former director, factory manager or general manager of a company or enterprise which has been entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;

(IV) a person who is a former legal representative of a company or enterprise which had its business licence revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business licence;

(V) a person who has a relatively large amount of debts due and outstanding;

(VI) a person who is under criminal investigation by judicial organization for the violation of the criminal law which is not yet concluded;

(VII) a person who is not a natural person;

(VIII) a person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than 5 years has elapsed since the date of the conviction;

(IX) other circumstances as prescribed in laws, administrative regulations or departmental rules.

Article 141 The independent directors shall comply with the following basic conditions:

(I) Qualifications serving as a director of a listed company as stipulated by laws, administrative regulations and other relevant regulations;

(II) Independence as required;

(III) Fundamental knowledge on operation of a listed company as well as mastery of relevant laws, administrative regulations, rules and stipulations;

(IV) More than five-years' working experience in law, economic or other fields deemed necessary for qualified performance as an independent director;

(V) Relevant requirements for independent director as prescribed by the Listing Rules of the Stock Exchange and the Listing Rules of SSE;

(VI) Other conditions as prescribed by the Articles of Association.

The independence of an independent director means that the following persons shall not assume the office of independent director, including:

(I) A person who holds a position in the Company or its affiliated enterprises, and direct relatives and has major social relations with such person (direct relatives refer to their spouse, father, mother and children etc.; major social relations refer to their brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouse of their brothers, sisters, and their spouse's brothers and sisters etc.);

(II) A person directly or indirectly holds more than 1% of the outstanding shares of the Company or is a natural person shareholder among the 10 largest shareholders of the Company, or such shareholder's direct relative;

(III) A person directly or indirectly holds a position in a company which holds more than 5% of the outstanding shares of the Company or of an entity which ranks as one of the 5 largest shareholders of the Company, or such employee's direct relative;

(IV) A person that was under the circumstances listed above in the previous year;

(V) A person who provides financial, legal or consulting services for the Company or its subsidiaries;

(VI) A person who is an independent director serving five listed companies;

(VII) A person who cannot act as independent director according to the securities regulatory authority under the State Council.

Article 142 The validity of an act of a director, the general manager or other senior management on behalf of the Company for a bona fide third party is not affected by any incompliance in the appointment, election or qualification thereof.

Article 143 In exercising the powers conferred by the Company, directors, supervisors, the general manager and other senior management of the Company shall fulfill the following obligations to each shareholder in addition to the obligations under the laws, administrative regulations, the Listing Rules of the Stock Exchange or the Listing Rules of SSE on which the shares of the Company are listed:

(I) Not to let the Company operate beyond the business scope specified in its business license;

(II) To sincerely act in the best interest of the Company;

(III) Not to seize from the Company the property in any form, including (but not limited to) opportunity favorable to the Company;

(IV) Not to seize from any shareholder any personal interests, including (but not limited to) right to profit distribution and right to vote, but excluding corporate reorganization submitted for adoption at the general meeting pursuant to the Articles of Association.

Article 144 In exercising rights or fulfilling obligations, the directors, supervisors, the general manager and other senior management of the Company have the duty to act with due care, diligence and skill as a reasonably prudent person should do in similar circumstances.

Article 145 In fulfilling duties, directors, supervisors, general manager and other senior management of the Company shall(s)0.5 (,)0.5 .5 (s)0v (h)0.5 (e)0.52e7 toT.5 (s)0.5 (,)0.5 (s)i

(X) Not to compete with the Company in any form without the informed consent of shareholders at a general meeting;

(XI) Not to embezzle the funds of the Company or lend the same to others, not to deposit the Company's assets in accounts in his own name or in any other name, and not to use the Company's assets as security for the personal debts of the shareholders of the Company or others;

(XII) Not to disclose any confidential information related to the Company acquired by them during their term of office without the informed consent of shareholders at a general meeting; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other government authorities in the following circumstances:

1. Required by law;

2. Public interest so warrants;

3. The interests of the relevant directors, supervisors, the general manager and other senior management so require.

Gains derived by any director, general manager, vice general manager and other senior management in violation of this Article shall be belong to the Company; the relevant executive shall indemnify the Company for its losses caused by such violation.

Article 146 Directors, supervisors, general manager and other senior management of the Company shall not cause the following persons or institutions ("connected persons") to do anything that the directors, supervisors, general manager and other senior management is prohibited to do:

(I) Spouses or minor children of directors, supervisors, general manager and other senior management of the Company;

(II) Trustees of directors, supervisors, general manager and other senior management of the Company or persons set out in (I) herein;

(III) Partners of directors, supervisors, general manager and other senior management of the Company or persons set out in (I) and (II) herein;

(IV) Companies over which a director, supervisor, general manager and other senior management of the Company, alone or jointly with any person set out to in (I), (II) and (III) herein or any other directors, supervisors, general manager and other senior management of the Company have de facto control;

(V) Directors, supervisors, general manager and other senior management of the companies as set out in (IV) herein.

Article 147 The honesty obligation of directors, supervisors, general manager and other senior management of the Company shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation to the Company in respect of trade secrets shall continue after expiry of their terms of office. Other obligations may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the Company and them was terminated.

Article 148 The liability of directors, supervisors, general manager and other senior management of the Company for breaching a given obligation may be released by the informed consent of shareholders at a general meeting, save for the circumstances specified in Article 56 of the Articles of Association.

Article 149 If directors, supervisors, general manager and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or planned by the Company (exclusive of engagement contract with the Company), they shall disclose the nature and extent of the said interests to the board of directors as soon as possible regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.

A director shall not vote on any resolution of the board of directors which approves the contract, transaction or arrangement or any other relevant proposals where he or his associate (as defined in the Listing Rules of the Stock Exchange) has a material interest; and shall not be included into the quorum of the meeting.

Unless the directors, supervisors, general manager and other senior management of the Company having material interests have disclosed to the board of directors as per aforesaid paragraph herein, and the said transaction is approved at the meeting of the board of directors at which they are not included into the quorum and do not vote, the Company shall have the right to cancel the said contract, transaction or arrangement, except as against a bona fide party thereto who does not have notice of the breach of duty by the relevant directors, supervisors, managers and other senior management.

If the connected persons or associates of the directors, supervisors, general manager and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, general manager and other senior management shall also be deemed as having interests.

Article 150 If, before the Company concludes relevant contract, transaction or arrangement for the first time, the directors, supervisors, general manager and other senior management of the Company have notified the board of directors in writing that they will have interests in the contract, transaction or arrangement concluded by the Company in the future because of the reasons set out in the notice, they shall be deemed as having executed disclosure as specified in the preceding paragraph of this chapter to the extent specified in the notice.

Article 151 The Company shall not pay taxes in any form for its directors, supervisors, general manager and other senior management.

(II) Cancel the contracts or transactions concluded between the Company and the relevant directors, supervisors, general manager or other senior management,

(II) Directors, supervisors or senior management shall undertake to the Company to fulfill their due obligations for the shareholders as specified in the Articles of Association; and

(III) Arbitration clauses, pursuant to which all disputes or claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Articles of Association or any rights or obligations arising from the Company's affairs shall be referred to arbitration at the request of any holder of shares, any director, supervisor, manager or officer of the Company, or any holder of shares, domestic investors, Hong Kong or overseas investors, or the Company, and such arbitration shall be submitted to either the China International Economic and Trade Arbitration Commission for arbitration in accordance with its rules of arbitration or the Hong Kong International Arbitration Centre for arbitration in accordance with its securities arbitration rules, and in either case, the arbitration shall be conducted in Beijing, China. The decision of the arbitration body shall be final and binding on all parties.

The Company shall, at least 21 days before convening of the annual general meeting, send by prepaid mail to all holders of overseas-listed foreign shares the aforesaid reports, including directorss2 reports and the balance sheet (including each document required by laws and regulations to be attached to the balance sheet) and income statement or income and expenditure statement; and the addresses of addressees shall be those recorded in the shareholderss2 register.

Article 163 The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas listing place. If there is any material difference between the financial statements prepared under the two accounting standards, such difference shall be stated in the notes to the financial statements. The Company shall distribute the after-tax profit of the relevant fiscal year based on the smaller amount shown in the aforesaid two financial statements.

Article 164 The interim results or financial data announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas listing place.

Article 165 The Company shall release the annual results announcement within three months after the end of a fiscal year and release the interim results announcement within two months after the end of the first six months of each fiscal year; publish annual report within four months after the end of a fiscal year, and publish interim report within three months after the end of the first six months of each fiscal year.

Article 166 The Company shall not establish account books other than the statutory account books.

Article 167 When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated

If the shareholders' general meeting violates the above provisions by distributing profits to the shareholders before the Company makes up losses and allocates funds to the statutory reserves, then the profits so distributed must be returned to the Company by the shareholders.

The shares of the Company held by the Company shall not participate in to profit distribution.

Article 168 Capital reserve includes the following:

(I) Premium arising from issue above the par value of shares;

(II) Other revenues required by the competent financial authority under the State Council to be appropriated to capital reserve.

Article 169 The Company's reserve fund shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the capital of the Company by means of conversion. However, the Company shall not use its capital reserve fund to make up its losses.

When the statutory reserve fund is converted into share capital, the amount remaining in the reserve shall not be less than 25% of the Company's registered capital prior to the conversion.

Article 170 The Company may distribute dividends in the following forms:

(I) Cash;

(II) Shares;

(III) Other forms permitted by laws, administrative regulations, departmental rules or Listing Rules.

Article 171 The policy of profits distribution of the Company is:

(I) The Company implements continuous and stable profit distribution policy. The profit distribution of the Company emphasizes on providing reasonable and stable return on investment of the investors while giving consideration to the Company's long term and sustainable development. The distribution of profit shall not exceed the scope of cumulative distributable profit.

(II) The Company's profit distribution policy and the specific dividend distribution plan shall be formulated, considered and approved by the board of directors and then reported to the general meeting of shareholders for approval; when the board of directors formulates the profit distribution policy and dividend distribution plan, it shall take full consideration of the opinions of the independent directors, the board of supervisors and the public investors.

(III) The Company distributes the dividend in form of cash dividend, stock dividend or a combination of both.

(IV) The Company distributes its distributable profits (being the after-tax profit after the Company makes up the lkk5 (distributes)23.5 ( )0.6 (the)23.5 ( )0.5Fp t

consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders.

(VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit and the usages of the profits not distributed and retained by the Company. The independent directors shall give independent opinions on this.

(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy.

(IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors before submitting to the shareholders' general meeting for approval. The shareholders' general meeting may be convened on site or via the network. The independent director shall give independent opinions on this.

(X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.

Article 172 The cash dividends and other amounts paid by the Company to its shareholders of domestic shares shall be distributed in form of Renminbi. The cash dividends and other amounts paid by the Company to its shareholders of overseas-listed foreign shares shall be calculated and declared in Renminbi and paid in foreign currency. All foreign currency required shall be handled in accordance with the relevant provisions of the foreign exchange administration of the PRC.

Any amounts paid by shareholders for shares in advance of calls will be entitled to interest, but such prepaid amounts are not entitled to participate in any dividends declared subsequently.

Article 173 The dividends shall be distributed to shareholders by the Company in accordance with the tax laws of the PRC. The tax payable of income from shareholder's dividends shall be withheld subject to the distributed amount.

Article 174 The Company shall appoint collection agents for holders of overseas-listed foreign shares. The collection agents shall, on behalf of the related shareholders, collect dividends distributed by the Company for the overseas-listed foreign shares and other payables.

The collection agents appointed by the Company shall meet the requirements of the laws or the stock exchange of the listing place.

The collection agents appointed by the Company for holders of overseas-listed foreign shares listed in the Hong Kong shall be trust companies registered pursuant to Trustee Ordinance of Hong Kong.

For receiving of dividends by shareholders, provided that the relevant regulations of stock exchange are observed, the Company may exercise the right to seize dividends not collected, but the said right shall not be exercised before expiry of the applicable validity period.

The Company shall have the right to stop sending dividend warrants by post to a holder of overseas-listed foreign shares when the dividend warrants are not cashed for two consecutive times. However, the Company may also exercise such right when the dividend warrants are returned after they are sent to the addressee for the first time.

The Company shall have the right to sell the shares of the holders of overseas-listed foreign shares who cannot be reached under the following conditions, provided it is permitted by laws and regulations:

(I) Dividends have been distributed for the said shares for at least three times in 12 years, but are not claimed in the said period; and

(II) Upon expiry of the 12-year period, the Company shall announce its intent to sell the shares in newspaper(s), and notify the stock exchange on which the said shares are listed.

Chapter 16 Appointment of Accounting Firm

Article 175 The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of the State to audit the annual financial reports and other financial reports of the Company. For the purpose of this Articles of Association, the certified public accountants entrusted by the Company at any time shall act as the accountant.

The Company's first accounting firm shall be appointed at the inaugural meeting prior to the first annual general meeting the accounting firm so appointed shall hold office until the conclusion of the first annual general meeting.

If the inaugural meeting does not exercise the powers under the preceding paragraph, those powers shall be exercised by the board of directors.

Article 176 The accounting firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which they were appointed until the conclusion of the next annual general meeting.

Article 177 The accounting firm appointed by the Company shall have the following rights:

(I) To access the account books, records or vouchers of the Company at any time, and to ask directors, general manager or other senior management to provide relevant documents and explanations;

(II) To ask the Company to take all reasonable actions possible to obtain documents and explanations from its subsidiaries needed for the performance of their duties;

(III) To be present at general meetings, receive notice of general meeting that any shareholder has the right to receive or other information relating to general meetings, and deliver speeches at any general meeting in relation to the matters concerning its role as the Company's accounting firm.

Article 178 In the event of vacancy of accounting firm, the board of directors may appoint an accounting firm to fill the said vacancy before convening of a general meeting. During duration of the said vacancy, if the Company has any incumbent accounting firm, the said accounting firm may continue to act.

Article 179 Regardless of the terms in the contract concluded between the accounting firm and the Company, the general meeting may, through an ordinary resolution, dismiss the said accounting firm before expiry of the term thereof. In the event of any rights claimed by the accounting firm against the Company, the said rights shall not be affected.

Article 180 The remunerations of the accounting firm or the method for determining the same shall be subject to the decision of the general meeting. The remunerations of the accounting firm appointed by the board of directors shall be determined by the board of directors.

Article 181 Appointment, dismissal or non-reappointment of accounting firm by the Company shall be subject to decision at the general meeting and shall be filed with the securities regulatory authority under the State Council.

The general meeting shall comply with the following provisions in passing a resolution to appoint a non-incumbent accounting firm to fill any vacancy of an accounting firm or reappoint an accounting firm appointed by the board of directors to fill the vacancy
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(II) If the accounting firm about to terminate service make a written statement and request the Company to notify the shareholders of the said statement, the Company shall take the following actions unless the statement is received too late:

1. Describe in the notice issued for the resolution that the accounting firm about to terminate service have made a statement;

2. Send to the shareholders entitled to receive the notice of general meetings a copy of the statement as an attachment to the notice in the form specified in the Articles of Association.

(III) If the Company fails to send out the statement of the accounting firm as per (II) herein, the relevant accounting firm may require that the said statement be read at the general meeting and may further lodge a complaint.

(IV) The accounting firm about to terminate service have the right to attend the following meetings:

1. The general meeting at which their term of appointment expires;

2. The general meeting for filling vacancy because of their termination of service;

3. The general meeting held because of their resignation.

The accounting firm about to terminate service have the right to receive all the notices of the aforesaid meetings or other information relating to the meetings, and deliver speeches at the meetings in relation to the matters concerning its role as the Company's former accounting firm.

Article 182 Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and the accounting firm shall have the right to state their opinions to the general meeting. Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate.

An accounting firm may resign by placing a written notice of resignation at the legal address of the Company. The said notice shall take effect on the date of delivery to the legal address of the Company or on a later date specified in the notice. The said notice shall include the following statements:

1. A statement that its resignation does not involve any information to be disclosed to the shareholders or creditors of the Company; or

2. A statement of any such information to be disclosed.

The Company shall send a copy of the written notice mentioned in the preceding paragraph to relevant competent authority within 14 days after receipt of the said notice. If the notice contains the statement mentioned in the two preceding paragraphs, the Company shall made a copy of the statement available for shareholders' inspection at the Company. The Company shall also serve, by means specified in the Articles of Association, or send a copy of such statement by prepaid mail to each holder of overseas-listed foreign shares at the address registered in the register of shareholders.

If the notice of resignation of an accounting firm contains the statement mentioned in the paragraphs herein, the accounting firm may require the board of directors to convene an extraordinary general meeting to receive an explanation about its resignation.

Chapter 17 Merger and Division of the Company

Article 183 In respect of the merger or division of the Company, the board of directors shall propose a plan and have it adopted following the procedures specified in the Articles of Association, and go through relevant examination and approval formalities pursuant to law. Any shareholder objecting to merger or division of the Company shall have the right to require the Company or the shareholders approving merger or division of the Company to buy his shares at a fair price. Resolution on merger or division of the Company

The companies after division shall bear joint liability for the debts of the Company before division. However, if before the division the Company and its creditors have entered into a written contract concerning the repayment of debts, then the former provision does not apply.

Article 186 Change to registered particulars arising from a merger or division of the Company shall be registered with the company registration authority according to law. If the Company is dissolved, a cancellation of its registration shall be effected according to law. If a new company is established, registration of such establishment shall be established and registered according to law.

Chapter 18 Dissolution and Liquidation of the Company

Article 187 The Company shall be dissolved and liquidated according to law in any of the following circumstances:

(I) Expiration of business term;

(II) The general meeting has resolved to dissolve the Company;

(III) Merger or division of the Company entails dissolution;

(IV) The Company is declared bankrupt according to law because it is unable to pay its debts as they fall due;

(V) The Company is closed down due the violation of laws and administrative regulations in accordance with laws;

(IV) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.

Article 188 If there is any circumstance as stated in paragraph (I) of Article 187 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association.

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If the Company is dissolved pursuant to (IV) of Article 187 of this Articles of Association, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the people's court in accordance with relevant laws to carry out the liquidation.

If the Company is dissolved pursuant to (V) of Article 187 of this Articles of Association, the competent authority shall organize shareholders, relevant departments and relevant professionals to establish a liquidation committee to carry out the liquidation.

Article 190 If the board of directors decides to liquidate the Company (save for liquidation when the Company is declared bankrupt), the notice of general meeting to be held therefor shall contain a statement that the board of directors has made a thorough investigation on the conditions of the Company and that the Company may repay all its debts within 12 months after commencement of liquidation.

After the resolution on liquidation is adopted at the general meeting, the functions and powers of the board of directors shall terminate immediately.

The liquidation committee shall, as per the instructions of the general meeting, report to the general meeting at least once a year about the revenues and expenses of the liquidation committee, the businesses of the Company and the progress of liquidation, and deliver a final report to the general meeting at the end of liquidation.

Article 191 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements in newspapers within 60 days. The creditors shall declare their creditor's rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice.

To declare their creditor's rights, the creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights according to law.

During the period of declaration, the liquidation committee shall not make repayment to creditors.

Article 192 During liquidation, the liquidation committee shall exercise the following functions and powers:

(I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory;

(II) To inform creditors by notice or announcement;

(III) To deal with the outstanding businesses of the Company relating to liquidation;

(IV) To pay off the outstanding taxes;

(V)

Article 197 When the Company is declared bankrupt according to the law, the bankruptcy liquidation will be handled according to the relevant law on enterprise bankruptcy.

Chapter 19 Procedures for Amendment of the Articles of Association

Article 198 The Company may amend the Articles of Association pursuant to the laws, administrative regulations, Listing Rules and the Articles of Association.

Article 199 The Company shall amend the Articles of Association, if:

(I) The matters as prescribed in the Articles of Association conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations;

(II) The change of the Company's situation conflicts with the matters as prescribed in the Articles of Association;

(III) The shareholder's meeting makes resolution to amend the Articles of Association.

Article 200 The amendment of the Articles of Association shall follow the procedures as below:

(I) The board of directors draws up the amendment proposal in accordance with the Articles of Association;

(II) To notice the shareholders of the amendment proposal and convene shareholder's meeting for voting;

(III) To submit the amendment to be voted at the shareholder's meeting for passing as a special resolution.

The board of directors shall amend the Articles of Association in accordance with the resolution with respect to the amendment of the Articles of Association passed at the shareholder's meeting and the approval opinions issued by the competent authority concerned.

Article 201 If the amendment to the Articles of Association involves any content of Mandatory Provisions, the said amendment shall be subject to approval by the company examination and approval authority authorized by the State Council; if the amendment involves registration of the Company, the involved changes shall be registered pursuant to law.

Chapter 20 Notices

Article 202 The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows:

(I) By personal delivery;

(II) By post;

(III) By fax or email;

(IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the SSE in accordance with the laws, administrative regulations, Listing Rules of the Stock Exchange and Listing Rules of SSE;

(V) By newspaper and other designated media;

(VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association.

Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any notices, communications or other written materials, the Company may choose to announce such corporate communications by means provided under (IV) of this Article in place of delivering written documents by hand or by prepaid post to each holder of overseas-listed foreign shares, subject to relevant requirements of the securities regulatory authority at the location where the shares of the Company are listed.

Article 203 In the event that the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed requires such documents to be dispatched, mailed, distributed, issued, announced or by any other forms provided to the shareholders in both English and Chinese version, the Company may (in accordance with the preference of the shareholders concerned) dispatch only the English or the Chinese version to the shareholders concerned if the Company has made proper arrangements to confirm that the shareholders prefer to only receive either the English or the Chinese version and if such arrangements are within the scope and in accordance with the applicable laws and regulations.

Article 204 For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be 48 hours from the delivery of the mail to the post office; for notices delivered by fax or email or announcement on a website, the date on which the notice is sent shall be deemed to the date of delivery, and the date indicated in the fax report shall be taken as the delivery date; in the case of notice delivered by way of public announcement, the date of the first announcement shall be deemed to be the date of delivery. Such announcements shall be published in newspapers or websites which meet the requirements of the relevant rules.

Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.

Chapter 21 Settlement of Disputes

Article 205 The Company shall settle disputes following the rules below:

(I) In the event of any dispute or claim between a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director, supervisor or senior executive of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares arising from rights and obligations specified in the Articles of Association, Company Law and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.

The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are remipharephareor claim forr o(a)0.5 (t)0.5 ([(5 (r)0I5 (r)0I5 (r)0) ( )0 (r)0.5 (b)0.5 (i)0.5

(III) Settlement of disputes or claims set out in (I) by way of arbitration shall be governed by PRC laws save as otherwise specified by laws and administrative regulations.

(IV) The arbitration award made by the arbitral body shall be final and binding on both parties.

Chapter 22 Supplementary Provisions

Article 206 The Rules of Procedures of General Meetings, the Rules of Procedures of Board Meetings and the Rules of Procedures of Meetings of Supervisors, which had been considered and approved by the General Meetings, shall be the appendix of the Articles of the Association.

Article 207 The Articles of Association is written in Chinese. In case of any discrepancies among the various verssions in different languages, the latest Chines.5 (in)1.5 (e)0.v0.5 (wri
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