

SINOTRANS LIMITED

ARTICLES OF ASSOCIATION

**(Adopted at the 1st Shareholders' Extraordinary General Meeting of
Sinotrans Limited held on 20 November 2002)**

(Approved by the State Economic and Trade Commission on 21 November 2002)

(Revised by Shareholders' Annual General Meeting of 2002 held on 18 June 2003)

(Revised by Shareholders' Annual General Meeting of 2003 held on 2 June 2004)

(Revised by Shareholders' Extraordinary General Meeting of 2004 held on 27 September 2004)

(Revised by Shareholders' Annual General Meeting of 2004 held on 6 June 2005)

(Revised by Shareholders' Extraordinary General Meeting of 2005 held on 24 October 2005) (Revised by

Shareholders' Extraordinary General Meeting of 2009 held on 23 December 2009) (Revised by

Shareholders' Extraordinary General Meeting of 2011 held on 30 December 2011) (Revised by

Shareholders' Extraordinary General Meeting of 2012 held on 28 December 2012) (Revised by

Shareholders' Extraordinary General Meeting of 2014 held on 31 March 2014)

(Revised by Shareholders' Extraordinary General Meeting of 2014 held on 24 October 2014) (Revised by

Shareholders' Annual General Meeting of 2015 held on 18 May 2016)

(Revised by Shareholders' Annual General Meeting of 2016 held on 12 May 2017)

(Revised by Shareholders' Extraordinary General Meeting of 2017 held on 28 December 2017)

(Revised by Shareholders' Extraordinary General Meeting of 2018 held on 31 May 2018)

(Revised by First Shareholders' Extraordinary General Meeting of 2019 held on 7 March 2019)

(Revised by First Shareholders' Extraordinary General Meeting of 2020 held on 1 June 2020)

(Revised by 2020 Annual General Meeting held on 10 June 2021)

(Revised by Third Shareholders' Extraordinary General Meeting of 2022 held on 28 September 2022)

(Revised by 2022 Annual General Meeting held on 12 May 2023)

CONTENTS

Chapters	Headings	Page No.
Chapter 1	General	1
Chapter 2	Objectives and Scope of Operation	3
Chapter 3	Shares and Registered Capital	4
Chapter 4	Reduction of Capital and Repurchase of Shares.	8
Chapter 5	Financial Assistance for the Acquisition of Shares.	11
Chapter 6	Shares Certificate and Register of Shareholders	12
Chapter 7	Rights and Obligations of Shareholders	16
Chapter 8	Shareholders' General Meetings.	21
Chapter 9	Special Procedures for Voting by Class Shareholders	40
Chapter 10	Board of Directors	42
Chapter 11	The Secretary of the Board	52
Chapter 12	Party Committee.	54
Chapter 13	President	55
Chapter 14	Supervisory Committee	57
Chapter 15	Qualification and Obligations of Directors, Supervisors, Presidents, and Other Senior Officers of the Company	61
Chapter 16	Financial and Accounting System and Profit Distribution	68
Chapter 17	Appointment of Accountants' Accounting Firm	75
Chapter 18	Merger and Division of the Company	77
Chapter 19	Dissolution and Liquidation of Company.	78
Chapter 20	Procedures for Amending the Articles of Association of the Company.	81
Chapter 21	Notice	82
Chapter 22	Resolving of Disputes	83
Chapter 23	Supplementary Provisions	84

Note: In the annotations of these Articles of Association, the “**Mandatory Provisions**” refer to the Mandatory Provisions of the Articles of Association of the Companies Listed Overseas jointly issued by the former Securities Commission of the State Council and the former State Restructuring Committee; the “**Listing Rules**” refer to the Listing Rules issued by the Stock Exchange of Hong Kong Limited; the “**Zheng Jian Hai Han**” refers to the Letter from the Overseas Listing Division of China Securities Regulatory Commission and the Economic System Division of the former State Restructuring Committee concerning the Supplemental Amendments to the Articles of Association of the Companies Listed in Hong Kong (reference: Zheng Jian Hai Han [1995] No. 1); the “**Opinions**” refer to the Opinions of the State Economic and Trade Committee and China Securities Regulatory Commission on the “Further Promotion of the Compliance of the Companies Listed Overseas and the Deepening of the Reform”; “Administrative Measures on Secretary of Board” refer to the Administrative Measures on Secretary of Board of Directors of Companies Listed on Shanghai Stock Exchange (Shang Zheng Gong Zi [2015] No. 40); the “Guidelines on Articles of Association” refer to the “Guidelines on Articles of Association of Listed Companies” issued by China Securities Regulatory Commission; the “Adjusted Reply” refer to the Official Reply of the State Council on Adjusting the Notice Period for the General Meeting of Shareholders and Other Matters Applicable to Companies Listed Abroad (Guo Han [2019] No. 97).

SINOTRANS LIMITED
ARTICLES OF ASSOCIATION
Chapter 1
General

Article 1	To safeguard the legitimate rights and interests of Sinotrans Limited (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, the Company formulated the Articles of Association in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (“Mandatory Provisions”), the Guidelines on Articles of Association of Listed Companies (the “Guidelines”) and other relevant requirements under the laws, administrative rules and regulations.	Section 1(a) of Appendix 13d to the Listing Rules; Article 1 of the Guidelines
Article 2	<p>The Company is a joint stock limited company incorporated in accordance with the Company Law, the Securities Law, the Special Regulations and other applicable laws and administrative rules of the People’s Republic of China (the “PRC”).</p> <p>The Company was approved by the State Economic and Trade Commission on 20 November 2002 to be established by way of promotion and was registered with the State Administration for Industry and Commerce of the PRC and a business license was obtained. The unified social credit code of the Company being 911100007109305601. The reference number of the approval is Guo Jing Mao Qi Gai [2002] No. 863.</p> <p>The promoter of the Company is SINOTRANS & CSC Holdings Co., Ltd.</p>	Article 1 of the Mandatory Provisions Article 2 and Article 19 of the Guidelines
Article 3	<p>The registered name of the Company:</p> <p>(in Chinese) 中國外運股份有限公司</p> <p>(abbreviation in Chinese) 中國外運</p> <p>(in English) Sinotrans Limited</p>	Article 2 of the Mandatory Provisions; Article 4 of the Guidelines
Article 4	<p>Address of the Company: A43 Xizhimen Beidajie, Haidian District, Beijing, the PRC</p> <p>Postal Code: 100044</p> <p>Telephone No.: (010) 6229 5984</p> <p>Fax No.: (010) 6229 5988</p>	Article 3 of the Mandatory Provisions; Article 5 of the Guidelines
Article 5	The legal representative of the Company shall be the chairman of the Company.	Article 4 of the Mandatory Provisions;

		Article 8 of the Guidelines
Article 6	<p>The Company is a joint stock limited company existing in perpetuity.</p> <p>The entire capital of the Company is divided into shares of equal value and shareholders shall be liable to the Company to the extent of the shares held by them. The Company is liable for its debts to the extent of all its assets.</p> <p>The Company is an independent legal person. Its activities shall be governed and protected by the laws and the administrative regulations of the People's Republic of China.</p>	Article 5 of the Mandatory Provisions; Article 7 and Article 9 of the Guidelines
Article 7	In accordance with the Company Law, the Special Regulations, the Mandatory Provisions and other laws and administrative regulations of the State, the Company convened a shareholders' general meeting on 20 November 2002. On the meeting, the original Articles of Association (the "Original Articles of Association") were amended and these Articles of Association (the "Articles of Association") were formulated.	
Article 8	In accordance with the relevant provisions under the Constitution of the Communist Party of China, the Company established the organization of the Communist Party of China and carries out activities of the Party. The Party Committee shall play the leading functions, provide the directions, manage the situation and ensure the implementation. Meanwhile, the Company shall provide necessary facilitations for the activities of the Party Organization, set up a working agency for the Party, allocate sufficient personnel to handle Party affairs and guarantee working funds for the Party Committee.	Article 12 of the Guidelines
Article 9	<p>The Original Articles of Association became effective on the date of establishment of the Company.</p> <p>These Articles of Association shall become effective upon being adopted at the shareholders' general meeting of the Company by way of a special resolution and upon being approved by the relevant authorities of the State. After these Articles of Association come into effect, the original Articles of Association shall be superseded by these Articles of Association.</p> <p>From the date on which the Articles of Association come into effect, the Articles of Association constitute the legally binding document regulating the Company's organisation and activities, and the rights and obligations between the Company and each shareholder and among the shareholders.</p> <p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors, president and other senior management; all of whom may, according to the Articles of Association, assert their rights in respect of the affairs of the Company.</p>	Article 6 of the Mandatory Provisions Article 6 of the Mandatory Provisions; Article 10 of the Guidelines Article 7 of the Mandatory Provisions; Article 10 of the

Subject to Chapter 22 of these Articles of Association, a shareholder may take legal action against the Company pursuant to these Articles of Association. The Company may take action against a shareholder, directors, supervisors, president and other senior management of the Company pursuant to these Articles of Association. A shareholder may also take action against another shareholder, and may take action against the directors, supervisors, president and other senior management of the Company pursuant to these Articles of Association.

The legal actions above-mentioned include the legal proceedings taken in court or applications for arbitration with an arbitration body.

Article 10	“Other senior management” referred to in these Articles of Association mean the Company’s vice presidents, financial controllers, chief digital officer, board secretary, the general counsel and other senior management appointed by the Board.	Article 11 of the Guidelines
Article 11	The Company may invest in other limited liability companies and joint stock limited companies and shall be liable to the invested companies to the extent of the capital invested.	Article 8 of the Mandatory Provisions
Article 12	Subject to the laws and the administrative regulations of the PRC, the Company shall have the right to raise finance or make borrowings, including but not limited to the issuance of any debenture. It shall also have the right to create a mortgage or grant a pledge over any of its assets.	

Chapter 2 Objectives and Scope of Operation

Article 13	The operation objectives of the Company are: customers oriented, by adopting the market-oriented approach, and in reliance on the network and the information technology, to provide safe, fast, accurate, economic, convenient and satisfactory integrated logistic service and supply chain management service, thereby maximizing the shareholders’ interests.	Article 9 of the Mandatory Provisions; Article 13 of the Guidelines
------------	---	---

The Company has implemented the development concepts of innovation, coordination, green, openness and sharing, so as to safeguard the legitimate rights of shareholders and ensure they are treated fairly, proactively fulfill its social responsibility, respect the basic rights and interests of stakeholders and effectively enhance the overall value of the enterprise. The Company is active in practicing the concept of green development to integrate ecological and environmental protection requirements into the development strategy and corporate governance process, and proactively participate in ecological civilization construction, thereby play a demonstrating and leading role in pollution prevention, resource conservation, ecological protection and other aspects.

The Company has implemented the strategy of administering the country according to laws, strengthened the legal construction and compliance management of enterprises, and established the general counsel system, in order to guarantee the Company operates in compliance with laws and regulations and maintains the sustainable and healthy development.

Article 14	<p>The scope of business of the Company shall be its scope of business as approved by the approval authorities and the administration and management authorities for industry and commerce. After being registered in accordance with the law, the Company's scope of business shall include: non-vessel shipping business; ordinary freight; domestic waterway shipping & forwarding agents and passenger and freight transportation agent services; international transportation agent services for import and export products transported by sea, land and air, international exhibition items, private items and transit cargo, including booking, warehousing, transit, container assembly and unpacking, freight & charge settlement, customs clearance, declaration, relevant short-distance transportation services and transportation consultation services; international intermodal transport services; ship leasing; IT services and authentication and consultation services; package services; import and export of goods; import and export agent services, organization of cultural and art exchange activities; hosting exhibition and display.</p>	Article 10 of the Mandatory Provisions; Article 14 of the Guidelines
------------	--	--

Article 15	<p>The Company may, pursuant to the needs of its business development, establish such branch organizations as subsidiaries, representative offices, etc.</p> <p>The Company may, pursuant to the needs of its business development, adjust the scope and the method of operation and establish branch organizations (whether wholly-owned or not) and/or offices in Hong Kong SAR, Macao SAR and Taiwan in due course, subject to approvals from the relevant government authorities.</p>
------------	---

Chapter 3

Shares and Registered Capital

Article 16	<p>The Company shall at any time issue ordinary shares. The ordinary shares to be issued by the Company shall include domestic shares and foreign shares. The Company may only issue other types of shares where it is required by the Company and approval is obtained from the examination and approval department authorized by the State Council.</p>	Article 11 of the Mandatory Provisions
------------	---	--

Article 17	<p>The share of the Company is in the form of stock. The shares issued by the Company are shares with a par value at Renminbi 1.00 per share.</p>	Article 12 of the Mandatory Provisions; Article 15 and Article 17 of the Guidelines
------------	---	---

Article 18	<p>The issuance of shares by the Company shall adhere to the principles of openness, fairness and justice. Each share in the same class shall have the same rights.</p> <p>Shares of the same class issued at the same time shall have the same terms of issuance and issue price; any entity or person shall pay the same amount for each of the same class of shares subscribed for.</p>	Article 16 of the Guidelines
------------	--	------------------------------

Article 19	<p>Subject to the approval of the authority in charge of securities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.</p>	Article 13 of the Mandatory Provisions
------------	---	--

The overseas investors aforementioned refer to investors from the overseas, Hong Kong, Macau and Taiwan who subscribe for the shares issued by the Company; Domestic investors are investors within the territory of the PRC, except for those from the aforementioned regions who subscribe for the shares issued by the Company.

Article 20	<p>Shares issued by the Company to domestic investors and other qualified investors for subscription in RMB shall be referred to as “domestic shares”. Domestic shares listed within the territory of the PRC shall be referred to as “domestic listed shares” (A shares). Shares issued by the Company to foreign investors for subscription in foreign currencies shall be referred to as “foreign shares”. Foreign shares listed overseas shall be referred to as “overseas listed foreign shares”. The shareholders of domestic listed shares and overseas listed foreign shares shall be the shareholders of ordinary shares and they shall have equal rights and obligations.</p> <p>The aforesaid foreign currencies refer to the legal tender of other countries or territories other than RMB. Such legal tender shall be recognized by the administration of foreign exchange of the PRC and can be used to pay the subscription money to the Company.</p>	Article 14 of the Mandatory Provisions
Article 21	<p>The foreign shares issued by the Company and listed in Hong Kong shall be referred to as “H Shares.” H Shares mean the shares the listing of which are approved by the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and which are denominated in RMB and subscribed for and traded in Hong Kong Dollars.</p>	
Article 22	<p>Upon approval by the examination and approval departments authorized by the State Council, the total number of ordinary shares that the Company may issue is 7,294,216,875 shares, including 5,255,916,875 domestic listed shares (A shares), accounting for 72.06% of total share capital, and 2,038,300,000 overseas listed foreign shares (H shares) representing 27.94% of total share capital.</p>	Article 15 of the Mandatory Provisions
Article 23	<p>The Company issued 2,624,087,200 shares (all of which were domestic shares) to the promoters upon incorporation and after incorporation, made an issue of 1,787,406,000 overseas listed foreign shares (H shares) (including 162,491,000 H shares placed by the promoters), all of which were H shares and listed on the Stock Exchange on February 2003. In July 2014, with the approval of China Securities Regulatory Commission (the “CSRC”), the Company made an addition issue of 357,481,000 ordinary shares. In October 2017, with the approval of the Company Approval Department authorized by State Council, the Company made an additional issue of 1,442,683,444 shares of ordinary shares, all of which were domestic shares. In November 2018, with the approval of CSRC, the Company launched an initial public offering, through which 1,351,637,231 shares of domestically listed domestic shares (“A shares”) were issued and listed on Shanghai Stock Exchange on January 2019.</p> <p>Based on the general mandate granted at the general meetings, the Company repurchased and cancelled 106,587,000 overseas listed foreign shares (H shares) after the consideration and approval by the Board of the Company. After that, the share capital structure of the Company shall be 5,255,916,875 ordinary shares, of which 1,600,597,439 domestic shares will be directly held by China Merchants Group Limited, representing approximately 21.94% of the total share capital of the Company and 2,472,216,200 domestic shares will be directly held by SINOTRANS & CSC, representing approximately 33.89% of the total share capital of the Company.</p>	Article 16 of the Mandatory Provisions; Articles 3, 19 and 20 of the Guidelines

192,978,000 overseas listed shares (H shares) will be held by China Merchants Group Limited in aggregate, accounting for approximately 2.65% of the total share capital of the Company, and 1,845,322,000 shares will be held by the other holders of the overseas-listed foreign shares (H shares), representing approximately 25.30% of the total share capital of the Company.

Article 24	All of the domestic listed shares issued by the Company are deposited with China Securities Depository and Clearing Corporation Limited.	Article 18 of the Guidelines
Article 25	The Board of the Company may arrange separate implementation plans for the issuance of overseas listed foreign shares and domestic listed shares approved by securities authorities of the State Council. Pursuant to the aforesaid provision, in making separate plans for the issuance of overseas listed foreign shares and domestic shares, the Company may implement such plans within 15 months from the date of approval granted by the CSRC.	Article 17 of the Mandatory Provisions
Article 26	Within the aggregate number of shares specified in the Company's issuance plan, separate issues of the overseas listed foreign shares and domestic shares shall be subscribed for in full at the same time. In the event of special circumstances where share are not fully subscribed at the same time, issues may be made on several occasions upon approval of the Securities Committee of the State Council.	Article 18 of the Mandatory Provisions
Article 27	The registered capital of the Company shall be RMB7,294,216,875. Upon the new issue, the registered capital of the Company will be adjusted correspondingly according to the actual number of shares in issue and the Company shall complete the registration procedures for the change in registered capital.	Article 19 of the Mandatory Provisions; Article 6 of the Guidelines
Article 28	According to the needs of its operation and development, The Company may increase its capital by the following means in accordance with laws, regulations and these Articles of Association, subject to resolutions of shareholders' general meetings: (i) public offer of shares; (ii) non-public offer of shares; (iii) allot new shares to the existing shareholders; (iv) distribute new shares to the existing shareholders; (v) increase in capital by transfers from reserves; (vi) in such other manners as permitted by laws, administrative regulations and the relevant competent authorities.	Article 20 of the Mandatory Provisions; Article 22 of the Guidelines

Upon obtaining an approval in line with the provisions of these Articles of Association, the capital enlargement and the new issue of the Company shall be handled in accordance with relevant laws and administrative regulations of

the State.

Article 29	Unless otherwise provided by laws and administrative regulations, shares in the Company may be transferred freely and with no lien attached.	Article 21 of the Mandatory Provisions; Article 27 of the Guidelines
Article 30	The Company does not accept the shares of the Company as the subject matter of any pledge.	Article 28 of the Guidelines
Article 31	<p>Any shares held by any promoter of the Company shall not be transferred within one year upon the establishment of the Company. Any shares that have been issued before the Company's initial public listing shall not be transferred within one year from the date on which the Company's shares are listed in the stock exchange(s)</p> <p>The directors, supervisors and senior management of the Company shall declare to the Company their holdings in the Company's shares and inform the same if there are any changes in their holdings subsequently. During their terms of office, shares being transferred every year must not exceed twenty-five percent of their holdings in the Company's shares in the same class. No transfer of their holdings shall be made within one year after the Company's ordinary shares were listed. No transfer of their holdings in the Company's shares shall be made within six months after they cease to hold their respective offices.</p>	Article 29 of the Guidelines
Article 32	<p>When directors, supervisors or senior management of the Company or shareholders holding more than 5% of the shares of the Company sell their ordinary shares or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the Board of the Company shall repatriate any profits derived from such dealings and the profits derived shall be vested in the Company; except for securities companies holding over five percent of the ordinary shares of the Company as a result of acquiring remaining ordinary shares as an underwriter, and other circumstances stipulated by the CSRC.</p> <p>The above-mentioned shares or other equity securities held by directors, supervisors, senior management and individual shareholders include shares or other equity securities held by their spouses, parents and children or held through using others' accounts.</p> <p>Shareholders may require the Board to comply with the requirement set out in the first clause of this article within thirty days if the Board fails to do so. In the event the Board fails to rectify the situation within the said timeline, shareholders may file a lawsuit to the court in their own name for safeguarding the interests of the Company.</p> <p>If the Board of the Company fails to comply with the first clause of this article, the Directors responsible shall bear joint liability.</p>	Article 30 of the Guidelines

Chapter 4

Reduction of Capital and Repurchase of Shares

Article 33	Pursuant to these Articles of Association, the Company may reduce its registered capital. The Company shall comply with the procedures set out in the Company Law and other applicable regulations and the Articles of Association.	Article 22 of the Mandatory Provisions; Article 23 of the Guidelines
Article 34	<p>In reducing its registered capital, the Company shall prepare a balance sheet and an inventory of its assets.</p> <p>The Company shall inform its creditors of the reduction in registered capital within 10 days from the date of the resolution and publish an announcement of the reduction in newspapers within 30 days. Creditors shall within 30 days upon the receipt of the notice or for creditors who have not received the notice shall within 45 days since the date of the first announcement of any reduction in capital, request the Company to repay any debts or to provide any relevant guarantee against any such debts.</p> <p>The amount of registered capital after the reduction in capital shall not be lower than the authorized minimum capital required by law.</p>	Article 23 of the Mandatory Provisions; Article 177 of the Guidelines
Article 35	<p>The Company may in accordance with provisions of laws, administrative regulations, departmental rules, listing rules of the place where the Company is listed and the Articles of Association repurchase its shares in the following circumstances:</p> <ul style="list-style-type: none"> (i) reducing the registered capital of the Company; (ii) merging with another company or other companies which holds the shares of the Company; (iii) utilizing shares in employee stock ownership plan or as equity incentives; (iv) repurchasing the shares upon request of its shareholders who vote against resolutions at a general meeting in connection with a merger and division of the Company; (v) utilizing shares for conversion of convertible bonds issued by the Company which are convertible into shares; and (vi) as required for maintenance of the Company's value and shareholders' rights and interests. <p>Save for the abovementioned circumstances, the Company may not purchase its own shares.</p>	Article 24 of the Mandatory Provisions; Article 24 of the Guidelines
Article 36	If the Company repurchases its own shares due to the reasons as stated in (i), (ii) or (iv) of paragraph one of Article 35 hereof, it may do so by one of the following methods:	Article 25 of the Mandatory Provisions; Article 25 of the Guidelines;

- (i) making a buyback offer to its shareholders for the repurchase of shares on a pro rata basis;
- (ii) by way of public trading at the appropriate securities exchange;
- (iii) by entering into independent agreements for the repurchase of the Company's shares outside the appropriate securities exchange; or
- (iv) other ways allowed by the laws and administrative regulations, listing rules of the place where the Company is listed, and as approved by the relevant competent authorities.

If the Company repurchases its own shares due to the reasons as stated in (iii), (v) and (vi) of paragraph one of Article 35 hereof, the transaction(s) shall be carried out in a public and centralized manner.

The Company shall perform its information disclosure obligation according to the provisions of the relevant laws and administration regulations in repurchasing its own shares.

Article 37

Where the Company repurchases its own shares by way of agreements outside the appropriate securities exchange, it must first obtain the prior approval of the shareholders' in general meeting in accordance with these Articles of Association. The Company may rescind or vary such agreements, or waive its rights under any such agreements executed entered into if the prior approval of the shareholders in general meeting is obtained.

Article
26 of the
Mandatory
Provisions

The agreement to repurchase shares referred to in the preceding clause includes, but is not limited to, an agreement to assume an obligation to repurchase shares of the Company or an agreement to acquire the rights to repurchase shares of the Company.

The Company shall not assign or transfer the agreement to repurchase its shares or any rights prescribed therein.

For the redeemable shares which can be repurchased by the Company, if they are not repurchased in the market or by tender, the repurchase price shall be limited to the highest price. If the shares are repurchased by tender, all shareholders shall be invited to tender on the same terms.

Article 38

In the event that the Company purchases its shares due to the reasons stated in (i) to (ii) of paragraph one of Article 35 hereof, a resolution thereon shall be made at a shareholders' general meeting. Any acquisition of domestic shares of the Company due to reasons as stated in (iii), (v) and (vi) of paragraph one of Article 35 hereof shall be subject to a resolution of the Board meeting where over two-thirds of the directors are present, but shall be exempt from approval of general meetings.

Article
27 of the
Mandatory
Provisions;
Article
26 of the
Guidelines

In the event that the Company purchases its ordinary shares in accordance with Article 35 of the Articles of Association due to the reason stated in (i), the shares shall be cancelled within ten days from the date of purchase; in the event that it is due to the reason stated in (ii) or (iv), the shares shall be transferred or cancelled within six months; in the event due to the reasons stated in (iii), (v) and (vi) the number of shares of the Company held by the Company itself in aggregate shall not exceed 10% of its total shares in issue and shall be

transferred or cancelled within 3 years.

In the event of share cancellation, the Company shall apply to the relevant authority for registration of the change in its registered capital.

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

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

Article 39 Unless the Company is in liquidation, it shall repurchase its issued outstanding shares in accordance with the following provisions:

Article
28 of the
Mandatory
Provisions

- (i) where the Company repurchases its shares at par value, payment shall be made out of the available balance of its distributable profits and/or out of the proceeds from any issuance of new shares made for the purpose of repurchasing these shares;
- (ii) where the Company repurchases its shares at a premium, payment up to the par value of those shares may be made out of the available balance of the distributable profits of the Company and/ or out of the proceeds from any issue of new shares made for the purpose of repurchasing these shares. Payment of the portion in excess of the par value of those shares shall be made as follows:
 - (1) if the shares being repurchased were issued at par value, payment shall be made out of the available balance of the distributable profits of the Company; and
 - (2) if the shares being repurchased were issued at a premium, payment shall be made out of the available balance of the distributable profits of the Company and/or out of the proceeds from any issuance of new shares made for the purpose of repurchasing those shares, provided that the amount paid out of the said proceeds do not exceed the aggregate amount of the premiums received by the Company on the issuance of the shares being repurchased nor exceed the current amount of the Company's share premium account or capital reserve fund account (including the aggregate of premiums received on the new shares issued) at the time of repurchase;
- (iii) any payment made by the Company for the following purposes shall be paid out of the Company's distributable profits:
 - (1) acquire the right to repurchase its own shares;
 - (2) modify the agreement to repurchase its own shares; and
 - (3) secure the release of any of its obligations under the agreement to repurchase its own shares.
- (iv) Following the deduction of the aggregate par value of cancelled shares from the registered capital of the Company in accordance with relevant

provisions, the difference of amount between the par value and the distributable profits for the repurchase of shares shall be incorporated in the share premium account or the capital reserve account of the Company.

Chapter 5

Financial Assistance for the Acquisition of Shares

Article 40	<p>The Company or its subsidiaries shall not at any time and in any manner provide any financial assistance to a buyer or a potential buyer, including those directly or indirectly undertake any obligations in respect of acquisition of the Company's shares.</p> <p>The Company or its subsidiaries shall not at any time or in any manner provide any financial assistance for the purpose of reducing the aforesaid obligators' obligations.</p> <p>The provision of this Article shall not apply to the circumstances described in Article 42 of this Chapter.</p>	<p>Article 21 of the Guidelines</p> <p>Article 29 of the Mandatory Provisions</p>
Article 41	<p>For these purposes, "financial assistance" referred to in this Chapter includes, (without limitation), the following meanings:</p> <ul style="list-style-type: none"> (i) a gift, advance; (ii) security (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligors), indemnity (other than indemnity against liability incurred due to the Company's own fault) or release or waiver of any rights; (iii) loans, or entering into contracts under which the Company has already performed its obligations to the other; and the modification of the said loan or parties to the contract concerned or the transfer of the rights under the said loan or contract; and (iv) any other forms of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent. <p>The obligations mentioned in this Chapter include the obligations assumed by the obligator by means of entering into a contract or by making arrangements (no matter whether the contract or the arrangements is enforceable or whether the responsibility is to be assumed individually or jointly with others) or where responsibilities have arisen due to changes in the financial circumstances of the Company caused by any other means.</p>	<p>Article 30 of the Mandatory Provisions</p>
Article 42	<p>The following activities shall not be deemed to be prohibited activities by Article 40 of this Chapter:</p> <ul style="list-style-type: none"> (i) financial assistance provided by the Company which is made in good 	<p>Article 31 of the Mandatory Provisions</p>

faith in the interests of the Company, and where the main purpose of such financial assistance is not for the acquisition the shares of the Company but is an ancillary part of a larger project of the Company;

- (ii) the lawful distribution of the Company's assets by way of dividends;
- (iii) the allotment of bonus shares as dividends;
- (iv) the reduction of registered capital, repurchase of shares or a reorganization of the shareholding structure of the Company effected in accordance with these Articles of Association;
- (v) within its scope of business the provision of loans for its normal business activities (provided that this shall not lead to the reduction in the Company's net assets or, in case reduction is resulted, such financial assistance is deducted from the Company's distributable profits); and
- (vi) the provision of funds contributed by the Company to the staff and workers' share schemes (provided that the net assets of the Company are not thereby reduced or to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).

Chapter 6

Shares Certificate and Register of Shareholders

Article 43 The Company's shares shall be issued in registered form.

Article
32 of the
Mandatory
Provisions

The Company's share certificate shall contain the following major particulars:

- (i) the Company's name;
- (ii) the date of the incorporation of the Company;
- (iii) the type, the nominal value of and the number of shares represented by the relevant share certificate;
- (iv) the number of the share certificate;
- (v) such other particulars as may be required by the Company Law, the Special Regulations and the stock exchanges on which the shares of the Company are listed.

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

Article 44 Share certificates shall be signed by the Chairman of the Board. In the event that the signatures of other senior officers of the Company are required, they

Article
33 of the

	should also be signed by such senior officers. Share certificates shall become valid upon the affixing of the seal of the Company (including the securities chop of the Company). Affixing of the seal or the securities chop of the Company on share certificates shall be subject to the authorization of the Directors. The signatures of the Chairman of the Board or other senior officers on the share certificates may take the printed signatures.	Mandatory Provisions Article 1 of Zheng Jian Hai Han
Article 45	<p>The Company shall maintain a register of shareholders as a record of the following matters:</p> <ul style="list-style-type: none"> (i) the name (title), address (domicile), and occupation or nature of occupation of each shareholder; (ii) the class(es) and number of shares of each class held by each shareholder; (iii) the amount(s) paid up or payable for the shares held by each shareholder; (iv) the serial numbers of the shares held by each shareholder; (v) the date on which each shareholder is registered as a shareholder; and (vi) the date on which a person ceases to be a shareholder. <p>The Company shall keep a shareholders' register according to the vouchers provided by the securities registration authority. The shareholders' register shall be adequate proof of the shareholders' holding of the Company's shares, unless there is evidence to the contrary. Shareholders shall enjoy the rights and assume the obligations in accordance with the class of shares they hold. Shareholders holding shares of the same class are entitled to the same rights and assume the same obligations.</p>	Article 34 of the Mandatory Provisions Article 31 of the Guidelines
Article 46	<p>The original of the shareholders' register of the Company for foreign shares listed overseas may be kept at some overseas place in accordance with such understanding and agreement between the State Council's regulatory authority for securities and the securities regulatory authority of the overseas listing place, and an agent at the overseas listing place shall be appointed for its management. The original of the Company's shareholders' register for foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company is required to keep a copy of the shareholders' register for foreign shares listed overseas at the Company's address; the appointed overseas agent shall at all times maintain the consistency between the original and the copy of the shareholders' register.</p> <p>Where the original and duplicate of the register of holders of overseas listed investment shares are inconsistent, the original shall prevail.</p>	<p>Article 35 of the Mandatory Provisions Article 2 of Zheng Jian Hai Han</p> <p>Section 1(b) of Part D of Appendix 13 of the Listing Rules</p>
Article 47	<p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall comprise of the following parts:</p> <ul style="list-style-type: none"> (i) register(s) maintained at the Company's domicile shall be the register of all the shareholders other than those registered in accordance with sub-paragraphs (ii) and (iii) below; 	Article 36 of the Mandatory Provisions

- (ii) register(s) of holders of foreign shares listed overseas maintained at the place(s) where the stock exchange on such shares are listed is/are located; and
- (iii) register(s) of shareholders maintained at such other place(s) as the Board may deem necessary for listing purpose.

Article 48

There shall not be any overlapping in any parts of the shareholders' register. The transfer of shares registered in one part of the register shall not be registered in any other part of the register during the continuation of the registration of such shares.

Article 37 of the Mandatory Provisions

All fully paid up overseas listed foreign shares listed in Hong Kong shall be freely transferable in accordance with the Articles of Association, subject to the right of the Board to refuse recognition of any transfer document, without providing any reason for such refusal, unless and until the following conditions are satisfied:

Article 12 of Zheng Jian Hai Han

- (i) payment of a fee of HK\$2.50 for each transfer document, or such larger amount as may be from time to time approved by the Hong Kong Stock Exchange, to the Company for the registration of any transfer document(s) or other document(s) relating to or affecting the ownership of the shares in question;
- (ii) the instrument of transfer only involves overseas listed foreign H shares listed in Hong Kong;
- (iii) the stamp duty chargeable on the instrument of transfer has been paid;
- (iv) the relevant share certificate and, upon the reasonable request of the Board, any evidence in relation to the right of the transferor to transfer the shares shall be submitted;
- (v) if it is intended to transfer the shares to joint holders, then the maximum number of joint holders shall not exceed four; and
- (vi) the Company does not have any lien on the relevant shares.

The H shares of the Company shall be transferred in writing by an instrument of transfer in usual or common form or in such form as may be accepted by the Board of Directors. The instrument of transfer can only be signed by hand or affixed with a valid seal of the Company (if the Company is the transferor or the transferee). If the transferor or the transferee is a clearing house or its nominee, the instrument of transfer can be signed by hand or printed by machine. All instruments of transfer must be kept at the legal address of the Company or such other place as may be designated by the Board of Directors.

The alteration and correction of each part of the shareholders' register shall be carried out in accordance with the laws of the place where that part of the register is maintained.

Article 49

If the laws, administrative regulations, rules of regulatory authorities, other normative rules and the securities regulatory authorities located at the places where the Company's shares are listed stipulate the period of closure of the register of shareholders prior to a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of

Paragraph 20 of Appendix 3 of the Listing

	dividends, such provisions shall apply. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the company secretary to the applicant to specify the approval authority and duration of the abovementioned period of closure.	Rules
Article 50	The Board shall specify a particular date (the record date) for ascertaining the share title of shareholders when the Company decides to hold shareholders' general meeting, distribute dividends, liquidate the Company and do other acts which require the determination of the title to shares. At the close of business of such date, the shareholder whose name appears on the shareholders' register shall be a deemed shareholder of the Company.	Article 39 of the Mandatory Provisions; Article 32 of the Guidelines
Article 51	Any person who queries the accuracy of the shareholders' register and requests to put his name on the register or delete his name from the register may apply to the court of jurisdiction for correction of the shareholders' register.	Article 40 of the Mandatory Provisions
Article 52	Any shareholder registered in the shareholders' register or person who requests to be registered in the shareholders' register may apply to the Company for issuance of a replacement certificate in respect of the relevant shares (the "relevant shares") if his share certificate is lost (the "original share certificates").	Article 41 of the Mandatory Provisions

Applications for the replacement of share certificates from holders of domestic investment shares who have lost their certificates shall be dealt with in accordance with relevant requirements of the Company Law.

Shareholders of overseas listed foreign shares who lose his share certificates shall apply for a replacement of share certificates in accordance with the law, regulations of stock exchange or other relevant rules in the place where the shareholders' register of overseas listed foreign shares are maintained.

A holder of the H Shares who loses his or her share certificates may have his or her share certificates replaced if the following requirements are satisfied:

- (i) the applicant shall apply for a replacement of share certificate in the prescribed form accompanied by a notarial certificate or a statutory declaration setting out the reason, the incident and evidence of the loss and a statement that no other person may apply for registration as a shareholder for relevant shares.
- (ii) the Company has not received any statement of application from any person other than the applicant seeking to be registered as a shareholder.
- (iii) the Company should publish a public announcement of its intention to issue a replacement share certificate in newspapers prescribed by the Board at least once every 30 days during the 90-day period.
- (iv) prior to the publication of such a public announcement, a copy of the public announcement should be submitted to the Stock Exchange on which the Company's shares are listed. The public announcement may be made upon receiving the confirmation from the stock exchange that the public announcement has been displayed in the securities exchange. The public announcement should be exhibited at such Stock Exchange for a period of 90 days.

The Company should send a copy of the public announcement to the registered shareholder if the application for the replacement of share certificate is not approved by such registered shareholder of the relevant shares.

- (v) if, by the expiration of the 90-day period for the public announcement stipulated in clauses (iii) and (iv) of this article, the Company has not received any objection to the replacement from any person, the Company may issue a replacement share certificate.
- (vi) the original share certificate shall be cancelled upon the issuance of the replacement share certificate in accordance with this article and the replacement and issuance of the share certificate shall be recorded in the shareholders' register.
- (vii) the applicant shall be responsible for the expenses relating to the cancellation of the original share certificate and the issuance of the replacement share certificate. The Company may refuse to take any action until reasonable security is provided by the applicant.

Article 53	After the issuance of the replacement share certificate in accordance with the Articles of Association, the name of the bona fide purchaser of the replacement share certificate or the bona fide purchaser of shares to which the replacement share certificate relates and who subsequently becomes registered as the shareholder may not be removed from the register of shareholders.	Article 42 of the Mandatory Provisions
------------	---	---

Article 54	The Company is not liable for any damages sustained by any person by reason of the cancellation of the original share certificate or the issuance of the replaced share certificate unless the claimant proves fraud on the part of the Company had acted deceitfully.	Article 43 of the Mandatory Provisions
------------	--	---

Chapter 7

Rights and Obligations of Shareholders

Article 55	A shareholder of the Company is a person who lawfully holds shares and who is registered in the shareholders' register.	Article 44 of the Mandatory Provisions
------------	---	---

Shareholders enjoy rights and assume obligations according to the class and amount of shares held by them. Shareholders holding shares of the same class enjoy the same rights and assume the same obligations.

The Company shall protect the rights of shareholders according to the laws, and pay attention to protect the legitimate rights and interests of minority shareholders. The Articles of Association of the Company, resolutions of shareholders' general meeting or resolutions of the Board meeting shall be in compliance with relevant regulations and laws, and shall not deprive or restrict any legal rights of shareholders. The Company shall establish an unimpeded and

effective communication channel with shareholders to guarantee shareholders' rights to be aware of major matters of the Company and participate in decision-making and supervision. Shareholders shall have the right to safeguard their legitimate rights and interests through civil proceedings or other legal means in accordance with the relevant laws and administrative regulations.

Institutional investors shall, in accordance with laws and regulations and the Articles of Association of the Company, exercise the right of voting, the right of inquiry, the right of recommendation and other relevant shareholder rights, and participate in corporate governance reasonably and play an active role in corporate governance by participating in decision-making for major issues, recommending candidates for directors and supervisors, and monitoring the performance of directors and supervisors.

In the event of joint holders, on the death of any one of such joint holders, the survivor(s) shall be the only person or persons recognized by the Company as having the title to any such shares, but the board of directors may require the existing joint holders to supply such evidence of death as it may deem fit for the purpose of making amendments to the particulars in the register of shareholders. Only the person whose name stands first in the register of shareholders as one of the joint holders of any share shall be entitled to the delivery of the certificate relating to such share, to receive notices from the Company, to attend and exercise all the voting powers attached to such shares at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders.

HK
Clearing's
Opinions

- Article 56 Each holder of ordinary shares in the Company has the following rights:
- (i) to receive dividends and other forms of distributions in accordance with the amount of his shareholding;
 - (ii) to request, convene, chair, attend, or appoint a proxy to attend a shareholders' meeting, and to exercise his voting rights;
 - (iii) to supervise the management of, and to make proposals or inquiries, relating to the business activities of the Company;
 - (iv) to transfer, give or pledge the shares held in accordance with laws, administrative regulations and the Articles of Association;
 - (v) to review and obtain relevant information according to the provisions of the Articles of Association, including:
 - (1) to obtain a copy of the Articles of Association after payment of a charge to cover cost;
 - (2) after paying a reasonable fee, to peruse and photocopy:
 - (aa) all parts of the shareholders' register;
 - (bb) the personal particulars of the Directors, Supervisors, President, and other senior officers, including:
 - 1. their present and former names and aliases;

Article
45 of the
Mandatory
Provisions
Article
33 of the
Guidelines

2. principal address (residence);
3. nationality;
4. full time and all other part time occupations and duties;
5. their identification documents and numbers.

(cc) the status of the share capital of the Company;

(dd) a report on the aggregate par value, number, highest price and lowest price at which the Company repurchased each type of shares since the previous financial year and the amount of fees and expenses incurred by the Company for this purpose;

(ee) the minutes of shareholders' meetings and the resolutions of the meetings of the board of directors and the supervisory committee;

(ff) receipts of the debenture and financial reports of the Company.

(vi) where the Company is being wound-up or liquidated, to participate in the distribution of the remaining assets of the Company according to the amount of his shareholding;

(vii) to request the Company to purchase shares held by him if such shareholder vote against resolution of the shareholders' general meeting concerning the merger or division of the Company;

(viii) other rights conferred by the laws, administrative regulations, rules of regulatory authorities and these Articles of Association.

Article 57	If a shareholder proposes to inspect such relevant information and request such materials as described in the preceding Article, he or she shall provide the Company with written documents certifying the class and number of the Shares held and the Company shall provide the relevant information and materials upon the request of the shareholder after verifying his or her identity.	Article 34 of the Guidelines
------------	--	------------------------------------

Article 58	In the event that any resolution of the shareholders' general meeting or the board of directors violates any laws and administrative regulations, the shareholders shall have the right to request the court to invalidate the resolution.	Article 35 of the Guidelines
------------	--	------------------------------------

In the event that convening procedures or voting methods of the shareholders' general meeting or the board of directors' meeting violate any laws, administrative regulations or these Articles of Association, or if the resolution violates these Articles of Association, the shareholders may request the court to revoke the resolution within 60 days from the date on which the resolution is passed.

Article 59	Subject to Chapter 22 of these Articles of Association, in the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or these Articles of Association by the directors or senior management when performing their duties, shareholders who holds more than	Article 36 of the Guidelines
------------	---	------------------------------------

1% of the Shares, individually or jointly, for more than 180 consecutive days shall have the right to request the supervisory committee in writing to initiate litigation before the court; in the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or these Articles of Association by the supervisory committee when performing its duties, the shareholders may request the board of directors in writing to initiate litigation before the court.

In the event that the supervisory committee or the board of directors refuses to initiate litigation after receiving a written request of the shareholders as specified in the preceding paragraph, or fails to institute litigation within 30 days upon the receipt of the request, or if failure to institute litigation immediately may cause irreparable damage to the interest of the Company under urgent circumstances, the shareholders as mentioned in the preceding paragraph shall have the right to directly initiate litigation before the court in his name for the interest of the Company.

In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in the first paragraph of this Article may bring legal action before a court in accordance with the provisions of the preceding two paragraphs.

Article 60	In the event that directors or senior management violate laws, administrative regulations or these Articles of Association to the detriment of the interests of the shareholders, the shareholders may initiate litigation before the court pursuant to these Articles of Association.	Article 37 of the Guidelines
------------	--	------------------------------------

Article 61	Holders of ordinary shares of the Company shall have the following obligations:	Article 46 of the Mandatory Provisions
------------	---	---

- | | | |
|-------|--|------------------------------------|
| (i) | to comply with laws, administrative regulations and these Articles of Association; | Article
38 of the
Guidelines |
| (ii) | to pay subscription monies according to the amount of shares subscribed by them and the method of subscription; | |
| (iii) | not to demand the return of capital unless under situations otherwise specified under laws and regulations; | |
| (iv) | to refrain from causing damages to the interest of the Company or other shareholders by abusing the rights of shareholders and causing damages to the interest of the creditors of the Company by abusing its legal person status and the limited liability of the shareholders; | |
| (v) | to undertake other obligations imposed by laws, administrative regulations and the Articles of Association. | |

The shareholders of the Company who abuse their rights and cause damages to the interest of the Company or other shareholders shall be liable for compensation in accordance with laws.

The shareholders of the Company who abuse the legal person status and the limited liability of shareholders to evade from debts and cause material damages to the interest of the creditors of the Company shall assume joint and several liability to the debts of the Company.

A shareholder is not liable to make further contribution to share capital other than as agreed by the subscriber of the relevant shares on subscription.

Article 62	Where any shareholder holding more than 5% of the shares with voting rights pledge his shares, he shall immediately inform the Company in writing on the date of such pledge of shares.	Article 39 of the Guidelines
------------	---	------------------------------------

Article 63	The controlling shareholders and de facto controllers of the Company shall not prejudice the Company's interests by taking advantage of their connections. They shall be liable for compensation for losses caused to the Company as a result of their violation.	Article 47 of the Mandatory Provisions Article 40 of the Guidelines
------------	---	---

The controlling shareholders and de facto controllers of the Company shall have an obligation of good faith towards the Company and public shareholders and shall respect the independence of the Company. The controlling shareholders shall exercise the rights of an investor in strict compliance with the law. They may not prejudice the legitimate rights and interests of the Company and public shareholders by means of the distribution of profits, restructuring of assets, foreign investment, appropriation of funds, offering security for loans and other means, and they may not prejudice the interests of the Company and public shareholders by taking advantage of their controlling position.

The controlling shareholders, de facto controllers and their related parties shall not interfere with normal decision-making procedure of the Company in contravention of laws, administrative regulations, departmental rules, normative rules and Articles of Association. Any controlling shareholders intending to nominate candidates to be directors and supervisors shall in strict compliance with conditions and procedures as required by laws, regulations and Articles of Association. Any candidates for the directors and supervisors nominated by the controlling shareholders shall be equipped with the relevant professional knowledge and decision-making and supervision capacity.

If there are any changes in control over the Company, all parties concerned shall take effective actions to maintain stable operation of the Company during the transition period. If any material issues arisen, the Company shall report to CSRC and its representative office and the stock exchange.

In addition to the obligations imposed by laws, administrative regulations or required by the stock exchange on which shares in the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of the shareholders generally or of some of the shareholders:

- (i) to relieve a Director or Supervisor of his duty to act honestly in the best interests of the Company;
- (ii) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person), in any manner, of the Company's assets, including (without limitation) opportunities beneficial to the Company;

- (iii) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (without limitation) distribution rights and voting rights, but excluding the Company's restructuring submitted to shareholders' general meeting for approval in accordance with the Articles of Association.

Article 64 The term "controlling shareholder" referred to in these Articles of Association means a person who satisfies any one of the following conditions: Article 48 of the Mandatory Provisions

- (i) he, acting alone or in concert with others has the power to elect more than half of the number of the directors;
- (ii) he, acting alone or in concert with others has the power to exercise or to control the exercise of 30 per cent or more of the voting rights in the Company;
- (iii) he, acting alone or in concert with others holds 30 per cent or more of the Shares of the Company;
- (iv) he, acting alone or in concert with others in any other manner controls the Company in fact.

The definition of "acting in concert" in this Article refers to two or more persons acting in concert by way of agreement (no matter in verbal or written form) with an aim that either one acquires the voting power of the Company so as to reach the goal of or consolidate controlling of the Company.

Chapter 8 Shareholders' General Meetings

Article 65 The shareholders' general meetings shall be the Company's organ of authority and may lawfully exercise the following duties and powers: Article 49 and Article 50 of the Mandatory Provisions
Article 41 of the Guidelines

- (i) to decide on the business policies and investment plans of the Company;
- (ii) to elect and replace Directors who are not staff representatives and to decide on matters relating to the remuneration of the Directors;
- (iii) to elect and replace Supervisors who are not staff representatives and to decide on matters relating to the remuneration of Supervisors;
- (iv) to consider and approve the report of the Board;
- (v) to consider and approve the report of the supervisory committee;
- (vi) to consider and approve the Company's annual financial budget and

final accounts;

- (vii) to consider and approve the Company's profit distribution proposals and proposals for making up losses;
- (viii) to resolve on an increase or reduction of the registered capital of the Company;
- (ix) to resolve on matters such as the merger, division, dissolution, liquidation or form change of the Company;
- (x) to resolve on the issuance of debentures of the Company;
- (xi) to resolve on the appointment, termination or non-renewal of the appointment of auditors of the Company;
- (xii) to amend the Articles of Association;
- (xiii) to consider proposals from shareholders who individually or collectively hold 3% or more of the Company's shares with voting rights;
- (xiv) to consider and approve matters relating to guarantee as provided in Article 66;
- (xv) to consider the purchase or sale of material assets within one year which exceeds 30% of the audited total assets of the period most recently audited;
- (xvi) to consider and approve the change of use of proceeds;
- (xvii) to consider the share option scheme and employee stock ownership plan;
- (xviii) other matters which are to be decided by the shareholders' general meetings according to the laws, administrative regulations, rules of regulatory authorities, the Articles of Association and the listing rules of the place where the Company is listed.

The abovementioned powers of the shareholders' general meeting may not be exercised by the board of directors or other bodies and individuals on its behalf by delegation.

Article 66

The following external guarantees of the Company must be considered and approved by the shareholders' general meeting:

Article
42 of the
Guidelines

- (i) any guarantee given by the Company and its controlling subsidiaries, the total amount of which exceeds 50% of its latest audited net assets;
- (ii) any guarantee given by the Company, the total amount of which exceeds 30% of its latest audited total assets;
- (iii) any guarantee given by the Company, the amount of which within one year exceeds 30% of its latest audited total assets;
- (iv) guarantees provided to any guaranteed party whose gearing ratio exceeds 70%;

	<ul style="list-style-type: none"> (v) guarantees of which a single guarantee amount exceeds 10% of its latest audited net assets; (vi) guarantees provided to the shareholders, actual controlling person and their related parties; (vii) other guarantees that shall be considered at a shareholders' general meeting as required by the regulators or the stock exchange of the place of listing of the Company's shares. 	
Article 67	The Company shall not, without the prior approval of shareholders in general meeting, enter into any contract with any person other than a Director, Supervisor, president or other senior officers whereby the management of the whole or any substantial part of the business of the Company is to be handed over to such person.	Article 51 of the Mandatory Provisions Article 81 of the Guidelines
Article 68	<p>Shareholders' general meetings are divided into annual general meetings (i.e. annual general meeting, similarly hereinafter) and extraordinary general meetings. Shareholders' general meetings shall be convened by the Board. Shareholders' general meetings are required to be held once every year within six months after the end of the previous accounting year.</p> <p>In any of the following circumstances, the Board shall convene an extraordinary general meeting within two months:</p> <ul style="list-style-type: none"> (i) when the number of Directors is less than the number of directors required by the Company Law or two-thirds of the number of directors specified in the Articles of Association; (ii) when the unrecovered losses of the Company amount to one third of the total amount of its share capital; (iii) the shareholders individually or jointly holding more than ten percent (inclusive) of total voting shares issued of the Company make a written request of convening an extraordinary general meeting in writing; (iv) when deemed necessary by the Board or as requested by the supervisory committee; (v) More than half of the independent directors, which shall not be less than two, propose the convening of such meeting. (vi) other cases as required by laws, administrative regulations, rules of regulatory authorities, listing rules where the Company is listed or these Articles of Association. 	<p>Article 52 of the Mandatory Provisions Article 43-44 of the Guidelines</p> <p>Paragraph 14 of Appendix 3 of the Listing Rules</p> <p>Article 6 of Opinions</p>
Article 69	A shareholders' general meeting of the Company shall be convened at the domicile of the Company or other specific locations notified by the convener of the shareholders' general meeting. A venue shall be available for a shareholders' general meeting which shall be held as an on-site meeting. The Company shall also provide a network or otherwise to facilitate the attendance of shareholders at the shareholders' general meeting. Shareholders attending a shareholders' general meeting in the above methods shall be deemed to have been present that meeting.	Article 45 of the Guidelines
Article 70	When the Company holds a shareholders' general meeting, a lawyer shall be	Article

	<p>engaged to present a legal opinion on the following matters and make an announcement:</p> <ul style="list-style-type: none"> (i) whether or not the procedures for convening and holding the meeting are in compliance with laws, administrative regulations and these Articles of Association; (ii) whether or not the qualifications of the attendees present at the meeting, and of the convenor are lawful and valid; (iii) whether or not the voting procedures at the meeting and the voting results are lawful and valid; (iv) other legal opinions to be presented on other relevant matters at the request of the Company. 	46 of the Guidelines
Article 71	<p>Independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. With respect to this proposal, the Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a shareholders' general meeting within five days of making a resolution. In the event that the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.</p>	Article 47 of the Guidelines
Article 72	<p>The Supervisory Committee shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the proposal, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a shareholders' general meeting within five days of making a resolution. Any changes in the original proposal in the notice shall be approved by the Supervisory Committee.</p> <p>In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the proposal, the Board of Directors shall be deemed as being unable to or as being not to perform the duty of convening the shareholders' general meeting. The Supervisory Committee may convene and preside over a meeting on their own.</p>	Article 48 of the Guidelines
Article 73	<p>Shareholders individually or jointly holding more than ten percent of voting shares of the Company shall have the right to request the Board of Director for convening an extraordinary general meeting, and shall do so in writing. The Board of Directors shall, in accordance with laws, administrative regulations and these Articles of Association, bring forward a feedback opinion in writing, within ten days of receiving the request, on agreeing or disagreeing with convening the extraordinary general meeting.</p> <p>In the event that the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening a shareholders' general</p>	Article 49 of the Guidelines

meeting within five days of making a resolution. Any changes in the original request in the notice shall be approved by the relevant shareholders.

In the event that the Board of Directors does not agree to convene the extraordinary general meeting or does not make any feedback within ten days of receiving the request, shareholders individually or jointly holding more than ten percent of voting shares of the Company shall have the right to propose to the Supervisory Committee the convening of an extraordinary general meeting, and shall do so in writing.

In the event that the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening a shareholders' general meeting within five days of receiving the request. Any changes in the original proposal in the notice shall be approved by the relevant shareholders.

In the event that the Supervisory Committee does not issue a notice of extraordinary general meeting within the prescribed time limit, it shall be deemed as being not to convene and preside over the meeting. Shareholders who individually or jointly have been holding more than ten percent of voting shares of the Company for consecutive ninety days may convene and preside over a meeting on their own.

Article 74	In the event that the Supervisory Committee or shareholders decide(s) to convene a shareholders' general meeting on its/their own, it or they shall notify the Board of Directors in writing and report the same to the stock exchange for record.	Article 50 of the Guidelines
------------	--	------------------------------------

Before making an announcement on a resolution made at the shareholders' general meeting, the percentage of voting shares held by the convening shareholders may not be less than ten percent.

The Supervisory Committee or the convening shareholders shall submit relevant evidence to the stock exchange when giving a notice of shareholders' general meeting and making an announcement on the resolutions made at such meeting.

Article 75	For a shareholders' general meeting convened by the Supervisory Committee or shareholders at its or their own discretion, the Board of Directors and the secretary of the Board of Directors shall cooperate accordingly. The Board of Directors shall provide the register of shareholders as at the record date, failing which the convenor may, with the relevant notice or announcement on convening such shareholders' general meeting. The register obtained by the convenor may not be used for purposes other than convening the shareholders' general meeting, apply to the securities registration and clearing institution or agency for obtaining the register.	Article 51 of the Guidelines
------------	---	------------------------------------

Article 76	The Company shall bear the expenses necessary for a shareholders' general meeting convened by the Supervisory Committee or the shareholders on its or their own.	Article 52 of the Guidelines
------------	--	------------------------------------

Article 77	The proposals for general meeting shall be subject to the functions and power of the general meeting. They shall contain specific issues and matters for resolution, and comply with the applicable laws, administrative regulations and the Articles of Association.	Article 54 of the Mandatory Provisions
	The proposals for general meeting shall be in written form.	Article 53 of the Guidelines

Article 78	<p>When the Company holds the general meeting, the Board of Directors, the Supervisory Committee and shareholders who individually or jointly hold more than 3% of the voting shares of the Company are qualified to make proposals to the Company.</p> <p>Shareholders individually or jointly holding more than three percent of voting shares of the Company may bring forward provisional proposals and submit the same in writing to the convenor ten days prior to the shareholders' general meeting. The convenor shall issue a supplementary notice of shareholders' general meeting within two days of receiving the proposals to publish particulars of the provisional proposals.</p> <p>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.</p> <p>No voting may take place and no resolutions may be made at the shareholders' general meeting on proposals which are not set out in the notice of shareholders' general meeting or do not meet the requirements of Article 77 hereof.</p>	<p>Article 54-55 of the Mandatory Provisions Article 54 of the Guidelines</p>
Article 79	<p>When the Company convenes a shareholders' annual general meeting, written notice of the meeting shall be given 20 days before the date of the meeting; when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given 15 days before the date of the meeting. Such notice shall notify all of the shareholders in the shareholders' register of the matters to be considered at the meeting and the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply concerning the attendance of the meeting to the Company within the time limits specified in the notice.</p> <p>In calculating the notice period, the date of issue of notice and date of meeting shall be excluded.</p>	<p>Article 55 of the Guidelines Adjusted Reply Paragraph 14 of Appendix 3 of the Listing Rules</p>
Article 80	<p>A notice for a shareholders' meeting shall comply with the following requirements:</p> <ul style="list-style-type: none"> (i) be in writing; (ii) specifying the place, the time and the duration of the meeting; (iii) stating the matters and proposals to be discussed at the meeting; (iv) providing such information and explanation as necessary to enable the shareholders to make an informed judgment on the proposals to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction should be provided in detail together with copies of the relevant contract, if any, and the cause and effect of such transaction should be properly explained; (v) containing a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, president or other senior administrative officer in the matter to be discussed, and if the effect of 	<p>Article 56 of the Mandatory Provisions Article 56 of the Guidelines</p>

the matter to be discussed on them in their capacity as shareholders is different from the effect on the interests of the shareholders of the same class, such difference should be specified;

- (vi) containing the full text of any special resolution(s) proposed to be adopted at the meeting;
- (vii) containing conspicuously a statement that all shareholders are entitled to attend the general meeting. The shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on behalf of him and that a proxy need not be a shareholder; and
- (viii) specifying the time and place for lodging proxy forms for the relevant meeting.
- (ix) containing the record date on which shareholders have the right to attend the shareholders' general meeting;
- (x) containing the names and telephone numbers of permanent contact persons for the affairs of the meeting;
- (xi) the voting time and voting procedures through the network or by other means.

The notice and supplementary notice of the general meeting shall fully and completely cover all the details of the proposals to be disclosed at the meeting.

In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors.

Voting at the shareholders' general meeting on the network or otherwise shall commence not earlier than 3:00 pm on the day prior to an on-site shareholders' general meeting, and not later than 9:30 am on the day of the on-site shareholders' general meeting, and shall finish not earlier than 3:00 pm on the day of closing the on-site shareholders' general meeting.

Article 81 Notices of shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by hand or prepaid mail to their addresses as shown in the shareholders' register. For the holders of domestic shares, notices of the general meetings may be issued by way of public announcement.

Article 57 of the Mandatory Provisions

The public announcement for the shareholders of domestic shares stated in the previous paragraph shall be published in one or more newspapers designated by the State Council authorities in charge of securities. Upon the publication of such announcement, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

Adjusted Reply

For shareholders of H shares, the general meeting notice can be delivered or provided in other means stated in Chapter 21 of the Articles of Association, subject to the laws and regulations and listing rules of the jurisdiction where the shares of the Company are listed.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive the notice shall not invalidate the resolutions adopted at that meeting.

Article
58 of the
Mandatory
Provisions

Article 82 In the event that the election of directors and supervisors is to be discussed at a shareholders' general meetings, the notice of shareholders' general meetings shall fully disclose details of candidates for the directors and supervisors, and shall at least include the following particulars:

Article
57 of the
Guidelines

- (i) their educational background, work experience, part-time jobs and other personal details;
- (ii) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;
- (iii) the disclosed number of shares of the Company they hold;
- (iv) whether or not they have penalized by the CSRC and other relevant departments, and disciplined by the stock exchange.

In addition to adopting the cumulative voting system to elect directors and supervisors, a single proposal on each of the candidates for directors and supervisors shall be submitted.

Article 83 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled, without due reason. Once the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date. In the event that the listing rules in the place of listing of the Company's shares provide for the above matter otherwise, such provisions shall be followed.

Article
58 of the
Guidelines

Article 84 The Board of Directors of the Company and other convenors shall take necessary measures to ensure the normal order of a shareholders' general meeting. They shall take measures to prevent and promptly report to the relevant departments for investigating any interference with the shareholders' general meeting, disturbance and violation of the legitimate rights and interests of shareholders.

Article
59 of the
Guidelines

Article 85	Shareholders who hold the voting shares and recorded in the register on the record date or their proxies shall have the right to attend shareholders' general meetings and exercise the rights to vote in accordance with relevant laws, regulations and these Articles of Association. Shareholders may attend a shareholders' general meeting in person, and also may appoint a proxy to attend and vote on their behalf.	Article 60 of the Guidelines
Article 86	<p>In the event that an individual shareholder attends a shareholders' general meeting, he shall produce his own identity card or other valid documents or proof capable of identifying himself, and the stock account card; in the event that a proxy is appointed to attend the meeting for someone else, he shall produce his own valid identity documents and the power of attorney from the shareholder.</p> <p>For a corporate shareholder, his legal representative or the proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall produce his own identity card or valid proof capable of proving that he has the status of a legal representative; in the event that the appointed proxy attends the meeting, he shall produce his own identity card and the written power of attorney issued by the legal representative of the corporate shareholder according to law.</p>	Article 61 of the Guidelines
Article 87	<p>Any shareholder entitled to attend and vote at a shareholders' general meeting of the Company shall be entitled to appoint one or more other persons (whether a shareholder or not) as his or her proxies to attend and vote on behalf of him or her, and a proxy so appointed may exercise the following rights pursuant to authorization by that shareholder:</p> <ul style="list-style-type: none"> (i) to have the same right as the shareholder to speak at the meeting; (ii) to demand or join others to demand a poll; and (iii) to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll. 	Article 59 of the Mandatory Provisions
Article 88	<p>A shareholder should appoint a proxy in writing under the hand of the appointer or his attorney duly authorize in writing, the appointer is a legal person, either under seal of the legal person or under the hand of a director or a senior officer or a duly authorized attorney. The power of attorney issued by a shareholder to appoint another party to attend a shareholders' general meeting shall contain the following particular:</p> <ul style="list-style-type: none"> (i) the name of the principal and the name of his proxy; (ii) whether the proxy has the right to vote; (iii) the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the shareholders' general meeting; 	<p>Article 60 of the Mandatory Provisions</p> <p>Article 62-63 of the Guidelines</p>

- (iv) the date and validity of the power of attorney;
- (v) the signature (or seal) of the principal. In case the principal is a corporate shareholder, it shall be affixed with the seal of the legal entity;
- (vi) the portion of shares of the principal represented by the proxy;
- (vii) in the event that several people are appointed as proxies, the proxy form shall indicate the portions of shares represented by each proxy.

Article 89	<p>The instrument appointing a proxy shall be deposited at the address of the Company or at such other place as is specified for that purpose in the notice convening the meeting, no later than 24 hours before the time for holding the meeting or 24 hours prior to the specified time for voting.</p> <p>If such instrument is signed by a person authorized by the appointer, the power of attorney and other authorizing documents shall be notarized. Both the notarized letter of the power of attorney and other authorizing documents and the instrument appointing a proxy shall be kept at the address of the Company or at such other place as is specified in the notice convening the meeting.</p> <p>Where the appointer is a legal person, its legal representative or Board or other person authorized by a decision-making body shall be entitled as a representative to attend the shareholders' meeting of the Company.</p>	<p>Article 61 of the Mandatory Provisions ; Article 64 of the Guidelines</p>
Article 90	<p>Any form issued to a shareholder by the Board for use by him for appointing a proxy shall enable the shareholder, according to his intention, to instruct the proxy to vote in favour of or against proposals, and should be able to give instruction on each resolution subject to voting at the meeting. Such a form shall contain a statement that in default of instructions, the proxy may vote as he thinks fit.</p>	<p>Article 62 of the Mandatory Provisions ; Article 63 of the Guidelines</p>
Article 91	<p>If the appointer dies prior to voting, loses his capacity to act, withdraw his appointment withdraws his authorization of his power-of-attorney, or the relevant shares have been transferred, the proxy vote for the shareholder shall remain valid provided that the company does not receive any written notice of these matters before the commencement of the relevant meeting.</p>	<p>Article 63 of the Mandatory Provisions</p>
Article 92	<p>A meeting attendance register of attendants at a meeting shall be compiled by the Company. The meeting attendance register shall state the names (or names of work units), identity card numbers and home addresses of attendants, number of shares held or representing voting shares, the names of principals (or names of work units) and so on.</p>	<p>Article 65 of the Guidelines</p>

Article 93	The convenor and the lawyers engaged by the Company shall jointly verify the legitimacy of the qualifications of shareholders based on the register of shareholders provided by a securities registration and clearing institution, and record the names of shareholders and the type and number of voting shares held by them. Meeting registration shall be terminated before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting as well as the type and total number of voting shares held.	Article 66 of the Guidelines
Article 94	During a shareholders' general meeting, all the directors and supervisors of the Company and secretary of the Board of Directors shall attend the meeting. The president and other senior officers shall sit in on the meeting.	Article 67 of the Guidelines
Article 95	<p>A shareholders' general meeting shall be convened and chaired by the chairman of the Board of Directors, in the event that the general meeting is convened by the Board of Directors. In case that the chairman is unable to or fails to perform his duties, the vice-chairman shall convene and chair the meeting. In the event that neither the chairman nor the vice-chairman is unable to or fails to perform his duties, a director of the Company jointly elected by more than half of the Directors shall convene and chair the meeting on his behalf.</p> <p>A shareholders' general meeting convened by the Supervisory Committee on its own shall be chaired by the chairman of the Supervisory Committee. In the event that the chairman is unable to or fails to perform his duties, a supervisor jointly elected by more than half of the supervisors shall chair the meeting.</p> <p>A shareholders' general meeting convened by shareholders on their own shall be chaired by a representative elected by the convenor.</p> <p>During a shareholders' general meeting, in the event that the chairman of the meeting violates the rules of procedure so that the shareholders' general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of the shareholders with a majority of the voting rights present at the meeting. If for any reason the shareholders cannot elect a chairman of the meeting, the shareholder (including proxy) with the largest number of the voting shares present at the meeting shall chair the meeting.</p>	<p>Article 73 of the Mandatory Provisions</p> <p>Article 68 of the Guidelines</p>
Article 96	The Company shall establish rules of procedure for general meeting to govern in detail various particulars of the procedures for convening a shareholders' general meeting and voting thereat, such as notice, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, meeting minutes and the signing thereof and the announcement thereon, as well as the principles of authorizing the Board of Directors by a shareholders' general meeting. The rules of procedure for general meeting shall form an annex hereto and be prepared by the Board of Directors and approved at a shareholders' general meeting.	Article 69 of the Guidelines
Article 97	In an annual general meeting, the Board of Directors and the Supervisory Committee shall report to the meeting on their work over the past one year. Each of the independent directors shall also make their personal work reports.	Article 70 of the Guidelines

Article 98	Directors, supervisors and senior officers shall explain and illustrate the questions and suggestions made by shareholders at a shareholders' general meeting, except for national secrets or trade secrets of the Company that cannot be disclosed at a shareholders' general meeting.	Article 71 of the Guidelines
Article 99	The chairman of a meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of all kinds of voting shares held. The total number of voting shares held by shareholders and proxies physically present at the meeting shall be based on the registration at the meeting.	Article 72 of the Guidelines
Article 100	<p>Minutes shall be prepared for a shareholders' general meeting by the Secretary of the Board of Directors. The minutes of a meeting shall record the following particulars:</p> <ul style="list-style-type: none"> (i) the time, place, agenda and name of the convenor of the meeting; (ii) the names of the chairman of the meeting and the directors, supervisors, president and other senior officers attending or sitting in on the meeting; (iii) the number of domestic shareholders (including proxies) and shareholders of overseas-listed foreign shares (including proxies) attending the shareholders' general meetings, the total number of voting shares held by them and their respective percentages of total number of shares of the Company; (iv) the process of considering each proposal, main points of remarks and voting results of each resolution by the holders of domestic listed shares and holders of overseas-listed foreign shares; (v) questions, comments or suggestions by shareholders, and the replies thereto or explanations thereof; (vi) the names of lawyers, counters and scrutineers of votes; (vii) other particulars that shall be recorded into the meeting minutes as prescribed hereunder. 	Article 73 of the Guidelines
Article 101	A convenor shall ensure that the particulars of meeting minutes are true, accurate and complete. Directors, supervisors, secretary of the Board of Directors, convenor or his representative and the chairman of the meeting who attended the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the valid data on the signature book of shareholders physically present at the meeting, powers of attorney of proxies present, details of voting on the network and other voting methods shall be kept for a period of not less than ten years.	Article 74 of the Guidelines

Article 102	A convenor shall ensure that a shareholders' general meeting shall be held consecutively until a final resolution is formed. In the event that a shareholders' general meeting is suspended or no resolutions can be made thereat due to special reasons such as force majeure, the convenor shall take necessary measures to restore the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly. Meanwhile, the convenor shall report to the local representative office of CSRC and the stock exchange of the place where the Company is located.	Article 75 of the Guidelines
Article 103	Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.	Article 64 of the Mandatory Provisions
	To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the meeting in favour of the resolution are required.	Article 76 of the Guidelines
	To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting in favour of the resolution are required.	
Article 104	A shareholder (including proxy) when voting at a shareholders' general meeting may exercise his voting rights in accordance with the number of voting shares and each share shall have one vote.	Article 65 of the Mandatory Provisions
	Where material issues affecting the interests of small and medium investors are being considered in the shareholders' general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed.	Article 79 of the Guidelines
	The shares of the Company held by the Company shall not have voting rights, and these shares shall not be included in the total number of voting shares at a shareholders' general meeting. Shareholders who purchase the voting shares of the Company in violation of Clause 1 and Clause 2 of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such number shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.	
	The Board of Directors, independent directors and shareholders holding more than one percent of voting shares, or investor protection institutions established according to laws, administrative regulations or rules of the CSRC may publicly collect the voting rights from shareholders. Information including the specific voting preference shall be fully disclosed to the shareholders for whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for collecting voting rights.	

	In accordance with related regulations of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, in the event that any shareholder (including proxies) is required to abstain from voting on or may only vote for or against any resolution, such voting made in violation of relevant requirements or by imposition of restrictions on shareholders (or their proxies) shall not be included into the total number of valid votes.	Paragraph 14 of Appendix 3 of the Listing Rules
Article 105	Voting at a shareholders' general meeting shall take place by open ballot or other methods required under the listing rules of the place of listing.	Article 66 of the Mandatory Provisions; Article 86 of the Guidelines
	A poll demanded on the election of the chairman of the meeting, or on a question of adjournment of the meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting decides, and any matters other than that upon which a poll has been demanded may be proceeded with. The result of the poll shall be deemed to be a resolution adopted at the meeting.	Article 67 of the Mandatory Provisions
Article 106	On a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes for or against.	Article 68 of the Mandatory Provisions
Article 107	The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting:	Article 70 of the Mandatory Provisions
	(i) work reports of the Board and the supervisory committee;	Article 77 of the Guidelines
	(ii) plans formulated by the Board for the distribution of profits and for making up losses;	Paragraph 17 of Appendix 3 of the Listing Rules
	(iii) appointment and removal of the members of the Board and members of the supervisory committee, their remuneration and method of payment of their remuneration;	
	(iv) annual budget and final accounts reports, balance sheets and profit and loss accounts and other financial statements of the Company; annual report of the Company;	
	(v) the appointment, removal and compensation of accounting firm;	
	(vi) matters other than those required by the laws, administrative regulations, the listing rules where the Company is listed or by the Articles of Association to be adopted by special resolutions.	

Article 108	The following matters shall be resolved by a special resolution at a shareholders' general meeting:	Article 71 of the Mandatory Provisions Article 78 of the Guidelines
	(i) the increase or decrease of share capital/registered capital and the issue of shares of any class, warrants and other similar securities;	
	(ii) the issuance of debentures of the Company;	
	(iii) the division, split, merger, dissolution and liquidation;	Paragraph 21 of Appendix 3 of the Listing Rules
	(iv) amendments to the Articles of Association;	Paragraph 16 of Appendix 3 of the Listing Rules
	(v) Company's purchase or sale of major assets or guaranteed amounts within one year in excess of thirty percent of the latest audited total assets of the Company;	
	(vi) equity incentive plans;	
	(vii) other matters which are required to be passed by special resolution under laws, administrative regulations, the listing rules where the Company is listed or these Articles of Association, which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a shareholders' general meeting, and which are required to be passed by special resolution.	
Article 109	Interested shareholders shall not take part in voting when related party transactions are being considered at a shareholders' general meeting. The number of shares with voting rights represented by them shall not be included in the total number of valid votes; the announcement on the resolutions made at a shareholders' general meeting shall fully disclose details of voting by non-interested shareholders.	Article 80 of the Guidelines
Article 110	A list of candidates for directors and supervisors shall be submitted as a proposal to a shareholders' general meeting for voting. The election of directors and supervisors shall fully reflect opinions of minority shareholders.	Article 82 of the Guidelines
	If the number of shares of the Company which the sole shareholder and its concerted parties are interested in accounts for 30% or more, the cumulative voting system shall be implemented for voting on the election of directors and supervisors at a shareholders' general meeting. The Board of directors shall announce to shareholders the biographical details and general information on the candidates for directors and supervisors.	Article 31 of Code of Corporate Governance for Listed Companies
	For the purpose of the preceding paragraph, the term "cumulative voting system" shall mean that when two or more directors or supervisors are elected at a shareholders' general meeting, each of the voting rights equivalent to the	

number of directors or supervisors to be elected may be used in a pool.

The implementation details of the cumulative voting system are as follows:

Prior to voting with respect to the election for director or supervisor at the shareholders' general meeting, the chairperson of the meeting shall inform the attending shareholders expressly that the cumulative voting is applied for the candidates for director or supervisor and the Boards of directors must prepare votes suitable for applying the cumulative voting. The secretary of the Board of directors shall describe and explain the cumulative voting method and vote filling method to ensure that the shareholders correctly exercise their rights to cast votes.

At the time of the application of cumulative voting to the election of directors, independent directors and other directors shall be elected separately, so as to ensure the proportion of independent directors in the Board of directors of the Company.

Shareholders may freely allot their voting rights among the candidates for directors and supervisors and may vote for several candidates separately or only one candidate. Where a shareholder exercises more voting rights than all the voting rights he holds, such voting shall be invalid; if a shareholder exercises less voting rights than all the voting rights he holds, such voting shall be valid and the difference shall be regard as abstention. Where the last two or more candidates have the same number of votes and all of them being elected would result in the number of directors or supervisors elected exceeding the number of candidates that should be elected, such candidates shall be re-elected in accordance with the prescribed procedures in the Articles of Association. If the number of directors or supervisors elected is less than the number specified in the Articles of Association, the Company shall restart the cumulative voting procedure for the vacancy.

Article 111 The methods and procedures for nominating a director and a supervisor shall be:

- (i) shareholders who hold or jointly hold more than three percent of the Company's total outstanding voting shares may, by written proposals, propose to a shareholders' general meeting non-employees' representatives as candidates for directors and supervisors, but the number of nominations shall be in compliance with the Articles of Association, and shall not be more than the number of persons to be elected. The proposal shall be served to the Company fourteen days prior to the shareholders' general meeting.
- (ii) the Board of Directors and the Supervisory Committee may submit a proposed list of candidates for directors and supervisors within the number of persons prescribed hereunder according to the number of persons to be elected, and submit the list to the Board of Directors and the Supervisory Committee for review. The Board of Directors and the Supervisory Committee shall conduct a review and pass a resolution to determine the candidates for directors and supervisors, and shall submit a written proposal to the shareholders' general meeting.
- (iii) nomination of independent directors shall be in compliance with a separate special policy established by the Company for independent

Article
82 of the
Guidelines
Article 4 of
Zheng jian
Hai Han

directors.

- (iv) the intention to nominate candidates for directors and supervisors, the written notice indicating the nominees' willingness to accept the nominations, and the relevant written materials about details of the nominees shall be sent to the Company not less than seven days prior to the date of a shareholders' general meeting. The Board of Directors and the Supervisory Committee shall provide shareholders with the biographical notes and general information on the candidates for directors and supervisors.
- (v) the period given by the Company to nominators and for nominees to submit the aforesaid notice and documents (such period shall commence from the date after the date of giving the notice of shareholders' general meeting) shall not be less than seven days.
- (vi) each of the candidates for directors and supervisors shall be voted one by one at the shareholder's general meeting, except for cases where the cumulative voting system applies.
- (vii) any provisional additional election of directors and supervisors shall be proposed by the Board of Directors and the Supervisory Committee and recommended to the shareholders' general meeting for election or replacement.

Article 112	Except the cumulative voting system, all proposals shall be voted one by one at a shareholders' general meeting. In the event that there are different proposals on the same matter, they shall be voted in the chronological order of proposing such proposals. Except for special reasons such as force majeure that result in suspending a shareholders' general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a shareholders' general meeting.	Article 83 of the Guidelines
Article 113	When a proposal is being considered at a shareholders' general meeting, no modifications may be made to the proposal, otherwise the modifications shall be deemed as a new proposal and shall not be voted at the shareholders' general meeting.	Article 84 of the Guidelines
Article 114	The same voting right may only be exercised at either an on-site meeting, on the network or in another voting method. In the event that the same voting right is repeated, the result of the first vote shall prevail.	Article 85 of the Guidelines
Article 115	Before voting takes place on a proposal at a shareholders' general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. In the event that a shareholder has a relationship with a matter to be considered, the relevant shareholder and his proxy shall not participate in the vote counting and scrutinizing.	Article 87 of the Guidelines

When voting takes place on a proposal at a shareholders' general meeting, lawyers and representatives of shareholders and supervisors shall be jointly responsible for vote counting and scrutinizing, and shall announce the voting results on the spot. The voting results of resolutions shall be recorded in the minutes.

Shareholders of the Company or their proxies who cast their votes through the network or by another method shall have the right to inspect their own voting results through an appropriate voting system.

Article 116	<p>An on-site shareholders' general meeting shall not end earlier than the one held on the network or in another method. The chairman of the meeting shall announce details and results of the voting on each proposal, and announce whether a proposal is passed according to the voting results.</p> <p>Before the formal announcement of voting results, the listed company, vote counters, vote scrutineers, substantial shareholders, network services providers and other related parties involved at the on-site shareholders' general meeting, on the network and in another voting method shall be under a confidentiality obligation for the details of the voting.</p>	<p>Article 88 of the Guidelines</p> <p>Article 74 of the Mandatory Provisions</p>
Article 117	<p>Shareholders present at a shareholders' general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Shanghai-Hongkong stock connect, declare to report according to the intentions of actual holders.</p> <p>Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained".</p>	Article 89 of the Guidelines
Article 118	Resolutions made at a shareholders' general meeting shall be announced promptly in accordance with the listing rules of the place of listing of the Company's shares. The announcement shall set out details on the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of voting shares of the Company, voting method, voting results of each proposal and the details of the resolutions passed. The announcement shall contain respective statistical figures on the holders of domestic and foreign shares shareholders with voting rights present at the meeting as well as their voting, and an announcement thereon shall be made.	Article 91 of the Guidelines
Article 119	In the event that a proposal is not passed, or a resolution passed at a previous shareholders' general meeting is modified at this shareholders' general meeting, a special note shall be made in the announcement on the resolutions made at the shareholders' general meeting.	Article 92 of the Guidelines
Article 120	In the event that a proposal on the election of directors and supervisors is passed at a shareholders' general meeting, the new directors and supervisors shall assume office at the time of passing the relevant election proposal at the shareholders' general meeting.	Article 93 of the Guidelines
Article 121	In the event that a proposal on the distribution of cash dividends or bonus shares or on share capital increase with transfers from the capital reserves is passed at a shareholders' general meeting, the Company shall implement a specific scheme thereon within two months after the end of the shareholders' general meeting.	Article 94 of the Guidelines
Article 122	<p>Shareholders may request to convene a class meeting in accordance with the following procedures:</p> <p>(i) Two or more shareholders holding in aggregate at 10 per cent (inclusive) or more of the shares with voting rights at a meeting may</p>	Article 72 of the Mandatory Provisions

request the Board of Directors to convene a class meeting by signing and submitting to the Board of Directors one or more counterpart written request(s) to convene such a meeting. The written request must state the matters to be considered at that meeting. The Board of Directors shall convene the class meeting as soon as possible after receiving such written request(s). The shareholdings referred to above shall be calculated as at the date of delivery of the written request(s) submitted by the shareholders.

- (ii) If the Board of Directors fails to issue a notice to convene a meeting within 30 days after receiving the written request from the shareholders, the shareholders requesting the meeting may convene the meeting themselves within 4 months from the date on which the Board of Directors received the written request. The procedure for convening such meeting shall, so far as is possible, be the same as the procedure of the Board of Directors to convene a general meeting.

The Company shall be responsible for the reasonable fees incurred by the shareholders in convening a meeting due to the failure of the Board of Directors to convene the meeting. The Company shall deduct such fees from the amount owed by the Company to the Directors who have neglected their duties.

Article 123 Votes casted on each matter proposed at the general meeting shall be counted on the spot and the voting result shall be announced on the spot as well.

Article 124 If the chairman of the meeting has any doubts about the result of a resolution put to the vote, a counting of votes may be conducted. If the chairman fails to conduct a counting of votes, shareholders present at the meeting or proxies of shareholders who do not agree with the voting result announced by the chairman may request a counting of votes immediately after the declaration of voting results, and the chairman of the meeting shall immediately count the votes.

Article
75 of the
Mandatory
Provisions
Article
90 of the
Guidelines

Article 125 The results of counting of votes conducted in a general meeting shall be recorded in the minutes of shareholders' meeting.

Article
76 of the
Mandatory
Provisions

Article 126 Shareholders may inspect photocopies of the minutes of shareholders' meetings during office hours free of charge. If requested by shareholders the Company shall upon the receipt of reasonable fees send the copies of the minutes of shareholders' meeting to the shareholders within seven days of receiving the payment of reasonable charges.

Article
77 of the
Mandatory
Provisions

Chapter 9

Special Procedures for Voting by Class Shareholders

Article 127 Shareholders who hold different classes of shares are called class shareholders.

Article
78 of the
Mandatory
Provisions

Class shareholders shall enjoy rights and undertake obligations as stipulated under laws, administrative regulations and the Articles of Association of the Company.

Other than the shareholders of other classes of shares, holders of domestic shares and overseas listed foreign shares shall be deemed as shareholders of different classes.

Article 128	Any proposal by the Company to change or cancel the rights of class shareholders shall be approved by a special resolution at a general meeting of shareholders and by affected class shareholders at a meeting held in accordance with Articles 130 to 134.	Article 79 of the Mandatory Provisions Paragraph 15 of Appendix 3 of the Listing Rules
Article 129	<p>The following circumstances shall be deemed to be a change or cancellation of the rights of a class shareholder:</p> <ul style="list-style-type: none"> (i) the increase or decrease in the number of shares of a particular class, or the increase or decrease in the number of other class shares having the same or more voting rights, distribution rights, and other privileges; (ii) the conversion of all or part of one class of shares into another class of shares or the granting of the right to convert one class of shares into another; (iii) the cancellation or reduction in share profit or the rights to accrued or cumulative share profit attached to such class of shares; (iv) the reduction or cancellation of the priority in profit sharing of asset distribution upon liquidation attached to such class of shares; (v) the increase in or the cancellation or reduction of conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to such class of shares; (vi) the cancellation or reduction of rights to receive payment payable by the Company in particular currencies attached to such class of shares; (vii) the establishment of a new class of shares having the same or more voting rights, distribution rights and other privileges as such class of shares; (viii) the restriction or increase in the restriction on the transfer or ownership of such particular class of shares; (ix) the issuance of options or conversion rights for that particular or another class of shares; (x) the increase to the rights or privileges of another class of shares; (xi) the disproportionate distribution of liabilities amongst the different classes of shareholders as a result of any reorganization plan of the Company; and 	Article 80 of the Mandatory Provisions

(xii) the modification or annulment of any provisions in this chapter.

Article 130	The affected class shareholders, whether or not otherwise having the right to vote at shareholders' general meetings, shall nevertheless have the right to vote at class meetings in respect of matter concerning Articles 129 (ii) to (viii), (xi) and (xii) above, but interested shareholder(s) shall not be entitled to vote at class meetings.	Article 81 of the Mandatory Provisions
-------------	---	---

The aforesaid interested shareholders shall be defined as follows:

- (i) Where there is a repurchase offer by the Company to its shareholders as a whole in the same proportion pursuant to Article 36 herein, or there is repurchase of its shares through public trading at the appropriate securities exchange, the "interested shareholders" shall mean the controlling shareholders as defined in Article 64 herein;
- (ii) Where there is repurchase by the Company of its shares pursuant to an agreement outside the appropriate securities exchange as stipulated in Article 36 herein, the "interested shareholders" shall mean the shareholders related to that agreement;
- (iii) In a reorganization plan of the Company, the "interested shareholders" shall mean the shareholders who undertake a lesser responsibility in proportion to that of other shareholders in the same class, or shareholders who have different interests from other shareholders in the same class.

Article 131	Resolutions of a class shareholders' meeting shall be adopted by shareholders with more than two-thirds of the voting rights of the shareholders attending such meeting pursuant to Article 130.	Article 82 of the Mandatory Provisions
-------------	--	---

Article 132	A written notice of a class shareholders' meeting shall be sent out in accordance with the time limits for notice of an extraordinary general meeting as stipulated in Article 79 of the Articles of Association to notify all of the relevant class shareholders on the register of the matters to be considered, the date and the place of such meeting. A shareholder who intends to attend such meeting shall deliver his written reply concerning his attendance at such meeting to the Company within the time limits specified in the notice.	Article 83 of the Mandatory Provisions
-------------	--	---

Article 133	Notice of class shareholders' meetings need only be served on shareholders entitled to vote thereat.	Article 84 of the Mandatory Provisions
-------------	--	---

Class shareholders' meetings shall be conducted in a manner as similar as possible to that of shareholders' general meetings. The provisions of the Articles of Association relating to the procedures of shareholders' general meeting shall apply to class shareholders' meetings.

Article 134	Except shareholders of other classes, holders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.	Article 85 of the Mandatory Provisions
	Special voting procedure of class shareholders shall not apply in the following circumstances:	Article 3 of "Zheng Jian Hai Han" Section 1(f) of Part D
	(i) where the Company issues domestic shares and overseas-listed foreign shares, upon the approval by a special resolution of its shareholders in a	

general meeting, either separately or concurrently once every twelve months, and the number of the domestic shares, overseas-listed foreign shares proposed to be issued does not exceed 20 per cent of the number of the outstanding shares of such class; or

of Appendix
13 of the
Listing Rules

- (ii) where the Company's plan to issue domestic shares and overseas-listed foreign Shares at the time of its establishment is completed within fifteen (15) months from the date of approval of the CSRC.

Chapter 10 Board of Directors

Article 135

The directors shall be elected or replaced at a shareholders' general meeting, and can be dismissed by the general meeting of shareholders before expiry of the current term of office. The directors serve a term of 3 years, and may serve consecutive terms if re-elected.

Article
87 of the
Mandatory
Provisions
Article
96 of the
Guidelines

The term of office of a Director commences on the date of assuming office and ends at the expiry of the current term of office of the Board of Directors. Where a director has not been timely re-elected at the expiry of the term of office or where a director has resigned during the term of office resulting that the number of the members in the board falls below the quorum, the original director shall perform his/her duties as a director, prior to the assumption by the re-elected director, in accordance with the laws, administrative regulations and rules of regulatory authorities as well as the provisions of these Articles of Association.

The general meeting may remove any director by an ordinary resolution (but without prejudice to any claim for damages that such director may have under any contract) before the end of his term of office subject to relevant laws and administrative regulations.

Article 4 of
Zheng Jian
Hai Han
Paragraph
4(3) of
Appendix 3 of
the Listing
Rules

The chairman and the vice chairman of the Board shall be elected or removed by a majority of the board directors. The chairman and the vice chairman shall serve a term of 3 years, and may serve consecutive terms if re-elected.

The external directors shall have sufficient time and the necessary knowledge and ability to perform their duties. When the external directors perform their duties, the Company must provide the necessary information. The independent directors may directly report any matter to the shareholders' general meetings, the securities regulatory authority of the State Council and other relevant authorities.

Article 6 of
the Opinions

The president and other senior officers may concurrently serve as directors provided that the total number of directors concurrently serving as president and other senior officers shall not exceed one-half of the total number of directors of the Company.

The executive directors shall handle such matters as entrusted by the Board.

Directors shall not necessarily hold any shares of the Company.

Article 136	A director who cannot attend the meetings of the Board in person twice consecutively nor appoint any other directors to attend on his behalf is deemed as failure in performing the duties, and shall be subject to replacement as recommended by the Board at the general meeting.	Article 99 of the Guidelines
Article 137	<p>Directors may request to resign before expiry of their terms of office. The directors to resign shall submit to the Board a written report in relation to their resignation. The Board shall disclose the relevant information within two (2) days.</p> <p>In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, administrative regulations, rules of regulatory authorities and the provisions of the Articles of Association until the re-elected director assumes office. His resignation report shall take into effect only upon the new director taking up the vacancy. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a director to fill the vacancy left by the resignation of the director. Until the general meeting has passed a resolution on electing a director, the powers of the resigning director and the remaining directors shall be subject to reasonable restrictions. Other than the circumstances referred to in the preceding paragraph, the resignation of a director shall become effective upon submission of his resignation report to the Board.</p> <p>Upon a director's resignation becoming effective or at the expiry of his office, the director shall complete all handover procedures to the Board, and his fiduciary obligations to the Company and the shareholders shall not necessarily cease after the termination of tenure and shall remain effective within a reasonable period stipulated under the Articles of Association.</p> <p>The director's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain. The term of survival of his or her other obligations shall be decided upon according to the principle of fairness, the time elapsed between the director's departure from office and the occurrence of the event, and the circumstances and conditions of the termination of his or her relationship with the Company.</p>	Article 100 of the Guidelines
Article 138	No directors shall act, in their personal capacity, on behalf of the Company or the Board if not provided in the Articles of Association or appropriately authorised by the Board. A director shall, when acting in his personal capacity, state his standing and identity in advance whenever a third party may reasonably believe that the said director is acting on behalf of the Company or the Board.	Article 101 of the Guidelines
Article 139	<p>The Company shall enter into contracts with the directors to clarify the rights and obligations between the Company and the directors, the term of office of the directors, the liability of the directors for any breach of the laws and regulations and the Articles of Association, and the compensation if such contracts are terminated by the Company in advance for reasons.</p> <p>The members in the Board of directors shall be equipped with the knowledge, skills and qualities required for carrying out their duties. Directors shall comply with the relevant requirements of the laws and regulations and the Articles of Association, be faithful, diligent, discreet and fulfill their promises. A director who violates any laws, administrative regulations, rules of regulatory</p>	Article 102 of the Guidelines
		Article 103 of the Guidelines

authorities or the Articles of Association during the course of performing his duties shall be liable for indemnification to any loss so caused to the Company.

Article 140 The Company shall have independent directors who shall act in accordance with laws, administrative regulations, and rules of regulatory authorities.

Article
104 of the
Guidelines

Independent director of the Company refers to a director who holds no position other than as a director of the Company, has no connection with the Company and its substantial shareholders (defined as shareholders severally or jointly holding 5% or more interests in total number of shares in the Company with voting rights) which might hamper his independent and objective judgment, and complies with the requirements on independence as stipulated in the rules of the stock exchange(s) on which the Company's shares are listed.

Independent directors are subject to provisions regarding the qualifications and obligations of directors as set out in these articles of association and the relevant provisions of the regulations of the jurisdiction where the Company is listed.

The Company's Board of Directors shall consist of at least one third of independent directors, and shall have at least three independent directors, including at least one accounting professional. Where independent directors are unqualified for being independent or other circumstances arise making them unqualified for performing duties, resulting in insufficient independent directors of the Company as required by the Articles of Association, the Company shall add additional independent directors in accordance with applicable regulations.

Independent directors shall have the following special powers in addition to those vested to directors of the Company by the Company Law and other laws, administrative regulations, rules of regulatory authorities and the Articles of Association:

- (i) material related party transactions (as determined based on the criteria issued by the competent regulator from time to time) shall be submitted to the Board for deliberation after the approval of the independent directors; before rendering their judgment, independent directors may engage an intermediary organization to issue an independent financial consultant report for use as a basis for rendering their judgment.
- (ii) proposing the engagement or dismissal of an accounting firm to the Board;
- (iii) proposing to the Board the calling of an extraordinary general meeting;
- (iv) proposing the calling of meetings of the Board;
- (v) openly soliciting shareholders' voting rights before the holding of a general meeting.
- (vi) independently engaging external auditors and consultants to audit and consult on specific matters of the Company.

Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (i) to (v) above and shall seek the consent of all the independent directors before exercising the power under (vi) above.

Article 141	The Company establishes the Board of Directors, which is accountable to the general meeting. Board of directors consists of eleven (11) directors, of which external directors (referring to directors who do not hold a post in the Company, the same below) shall account for over half of the total directors and there shall be at least 3 independent directors which shall account for no less than one third of the total directors.	Article 86 of the Mandatory Provisions Article 6 of the Opinions Article 105, Article 106, Article 107 and Article 111 of the Guidelines
-------------	---	--

The Board of Directors consists of one chairman and one vice chairman, all of which shall be elected by a simple majority of votes of all directors.

The Board of Directors shall set up the audit committee, the remuneration committee and the nomination committee, and to meet needs, the executive committee, the strategy committee and relevant specialized committees. The specialized committees shall be responsible to the Board of Directors and shall perform their duties as stipulated in the Articles of Association and as authorized by the Board of Directors. Proposals shall be submitted to the Board of Directors for consideration and approval. All members of the specialized committees shall be directors, and independent directors shall account for the majority of members of the audit committee, the nomination committee and the remuneration committee, and shall serve as the chairmen. The chairman of the audit committee shall be an accounting professional. The Board of Directors shall be responsible for formulating the rules of procedures for the specialized committees to regulate their operations.

Article 142	The Board is accountable to the shareholders' general meeting and shall exercise the following powers:	Article 88 of the Mandatory Provision Article 107 of the Guidelines
-------------	--	---

- (i) to be responsible for the convening of the shareholders' general meeting and to report on its work to the shareholders' general meeting;
- (ii) to implement the resolutions of the shareholders' general meetings;
- (iii) to decide on the Company's business plans and investment plans;
- (iv) to formulate the Company's annual budget and final financial accounts;
- (v) to formulate the Company's profit distribution plan and plan for making up losses;
- (vi) to formulate plans for the Company's proposals for increases or reductions of its registered capital and the issue of and listing of corporate debentures or other securities;
- (vii) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form;

- (viii) to determine matters relating to the Company's external investment, asset acquisition and disposal, asset pledge, asset management mandate, related party transactions, external guarantee and external donation within the authorisation of the general meeting;
- (ix) to determine the establishment of the Company's internal management structure;
- (x) to determine the appointment or dismissal of the Company's president and the secretary of the Board and other senior officers and decide on their remunerations, rewards and penalties; and pursuant to the president's nominations to determine the appointment or dismissal of the vice presidents, the chief financial officer, the chief digital officer, the general counsel and other senior officers of the Company and decide on their remuneration rewards and penalties;
- (xi) to establish the Company's basic management system, including basic compliance management system;
- (xii) to formulate proposals for any amendment to the Company's Articles of Association;
- (xiii) to deal with information disclosure of the Company;
- (xiv) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company;
- (xv) to receive work report submitted by the president, to review his performance and to appraise effectiveness of the compliance management of the Company;
- (xvi) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities, listing rules of the stock exchange(s) on which the Company is listed or the Articles of Association and conferred by the shareholders at general meetings.

Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for consideration.

Except the Board's resolutions in respect of the matters specified in the above items (vi), (vii) and (xii), which shall be passed by two-thirds or more of the Directors, the Board resolutions in respect of all other matters may be passed by more than half of the directors unless otherwise expressly specified in the listing rules of the jurisdiction where the Company is listed or the Articles of Association. The resolution in respect of the external guarantees shall be approved by more than half of all members of the Board and signed by more than two-thirds of the directors present at the meeting of the Board of Directors.

No resolution on any related party transaction of the Company shall be valid unless it is signed by the independent directors.

Article 6 of
the Opinions

Article 143 Prior to making decisions on material issues of the Company, the Board shall first seek the opinions of the Party Committee.

Article 144 The Board of Directors shall give explanations to the general meeting in respect of non-standard audit opinions issued by certified public accountants

Article
108 of the

	regarding financial reports of the Company.	Guidelines
Article 145	The Board shall formulate the rules of procedure for Board of Directors to ensure its implementation of the resolutions passed at the general meeting to enhance efficiency and to ensure scientific decision-making. Such rules of procedure, as one of the appendices to the Articles of Association defining the convening and voting procedure of board meetings, shall be formulated by the Board and subject to approval by the general meeting.	Article 109 of the Guidelines
Article 146	<p>The Board shall not, without the prior approval of shareholders in a general meeting, dispose or agree to dispose of, any fixed assets of the Company where the aggregate of the expected value of the proposed disposition, and the value given for any such disposition of any fixed assets of the Company that has been completed in the period of four(4) months immediately preceding the proposed disposition, exceeds 33 percent of the value of the Company's fixed assets as shown in the last balance sheet placed before the shareholders' general meeting.</p> <p>The disposition of fixed assets referred to in this Article shall include the transfer of the interests in certain assets, excluding the provision of fixed assets as security.</p> <p>The validity of a disposition by the Company of its fixed assets shall not be affected by the breach of the first paragraph of this Article.</p>	Article 89 of the Mandatory Provisions
Article 147	<p>In making decisions on issues such as external investment, asset acquisition and disposal, asset mortgage or pledge, external guarantee, asset management mandate, related party transactions and external donation, the Board shall establish strict examination and decision making procedures; and organise relevant experts and professionals to make assessments on major investment projects. The aforesaid matters, if subject to consideration at the general meeting under relevant laws and regulations or the regulations of the jurisdiction where the shares are listed, shall be approved by the Board before submitting to the general meeting for approval.</p> <p>Directors and senior management of the Company shall prudently treat and strictly control the risks of debt arising from the external guarantee. If the Company suffers losses due to violation of the approval authority and review procedures for the external guarantee by directors and senior management of the Company, the responsible directors and senior management shall be liable for compensation for the losses arising from the violation or improper external guarantee in accordance with the laws. The Supervisory Committee or eligible shareholders of the Company may file a lawsuit in accordance with the requirements under the Articles of Association; if it is suspected of violation of laws, the case shall be referred to the judicial authorities.</p>	Article 4 of the Opinions Article 42 and Article 110 of the Guidelines
Article 148	<p>The chairman of the Board shall exercise the following powers:</p> <ul style="list-style-type: none"> (i) to preside over shareholders' general meetings and to convene and preside over meetings of the Board of directors; (ii) to supervise and review the implementation of the Board resolutions; (iii) to sign the securities issued by the Company; and 	<p>Article 90 of the Mandatory Provisions</p> <p>Article 112 and Article 113 of the Guidelines</p>

- (iv) to exercise other powers as granted by the Board.

The Vice Chairman shall assist the Chairman in performing his duties. If the Chairman is unable or fails to perform his duties, such duties shall be performed by the Vice Chairman. If the Vice Chairman is unable or fails to perform his duties, a director shall be elected jointly by half or more of all directors to perform such duties.

Article 149 Board meetings include regular meetings and extraordinary meetings. Meetings of the Board shall be held at least twice every year and convened by the chairman of the Board. Notice of the meeting shall be served on all of the Directors ten (10) days before the date of the meeting. In case of any urgent matters, upon requisition by the chairman or by more than one-third of the directors or by the president, an extraordinary meeting of the Board may be held, notwithstanding the time limit set forth in the aforesaid notice of the meeting.

Article 91 of the Mandatory Provisions Article 114 and Article 115 of the Guidelines

The Chairman of the Board shall convene an extraordinary board meeting within ten (10) days if:

- (i) it is proposed by shareholders holding more than one-tenth of the Company's voting shares;
- (ii) it is proposed by more than one-third of the Directors;
- (iii) it is proposed by the Supervisory Committee;
- (iv) the Chairman of the Board deems it necessary;
- (v) it is proposed by the president;
- (vi) other circumstance specified in laws, administrative regulations and these Articles of Association arises.

Article 150 The notice of the Board meeting shall be given in the following manner:

- (i) if the date, the time and the venue of the regular meetings of the Board have been fixed by the Board in advance in accordance with Article 149 hereof, no notice is required;
- (ii) if the date, the time and the venue of a meeting have not been fixed in advance, the directors, supervisors, president and secretary of Board of Directors shall be informed of the same by telex, telegraph, fax, courier or registered post or through the persons specially assigned for this purpose at least 10 days in advance, unless otherwise provided in Article 149;
- (iii) where the circumstance is urgent and it is necessary to hold a temporary meeting of the Board of Directors, the notice on the meeting may be circulated at any time by phone or any other oral means, but the convener shall make explanations at the meeting and relevant matters shall be recorded in the minutes of the meeting.

Article 92 of the Mandatory Provisions Article 116 of the Guidelines

Article 151 A written notice of board meeting shall include:

Article 117 of
the Guidelines

- (i) time and venue of the meeting;
- (ii) the form of the meeting;
- (iii) duration of the meeting;
- (iv) the reasons for holding the meeting and the topics to be discussed thereat;
- (v) date on which the notice is sent, contact person and means of contact.

A notice given orally shall, at minimum, include the particulars set forth in items (1) and (2) above and an explanation to the effect that circumstances are urgent and an extraordinary board meeting needs to be held as soon as possible.

Notice of meetings shall be served in Chinese, with an English translation attached thereto when necessary, and in each case accompanied by a meeting agenda. Any director may waive his or her right to receive notice of a board meeting.

Article 152 In strict compliance with the required procedures, all executive and external directors shall be notified about the material matters that shall be decided by the Board of Directors as stipulated in Article 150, and sufficient materials shall be provided at the same time. Directors may request for supplementary information. If more than one-fourth of the directors or more than two external directors consider that the information provided is not sufficient or the supporting arguments are not clear, they may jointly propose to postpone the meeting or postpone the discussion of certain matters on the agenda of the meeting and the Board of Directors shall accept such proposal. The directors who advise postponing the vote shall put forward clear requirements of the conditions for resubmitting such proposal for review.

Article 3 of
the Opinions

If a director attends a meeting but he does not object or before the meeting that he has not received any notice, he shall be deemed as having been given the notice of the meeting.

Article 153 Meetings of the Board of Directors shall be held only if half or more than half of the Directors (including the directors who are appointed in writing as the proxies of other directors pursuant to Article 154 herein) are present. Each Director shall have one vote. The Board may pass resolutions only upon a majority vote of all the Directors attended in the meeting unless otherwise provided in the Articles of Association. Where the number of votes cast for and against a resolution is equal, the chairman of the Board of Directors shall have a casting vote.

Article
93 of the
Mandatory
Provisions
Article
118 of the
Guidelines

The supervisors may attend the meetings of the Board of Directors as non-voting participants, and the president and the secretary of the Board of Directors who do not hold the concurrent post of the director shall attend the meetings of the

Board of Directors as non-voting participants. The general counsel shall attend the meeting as a non-voting participant and give legal opinions in case of any legal issues involved in the deliberation of the board of directors. When the Chairman of the Board of Directors deems necessary, other relevant persons may be notified to attend the meetings of the Board of Directors as non-voting participants.

Article 154 Any Board meeting shall be attended in person by its chairman. Where he is unable to attend any Board meeting in person for any reasons, the chairman may in writing ask another director to attend the meeting on his behalf. The proxy form shall specify the scope of such authorization. The power of attorney shall indicate the names of the principal and the proxy, matters delegated, the scope of authority and valid term, the directions for the voting intentions of proposal by the principal, and the signature by the principal, the date, etc.

Article
94 of the
Mandatory
Provisions
Article
121 of the
Guidelines

The director attending the meeting on behalf of the chairman shall exercise the rights of a director within the scope of the authorization. Any director failing to attend a board meeting and failing to appoint a proxy to attend in his stead shall be deemed as having abstained from voting in the meeting.

All the costs and expense incurred by the directors for attending the Board meetings shall be reimbursed by the Company. Those costs and expense shall include the expense for traveling to the venue of the meeting from the places where the directors are located and the expense on meals and accommodation during the period of the meeting. The rent of the venue of the meeting, the local traveling expense and other miscellaneous costs and expense shall be borne by the Company.

Article 155 The chairperson of the meeting shall call directors participating in the meeting to make decisions promptly after the full discussion of each proposal. The decisions on the meetings shall be made by “one person, one vote” in the form of disclosed ballot or in writing. The voting intentions of the directors shall be classified as agreement, disagreement and abstention. The participating directors shall choose one of the above intentions; failing to make choice or choosing more than two intentions simultaneously, the relevant directors shall be required by the Chairman of the meeting to make a choice again; and the relevant director who refuses to make a choice shall be regarded as an abstainer. The director who leaves the meeting place halfway without making a choice shall be regarded as an abstainer.

Article
120 of the
Guidelines
Article
119 of the
Guidelines

Meetings of Board of Directors (including video conferences) shall be voted through disclosed ballot. Where directors attend meeting through teleconference or telecommunication equipment, as long as all directors participating in the meeting can hear and communicate with each other clearly, all such directors shall be deemed to be present in person at the meeting. Provided that the directors have fully expressed their views, the meeting of Board of Directors may be convened by means of communication and resolution(s) may be made at such meeting, and the directors attending the meeting shall sign accordingly.

The Board may accept that a written resolution can be circulated instead of convening a meeting. However, the draft of the resolution shall be delivered to each director by hand, by mail, by cable or by fax. If the Board has circulated the resolution to all directors and the number of directors who have signed the resolution to show their agreement has reached the quorum for making a decision, the resolution so passed shall, upon being delivered to the secretary of

the Board, become a resolution of the Board and no meeting shall be convened.

Where a director is related to a company involved in a resolution at the meeting of Board of Directors or shall avoid voting in accordance with the listing rules of the stock exchange where the Company is listed, the director may not exercise his or her voting right for the resolution or exercise voting right on behalf of other directors and the Board of Directors may not resolve matters by way of written resolution in lieu of the convening of a Board meeting. The meetings of the Board of Directors may be convened with the attendances of the majority of the unrelated directors, and the formed resolutions shall be passed by unrelated directors. If the unrelated directors attending the meeting are less than three (3), such matters shall be submitted to the general meeting for review.

Article 156 The Board of Directors shall keep minutes of all decisions on matters considered by the convened and the unconvened board meetings in the Chinese language. The opinions of the independent directors shall be specified in the resolutions of the Board meetings. The minutes of each Board meeting shall be delivered to all directors for their comments as soon as possible. Directors who wish to amend or supplement the minutes shall, within one week upon receipt of the minutes, deliver their proposed amendments to the Chairman. After the minutes have been finalized, directors who were present at the relevant meeting, secretary of the Board and the person who recorded the proceedings of the relevant meeting shall sign the minutes. The minutes of the Board meetings shall be kept at the address of the Company in the PRC. A full copy of the minutes of shall be delivered to each director as soon as possible.

Article
95 of the
Mandatory
Provisions

Article 6 of
the Opinions
Article 122,
and Article
123 of the
Guidelines

Minutes of meetings of the Board of Directors shall contain the following particulars:

- (i) the date and venue of the meeting and the name of the convener;
- (ii) the names of the attending directors and the names of the directors (proxies) attending the meeting upon appointment by other directors;
- (iii) the meeting agenda;
- (iv) the gist of the statements;
- (v) the voting method for, and outcome of, each matter that was the subject of a resolution (the results of the vote shall state the number of votes for, votes against and abstentions).

The Directors shall accept responsibility for the Board resolutions. Where the Board resolutions are in breach of laws, administrative rules or the Articles of Association resulting in heavy losses to the Company, the Directors involved in the resolutions shall keep the Company indemnified, unless they have been proved to have raised objection to such resolutions, and this has been noted in the minutes.

Minutes of board meetings shall be kept as the Company's archives for at least ten (10) years.

Chapter 11

The Secretary of the Board

Article 157	The Company shall have one secretary of the Board, who shall be a senior officer of the Company.	Article 96 of the Mandatory Provisions
	The Board may, pursuant to its needs, establish the secretariat of the Board.	Article 133 of the Guidelines
Article 158	The secretary of the Company's Board shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the Board.	Article 97 of the Mandatory Provisions Measures for the Management of Secretaries of the Board

The major responsibilities of the secretary of the Board are as follows:

- (i) to assist the directors in handling the routine work of the Board; to continuously provide the directors with, to remind them of, and to ensure that they understand the laws and regulations, the policies and the requirements of the domestic and the overseas regulatory authorities on the business operation of the Company; to assist the directors and the president in complying with the domestic and the overseas laws and regulations, these Articles of Association and other pertinent rules and regulations when they exercise their powers;
- (ii) to arrange and prepare the documents of the Board meetings and the general meetings of the shareholders; to keep proper records of the proceedings of those meetings; to ensure that the decisions made on those meetings will be in compliance with the legal procedure; and to oversee the execution of the resolutions of the Board meetings;
- (iii) to arrange and coordinate the disclosure of the information; to maintain the relationship with the investors; and to enhance the transparency of the Company;
- (iv) to participate in raising finance in the capital market; and
- (v) to deal with and maintain a good relationship with the intermediaries, the regulatory authorities and the mass media.

The scope of the duties of the secretary of the Board is as follows:

- (i) to arrange and prepare the board meetings and the general meetings of the shareholders; to prepare the materials of the meetings; to handle the routine work of the meetings; to record the proceedings of the meetings; to ensure the accuracy of the records; to keep the documents and the records of the meetings; to take active steps to oversee the execution of the resolutions; and to report any important issue arising out of the execution to the Board and to put forward any recommendation.
- (ii) to ensure that the relevant procedure will be strictly followed when any important matter is decided by the Board; at the request of the Board, to participate in the consultation and the analysis of the matters to be decided by the Board and to provide opinions and recommendations; and to handle other routine work of the Board and its committee.

- (iii) to liaise the securities regulatory authorities on the Company's behalf; to prepare and promptly deliver such documents as may be required by the regulatory authorities; and to receive and finish such tasks as may be communicated by the regulatory authorities.
- (iv) to coordinate and arrange the disclosure of the information of the Company; to establish a sound disclosure system; to attend the meetings relating to the disclosure; and to be promptly aware of the material business operating decisions of the Company and other relevant information.
- (v) to keep confidential the Company's price-sensitive information and establish effective confidentiality systems and measures; to take necessary remedial measures such as explanation and clarification in a timely manner in case of any divulgence of the Company's price-sensitive information due to any reason, and notify the regulatory authorities in overseas jurisdictions where the Company is listed and the CSRC.
- (vi) to be responsible for investor relation management and to improve the Company's mechanism for investor communication, reception and services.
- (vii) to coordinate reception of visitors, maintain relationship with the media, coordinate replies to enquiries from the public, and arrange for the reporting of relevant matters to the CSRC.
- (viii) to assist the Board in formulating the Company's capital market development strategy, planning or implementing the Company's refinancing in the capital market or mergers and acquisitions.
- (ix) to ensure that the Company's register of shareholders is duly kept and to ensure that persons with the right to receive relevant Company records and documents receive such records and documents in a timely manner; to be responsible for the Company's equity management, including: maintenance of the shareholding information of the Company's shareholders, matters related to restricted shares, provoking the directors, supervisors, senior management and other related personnel of the Company to comply with the relevant shares trading requirements of the Company as well as other equity management matters.
- (x) to assist the directors and the president in their compliance with domestic and foreign laws, regulations, these Articles of Association and other relevant regulations when they are exercising their functions and powers; when becoming aware that the Company has adopted or could adopt a resolution that violates relevant regulations, the secretary is under obligation to make the same known and has the right to truthfully report the same to the CSRC and other regulators.
- (xi) to coordinate the provision of necessary information and data to the Company's Supervisory Committee and other review organizations when they are performing their monitoring functions and to assist in the investigations of the performance by the Company's Financial Controller, the Company's directors and the president of their fiduciary duties.

(xii) to organise trainings for directors, supervisors and senior management of the Company on relevant laws and regulations and relevant rules of the Shanghai Stock Exchange, and to assist the aforementioned personnel in understanding their respective responsibilities in information disclosure.

(xiii) to supervise directors, supervisors and senior management to abide by laws and regulations, relevant rules of the Shanghai Stock Exchange and these Articles of Association, and earnestly fulfill their commitments; to remind the Company, directors, supervisors and senior management and to report to the Shanghai Stock Exchange immediately and truthfully if knowing the Company, directors, supervisors and senior management have made or may make resolutions in violation of relevant regulations.

(xiv) to be responsible for the management of changes in the Company's shares and derivatives.

(xv) to perform other functions and powers granted by the Board and other functions and powers required in the place where the Company is listed overseas.

Article 159 A Director or any other senior management of the Company may concurrently act as secretary to the Board. The accountant whose firm is engaged by the Company shall not act as secretary to the Board.

Article
98 of the
Mandatory
Provisions

In the case of the secretary to the Board being a director, this person shall not act in both capacities when it requires to be done by a director and a secretary as separate roles.

Article 160 The secretary of the Board shall comply with the relevant provisions of these Articles of Association and shall perform his duties diligently.

The secretary of the Board shall assist the Company in complying with the relevant laws of the PRC and the rules of the stock exchanges on which the shares of the Company are listed.

Chapter 12

Party Committee

Article 161 The Company shall set up the Party Committee, which shall consist of one secretary, and several members of the Party Committee. The Chairman (President) and the party secretary shall be held by the same person in principle. Eligible Party members are allowed to serve as members of the Board, the supervisors committee and management through legal procedures. The eligible Party Committee members in the Board, the supervisors committee and management are allowed to join the Party Committee in accordance with relevant provisions and procedures. At the same time, the Company shall establish the Discipline Committee according to the provisions.

Article 162 The Party Committee shall discharge its duties in accordance with the provisions under the Constitution of the Communist Party of China.

(i) To guarantee and supervise the implementation of policies and guidelines of the Party and the state in the Company, implement material strategic decisions of the Party Central Committee and the State Council and make deployment for the relevant material works of the Party Committee of

State-owned Assets Supervision and Administration Commission of the State Council and superior Party organisation.

- (ii) To insist on the combination of the principles of management of cadres by the Party and the selection of operation managers by the Board according to laws and execution of the right of employment by the operation managers. The Party Committee shall consider and propose opinions and suggestions on the candidates as nominated by the Board or president, or nominate candidates to the Board or president, and, together with the Board, conduct investigation on the candidates to be appointed and collective research to raise opinions and suggestions.
- (iii) To study and discuss reform, development and stability, material operation and management issues and other material issues involving staff's immediate interests of the Company, and propose opinions and suggestions thereon.
- (iv) To shoulder the main responsibility for the overall strictness in administering the party, lead the Company in terms of ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of labour union, the Communist Youth League and other groups, and lead the construction of the Party conduct and of an honest and clean government and support the Discipline Committee in its performance of supervision responsibility.

Chapter 13

President

Article 163 The Company shall have one president, who shall be appointed or dismissed by the Board.

Article
99 of the
Mandatory
Provisions

The Company shall have certain vice presidents, a chief financial officer, a chief digital officer, a general counsel and certain senior officers (based on the needs of work), who shall assist the president in his work. The vice presidents, the chief financial officer, the chief digital officer, the general counsel and other senior officers shall be nominated by the president and appointed or dismissed by the Board.

Articles 124,
126, 127
and 132 of
the
Guidelines

The term of office of the president is three (3) years, renewable upon re-election.

Persons assuming administrative offices other than director and supervisor in the controlling shareholder of the Company shall not serve as senior officers of the Company.

The senior officers of the Company shall only receive remuneration from the Company, not from the controlling shareholders on behalf of the Company.

The Company shall enter into engagement contracts with the senior officers to clarify the rights and obligations between both parties. The appointment and dismissal of senior officers shall comply with the statutory procedures, and be disclosed in a timely manner.

Article 164	<p>The president shall be accountable to the Board and exercise the following powers:</p> <ul style="list-style-type: none"> (i) to be in charge of the Company's operation and management and to organize the implementation of the resolutions of the Board, and to report to the Board; (ii) to organize the implementation of the Company's annual business plan and investment plan; (iii) to sign contracts and agreements on the Company's behalf and to sign off the documents in connection with the routine administrative work; (iv) to draft plans for the establishment of a internal management organization in the Company; and pursuant to the needs of the operation, to decide on the general adjustments to the internal structure of the Company; (v) to draft the Company's basic management system; (vi) to formulate basic rules and regulations for the Company; (vii) to propose the appointment or dismissal of the Company's vice president(s), the chief financial officer, the chief digital officer, the general counsel and other senior officers; (viii) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board; and (ix) to exercise other powers conferred by the Articles of Association and the Board. 	<p>Article 100 of the Mandatory Provisions</p> <p>Article 128 of the Guidelines</p>
Article 165	<p>The president may attend the Board meetings and shall have the right to receive the notices and the relevant documents of the meetings. If the president is not a director, he shall have no right to vote in the Board meetings.</p>	<p>Article 101 of the Mandatory Provisions</p>
Article 166	<p>The president shall formulate the work rules, subject to the approval by the Board before implementation.</p> <p>The work rules for the president shall include the following:</p> <ul style="list-style-type: none"> (i) conditions, procedures and participants of the president's meetings; (ii) specific duties and the assignment of responsibility for the president and other senior officers; (iii) usage of capital and assets, authorities to enter into major contracts, and the systems for reporting to the Board and the supervisory committee; (iv) other matters deemed as necessary by the Board. 	<p>Article 128 of the Guidelines</p> <p>Articles 129 and 130 of the Guidelines</p>
Article 167	<p>The president may request to resign before expiry of his term of office. The procedures and formalities of such resignation shall be governed by the employment contract between the president and the Company.</p>	<p>Article 131 of the Guidelines</p>

Article 168	The president, the vice president, the chief financial officer, the board secretary, the chief digital officer, the general counsel and other senior officers, in performing their functions and powers, shall act honestly and diligently and in accordance with laws, administrative regulations and these Articles of Association. If the senior officers of the Company violates the laws or breaches the Articles of Association in the course of performing duties, which causes losses to the Company, the senior officers shall be liable for damages.	Article 102 of the Mandatory Provisions Article 134 of the Guidelines
-------------	--	---

Article 169	Senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If any senior officers of the Company causes damage to the interests of the Company and its public shareholders due to failure in faithfully performing his/her duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.	Article 135 of the Guidelines
-------------	--	-------------------------------

Chapter 14

Supervisory Committee

Article 170	Directors, president, vice president, chief financial officer, the board secretary, the chief digital officer, the general counsel and other senior officers of the Company shall not serve concurrently as supervisors.	Article 106 of the Mandatory Provisions Article 136 of the Guidelines
-------------	--	---

Article 171	The term of office of supervisors is three years, renewable upon re- election at its expiry. In the event that the term of a supervisor falls upon maturity whereas new member of the supervisory committee is not re-elected in time or the resignation of any supervisor results in the number of members of the supervisory committee falling below the quorum, the existing supervisor shall continue to perform his duties in accordance with laws, administrative regulations and the Articles of Association until the re-elected supervisor assumes office.	Articles 138 and 139 of the Guidelines
-------------	---	--

Article 172	Supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Company, and shall sign a written confirmation of the periodic report.	Articles 140, 141, 142 and 143 of the Guidelines
-------------	---	--

Supervisors may attend board meetings as non-voting participants, and make enquiry or suggestion regarding matters to be resolved thereat.

Supervisors shall not use their relationship to prejudice the Company's interests, and shall be liable for indemnification to any loss so caused to the Company.

A supervisor who violates any laws, administrative regulations, rules of regulatory authorities or the Articles of Association during the course of performing his duties shall be liable for indemnification to any loss so caused to the Company.

Article 173	The Company shall have a Supervisory Committee. The Supervisory Committee is a standing supervisory organization of the Company. It shall supervise the	Article 103 of the
-------------	---	--------------------

	Board, its members, the president, the vice president, the chief financial officer, the chief digital officer, the general counsel and the board secretary and prevent them from abusing their powers and infringing the legal rights and interests of the shareholders, the Company and the Company's employees.	Mandatory Provisions
Article 174	<p>The supervisory committee shall be composed of 5 members, of which 1 shall be the shareholder representative, 2 employee representatives of the Company and 2 independent supervisors. The employee representative supervisors shall account for at least one third of the total members of the supervisory committee, and the external supervisors (which shall refer to the supervisors who do not take any office in the Company, including independent supervisors) shall account for at least half of the members of the supervisory committee. The supervisory committee shall have one chairman, and the supervisor shall have the term of office of three years and may be re-elected if re-appointed.</p> <p>The appointment or the dismissal of the chairman of the Supervisory Committee shall be passed by more than 2/3 of the members of the Supervisory Committee.</p>	<p>Article 104 of the Mandatory Provisions Article 7 of the Opinions Article 5 of Zheng Jian Hai Han Article 144 of the Guidelines</p> <p>Section 1(d) (i) of Part D of Appendix 13 of the Listing Rules</p>
Article 175	<p>Appointment and removal of supervisors who are not appointed from employee representatives shall be subject to election at the general meeting, while appointment and removal of employee representatives in the supervisory committee shall be subject to democratic election of the staff through employee representatives' meeting, staff meeting or otherwise by democratic election.</p> <p>The Supervisory Committee may establish an office to handle its routine work as required.</p>	<p>Article 105 of the Mandatory Provisions Article 7 of Opinions Article 144 of the Guidelines</p>
Article 176	<p>The chairman of the supervisory committee shall be responsible for the execution of duties of the Board. The chairman of the supervisory committee shall convene and preside over the supervisory committee meetings; where the chairman is unable to fulfill his duties by convening the meeting, one supervisor jointly appointed by more than half of supervisors shall convene and preside over the meeting.</p> <p>The supervisory committee meetings are categorized into regular meetings and interim meetings. The supervisory committee shall hold at least one regular meeting in the first and the second half of each year respectively, which shall be convened by the chairman of the supervisory committee. Upon the nomination of any supervisor, interim supervisory committee meeting may be held.</p> <p>No supervisory committee meeting may be held unless attended by half of supervisors. Where any supervisor refuses to or fails to attend the meeting, which results in the failure of existence of a statutory quorum in such meeting, other supervisors shall timely report the same to the general meeting or applicable state regulatory organs.</p>	<p>Article 107 of the Mandatory Provisions Article 146 of the Guidelines</p>
Article 177	<p>The supervisory committee shall be accountable to the general meeting, and shall exercise the following powers according to law:</p> <p>(i) to review and provide written opinions on the regular reports of the</p>	<p>Article 108 of the Mandatory Provisions Article 145</p>

	Company prepared by the Board;	of the Guidelines
	(ii) to examine the Company's financial situation;	
	(iii) to supervise the work of directors and senior management and to propose removal of directors and senior management who have violated laws, administrative regulations, the Articles of Association or resolutions of general meetings;	
	(iv) to demand rectification from a director, president or any other senior officer when the acts of such persons are harmful to the Company's interest;	
	(v) to conduct investigation on any abnormality identified in the Company's business operation or any doubt in financial information such as financial report, business report and profit distribution plan to be submitted by the Board to the general meetings; to engage experts including accounting firm and law office to provide professional assistance, when necessary, at costs of the Company;	
	(vi) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board fails to perform such duties as specified by the Company Law;	
	(vii) to deal with and sue directors on the behalf of the Company; and sue directors, senior management pursuant to Article 149 of the Company Law;	
	(viii) to put forward proposals to general meetings;	
	(ix) other duties and powers specified by the Articles of Association.	
Article 178	The supervisory committee shall formulate the rules of procedure for supervisory committee, specifying the consideration method and voting procedures of meetings in order to ensure its work efficiency and proper decision making. Such rules of procedure, as one of the appendices to the Articles of Association defining the convening and voting procedure of meetings of the supervisory committee, shall be formulated by the supervisory committee, subject to approval by the general meeting.	Article 147 of the Guidelines
Article 179	The supervisory committee shall keep minutes of the decisions on matters discussed at the meetings and supervisors who attended the meeting shall sign the minutes of the meeting. The meeting minutes shall include the following: <ul style="list-style-type: none"> (i) numbering and session, time and venue of the meeting; (ii) convener and chair of the meeting; (iii) attendance of the meeting; (iv) agenda of the meeting; (v) the proposals considered at the meeting; the gist of speech, key opinions on relevant matters and voting intents for the proposals of 	Article 148 of the Guidelines

supervisors;

- (vi) voting method and result in respect of each proposal (provide the number of votes of “for”, “against” and “abstain” respectively);
- (vii) other matters to be recorded in the opinion of the attending supervisors.

Meetings minutes shall be signed and confirmed by the attending supervisors. Supervisors shall have the right to request a certain statement in respect of his or her speech at the meeting recorded in the minutes. Where a supervisor holds different opinions on the minutes, written explanation may be made upon signing. If necessary, it shall be timely reported to regulatory authorities or announced through public statements.

Where a supervisor neither signs as required by the preceding paragraph nor provides the written explanation for his different opinions or reports to regulatory authorities or gives public statement, the said supervisor shall be deemed as agreeing with the minutes.

Meetings minutes of the supervisory committee shall be kept as the archives of the Company for no less than ten years.

Article 180

The notice of a meeting of the supervisory committee shall contain the following:

- (i) the date, venue and duration of the meeting;
- (ii) subjects and the matters proposed to be considered;
- (iii) the date of issuing the notice.

Article
149 of the
Guidelines

Article 181

The onsite meetings of the supervisory committee (including video meetings) may conduct voting by a show of hands or disclosed ballot. If a Supervisor participates in the onsite meeting through telephone or similar communication equipment, as long as he can make himself heard by the other participants at the meeting and can communicate with them, the Supervisor shall be deemed to be present at the meeting in person. Subject to the protection of supervisors’ rights to sufficiently express their views, the voting on supervisory committee meetings shall be conducted and resolutions made via communication devices, which shall be signed by participating supervisors. The voting procedures via communication devices shall provide for the valid period of voting, and any supervisor failing to express his view within such specified period shall be deemed to have waived his right.

Article
109 of the
Mandatory
Provisions
Article 6 of
Zheng Jian
Hai Han
Section 1(d)
(ii) of Part D
of Appendix
13 of the
Listing Rules

“One person one vote” principle shall be observed in the voting on the supervisory committee meetings, which voting shall be conducted via the means of vote of record or in writing or otherwise. The voting of a supervisor shall be categorized into assent, dissent and abstention. Every participating supervisor shall vote by choosing one of those options, and in the absence of such choice or in the case of choosing two or more options, the meeting chairman shall request such supervisor to make a choice again. If such supervisor refuses to do so as required, he shall be deemed to have waived his right in that regard; any participating supervisor withdrawing from the meeting without returning and without choosing any option shall be deemed

to have waived his right.

Any supervisory committee meeting resolution shall be adopted by the affirmative vote of more than two thirds of all supervisors.

Article 182	Reasonable expenses incurred in exercising the functions and powers by the Supervisory Committee in the appointment of lawyers, registered accountants or practicing auditors and other professionals shall be borne by the Company.	Article 110 of the Mandatory Provisions
Article 183	Supervisors shall faithfully carry out their duties as supervisors in accordance with the laws, administrative regulations and provisions of these Articles of Association and perform their duties faithfully.	Article 111 of the Mandatory Provisions

Chapter 15

Qualification and Obligations of Directors, Supervisors, Presidents, and Other Senior Officers of the Company

Article 184	<p>None of the following persons may serve as a director, supervisor, Presidents, or senior officers of the Company:</p> <ul style="list-style-type: none">(i) a person without civil or with restricted capacity for civil conduct;(ii) a person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging of the social economic order and has been punished because of committing such criminal offence; or who has been deprived of his political rights, in each case where less than five (5) years have elapsed since the date of the completion of implementation of such punishment or deprivation;(iii) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and he is personally liable for the insolvency of such company or enterprise, where less than three (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 or is ordered to close down due to a violation of the law and who incurred personal liability, where less than three (3) years has elapsed since the date of the revocation of the business licence;(v) a person who has a relatively large amount of personal debts due and outstanding;(vi) a person who is under criminal investigation or prosecution by judicial organs for violation of the criminal law, which is not yet concluded;(vii) a person who is not eligible for enterprise leadership according to laws and administrative regulations;	Articles 125, 136and 137 of the Guidelines Article 112 of the Mandatory Provisions Article 95 of the Guidelines
-------------	--	---

- (viii) a non-natural person; or
- (ix) a person convicted of the contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years has elapsed since the date of the conviction;
- (x) the person is currently subject to the measure of being prohibited from participating in securities market by the CSRC and such barring period has not elapsed;
- (xi) other circumstances specified by the laws, administrative regulations and rules of regulatory authorities or required by the applicable securities regulators and stock exchange(s).

For any election of a director, supervisors, or appointment of president or other senior officers in contravention of the provisions prescribed by this Article, such election or appointment shall be void and null. Where a director, supervisors, president or other senior officers falls into any of the aforesaid circumstances in his term of office, he shall be removed from office.

Article 185	The validity of an act done by a director, the president or any other senior officer on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.	Article 113 of the Mandatory Provisions
Article 186	<p>In addition to obligations imposed by laws and administrative regulations and required by listing rules of the stock exchanges on which Shares are listed, each of the Company's directors, supervisors, president and other senior officers shall be responsible to each shareholder in respect of the following duties, in the exercise of the functions and powers of the Company entrusted to him:</p> <ul style="list-style-type: none"> (i) not to cause the Company to exceed the scope of the business stipulated in its business licence; (ii) to act honestly in the best interest of the Company; (iii) not to expropriate in any guise the Company's property, including (without limitation) usurpation of opportunities advantageous to the Company; (iv) not to expropriate the individual rights of shareholders, including (without limitation) rights to distribution and voting rights, but not including a reorganization of the Company submitted to shareholders' general meeting for approval in accordance with the Articles of Association. 	Article 114 of the Mandatory Provisions
Article 187	Each of the Company's directors, supervisors, president and other senior officers owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Article 115 of the Mandatory Provisions

Article 188	<p>Directors, supervisors, presidents and other senior officers of the Company shall be in compliance with the laws and administrative regulations and shall owe the following duties of care to the Company:</p> <ul style="list-style-type: none"> (i) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license; (ii) to treat all shareholders impartially; (iii) to keep informed of the business operations and management of the Company; (iv) to ensure the information disclosed by the Company is true, accurate and complete within the scope of their duties; (v) to honestly provide the supervisory committee with relevant information, and not to interfere with the supervisory committee or supervisors in performing their duties and powers; (vi) to fulfill other fiduciary obligations stipulated by the laws, administrative regulations, rules of regulatory authorities and these Articles of Association. 	Article 98 of the Guidelines
Article 189	<p>Each of the Company's directors, supervisors, presidents and other senior officers shall exercise his powers or perform his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) their performance of the following obligations:</p> <ul style="list-style-type: none"> (i) to act honestly in the best interests of the Company; (ii) to exercise powers within the scope of his powers and not to exceed those powers; (iii) to exercise the discretion vested in him personally and not to allow himself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in general meeting, not to delegate the exercise of his discretion; (iv) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; (v) except in accordance with the these Articles of Association or with the informed consent of shareholders given in general meeting, not to enter into any contract, transaction or arrangement with the Company; (vi) without the informed consent of shareholders given in general meeting, not to use the Company's property for his own benefit; (vii) not to exploit his position to accept bribes or other illegal income or 	Article 116 of the Mandatory Provisions; Article 97 of the Guidelines

seize the Company's property by any means, including (without limitation) opportunities advantageous to the Company;

- (viii) without the informed consent of shareholders given in the general meeting, not to accept commissions in connection with the Company's transactions;
- (ix) to abide by these Articles of Association, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his own private interests;
- (x) not to exploit his position to advance his own or any other person's private benefits from those business opportunities advantageous to the Company, not to self execute or execute for others the similar business activities, not to compete with the Company in any form unless with the informed consent of shareholders given in general meeting;
- (xi) not to misappropriate the Company's funds and not to open accounts in his own name or other names for the deposit of the Company's assets or funds;
- (xii) not to lend the Company's funds to others or provide a guarantee to a shareholder of the Company or other individuals with the Company's assets in violation of the Articles of Association or without consent of the general meetings or the Board;
- (xiii) not to use his relationship to prejudice the Company's interests;
- (xiv) unless otherwise permitted by informed shareholders in general meeting, not to disclose the Company's secrets without authorization, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other competent governmental authorities is permitted if:
 - (1) the disclosure is required by laws;
 - (2) the disclosure is required by the public interests;
 - (3) the interests of the relevant director, supervisor, president or senior officer are required to be disclosed.
- (xv) to fulfill other fiduciary duty stipulated by the laws, administrative regulations, rules of regulatory authorities and the Articles of Association.

Gains obtained by the directors in violation of this Article shall be counted in the interest of the Company and any loss incurred to the Company shall be compensated.

Article 190

Each director, supervisor, president or other senior officer of the Company shall not cause the following persons or institutions ("associates") to do what he is prohibited from doing:

Article 117
of the
Mandatory
Provisions

- (i) the spouse or minor child of that director, supervisor, president or other senior officer;
- (ii) a person acting in the capacity of trustee of that director, supervisor, president or other senior officer or any person referred to in the preceding paragraph (i);
- (iii) a person acting in the capacity of partner of that director, supervisor, president or other senior officer or any person referred to in paragraphs (i) and (ii) above;
- (iv) a company in which that director, supervisor, president or other senior officer, alone or jointly with one or more persons referred to in paragraphs (i), (ii) and (iii) above and other directors, supervisors, president and other senior officers have a de facto controlling interest; and
- (v) the directors, supervisors, presidents and other senior officers of the controlled company referred to in the preceding paragraph (iv).

Article 191	The fiduciary obligations of the directors, supervisors, president and other senior officers of the Company do not necessarily cease with the termination of their tenure. The obligation of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other obligations may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.	Article 118 of the Mandatory Provisions
Article 192	Except for those circumstances stipulated in Article 63, a director, supervisor, president or any other senior officer of the Company may be relieved of liability for specific breaches of his obligations by the informed consent of shareholders given at a general meeting.	Article 119 of the Mandatory Provisions
Article 193	Where a director, supervisor, president or any other senior officer of the Company has, directly or indirectly, a material interest in a contract, transaction or arrangement entered into or proposed to be entered into by the Company (other than his contract of service), he shall declare the nature and extent of his interest to the Board at the earliest opportunity, whether or not the matters in question are otherwise subject to the approval of the Board.	Article 120 of the Mandatory Provisions

A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates has a material interest nor shall he be counted in the quorum present at the meeting. A close associate has the meaning as ascribed to it under the Listing Rules.

Unless the director, supervisor, president or any other senior officer with an interest makes a disclosure to the Board in the manner just described in the paragraph above and the matter is approved by the Board at a meeting at which he was not counted in the quorum and did not vote, the Company may rescind that contract, transaction or arrangement except as against a bona fide party acting in good faith and without knowing the breach of obligation by that director, supervisor, president or other senior officer.

For the purposes of this provision, a director, supervisor, president or any other senior officer is deemed to have an interest in a contract, transaction or arrangement in which his associates have an interest.

Article 194	If, prior to the date on which the Company first considered the issue of entering into the relevant contract, transaction or arrangement, the director, supervisor, president or any other senior officer gives the Board a notice in writing stating that by reason of the matters stated in the notice, he has an interest in the contract, transaction or arrangement proposed to be entered into by the Company, then that director, supervisor, president or other senior officer shall be deemed to have made a disclosure for the purpose of and in accordance with this section to the extent of the matters disclosed in that notice.	Article 121 of the Mandatory Provisions
Article 195	The Company shall not pay any tax for its directors, supervisors, president and other senior officers in any manner.	Article 122 of the Mandatory Provisions
Article 196	The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan for a director, supervisor, president or any other senior officer of the Company or of the Company's parent company or any of their respective associates.	Article 123 of the Mandatory Provisions

However, the following transactions are not subject to such prohibition:

- (i) the provision by the Company of a loan or a guarantee of a loan to a subsidiary of the Company;
- (ii) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its directors, supervisors, president and other senior officers to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting; and
- (iii) the Company may make a loan to, or provide a guarantee in connection with the making of a loan for, any of the relevant directors, supervisors, president and other senior officers or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the giving of guarantees.

Article 197	A loan made by the Company in breach of the above provisions shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	Article 124 of the Mandatory Provisions
Article 198	A guarantee provided by the Company in breach of the provisions of Article 196(i) shall be unenforceable against the Company, unless: <ul style="list-style-type: none"> (i) the guarantee was provided in connection with a loan to an associate of any of the directors, supervisors, president and other senior officers of the Company or of the Company's parent company and at the time the loan was advanced the lender did not know the relevant circumstances; or (ii) the collateral provided by the Company has been lawfully disposed of 	Article 125 of the Mandatory Provisions

by the lender to a bona fide purchaser.

Article 199	For the purpose of the aforesaid provision, a guarantee includes an undertaking or provision of property by the guarantor to secure the performance of obligations by the obligor.	Article 126 of the Mandatory Provisions
Article 200	<p>In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, president, or any other senior officer of the Company is in breach of his obligations to the Company, the Company has rights to:</p> <ul style="list-style-type: none">(i) claim damages from that director, supervisor, president or other senior officers in compensation for losses sustained by the Company as a result of such breach;(ii) rescind any contract or transaction entered into by the Company with that director, supervisor, president or other senior officers or with a third party (where such third party knows or should know that there is such a breach of obligations by that director, supervisor, president or other senior officers);(iii) demand that director, supervisor, president or other senior officers to account for any and all benefits obtained from breach of his obligations;(iv) recover any monies received by that director, supervisor, president or other senior officers, which should otherwise have been paid to the Company, including (without limitation) commissions;(v) demand payment by that director, supervisor, president or other senior officers of the interest accrued or to be accrued on the monies that should otherwise have been paid to the Company.	Article 127 of the Mandatory Provisions
Article 201	<p>The Company shall, with the prior approval of shareholders in general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated. The aforesaid emoluments include:</p> <ul style="list-style-type: none">(i) emoluments in respect of his service as a director, supervisor or senior officer of the Company;(ii) emoluments in respect of his service a director, supervisor or senior officer of any subsidiary of the Company;(iii) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries; and(iv) payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office. <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be initiated by a director or supervisor against the Company for anything due to him in respect of the above matters.</p> <p>The compensation in relation to early dismissal of directors, supervisors and senior officers stipulated in Articles of Association or relevant contracts shall follow the principle of fairness and shall not damage the legitimate rights and</p>	Article 128 of the Mandatory Provisions

interests of the Company or transfer interests.

Article 202	The contract concerning the emoluments between the Company and its directors or supervisors should provide that, in the event of a takeover of the Company, the Company's directors and supervisors shall, subject to the prior approval of the shareholders in general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement. A "takeover of the Company" referred to in this paragraph means either: (i) an offer made by any person to all the shareholders; or (ii) an offer made by any person with a view to the offeror becoming a controlling shareholder.	Article 129 of the Mandatory Provisions
-------------	--	---

If the relevant director or supervisor does not comply with the provisions of these articles, any sum so received by him shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing such sum pro rata amongst those persons shall be borne by the relevant director or supervisor and not paid out of that sum.

Chapter 16

Financial and Accounting System and Profit Distribution

Article 203	The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and PRC accounting standards formulated by the finance regulatory department of the State Council.	Article 130 of the Mandatory Provisions Article 150 of the Guidelines
Article 204	The Company adopts the calendar year as its financial year, being from the 1st January to 31st December of each calendar year. The Company shall adopt Renminbi as the reporting currency. The accounts shall be prepared in the Chinese language. The Company shall prepare its financial report at the end of each fiscal year and audit the accounts in accordance with the laws.	Article 131 of the Mandatory Provisions
Article 205	The Board of the Company shall place before the shareholders at every annual general meeting such financial reports as are required by any laws and administrative regulations and directives promulgated by regional and central government and competent authorities.	Article 132 of the Mandatory Provisions;
Article 206	The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every shareholders' annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports mentioned in this Chapter. The Company shall deliver the aforementioned reports to shareholders by any means as approved by the stock exchange of the place of listing (including but not limited to mail, email, facsimile, announcement, dissemination through the	Article 133 of the Mandatory Provisions Article 7 of "Zheng Jian Hai Han"

website of the stock exchange of the listing locations of the Company and/or shares of the Company) twenty-one days before the annual general meeting is convened. If the report is sent to each of holders of overseas listed foreign shares by prepaid mail, it shall be sent to the recipient's address shown in the register of members.

Article 207	Financial statements of the Company may be prepared in accordance with the PRC accounting principles or accounting principles of the place where the shares of the Company are listed overseas. In the case of any material inconsistency between financial statements prepared in accordance with the two kinds of accounting principles, the same shall be indicated in such financial statements. In distributing the after-tax profits by the Company for any accounting year, the after-tax profits in such financial statements which are less shall prevail.	
Article 208	The Company shall publish financial reports or other financial information in accordance with the regulatory rules in the place where its shares are listed. The interim results or financial information published or disclosed by the Company may be prepared pursuant to PRC accounting principles or accounting principles of the place where the shares of the Company are listed overseas.	
Article 209	The Company shall deliver and disclose its annual reports to or on the CSRC and the stock exchange within four months from the conclusion of each accounting year. It shall deliver and disclose its interim reports to the branch organizations of the CSRC and the stock exchange within two months from conclusion of the first half of each accounting year. And it shall disclose its quarterly reports in accordance with the time specified by the stock exchange. The Company shall follow other regulations as required by the listing rules in the jurisdiction where its shares are listed. The above periodic reports shall be prepared in accordance with applicable laws.	Article 136 of the Mandatory Provisions; Article 151 of the Guidelines
Article 210	Save for the statutory books of account, the Company will not maintain other books of account. Assets of the Company shall not be maintained by any account opened in the name of an individual.	Article 137 of the Mandatory Provisions; Article 152 of the Guidelines
Article 211	<p>The Company shall allocate 10% of its profits to the statutory reserve of the Company when distributing its after-tax profits for the year, provided that no further appropriation is required if the accumulated statutory reserve exceeds 50% of the registered capital of the Company.</p> <p>If the Company's statutory common reserve fund is not sufficient to make up the Company's loss for the preceding year, before making allocations to the statutory common reserve fund pursuant to the foregoing paragraph, the profits for the relevant year shall be used to make up the loss first.</p> <p>Upon making an allocation to the statutory common reserve fund from the after-tax profits and upon being resolved by the shareholders in the general meeting, the Company may allocate part of the after-tax profits to the discretionary reserve.</p> <p>Upon making up for the losses incurred and allocating to the statutory reserve, the balance of the profits shall be distributed to the shareholders in proportion to their respective shareholding, save for distribution which is not made in proportion to shareholding as specified in these Articles of</p>	Article 153 of the Guidelines

Association.

If the aforementioned regulations are violated at the general meeting where the Company distributes profits to the shareholders prior to making up for losses and allocating to the statutory reserve, the shareholders shall return to the Company the profits distributed as a result of violation of the regulations.

The shares of the Company owned by the Company shall not form part of the profits distribution.

- | | | |
|-------------|--|--|
| Article 212 | No dividend shall be distributed and no other distribution in the form of bonus shall be made prior to making up for the losses and allocating to the statutory reserve by the Company. No interest will accrue on dividends distributed by the Company, unless the Company fails to distribute the dividends to the shareholders on the due date of dividend payment. | |
| Article 213 | <p>The capital reserve fund of the Company includes the following monies:</p> <ul style="list-style-type: none">(i) the premium from the issue of the Company's shares at a price exceeding the face value of the shares;(ii) other such income as classified by the financial competent authority of the State Council as capital reserve. | Article
138 of the
Mandatory
Provisions |
| Article 214 | <p>The common reserve funds can only be used to make up the loss of the Company, to expand the scale of operation of the Company or to enlarge the Company's capital. However, capital reserve shall not be applied to make up for the losses of the Company.</p> <p>When the Company transfers the reserve funds to its capital after the shareholders have passed a resolution in the general meeting, it may issue new shares to the shareholders in proportion to their respective original shareholding or increase the nominal value of each share. However, when the statutory common reserve fund is transferred to the Company's capital, the amount of the statutory common reserve fund to be retained shall not be less than 25% of the Company's registered capital.</p> | Article
154 of the
Guidelines |
| Article 215 | <p>The Company may distribute dividends in the following manner:</p> <ul style="list-style-type: none">(i) in cash;(ii) by issuing shares. <p>The Company's policies on profit distribution are set out below:</p> <ul style="list-style-type: none">(i) Principle of profit distribution: 1. The Company will place an emphasis on the return to investors, and will pay shareholders dividends based on a percentage of distributable profits realized in the current year of the parent company; 2. The sustainability and stability of the Company's profit distribution policies will be maintained, with an eye towards the long-term interests, overall shareholders' interests and sustainability of the Company; 3. The Company will place a priority on the profit distribution in the form of bonus payment. | <p>Article
139 of the
Mandatory
Provisions</p> <p>Articles
153 and
156 of the
Guidelines</p> |

(ii) The details of policies for profit distribution:

1. Forms of profit distribution: the Company may make profit distribution in the forms of cash payment of dividend, distribution of dividend in the form of shares or a combination of the two forms; where permitted, the Company may make interim profit distribution;
2. Details of conditions and proportions of the Company's cash dividends: Except in the case of special circumstances, the Company may distribute dividend in cash, provided that the Company is profitable in that year and the aggregate undistributed profit is positive. The profits distributed in cash for each year shall not be less than 10% of the distributable realized profit in that year.

The "special circumstances" referred to above shall mean:

- (1) The net cash flow generated from the operation in that year is negative, and dividend payment in cash will have an adverse effect on the subsequent existence of the Company as a going concern;
- (2) The auditors have not issued an audit report with standard and unreserved opinion regarding the financial reports for that year;
- (3) The Company has major investment plans or other major cash expenditures or otherwise (other than any fund raising projects).

The "major investment plans" or "major cash expenditures" mentioned above shall mean where the aggregate expenditures for any proposed investments or asset acquisition by the Company in next twelve months are equal to or exceed 30% of the audited total assets in the most recent audit of the Company.

3. The details of conditions of dividend payment in shares: the Company's operation is satisfactory, the board of directors believes that the share price of the Company is disproportionate to the share capital size of the Company, and dividend payment in shares is in the best interests of all shareholders of the Company. Subject to satisfaction of the above dividend payment conditions, the Company may put forward a proposal for dividend payment in shares.

(iii) The policy for differentiated cash dividend distribution

In connection with the dividend payment, the Company's Board of Directors shall take into account the features of the industry where the Company operates, development stage, operation model, profitability and the existence of major capital expenditures and other factors, and put forward a policy of differentiated cash dividend distribution according to the following different circumstances, pursuant to the procedures set forth in these

Articles of Association:

1. If the Company's development is in the phase of maturity and no material capital expenditure has been arranged, the minimum ratio of cash dividend in that profit distribution shall be 80%;
2. If the Company's development is in the phase of maturity and material capital expenditure has been arranged, the minimum ratio of cash dividend in that profit distribution shall be 40%;
3. If the Company's development is in the phase of growth and material capital expenditure has been arranged, the minimum ratio of cash dividend in that profit distribution shall be 20%.

When the Company conducts profit distribution, it should be determined by the Board according to specific circumstances.

(iv) Decision-making Procedures and Mechanism for Profit Distribution

1. The profit distribution plan shall, after formulated by the management of the Company, be submitted for consideration and approval to the Board of Directors and supervisory committee. The Board shall conduct sufficient discussions on the reasonableness of the profit distribution plan and form a specific proposal, which shall be submitted to the general meeting for its consideration and approval. Where the Company is profitable in the previous accounting year, however the Board determines not to conduct dividend payment in cash or the profit distribution is made less than the cash dividend payment percentage set forth in the Articles of Association, the independent directors shall express their independent opinions. The Company shall arrange the online voting mechanism to facilitate the participation by social shareholders in the voting at the general meeting.
2. During the formulation of the Company's details of cash bonus scheme, the Board of Directors shall earnestly study and demonstrate the timing, condition, lowest proportion, adjustment condition and its decision-making program requirement for the cash bonus of the Company. The independent directors shall express their independent opinions. The independent directors may solicit the opinions of the minority shareholders to make the bonus proposal for direct submission to the Board of Directors for consideration.
3. Prior to the consideration of a details of cash dividend proposal at the general meeting, active communication and exchange with shareholders, especially medium-sized and minority shareholders, through various channels (including but not limited to via telephone, fax, email and acceptance onsite) are encouraged in order to fully collect views and demands of medium-sized and minority shareholders. The concerns of

medium-sized and minority shareholders shall also be addressed and replied to promptly;

4. Where the Company determines not to conduct the cash dividend payment due to any special circumstances, the Board of Directors shall provide special explanation on the details of causes for no cash dividend payment, the accurate use of the retained profits, estimated investment return, etc., which shall, after commented by the independent directors, be submitted to the general meeting, and be disclosed in such media designated by the Company.

(v) The policy adjustment for profit distribution

In the case of any material effect on the production and operation of the Company as a result of any war, natural disaster and other force majeure event or any change to the environment in which the Company operates (such as any change to the state policies, or regulations), or in the case of any substantial change to the operation conditions of the Company, the Company may make an adjustment to the profit distribution policies of the Company.

The Board of Directors shall give a special explanation on the adjustment of the Company's profit distribution policy. The Board of Directors shall explain the reasons for the adjustment in details, prepare a written explanation report, and after the deliberation of independent directors, submit the report to the shareholders' meeting for approval by special resolution. In the deliberation of the profit distribution policy, the Company shall provide online voting for the shareholders.

Article 216 Cash dividends or other payments declared by the Company to be payable to holders of domestic shares shall be declared in RMB. Cash dividends and other amounts payable to holders of foreign shares shall be calculated and declared in RMB, and paid in Hong Kong Dollars. For payments in foreign currencies to holders of foreign shares, the amount of foreign currency needed shall be obtained in accordance with the State's provisions in relation to foreign exchange.

Article 217 Unless the pertinent laws and administrative rules otherwise provide, the dividend and other sums to be distributed in Hong Kong Dollars shall adopt the average of the selling rates quoted from the People's Bank of China during the calendar week before the date of the declaration of the dividend and the distribution of other monies.

Article 218 Subject to the satisfaction of the above conditions for cash dividend payment, the Company shall distribute dividends in cash once each year in principle, and the Board of the Company may submit a proposal for interim cash dividend payment to the Company based on the profitability and capital needs of the Company.

Article 219 When the Company distributes dividend to the shareholders, it shall, pursuant to the taxation laws of the PRC, deduct and withhold the taxes payable by the shareholders from the dividend.

Article 220 The Company shall appoint receiving agents on behalf of the overseas listed foreign Shares to receive on behalf of such shareholders dividends declared and all other monies owing by the Company in respect of their shares, and hold

Article
140 of the
Mandatory

such payment on behalf of the Shareholders pending payment to them.

Provisions;
Section 1(c)
of Part D of
Appendix 13
of the Listing
Rules

The receiving agent appointed by the Company shall comply with the laws of the place of listing or the relevant requirements of the relevant stock exchange.

The receiving agents appointed on behalf of holders of the overseas listed foreign Shares listed in Hong Kong shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Article 8 of
Zheng Jian
Hai Han

Article 221 Any amount paid up in advance of calls on any of the Company's shares may carry interest, but shall not entitle the holder of such share(s) to participate in respect thereof in a dividend subsequently declared.

In accordance with the relevant laws and regulations of the PRC, the Company may exercise its power to forfeit any unclaimed dividends, provided that such power may only be exercised after the expiry of the effective period set for the relevant dividends declared.

Article 222 The Company may exercise the power to cease sending dividend warrants by post if such warrants have been left uncashed on two consecutive occasions, provided that the Company may do so on the first occasion on which such undelivered warrants are returned.

The Company shall not exercise the power to sell the shares of a holder who is untraceable unless each item set forth below has been satisfied:

- (i) dividends have been declared in relation to the relevant shares for at least three times within a period of twelve years, and the dividends were unclaimed within that period;
- (ii) upon the expiry of the twelve-year period, the Company has published an announcement on one or more newspapers of the listing locations expressing its intention to sell the shares and notified the stock exchange on which such shares are listed.

Article 223 Upon a resolution on the profit distribution proposal is passed at the general meeting, the Directors of the Company shall complete the distribution of dividends (or shares) within two months after the general meeting.

Article
155 of the
Guidelines

Article 224 The Company maintains an internal audit system, with professional audit personnel performing internal audit on the financial income and expenses and economic activities of the Company.

Articles
157 and
158 of the
Guidelines

The internal audit system and the responsibilities of the audit personnel shall be implemented upon the approval of the Board. The head of audit shall be accountable and report to the Board.

Chapter 17

Appointment of Accountants' Accounting Firm

Article 225	The Company shall appoint an independent accounting firm which is qualified under the relevant provisions of the Securities Law to audit the Company's annual financial report and verify the Company's other financial reports.	Article 141 of the Mandatory Provisions; Article 159 of the Guidelines
Article 226	The appointment of accountants' by the Company shall be determined at a shareholders' general meeting, and the Board shall not engage an accounting firm before any resolution adopted at a shareholders' general meeting. The accounting firm shall be effective from the conclusion of the current annual general meeting until the conclusion of the next annual general meeting. At the expiry of the term of office of the accounting firm, the appointment may be renewed.	Article 142 of the Mandatory Provisions; Article 160 of the Guidelines
Article 227	<p>The accounting firm appointed by the Company shall have the right to:</p> <ul style="list-style-type: none"> (i) inspect the books, records or vouchers of the Company, and to require the Directors, the president or other senior officers to provide any relevant information and explanations; (ii) require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanations as are necessary for the accounting firm to perform his duties; and (iii) attend shareholders' general meetings, obtain all notices of, and other information relating to, such meetings which shareholders are entitled to receive, and to present its views at any shareholders' general meetings on matters that are of his concern as the accounting firm of the Company. 	Article 143 of the Mandatory Provisions
Article 228	The Company shall ensure the provision of true and complete accounting evidence, books of account, financial and accounting reports and other accounting data to the accounting firm engaged by it, and no refusal, withholding and false information are allowed.	Article 161 of the Guidelines
Article 229	If there is a vacancy or the position of the accounting firm of the Company, the board may entrust a certified public accountants' firm to fill such position prior to the holding of the shareholders' general meeting. During this period of vacancy, if there is another certified public accountants' firm providing accounting services to the Company, then that certified public accountants' firm may still handle such matters.	Article 144 of the Mandatory Provisions
Article 230	The shareholders in general meeting may, by ordinary resolution, remove the accounting firm before the expiration of its term of office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.	Article 145 of the Mandatory Provisions
Article 231	The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in general meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.	Article 146 of the Mandatory Provisions;

Article 232 The Company's appointment of, removal of and non-reappointment of an accounting firm shall be resolved by shareholders in general meeting. The resolution of the shareholders' general meeting shall be filed with the State Council authorities in charge of securities for the record.

Article
147 of the
Mandatory
Provisions

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

Article 9 of
Zheng Jian
Hai Han;
Section 1(e)
of Part D of
Appendix 13
of the Listing
Rules

- (i) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post (leaving includes leaving by removal, resignation and retirement) during the relevant fiscal year.
- (ii) If the firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the representations are received too late):
 - (1) in any notice of the resolution given to shareholders, state the fact of the representations having been made; and
 - (2) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association.
- (iii) If the firm's representations are not sent in accordance with the preceding paragraph (ii), the relevant accounting firm may require that the representations be read out at the meeting and may lodge further complaints.
- (iv) An accounting firm which is leaving its post shall be entitled to attend:
 - (1) the shareholders' general meeting at which its term of office would otherwise have expired;
 - (2) any shareholders' general meeting at which it is proposed to fill the vacancy caused by his removal; and
 - (3) any shareholders' general meeting convened on its resignation;

and to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.

Article 233 Where the accounting firm is removed or not re-appointed, prior notice should be given to the accounting firm and the accounting firm is entitled to state its opinion at the shareholders' general meeting. Where the accounting firm resigns, it shall make clear to the shareholders' meeting whether there has been

Article
148 of the
Mandatory
Provisions;

any impropriety on the part of the Company.

Any accounting firm may resign its office by depositing a resignation notice at the Company's legal residence. Such notice shall become effective on the date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:

- (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or
- (ii) a statement of any such circumstances.

Such notifications shall come into effect on the date when they are placed at the legal address of the Company or such a later date as stated in the said notifications.

Upon receipt of the deposited notice as referred to in the preceding paragraph (1), the Company shall within fourteen (14) days send a copy of the notice to the relevant competent authority. If the notice contains a statement under the preceding paragraph (1) (ii), a copy of such statement shall be placed at the Company's residence for shareholders' inspection. The Company shall also send a copy of such statement by prepaid mail to each shareholder who is entitled to receive the report regarding financial conditions of the Company at the address registered in the register of shareholders.

Where the accounting firm's notice of resignation contains a statement as referred to in the preceding paragraph (1) (ii) which should be brought to the notice of the shareholders or creditors of the Company, it may require the Board to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.

Chapter 18

Merger and Division of the Company

Article 234 Proposal for the merger or division of the Company shall be put forward by the Board of the Company to be adopted in accordance with the procedures provided by these Articles of Association, and the relevant examination and approval procedures shall be carried out in accordance with law. Shareholders objecting to the merger or division proposal are entitled to demand that their shares be purchased by the Company or shareholders agreeing to the merger or division at a reasonably fair price.

Article
163 of the
Guidelines;
Article 10 of
Zheng Jian
Hai Han;
Section 1(e)
of Part D of
Appendix 13
of the Listing
Rules

Details of the merger or division resolution shall be converted into special papers for the inspection by the shareholders. The aforesaid document shall also be delivered by any means permitted by the stock exchange(s) on which shares of the Company are listed (including, but not limited to, by post, email, facsimile, announcement or by publication on the Company's website and/or the website(s) of the stock exchange(s) on which the shares of the Company are listed) to shareholders. If delivered by post, the addresses of recipients shall be the registered addresses recorded in the register of members.

Article 235 The Company may conduct merger or division by means of absorption merger or the establishment of a new entity. Absorption means a company absorbs

Article
149 of the
Mandatory
Provisions

Article
150 of the
Mandatory

another company and the absorbed company will be dissolved. Otherwise, two or more companies will combine together for the establishment of a new company, and the original companies will be dissolved.

Provisions;
Articles 172,
173 and
174 of the
Guidelines

In a merger, parties to the merger shall sign a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days, and make an announcement on the merger on the newspapers prescribed by the stock exchange(s) on which shares of the Company are listed within thirty days, from the date of passage of the resolution on the merger. Creditors may, within thirty days upon receipt of the notification, (or for creditors who have not received such notification, within forty-five days after the date of announcement), request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness.

The claims and the liabilities of all the parties after the merger shall be assumed by the surviving company after the merger or the newly established company.

Article 236 In a division, the assets of the Company shall be divided accordingly.

Article
151 of the
Mandatory
Provisions;
Articles
175 and
176 of the
Guidelines

Upon division, the balance sheet and a list of property shall be prepared. The Company shall notify its creditors within ten days, and make an announcement on the division on the newspapers prescribed by the stock exchange(s) on which shares of the Company are listed within thirty days, from the date of passage of the resolution on the division.

The indebtedness of the Company prior to the division shall be borne by the demerged companies under the agreement reached unless otherwise agreed between the Company and its creditors under a written agreement in relation to the settlement of debts prior to the division.

Article 237 Whether for a merger or a division, any changes in the registration shall be submitted to the registration authority for such changes to be registered; upon the dissolution of the Company, cancellation of the Company's registration shall be carried out in accordance with the law; for any new companies to be established, new registration shall be carried out in accordance with the law.

Article
152 of the
Mandatory
Provisions;
Article
178 of the
Guidelines

Chapter 19

Dissolution and Liquidation of the Company

Article 238 The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

Article 153
of the
Mandatory

- (i) the term of operation of the Company expires or other dissolution reasons stipulated herein emerges;
- (ii) a resolution on dissolution has been passed at a shareholders' general meeting;
- (iii) the Company has to be dissolved as a result of its merger or division;
- (iv) the business license has been cancelled or the Company has been ordered to close down its operations, or it has been wound up;
- (v) a shareholder who holds more than 10% of the voting rights of all shareholders may petition the people's court to dissolve the Company on the basis that there are serious difficulties in the operation and management of the Company whose subsistence will significantly jeopardize the shareholders' interests and that such difficulties cannot be resolved by any other means.

Provisions;
Article 179
of the
Guidelines

Article 239

If the Company shall subsist by modifying the Articles of Association under the circumstance specified in paragraph (1) of Article 238 hereof. The amendment to the Articles of Association according to the requirements of the preceding Article shall be passed by over two thirds of voting rights held by shareholders who attended the Shareholders' general meeting.

Article
154 of the
Mandatory
Provisions;
Articles 179,
180 and
181 of the
Guidelines

If the Company is dissolved pursuant to paragraphs (1), (2), (4) and (5) of Article 238 hereof, a liquidation team shall be formed to start the liquidation within fifteen days from the date on which the causes for dissolution arise. The liquidation team shall be composed of the personnel designated by directors or at a shareholders' general meeting. If no liquidation team is formed for the purpose of liquidation within the time limit, a creditor may lodge an application to the people's court for designating the relevant persons to form the liquidation team in respect of the liquidation.

Article 240

In the event the Board decides to carry out a liquidation (other than as a result of the Company's declaration of bankruptcy), a statement shall be made in the notice to convene a shareholders' general meeting for such purpose that the Board has conducted a comprehensive investigation as to the affairs of the Company and that it is of the view that the Company will be able to repay all the liabilities of the Company within 12 months from the start of the liquidation.

Article
155 of the
Mandatory
Provisions

Upon the passing of the resolution for the liquidation of the Company, the functions and powers of the Board of the Company shall cease forthwith.

The liquidation committee shall adhere to the instructions of the shareholders' general meeting and report to the shareholders' general meeting at least once a year as to the income and expenditure of the committee and the business and the progress of the liquidation. It will also have to make a final report to the shareholders' general meeting at the conclusion of the liquidation.

Article 241

The liquidation committee shall notify the creditors within 10 days from its establishment, and shall make an announcement in the newspaper within 60 days. Creditors shall report its claims to the liquidation team within thirty

Article 156
of the
Mandatory

	<p>days after the date of receipt of the notice, or within forty- five days after the date of the announcement if no notice is received. In reporting a claim, a creditor shall explain the relevant particulars of its claim and provide supporting materials. The liquidation committee shall proceed with the registration of creditors' rights.</p> <p>During the period of reporting claims, the liquidation committee shall make no settlement with creditors.</p>	Provisions; Article 183 of the Guidelines
Article 242	<p>The liquidation committee shall exercise the following functions and powers during the liquidation:</p> <ul style="list-style-type: none"> (i) to deal with the Company's assets and prepare a balance sheet and an inventory of assets; (ii) to notify the creditors or inform them by making a public announcement; (iii) to handle and liquidate the outstanding business of the Company; (iv) to pay all overdue taxes and taxes incurred during the course of liquidation; (v) to handle creditors' rights and liabilities; (vi) to dispose of the remaining assets after all repayments of the Company's debts have been made; (vii) to represent the Company in civil proceedings. 	Article 157 of the Mandatory Provisions; Article 182 of the Guidelines
Article 243	<p>Having dealt with the assets of the Company's assets, prepared a balance sheet and an inventory of assets, the liquidation committee shall prepare a liquidation plan and report to the shareholders' general meeting or the the People's Court for confirmation.</p> <p>The residual property after the respective settlement of the liquidation expenses, staff wages, social insurance expenses and statutory compensation and the payment of taxes in arrears shall be distributed according to shareholdings held by the shareholders.</p> <p>During the period of liquidation, the Company shall subsist, but cannot carry on any operating activities that are not related to the liquidation. The property of the Company shall not be distributed among the shareholders before the completion of the settlements as provided for in the preceding article.</p>	Article 158 of the Mandatory Provisions; Article 184 of the Guidelines
Article 244	<p>If it is found by the liquidation committee that the Company's assets are insufficient to cover the debts to be repaid after dealing with the Company's assets and preparation of a balance sheet and an inventory of assets, it should forthwith apply to the People's Court for the declaration of the Company's bankruptcy. Where the Company is declared bankrupt according to law, it shall carry out bankruptcy liquidation in accordance with relevant enterprise bankruptcy laws.</p> <p>After the People's Court has ruled to declare the Company bankrupt, the</p>	Article 159 of the Mandatory Provisions; Articles 185 and 188 of the Guidelines

liquidation committee should transfer the liquidation matters to the People's Court.

- | | | |
|-------------|---|--|
| Article 245 | After the liquidation of the Company, the liquidation committee should prepare a liquidation report and statements of income and expenditure as well as books of financial accounts during the liquidation period, which, upon the certification by a PRC Certified Public Accountant, they shall be presented to the shareholders' general meeting or the People's Court for confirmation. | Article 160
of the
Mandatory
Provisions;
Article 186
of the
Guidelines |
|-------------|---|--|

The liquidation committee should, within 30 days after the confirmation by the shareholders' general meeting or the People's Court, deliver the aforesaid documents for registration with the company registration authority for the cancellation of the registration of the Company, and make a public announcement concerning the termination of the Company.

- | | | |
|-------------|--|-------------------------------------|
| Article 246 | The members of the liquidation team shall act diligently and perform their obligations of liquidation according to law. No member of the liquidation team shall accept any bribes or any other illegal income by making use of his functions and powers; neither could he seize any property of the Company. | Article
187 of the
Guidelines |
|-------------|--|-------------------------------------|

A member of the liquidation team shall be responsible for compensation should he, deliberately or due to major negligence, bring losses to the Company or to a creditor.

Chapter 20

Procedures for Amending the Articles of Association of the Company

- | | | |
|-------------|--|---|
| Article 247 | The Company may amend these Articles of Association in accordance with the provisions of laws, administrative regulations and these Articles of Association. The Company shall amend the Articles of Association under any of the following circumstances: | Article 161
of the
Mandatory
Provisions
Article 189
of the
Guidelines |
|-------------|--|---|

- (i) Following amendments to the Company Law or the relevant laws or administrative regulations, any provisions of the Articles of Association contravene the amended laws or administrative regulations;
- (ii) Any changes in the Company are inconsistent with the provisions of the Articles of Association;
- (iii) Amendments to the Articles of Association are resolved at a shareholders' general meeting.

- | | |
|-------------|---|
| Article 248 | Unless otherwise stipulated herein, the Articles of Association shall be amended according to the following procedures: |
|-------------|---|

- (i) the Board shall pass a resolution pursuant to these Articles of Association and shall draft an amendment proposal;
- (ii) the amendment proposal shall be circulated to the shareholders and a shareholders' general meeting shall be convened to vote on the amendment proposal; and

- (iii) the amendment proposal tabled on the meeting shall be passed by a special resolution.

Article 249	Any amendments to the Articles of Association passed by a resolution at a shareholders' general meeting shall be filed with the competent authorities for approval if it is so required, and if an amendment involves any registration items of the Company, modifications of the registration shall be completed according to law. Amendments to the Articles of Association shall be made by the Board of Directors in accordance with a resolution tabled at a shareholders' general meeting on amendments to the Articles of Association and opinions of the relevant competent authorities on review and approval.	Article 162 of the Mandatory Provisions Articles 190 and 191 of the Guidelines
Article 250	Information on the amendments to the Articles of Association shall be disclosed as required by the laws and regulations and shall be announced in accordance with the rules.	Article 192 of the Guidelines

Chapter 21 Notice

Article 251	<p>Notices of the Company may be issued by the following methods:</p> <ul style="list-style-type: none"> (i) by hand; (ii) by post; (iii) by facsimile or email; (iv) subject to the laws, administrative regulations and the listing rules of the place of listing, by publishing on the websites designated by the Company and the regulatory authorities of the place of listing; (v) by announcement; (vi) by other means agreed by the Company and the recipients in advance or approved by the recipients upon receipt of the notices; (vii) by any other means approved by the relevant regulatory authorities of the place of listing or required by these Articles of Association. 	Articles 164, 165 and 171 of the Guidelines
-------------	--	---

Unless the context otherwise requires, "announcement(s)" referred to herein shall mean, as far as announcements to holders of domestic shares or announcements to be published in the PRC under the relevant provisions and the Articles of Association are concerned, such announcements published on the PRC newspapers designated under the PRC laws and regulations or by the securities regulatory authorities of the State Council; or, as far as announcements to shareholders of foreign shares or announcements to be published in Hong Kong as required by the relevant provisions and the Articles of Association are concerned, such announcements which must be published on the designated websites or Hong Kong newspapers in accordance with the relevant requirements of the listing rules.

Regarding the requirements for the manners of provision and/or distribution of the Corporate Communication to holders of overseas listed foreign shares under the Hong Kong Listing Rules, the Company may, subject to the laws, regulations and relevant listing rules of the place of listing of the Company's

shares, also issue and/or distribute the Corporate Communication to the holders of overseas listed foreign shares by electronic means or publication on the website of the Company in lieu of distributing the relevant information to the holders of overseas listed foreign shares by hand or by postage prepaid mail.

If the Corporate Communication is made or provided on the Company's website to holders of overseas listed foreign shares, such Corporate Communications shall be deemed to be made and served at the later of:

- (1) the date on which a notice that the Corporate Communication has already been published on the Company's website is given to holders of overseas listed foreign shares pursuant to the Hong Kong Listing Rules;
- (2) the date on which the Corporate Communication is first published on the Company's website (in the event that Corporate Communication is published on the website subsequent to the issuance of the said notice).
- (3) 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.

Article 252	Unless otherwise stipulated herein, the manners by which notices are given as stipulated in the preceding article shall be applicable to notices of the Company regarding the convening of shareholders' general meetings and meetings of the Board of Directors and the Supervisory Committee.	Articles 166, 167 and 168 of the Guidelines
Article 253	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 the forty-eighth hour from the mail is delivered to the post office; for notices delivered by fax or email or published on the Company's website, the date of delivery shall be the date on which they are published; and for notices delivered by way of announcements, the date of delivery shall be the date of first publication. The relevant announcements shall be published on newspapers which comply with the relevant requirements.	Rules 2.07 and 2.07(B) of Chapter 2 "Introduction" of the Listing Rules; Article 169 of the Guidelines
Article 254	The accidental omission due to a person entitled for the notices of meetings or those who have not received any notice of meetings. Meetings and resolution of meetings do not void under such circumstance. In the case the securities regulatory rules of the place where the Company's stocks are listed require the Company to send out, mail, deliver, distribute, announce or by other means provide relevant documents of the Company in both the Chinese and English language, if after the Company has made proper arrangement to determine whether its shareholders wish to receive either the English version or the Chinese version only, the Company may, within the scope permitted by applicable laws and regulations and according to such applicable laws and regulations, send to the relevant shareholders the English version or the Chinese version only (in accordance with the wishes as stated by the shareholders).	Article 58 of the Mandatory Provisions; Article 170 of the Guidelines

The Company shall establish and improve an information disclosure system of the Company pursuant to the laws, the relevant requirements of the securities regulatory authorities of the place of listing of the Company's shares and the relevant provisions of these Articles of Association, and disclose the information in a genuine, accurate, complete and timely manner.

Chapter 22

Resolving of Disputes

Article 255 The Company will comply with the following dispute resolutions set out below:

- (i) Whenever any disputes or claims involving the affairs of the Company arising between shareholders of the overseas listed foreign shares and the Company, shareholders of the overseas listed foreign shares and the Company's directors, supervisors, president or other senior officers, or shareholders of the overseas listed foreign shares and shareholders of domestic shares, based on the Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other relevant laws and administrative regulations, such disputes or claims shall be referred by the relevant parties to arbitration.

Article
163 of the
Mandatory
Provisions;
Article 11 of
"Zheng Jian
Hai Han"

Where a dispute or claim of rights is referred to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration provided that such person is the Company or a shareholder, director, supervisor, the president or any other senior officer of the Company. Disputes in relation to the identification of shareholders and disputes in relation to the share register need not be referred to arbitration.

- (ii) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for carrying out the arbitration in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.
- (iv) If any disputes or claims of rights arising from (i) above are to be resolved by arbitration, the laws of the People's Republic of China shall apply, save as otherwise provided by laws and administrative regulations.
- (iv) The award of an arbitration body shall be final and conclusive and binding on all parties.

Chapter 23

Supplementary Provisions

Article 256 Any matters not covered in the Articles of Association shall be treated in accordance with the laws, administrative regulations and the listing rules of the place of listing by having regard to the actual situation of the Company. Should there be any contraventions between the Articles of Association and any newly-promulgated laws, administrative regulations or the listing rules prevailing at the place of listing, such newly-promulgated laws, administrative regulations or the listing rules

of the place of listing shall prevail.

Article 257	These Articles of Association shall be prepared in the Chinese and the English languages. Both versions shall be equally binding. In the event of any discrepancy between either versions or any other inconsistency, the Chinese language version shall prevail.	Article 195 of the Guidelines
Article 258	<p>The right to interpret these Articles of Association shall reside in the Board. The right to amend these Articles of Association shall reside in the shareholders' general meetings.</p> <p>Supplementary provisions herein include the rules of procedure for general meeting, the rules of procedure for Board of Directors and the rules of procedure for the supervisory committee. The Board of Directors may formulate the Articles of Association according to the requirements of the Association. The Articles of Association shall not contravene the requirements of the Association.</p>	Articles 194, 197 and 198 of the Guidelines
Article 259	<p>“Connected relationship” referred to herein shall mean the relationship between a controlling shareholder, de facto controller, director, supervisor or senior officer of the Company and its directly or indirectly controlled enterprise and other relationships which may result in the transfer of the Company’s interests. However, state-owned enterprises may have connected relationships not merely because they are under common control of the State.</p> <p>For the purpose of these Articles, an “accounting firm” shall have the same meaning as the “auditors”.</p> <p>“The above”, “within”, “the following” shall be inclusive of the stated figure; while “other than”, “lower than”, “more than” are not inclusive of the stated figure.</p>	Article 165 of the Mandatory Provisions; Articles 193 and 196 of the Guidelines