Articles of Association
(as amended by special resolutions passed at the 2020 second extraordinary general meeting
held on 9 October 2020 and with effect from 9 October 2020)
Note:The original version of the Articles of Association of the Company is in Chinese,
and the English version of the Articles of Association is the translation from the
Chinese original. Should there be any discrepancy between the Chinese and English
versions of the Articles of Association, the Chinese version shall prevail.
福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.(a joint stock company incorporated in the People’s Republic of China with limited liability)
(stock code: 06865)
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Articles of Association of Flat Glass Group Co., Ltd.
Chapter 1 General Provisions
Article 1 The Articles of Association are formulated in accordance with the
Company Law of the People’s Republic of China (hereinafter referred to as the “Company
Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the
“Securities Law”), the Special Provisions of the State Council on the Overseas Offering
and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the
“Special Provisions”), the Reply of the State Council on the Adjustment of the Provisions
Applicable to the Notice Period for Holding Shareholders’ Meeting of Overseas Listed
Companies (hereinafter referred to as the “Adjustment Reply”), the Mandatory Provisions
for Articles of Association of Companies Listed Overseas (hereinafter referred to as the
“Mandatory Provisions”), Guidance for the Articles of Association of Listed Companies
(hereinafter referred to as the “Guidance for Articles of Association”), Letter of Opinions
on Supplementary Amendments to the Articles of Association of Companies to be Listed
in Hong Kong (hereinafter referred to as the “Opinions on Supplementary Amendments”),
Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
(hereinafter referred to as the “Listing Rules of the Stock Exchange”), The Stock Listing
Rules of the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules of
SSE”, together with the Listing Rules of the Stock Exchange, are referred to as the “Listing
Rules”), and other relevant requirements, with an aim to safeguard the legal interests of Flat
Glass Group Co., Ltd. (hereinafter referred to as the “Company” or “the Company”), its
shareholders and creditors and regulate the organization and conduct of the Company.
The Company is incorporated as a joint stock limited company in accordance with
the Company Law, Special Provisions and other relevant PRC laws and administrative
regulations.
The Company is a joint stock limited company established on 29 December 2005
by the promoters under the overall restructuring of the original Zhejiang Flat Glass &
Mirror Ltd.. The Company was registered with the Zhejiang Provincial Administration
for Industry & Commerce. The promoters of the Company are: Ruan Hongliang, Jiang
Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong,
Shen Qifu, Tao Hongzhu and Wei Shutao. The Company’s unified social credit code is
913300007044053729.
Article 2 Registered name of the Company:
Chinese name:福萊特玻璃集團股份有限公司
English name:FLAT GLASS GROUP CO., LTD.
Article 3 Address of the Company: No. 1999, Yunhe Road, Xiuzhou District,
Jiaxing City, Zhejiang Province;
Postal Code:314001;
Telephone number:(86573) – 82793999;
Facsimile number:(86573) – 82793015.

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Article 4 The legal representative of the Company is the chairman of the board of
directors.
Article 5 The Company is a joint stock limited company having perpetual existence
(Listed Company).
Article 6 The Articles of Association shall come into effect upon approval by
the competent national departments and from the date on which the domestic shares of the
Company are listed at SSE.
Upon the effective day of these Articles of Association, the Articles of Association
shall become the legal document regulating the Company’s organization and activities,
and the rights and obligations between the Company and its shareholders and among the
shareholders interest.
Article 7 The Articles of Association shall also be legally binding on the Company
and its shareholders, directors, supervisors, general manager and other senior management,
who shall have the right to make any claims and propositions regarding the Company’s
affairs in accordance with the Articles of Association.
Without violation of the regulation as prescribed in Article 205 of the Articles of
Association, pursuant to the Articles of Association, shareholders may pursue actions
against the Company, other shareholders and the Company’s directors, supervisors, general
manager and other senior management; and pursuant to the Articles of Association, the
Company may pursue actions against the shareholders. The other senior management as
stated hereof refers to the Company’s deputy general manager, Secretary to the board of
directors, Chief Financial Officer and other senior management appointed by the board of
directors.
The actions, as referred to in the preceding paragraph, include the imitating of legal
proceedings with a court or filing with an arbitral authority for arbitration.
Article 8 The Company may invest in other limited liability companies and
companies limited by shares and is liable to such companies to the extent of its capital
contribution.
Unless otherwise specified by laws, the Company shall not be the capital contributor
bearing joint liability associated with the debts of the invested enterprises.
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Chapter 2 Objective and Scope of Business
Article 9 The business objective of the Company is to achieve customer
orientation, faithful cooperation and mutual benefit.
Article 10 The business scope of the Company shall be pursuant to the projects as
approved by the relevant registration authority.
The business scope of the Company includes: general projects including
manufacturing of glass, manufacturing of technical glass product, manufacturing of mirrors
and processing of similar products, provision of loading, unloading and handling services,
manufacturing of metal structure, manufacturing of construction material and manufacturing
of specialized machinery, provision of metal cutting and processing services, manufacturing
of industrial control computers and system, sales of machinery and equipment (except for
projects that are subject to approval in accordance with the relevant laws, business operation
shall be conducted independently with the business licence(s) in accordance with the laws);
and licensed project including import and export of goods (for projects subject to approval
according to the relevant laws, operating activities shall only be carried out upon approval
from relevant authority(ies), and specific licensed projects shall be subject to the results of
approval).
Chapter 3 Shares and Registered Capital
Article 11 The Company shall have ordinary shares at all times; with the approval
of the company examination and approval authority authorized by the State Council, the
Company may have other classes of shares when needed.
Article 12 All shares issued by the Company shall have nominal values, with each
share having a nominal value of RMB 0.25.
RMB referred to in the preceding paragraph refers to the statutory currency of the
PRC.
Article 13 The stock of the Company shall take the form of shares. The Company
may offer its shares to both domestic and foreign investors with the approval of the relevant
securities regulatory authority under the State Council. The Company shall issue shares in a
fair and just manner, and each share of the same class shall have the same rights. All shares
of the same class issued at the same time shall be issued under the same conditions and at
the same price; any entity or individual shall pay the same price for each share.
Foreign investors referred to in the preceding paragraph shall mean those investors in
foreign countries, Hong Kong, Macau or Taiwan who subscribe for shares of the Company.
Domestic investors shall mean those investors in the PRC, excluding the aforementioned
regions, who subscribe for shares of the Company.
Article 14 Shares that the Company issues to domestic investors for subscription
in RMB shall be referred to as domestic shares. Shares that the Company issues to foreign
investors for subscription in foreign currencies as well as shares holding by foreign
investors and shares transferred by shareholders holding domestic shares in the Company
shall be referred to as foreign shares. Foreign shares offered and listed overseas shall be
named overseas-listed foreign shares.
Foreign currency referred to in the preceding paragraph refers to the statutory
currency, other than RMB, of another country or region, which is recognized by the foreign
exchange authority of the People’s Republic of China (“the PRC”) and can be used to pay
the Company for the shares.
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The domestic shares issued by the Company shall be named A shares. The overseas-listed foreign shares offered by the Company on the Hong Kong Stock Exchange shall be
named H shares, i.e., shares which have been admitted for listing on the Hong Kong Stock
Exchange, the nominal value of which is denominated in RMB and which are subscribed
for and traded in Hong Kong dollars. Upon approval by the State Council or the securities
regulatory authority under the State Council and agreed by the Hong Kong Stock Exchange,
the A shares may be converted into H shares which may be circulated on the Hong Kong
Stock Exchange.
Both holders of domestic shares and holders of foreign shares are ordinary
shareholders and shall have the same rights and obligations. The domestic shares issued by
the Company and the foreign shares listed overseas shall have the same right with respect of
any part dividend or any other form.
Article 15 Approved by the company-approval department authorized by the State
Council, the Company issued 70,000,000 shares (with nominal value of RMB 1 per share),
all of which have been subscribed and held by the promoters at the time of the Company’s
incorporation.
The promoters of the Company comprise of ten natural persons including Mr. Ruan
Hongliang. When the Company was set up as a joint stock company, the registered capital
of the Company was RMB 70 million and the total number of shares was 70,000,000 shares,
the shareholdings of the promoters were as follows:
No.
Name of
shareholder
Amount
 of capital
 contributed
 (RMB’000)
Percentage of
 contribution
(%)
Contribution
 methodDate of contribution
1Ruan Hongliang24,50035.0CashDecember 2005
2Jiang Jinhua17,50025.0CashDecember 2005
3Ruan Zeyun17,50025.0CashDecember 2005
4Zheng Wenrong3,1504.5CashDecember 2005
5Shen Fuquan2,1003.0CashDecember 2005
6Zhu Quanming2,1003.0CashDecember 2005
7Wei Yezhong1,0501.5CashDecember 2005
8Shen Qifu7001.0CashDecember 2005
9Tao Hongzhu7001.0CashDecember 2005
10Wei Shutao7001.0CashDecember 2005
Total70,000100—
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Article 16 Following its establishment, the Company’s total share capital was
changed to 100 million shares after issuance of 30 million ordinary shares (nominal value
of RMB 1 per share) to thirteen shareholders including Ruan Hongliang in April 2007; and
changed to 100.5 million shares as the Company acquired Jiaxing City Fute Safety Glass
Co., Ltd in August 2008 and in July 2009, the total number of share was changed to 107.535
million shares upon capitalization of its undistributed profit. In September 2009, 4.965
million shares (nominal value of RMB 1 per share) were issued to nine persons including
Ruan Zeyun and the total number of share capital increased to 112.50 million shares; in
December 2010, 7.3 million ordinary shares (nominal value of RMB 1 per share) were
issued to four investment institutions including Boxin Growth (Tianjin) Equity Investment
Fund Partnership, increasing the total share capital of the Company to 119.8 million shares;
in March 2011, following capitalization of its capital reserve fund, the Company’s registered
capital was changed to 239.6 million shares; in June 2011, following capitalization of its
capital reserve, the Company’s registered capital was changed to 359.4 million shares;
and in January 2014, following a reduction in share capital by 21.9 million shares, the
Company’s total share capital was changed to 337.5 million shares.
In November 2015, the Company issued 450 million overseas-listed foreign shares to
the public shareholders with nominal value of RMB 0.25 per share for listing on the Hong
Kong Stock Exchange.
After completion of the abovementioned issuance of overseas-listed foreign shares,
the share capital structure of the Company comprises of 1,350,000,000 ordinary shares, of
which 439,358,400 shares were issued to the promoter Ruan Hongliang; 350,532,000 shares
were issued to the promoter Ruan Zeyun; 324,081,600 shares were issued to the promoter
Jiang Jinhua; 57,780,000 shares were issued to the promoter Zheng Wenrong; 38,520,000
shares were issued to the promoter Shen Fuquan; 38,520,000 shares were issued to the
promoter Zhu Quanming; 19,260,000 shares were issued to the promoter Wei Yezhong;
12,840,000 shares were issued to the promoter Tao Hongzhu; 12,840,000 shares were issued
to the promoter Shen Qifu; 56,268,000 shares were issued to other holders of domestic
shares; and 450,000,000 shares were issued to holders of overseas-listed foreign shares. The
total share capital of the Company was 1,800,000,000 shares.
In February 2019, upon approval by the China Securities Regulatory Commission,
the “CSRC”, the Company issued a total of 150,000,000 domestic shares at par value of
RMB0.25 to the public and listed on the SSE.
Upon completion of issuance of the above domestic shares, the share capital structure
of the Company comprised of 1,950,000,000 ordinary shares, including 1,500,000,000
domestic shares (A shares), accounting for 76.92% of the total number of issued shares of
the Company and 450,000,000 overseas-listed foreign shares (H shares), accounting for
23.08% of the total number of issued shares of the Company.
In August 2020, the Company completed the first registration for awarding 4.6
million restricted A shares with a par value of RMB0.25 each to 15 eligible incentive
participants under the 2020 restricted A share incentive scheme.
Upon completion of the said registration for awarding, the capital structure of the
Company comprises of 1,954.6 million ordinary shares, including 1,504.6 million domestic
shares (A shares), accounting for 76.98% of the total number of issued shares of the
Company and 450 million overseas-listed foreign shares (H shares), accounting for 23.02%
of the total number of issued shares of the Company.
Article 17 The domestically-listed domestic shares issued by the Company shall
be under depository by the relevant organ satisfying the relevant provisions. The H-shares
issued by the Company are mainly under the custody by the securities registration and
settlement company in Hong Kong or held by shareholders in their own names.
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Article 18 The board of directors of the Company may make arrangement for
the Company’s separate issuance of overseas-listed foreign shares and domestic shares
according to the issue scheme approved by the securities regulatory authority under the
State Council.
According to the aforesaid scheme for separate issuance of overseas-listed foreign
shares and domestic shares, the Company may issue such shares separately within 15
months upon approval of the securities regulatory authority under the State Council.
Article 19 If the Company separately issues overseas-listed foreign shares and
domestic shares within the total number specified in the issue scheme, the said shares shall
be issued respectively at one time; if it is impossible for the shares to be issued at one
time for special reasons, the shares may be issued by several times upon approval by the
securities regulatory authority under the State Council.
Article 20 The Company’s registered capital will be increased to RMB488.65
million. The change in registered capital of the Company shall be registered at the
competent Administration for Industry and Commerce.
Article 21 The Company may increase its capital pursuant to the needs of operation
and development and in accordance with the laws, administrative regulations, departmental
rules, listing rules of the place where the stocks are traded and based on the Articles of
Association.
The Company may increase its capital by:
(I)Offer of new shares to specified or unspecified investors;
(II)Placement of new shares to existing shareholders;
(III)Offer of new shares to existing shareholders;
(IV)Offer of new shares to specified investors;
(V)Conversion of capital reserve into share capital;
(VI)Conversion of the Company’s issued convertible bonds into shares;
(VII)Other means stipulated by laws and administrative regulations and approved
by the securities authority under the State Council.
Issuance of new shares by the Company shall be subject to approval as specified in
the Articles of Association and follow the procedures specified in the relevant laws and
administrative regulations of the PRC and the place of listing for the shares of the Company.
The Company shall register the change of registered capital after a capital increase
or reduction with the industrial and commercial administration authority and make an
announcement thereof.
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Article 22 Save as otherwise specified by laws, administrative regulations and
as required by the Hong Kong Stock Exchange, the Company’s shares may be transferred
freely and shall not be subject to any lien.
Transfer of the Company’s shares shall be registered with a securities registry
entrusted by the Company. The Company shall make instruction and procure for the stock
transfer registration; refuse the subscription, purchase or transfer of shares under the name
of any individual holder for registration, unless such individual holder submits the transfer
form bearing signatures to the stock transfer registration agency.
Article 23 Where any director, supervisor and senior management or any
shareholder who holds more than 5% of the shares of the Company sells the stocks of the
Company as held within 6 months after purchase, or purchases any stock as sold within 6
months thereafter, the proceeds as generated therefrom shall be part of the profits of the
Company. The board of directors of the Company shall take back the proceeds. However,
where a securities company holds more than 5% of the shares of the Company, which are
the residual stocks after underwriting as purchased thereby, the sale of the foregoing stocks
shall not be limited by the term of 6 months.
Where the board of directors of the Company fails to implement the provisions as
prescribed in the preceding paragraph herein, the shareholders concerned have the right
to require the board of directors to implement them within 30 days. Where the board of
directors fail to implement them within the aforesaid term, the shareholders shall have the
right to directly file a lawsuit with the people’s court in their own names for the interests of
the Company.
Chapter 4 Capital Reduction and Repurchase of Shares
Article 24 The Company may reduce its registered capital in accordance with the
Articles of Association. The Company shall reduce its registered capital pursuant to the
Company Law, other relevant regulations and the Articles of Association.
Article 25 The Company shall prepare a balance sheet and a list of property when
reducing its registered capital.
The Company shall notify all creditors within 10 days after adoption of the resolution
to reduce the registered capital and shall make announcements in newspapers within 30
days. The creditors shall have the right to require the Company to repay debts or provide
corresponding guarantees for debt repayment within 30 days after receipt of the notice or
within 90 days after the first announcement if the creditors haven’t received the notice.
The Company’s registered capital shall not, upon the reduction in capital, be less than
the statutory minimum limit.
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Article 26 The Company may, in the following circumstances, buy back its
outstanding shares following the legal procedures specified in the Articles of Association,
administrative regulations, Listing Rules and with approval from the regulatory authority of
the state:
(I)When cancelling shares for reduction in the registered capital of the Company;
(II)When merging with other companies holding shares of the Company;
(III)When utilizing shares in Employee Share Ownership Plan or as share awards;
(IV)When shareholders objecting to resolutions of the general meeting concerning
merger or division of the Company require the Company to buy their shares;
(V)When utilizing shares to convert into convertible bonds issued by the
Company;
(VI)When necessitated by the Company to protect its value and its shareholders’
interest;
(VII)In other circumstances stipulated by laws and administrative regulations.
Except under the above circumstances, the Company shall not engage in any
activities for the purchase of its share.
Article 27 The Company may repurchase its shares in any of the following ways
upon approval by the regulatory authority of the state:
(I)Issuing a repurchase offer to all shareholders according to an equal
percentage;
(II)Buying back through open transaction in the stock exchange;
(III)Buying back through agreement outside the stock exchange;
(IV)Other modes as approved by the competent authority concerned.
Where the Company repurchase its shares under the circumstances as mentioned in
(III), (V) & (VI) of Article 26 of the Articles of Association, the repurchase shall be carried
out by public concentrated transaction.
Article 28 In the repurchase of shares through agreement outside the stock
exchange, the Company shall seek prior approval at a general meeting in accordance with
the Articles of Association. With prior approval at the general meeting in the same way, the
Company may cancel or change the contract already concluded in the aforesaid manner or
waive any right under the contract.
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The share repurchase contract mentioned in the preceding paragraph shall include
(but not limited to) agreement to undertake share repurchase obligations and obtain share
repurchase rights.
The Company shall not transfer the share repurchase contract or any right thereunder.
As far as the Company’s right to repurchase the redeemable shares is concerned:
(I)The price shall not exceed certain upper limit if such shares are not
repurchased in the market or by tender; and
(II)Whereas in the event of repurchase by tender, the relevant tender must be
equally offered to all shareholders.
Article 29 Repurchase of the Company’s shares for reasons set out in (I) to (II) of
Article 26 of the Articles of Association shall be subject to resolution at a general meeting.
Where the Company repurchases its shares under the circumstances as mentioned in
(III),(V) & (VI) of Article 26 of the Article of Association, the repurchase shall be resolved
by more than two-thirds of the directors present at a board meeting. After the Company has
bought back its shares in accordance with Article 27 of the Articles of Association, such
shares shall be cancelled within 10 days after repurchase in the circumstance set out in (I),
or shall be transferred or cancelled within six months in the circumstances set out in (II) and
(IV).
In case of circumstances set out in (3), (5) and (6), the total shares held by the
Company shall not exceed 10% of the total shares issued by the Company, and such shares
shall be transferred or cancelled within 3 years.
The aggregate par value of the cancelled shares shall be deducted from the
Company’s registered capital,and apply to the original registration authorities for
registration of changes in registered capital.
Article 30 Unless the Company is under liquidation, the Company shall observe
the following regulations when buying back its outstanding shares:
(I)If the Company repurchases shares at nominal value, the payment shall be
deducted from the book balance of its distributable profit and the proceeds
from issuance of new shares for buying back old shares;
(II)If the Company repurchases shares above nominal value, the portion
equivalent to the nominal value shall be deducted from the book balance of its
distributable profit and the proceeds from issuance of new shares for buying
back old shares; the portion exceeding the par value shall be processed as
follows:
1.Deducted from the book balance of distributable profit of the Company
if the shares repurchased were issued at par value;
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2.Deducted from the book balance of distributable profit of the Company
and the proceeds from issuance of new shares for buying back old
shares if the shares repurchased were issued at above par value; but
the amount deducted from the proceeds from issuance of new shares
shall not exceed the total premium obtained at the time of issuance
of the shares repurchased and shall not exceed the amount (including
premium from issuance of new shares) in the premium account (or
capital reserve account) of the Company at the time of repurchase;
(III)The monies paid by the Company for the following purposes shall be deducted
from the distributable profits of the Company:
1.Acquiring the right to repurchase its shares;
2.Changing the share repurchase contract;
3.Cancelling its obligations under the share repurchase contract.
(IV)After the par value of the cancelled shares is deducted from the registered
capital of the Company pursuant to relevant regulations, the amount deducted
from the distributable profit for paying the par value of the shares repurchased
shall be stated in the premium account (or capital reserve account) of the
Company.
Chapter 5 Financial Assistance to Acquire Shares of the Company
Article 31 The Company or its subsidiaries shall not at any time or in any form
provide any financial assistance to purchasers or potential purchasers of the Company’s
shares. The aforesaid purchasers include persons directly or indirectly undertaking
obligations because of the purchase of the Company’s shares.
The Company or its subsidiaries shall not at any time or in any form provide any
financial assistance to the aforesaid obligors for the purpose of reducing or discharging their
obligations.
The provisions herein do not apply to the circumstances set out in Article 33 of this
Chapter.
Article 32 Financial assistance referred to in this Chapter shall include (but not
limited to) the following:
(I)Gift;
(II)Guarantee (including the case where the guarantor undertakes liability
or provides property to ensure fulfillment of obligations by the obligor),
compensation (excluding compensation for the Company’s own fault),
termination or waiver of rights;
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(III)Provision of loan or execution of contract under which the Company fulfils
obligations prior to other parties, change of the said loan and the parties to the
contract, and transfer of the said loan and rights under the contract;
(IV)Provision of any other form of financial assistance when the Company is
insolvent, has no net assets or its net assets are likely to decrease significantly.
Obligations referred to herein shall include the obligations undertaken by the obligor
for entering into a contract or making an arrangement (regardless whether the said contract
or arrangement is enforceable or whether it is undertaken by the obligor individually or
jointly with others) or for changing his financial position in any other form.
Article 33 The following acts are not deemed as prohibited under Article 31 of this
Chapter:
(I)The Company provides the relevant financial assistance faithfully in the
interest of the Company and the said financial assistance is not mainly
intended for the repurchase of the Company’s shares or the said financial
assistance is part of a general plan of the Company;
(II)The Company distributes its properties as dividends in accordance with the
law;
(III)The Company distributes shares as dividends;
(IV)The Company reduces the registered capital, buys back shares and adjusts the
shareholding structure in accordance with the Articles of Association;
(V)The Company, within its business scope, provides loan for its normal business
operations (but such financial assistance shall not give rise to a decrease in
net assets of the Company, or despite of causing a decrease, such financial
assistance is given out of the distributable profit of the Company);
(VI)The Company provides loan for the employee stock ownership plan (but
such financial assistance shall not give rise to a decrease in net assets of the
Company, or despite of causing a decrease, such financial assistance is given
out of the distributable profit of the Company).
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Chapter 6 Shares and Shareholders’ Register
Article 34 A Share certificate refers to the certificate evidencing that the shares
issued by the Company are held by the shareholder concerned. The Company’s shares are
all registered shares.
Matters specified in the Company’s share certificates shall include:
(I)Company name;
(II)Date of incorporation of the Company;
(III)Shareholder’s name and address;
(IV)Class of shares held by each shareholder, par value and the number of shares
represented;
(V)Serial number of the share certificate held by each shareholder and the date on
which the shares are acquired;
(VI)Other matters to be specified pursuant to the Company Law, Special
Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as
required by the stock exchange on which the Company’s shares are listed.
During the period when the overseas-listed foreign shares are listed on the Hong
Kong Stock Exchange, the Company shall ensure all listing documents and ownership
certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include
the following statements, and shall instruct and promote its share registrar to reject any
subscription, purchase or transfer of the shares registered in the name of any individual
holder, unless and until the said individual holder has submitted to the said share registrar
the signed relating to the said shares, which shall include the following statements:
(I)The share purchaser agrees with the Company and each of its shareholders,
and the Company agrees with each shareholder to observe and comply with
the Company Law, Special Provisions, other relevant laws, administrative
regulations and the Articles of Association.
(II)The share purchaser agrees with the Company and each of the Company’s
shareholders, directors, supervisors, general manager and senior management,
and the Company acting on its behalf and for each director, supervisor,
general manager and senior executive agrees with each shareholder, to refer
all disputes or claims arising from the Articles of Association or from the
rights or obligations specified in the Company Law or other relevant laws or
administrative regulations with respect to the Company’s affairs to arbitration
in accordance with the Articles of Association, and that any reference to
arbitration shall be deemed to authorize the arbitration tribunal to conduct a
public hearing in open session and to publish its arbitration award, and the

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(III)The share purchaser agrees with the Company and each of its shareholders
that the shares of the Company can be transferred freely by the holders.
The share purchaser authorizes the Company to conclude contract on his behalf with
each director, general manager and senior executive, who shall undertake to observe and
fulfill duties for shareholders as specified in the Articles of Association.
Article 35 The Company’s shares may be transferred, given as a gift, inherited and
pledged pursuit to the relevant laws, administrative regulations, departmental rules and the
Articles of Association.
The transfer of shares requires registration at the shares registration organ entrusted
by the Company.
Article 36 The Company does not accept shares of the Company as the subject of
any pledge.
Article 37 Share certificates shall be signed by the chairman of the board of
directors. Other relevant senior management of the Company shall also sign the share
certificates if required by the stock exchange with which the Company’s shares are listed.
The share certificates shall come into effect after stamping or printing of the corporate
seal thereon. The share certificates shall only be stamped with the corporate seal under
the authorization of the board of directors. The signature of the chairman or other relevant
senior executive of the Company may also be printed on the share certificates.
Article 38 The Company shall maintain a shareholders’ register recording the
following matters:
(I)Names (titles), addresses (domiciles), occupations or features of the
shareholders;
(II)Class and number of shares held by the shareholders;
(III)Monies paid or payable for the shares held by the shareholders;
(IV)The serial numbers of the shares held by the shareholders;
(V)Date on which the shareholders are registered as shareholders; and
(VI)Date on which the shareholders terminate as shareholders.
The shareholders’ register is sufficient evidence of the shareholders’ shareholdings in
the Company unless there is evidence to the contrary.
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Article 39 The Company may keep the register of holders of overseas-listed
foreign shares overseas and entrust it to the care of an overseas agency in accordance with
the understanding and agreement reached between the securities regulatory authority under
the State Council and the overseas securities regulatory authority. The original register of
holders of Hong Kong-listed foreign shares shall be kept in Hong Kong.
A copy of the register of holders of overseas-listed foreign shares shall be made
available at the Company’s domicile; the appointed foreign agency shall at any time ensure
the original and the copy of the register of holders of overseas-listed foreign shares are
consistent.
In the event that the records in the original and the copy of the register of holders of
overseas-listed foreign shares are inconsistent, the original shall prevail.
Article 40 The Company shall keep a complete shareholders’ register.
The shareholders’ register shall include the following parts:
(I)Shareholders’ register kept at the domicile of the Company, save as specified
in (II) and (III) herein;
(II)The Company’s register of holders of overseas-listed foreign shares kept in
the place of the overseas stock exchange where the shares are listed; and
(III)Shareholders’ register that the board of directors decides to keep in other place
for the purpose of listing the shares of the Company.
Article 41 The respective parts of the shareholders’ register shall not overlap each
other. In the event of transfer of shares registered in a specific part of the shareholders’
register, the said shares shall not be registered in any other part of the shareholders’ register
in the duration of the registration of the said shares.
Alterations or corrections to each section of the register of shareholders shall
be made in accordance ws.e shAlterations att (h)0.5 (o)0.5 (l)0.5 (d)0.5 (e)0.5 (r)(r)0.5 ( )0.5 (t)0.5 (h)0.5 (e)05ationsvenrshrs of tidolderin the shuras’ register

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(II)The transfer instrument only involves overseas-listed foreign shares listed in
Hong Kong;
(III)Stamp duty has been paid for the transfer instrument;
(IV)Relevant shares and other evidence reasonably required by the board of
directors to prove that the transferor has the right to transfer the said shares
have been submitted;
(V)If the shares are intended to be transferred to joint holders, the number of the
registered joint shareholders shall not exceed four; and
(VI)The relevant shares are not subject to lien of any company.
Should the Company refuse to register any transfer of shares, it shall, within two
months from the date of the formal application for the transfer, provide the transferor and
the transferee with a written notice stating its refusal of registration of such transfer.
Transfer of all overseas-listed foreign shares listed in Hong Kong shall be executed
with a written transfer instrument in a general or common format or any other format
accepted by the board of directors; the said transfer instrument may be signed by hand
without seal. If the transferor or the transferee is a recognized clearing house (“Recognized
Clearing House”) or proxy thereof as defined in the Securities and Futures Ordinance
(Chapter 571 of the Laws of Hong Kong), the transfer form can be signed by hand or print.
All transfer instruments shall be kept at the legal address of the Company or other place
designated by the board of directors from time to time.
Article 43 No shares held by the promoters can be transferred within 1 year after
the establishment of the Company. Shares already issued by the Company before public
offering shall not be transferred within one year after the shares of the Company are listed
on the stock exchange.
The directors, supervisors and senior management shall report to the Company on
a regular basis about their shareholdings and changes thereof and shall not transfer more
than 25% of their shares per annum during their terms of office; the shares they hold in the
Company shall not be transferred within one year after the shares of the Company are listed.
The aforesaid persons shall not transfer their shares in the Company within half a year after
they terminate service with the Company, except for the regulations with respect to transfer
restrains of shares listed overseas as prescribed in the relevant regulations of the stock
exchange at the location where the Company’s shares are listed.
Article 44 No changes of registration in the shareholders’ register arising from
share transfer shall be made within 30 days before convening of a general meeting or
within five days prior to the benchmark date on which the Company decides to distribute
dividends. Where the relevant stock exchanges or regulatory authorities in the place where
the shares of the Company are listed provide otherwise, such provisions shall be followed
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Article 45 If the Company convenes a general meeting, distributes dividends,
conducts liquidation or executes any other act requiring recognition of shareholding, the
board of directors shall designate a certain date as shareholding determination date, at the
end of which the shareholders in the register shall be shareholders of the Company.
Article 46 .5 (n)0.5 (t)0.5 (i)0.5 (mh)0.5 (i)0.5 (()0.5 (c)0.5 (l)0.5 (t)0.5 (4)0.5 (6)]TJ
)egign ofs th ex(f)0.5 ea6If any person objects to the shareholders’ register and asks to have his

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(IV)Before publishing the announcement of reissuance of new share certificate,
the Company shall submit a copy of the draft announcement to the
stock exchange with which the Company is listed, and may publish the
announcement only after receiving reply from the said stock exchange
confirming that the said announcement has been displayed in the stock
exchange. The said announcement shall be displayed in the stock exchange for
90 days.
If the application for reissuing share certificate is not approved by the
registered holder of the relevant shares, the Company shall send a copy of the
draft announcement to the said shareholder.
(V)If, after expiry of the 90-day period of announcement and display specified in
(III) and (IV) of this Article, the Company has not received any objection to
reissuance of share certificate, the Company may reissue new share certificate
as requested by the applicant.
(VI)When the Company reissues new share certificate pursuant to this Article, the
Company shall immediately cancel the original share certificate, and record
such cancellation and reissuance in the shareholders’ register.
(VII)All the expenses for cancellation of the original share certificate and reissuing
new share certificate shall be borne by the applicant. The Company may
refuse to take any action before the applicant provides any reasonable
guarantee.
Article 48 After the Company reissues new share certificate in accordance with
the Articles of Association, the name (title) of the bona fide purchaser of the aforesaid new
shares or the shareholder later registered as owner of the said shares (if he is a bona fide
purchaser) shall not be deleted from the shareholders’ register.
Article 49 The Company shall have no obligation to compensate any person for
any loss arising from cancellation of the original share certificate or reissuance of new share
certificate, unless the said person can prove that the Company has committed any fraud.
Chapter 7 Rights and Obligations of Shareholders
Article 50 Shareholders of the Company are persons lawfully holding shares of the
Company, with names (titles) recorded in the shareholders’ register.
Shareholders enjoy the rights and fulfill the obligations as per the class and number
of shares they hold; shares of the same class enjoy the same rights and assume the same
obligations.
The Company shall not exercise any right to freeze or otherwise damage the rights
attached to any shares directly or indirectly held by any person only on the ground that the
said person has not disclosed his shareholding to the Company.
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Where two or more persons are registered as joint shareholders of any shares, they
shall be deemed as the joint holders of the said shares subject to the following restrictions:
(I)The Company shall not have to register more than four persons as joint
shareholders of any shares;
(II)The joint shareholders of any shares shall jointly and severally assume the
responsibility for amounts of fees payable for the relevant shares;
(III)In the event that any one of the joint shareholders deceases, only the other
remaining joint shareholders shall be deemed by the Company as the owners
of the relevant shares. However, the board of directors may, for the purpose
of modifying the shareholders’ register, require the presentation of a death
certificate of the relevant shareholder as it deems appropriate; and
(IV)Among the joint shareholders of any shares, only the joint shareholder listed
first in the shareholders’ register has the right to take the relevant share
certificate from the Company and receive notices of the Company, and any
notice served to the said person shall be deemed as having been served to all
the joint shareholders of the relevant shares.
Article 51 The ordinary shareholders of the Company shall be entitled to the
following rights:
(I)To receive dividends and other profit distributions in proportion to the shares
they hold;
(II)To request, call, convene and attend general meetings either in person or by
proxy in accordance with laws and exercise the voting right;
(III)To supervise, give suggestions on or make inquiries about the business
operation of the Company;
(IV)To transfer, give as gift or pledge shares in accordance with the laws,
administrative regulations and the Articles of Association;
(V)The shareholders shall have the right to obtain relevant information in
accordance with the laws, administrative regulations and the Articles of
Association upon providing written documents with respect to the class of
shares held in the Company and number of shares held and after verification
of the status of the shareholders by the Company, including:
1.Obtaining a copy of the Articles of Association upon payment of
production cost;
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2.Being entitled to access and copy upon payment of reasonable
expenses;
(1)Copies of all shareholders’ registers;
(2)Personal information of the Company’s directors, supervisors,
managers and other senior management, including:
(a)Present and former names and aliases;
(b)Principal address (domicile);
(c)Nationality;
(d)Full-time and all part-time occupations and duties;
(e)Identity certificates and numbers thereof.
(3)Report of status of the issued share capital of the Company;
(4)Reports of the total par value, number of shares, and the highest
and lowest prices of each class of shares repurchased by the
Company since the last fiscal year, and the total expenses paid
by the Company for this purpose;
(5)Counterfoils of corporate bonds;
(6)The latest audited financial statements of the Company, and
the reports of the board of directors, auditors and board of
supervisors;
(7)Copy of the latest annual inspection report filed with the
industry and commerce authority of China or other competent
authorities;
(8)Minutes of the general meetings (for inspection of shareholders
only).
The Company shall keep at its Hong Kong address the documents as referred to in (1)
to (8) above (excluding (2)) and any other applicable documents as per the requirements of
the Listing Rules of the Stock Exchange for free inspection of the public and shareholders.
(VI)In the event of termination or liquidation of the Company, to participate in
the distribution of the remaining assets of the Company in proportion to their
shareholding;
(VII)For shareholders objecting to resolutions of the general meeting concerning
merger or division of the Company, to require the Company to buy their
shares;
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A shareholder does not have the obligation to contribute to any increase in share
capital unless being a subscriber under the conditions accepted by him at the time of
subscription.
Article 54 If a shareholder holding 5% or more voting rights of the Company
pledges his shares, he should report to the Company in writing on the day of such
occurrence.
Article 55 The controlling shareholder or actual controller of the Company shall
not use his associated relationship to damage the Company’s interests. If such provision is
violated resulting in damage to the Company, he should be responsible for compensation.
The controlling shareholders and actual controllers have fiduciary duty towards
the Company and shareholders holding public community shares of the Company. The
controlling shareholders should strictly exercise their rights as capital contributors. The
controlling shareholders shall not make use of methods such as distribution of profits,
restructuring of assets, external investment, misappropriation of assets, borrowing or
providing guarantee for damaging the legal interests of the Company and shareholders of
public community shares. They shall not make use of their controlling position to damage
the legal interests of the Company and shareholders of public community shares.
Article 56 Save for the obligations under the laws, administrative regulations or
the Listing Rules of the Stock Exchange, the controlling shareholders, in exercising their
rights as shareholders, shall not make any decision detrimental to the interests of all or some
shareholders as a result of the exercise of their voting rights on the following issues:
(I)Exempting directors and supervisors from the obligation to act honestly in the
best interest of the Company in good faith;
(II)Allowing directors and supervisors (for the interests of their own or others)
to seize from the Company its asset in any way, including (but not limited to)
any opportunity in favour of the Company;
(III)Allowing directors and supervisors (for the interests of their own or others) to
seize from other shareholders their personal rights and interests, including (but
not limited to) any right to profit distribution and right to vote, but excluding
corporate reorganization submitted for adoption at the general meeting
pursuant to the Articles of Association.
Article 57 A controlling shareholder, as referred to in the preceding article, is a
person fulfilling any of the following conditions:
(I)When acting alone or acting in concert with other persons, such a person can
select more than half of the Company’s directors;
(II)
exercise more than 30% (inclusive) of the voting rights of the Company or
control the exercising of more than 30% (inclusive) of the voting rights of the
Company;
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(III)When acting alone or acting in concert with other persons, such a person holds
more than 30% (inclusive) of the outstanding shares of the Company;
(IV)When acting alone or acting in concert with other persons, such a person has
de facto control of the Company by other methods.
The term “acting in concert” means that two or more persons conclude an
unanimously consent in mode of agreement (regardless of oral or written form) to acquire
the Company’s right to vote via one of the two persons in order to achieve or enhance the
aim to control the Company.
Chapter 8 General Meetings
Article 58 The general meeting shall be the organ of authority of the Company and
shall exercise its functions and powers according to law.
Article 59 A general meeting shall exercise the following functions and powers:
(I)To decide on the business operation guideline and investment plan for the
Company;
(II)To elect and replace directors and to decide on matters relating to
remuneration of the directors;
(III)To elect and replace supervisors who are not employee representative and to
decide on matters relating to remuneration of the supervisors;
(IV)To examine and approve reports of the board of directors;
(V)To examine and approve reports of the board of supervisors;
(VI)To examine and approve the annual financial budgets and final accounting
plans of the Company;
(VII)To examine and approve the Company’s profit distribution plan and loss
recovery plan;
(VIII)To resolve on the increase or reduction of the registered capital of the
Company;
(IX)To resolve on the merger, division, dissolution, liquidation or transformation
of the Company;
(X)

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(XII)To amend the Articles of Association;
(XIII)To examine proposals made by shareholders severally or jointly representing
more than 3% (inclusive) of the voting shares of the Company;
(XIV)To consider and approve other guarantee matters as prescribed in Article 60;
(XV)To examine the Company’s purchase or disposal of major assets within one
year in an amount exceeding 30% of the total assets of the Company;
(XVI)To examine and approve changes in the use of proceeds;
(XVII)To examine and approve equity incentive plan;
(XVIII)To decide on matters where the Company repurchase its shares under the
circumstances as mentioned in (I) & (II) of Article 26 of these Articles of
Association.
(XIX)To examine other matters on which resolutions shall be made by the
shareholders’ general meeting as required by the laws, administrative
regulations and the Articles of Association;
(XX)To examine other matters as requested in the Listing Rules.
Without violation of any laws and regulations and the statutory regulations as
prescribed in the Listing Rules, the general meetings may grant authorization or entrust the
board of directors to handle matters with respect to such authorization and appointment.
Article 60 The following external guarantees by the Company shall be considered
and approved by the shareholders’ general meeting.
(I)Any guarantee provided after the total amount of external guarantees by the
Company and its controlled subsidiaries meet or exceed fifty percent of the
latest audited net assets;
(II)Any guarantee provided for a target party whose asset-liability ratio is over
seventy percent;
(III)Any guarantee with a single guaranteed amount in excess of ten percent of the
latest audited net assets;
(IV)Any guarantee exceeding 30% of the total audited assets of the latest period
cumulatively calculated within twelve consecutive months subject to the
guarantee amount;
(V)Any guarantee exceeding 50% of the total audited assets of the latest period
cumulatively calculated within twelve consecutive months subject to the
guarantee amount and the absolute amount exceeds RMB 50 million;
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(VI)Any guarantee provided to shareholders, de facto controllers and their related
parties.
Article 61 The Company may not enter into any contract with anyone other than
a director, supervisor, manager or other senior executive to have all or a significant part of
the Company’s business in the care of the said person, unless prior approval obtained by
shareholders at a general meeting by way of special resolution.
Article 62 General meetings are divided into annual general meetings and
extraordinary general meetings. General meetings shall be convened by the board of
directors. Annual general meetings shall be convened once a year within six months after
the end of the preceding fiscal year.
In any of the following circumstances, the board of directors shall convene an
extraordinary general meeting within two months:
(I)When the number of directors falls short of the minimum number required
by the Company Law or is less than two-thirds of the number required by the
Articles of Association;
(II)When the accrued losses of the Company amount to one-third of its total share
capital;
(III)When shareholder(s) individually or jointly holding 10% or more of the
Company’s issued and outstanding shares carrying voting rights request(s) in
writing for the convening of an extraordinary general meeting;
(IV)When the board of directors deems it necessary or the board of supervisors
proposes to convene an extraordinary general meeting;
(V)When more than half of independent directors propose to convene the
meeting;
(VI)In any other circumstances stipulated by the laws, administrative regulations,
departmental regulations, the Listing Rules and the Articles of Association.
The venue of the general meeting shall be the domestic of the Company or the
venue explicitly notified in the notice of the general meeting. A general meeting shall
be conducted in the form of a physical meeting at the designated venue for meeting.
In addition, the Company will provide online and other means for the convenience of
participation by the shareholders. A shareholder who participates in a general meeting in the
aforesaid means shall be deemed as being present. Where the Company convenes a general
meeting by online means, all shareholders whose name appearing on the register of member
on the shareholding record date shall confirm their identity and participate in voting through
the online system.
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During the general meeting, the Company will retain an attorney to issue legal
opinion on the following matters and publish the same:
(1)Whether the procedures of convening and holding the meeting comply with
relevant laws or administrative regulations and the Articles of Association;
(2)Whether the qualifications of the attendants and the convener are lawful and
valid;
(3)Whether the voting procedure and results are lawful and valid;
(4)On ther relevant issues as required by the Company.
Article 63 A written notice convening the annual general meeting shall be given
by the convener not less than 20 business days before the date of the meeting to notify all
shareholders of the meeting; whereas a written notice of the extraordinary general meeting
shall be given not less than 15 business days before the date of the meeting to notify all
shareholders of the meeting. A “business day” as mentioned in this articles of association
refers to any trading day of securities on the Hong Kong Stock Exchange.
The calculation of the abovementioned period shall not include the date of publishing
the announcement and that of the meeting is convened.
 Article 64 Notice of general meeting shall meet the following requirements:
(I)Is in written form;
(II)Specifies the venue, date and time of the meeting;
(III)States matters to be discussed at the meeting;
(IV)Provides such necessary information and explanations for shareholders
to make an informed judgment on the matters to be considered. Without
limitation to the generality of the foregoing, where a proposal is made with
respect to the merger of the Company with another company, the repurchase
of shares, restructuring of share capital, or other reorganization of the
Company, the terms of the proposed transaction must be provided in detail
along with copies of the proposed contract (if any), and the reason(s) and
effect of such proposal must be properly explained;
(V)Contains a disclosure of the nature and extent of the material interests of any
director, supervisor, manager or other senior management in the proposed
transaction and the effect which the proposed transaction will have on them in
their capacity as shareholders insofar as it is different from the effect on the
interests of shareholders of the same class;
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(VI)Contains the full text of any special resolution to be proposed at the meeting;
(VII)Contains a clear statement that a shareholder entitled to attend and vote at
such meeting is entitled to appoint one or more proxies to attend and vote at
such meeting on his behalf and that such proxy need not be a shareholder of
the Company;
(VIII)Specifies the time and venue for serving the power of attorney for the voting
proxy for the meeting;
(IX)The time between the date of registration of shareholding of the shareholders
for determining those shareholders entitled to attend the shareholders’
meeting, the date of registration and the date of the meeting shall comply with
the requirements of the relevant supervisory authorities of the place where the
shares of the Company are listed; and
(X)The names and telephone numbers of the standing contact persons for the
meeting.
Article 65 The notice of general meeting shall be delivered to shareholders
(whether or not they are entitled to vote at the general meeting) by any modes agreed by the
local securities exchange where the Company’s shares are listed (including but not limited
to mailing, e-mail, fax, public announcement and website of local securities exchange
where the Company or the Company’s shares are listed). The address of the recipient is that
as shown in the shareholders’ register. For shareholders of domestic shares, the notice of
general meeting shall be delivered by mode of public announcement.
Public announcement referred to in the preceding paragraph shall be published in one
or more newspapers designated by the securities authority under the State Council. Once the
announcement has been published, all holders of domestic shares shall be deemed to have
received the notice of the relevant general meeting.
Article 66 When the Company issues notice of shareholders’ meetings in the
manner as required by the relevant stock exchange(s) or regulatory authority(ies) of the
place where the shares are listed, the accidental omission to give notice of meeting to, or
non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate
the meeting and the resolutions made at the meeting.
Article 67 Any shareholder entitled to attend and vote at a general meeting of
the Company shall be entitled to appoint one or more persons (whether a shareholder
or otherwise) as his proxy/proxies to attend and vote on his behalf. The said proxy may
exercise the following rights as granted by the said shareholder:
(I)The shareholder’s right to speak at the general meeting;
(II)To severally or jointly request to vote on a poll;
(III)To exercise the right to vote by a show of hand or on a poll. Where there is
more than one proxy, the said proxy shall only vote on a poll.
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Article 68 The instrument appointing a proxy shall be in writing under the hand
of the principal or his proxy duly authorized in writing or, if the principal is a legal person,
it shall be under seal or under the hand of a director or a proxy duly authorized. Such
instrument shall specify the number of shares to be represented by the proxy.
 Article 69 The power of attorney for voting shall be deposited at the domicile of
the Company or such other place as specified in the notice of meeting at least 24 hours prior
to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled
voting time. Where the relevant stock exchange(s) or regulatory authority(ies) in the place
where the shares of the Company are listed provide otherwise, such provisions shall be
followed.
Where such power of attorney is signed by a person authorized by the principal, the
power of attorney authorizing signature or other authorization documents shall be notarized.
The notarized power of attorney and other authorization documents shall, together with the
power of attorney for voting, be deposited at the Company’s domicile or other location as
specified in the notice of the meeting.
Where the principal is a legal person, its legal representative or a person authorized
by the board of directors or other decision making body shall attend the general meeting of
the Company on his behalf.
If the shareholder is a Recognized Clearing House (or its agent), the said shareholder
may authorize one or more persons as he deems appropriate to act on his behalf at any
general meeting or class general meeting; however, where several persons are thus
authorized, the power of attorney shall specify the numbers and classes of shares involved
by the said persons. The power of attorney shall be signed by the respective proxies
appointed by the Recognized Clearing House. The persons thus authorized may attend the
meetings and exercise rights on behalf of the Recognized Clearing House as if the said
persons were the natural person shareholders of the Company.
Article 70 Any instrument issued to a shareholder by the board of directors of
the Company for appointing a proxy shall provide the shareholder with the flexibility to
instruct the proxy to vote for or against, and give instruction on each of the resolutions to be
decided at the meeting. Such instrument shall contain a statement that, in the absence of any
instruction, the proxy may vote as he thinks fit.
Article 71 A vote given by a proxy in accordance with the terms of the power of
attorney shall be valid notwithstanding the death, loss of capacity, revocation of the power
of attorney, revocation of the authority under which the proxy was executed, or the transfer
of the share(s) in respect of which the proxy is given prior to voting, provided that no
written notice of such death, loss of capacity, revocation or transfer has been received by the
Company before the commencement of the meeting.
Article 72 An independent director has the right to propose to the board of
directors to convene an extraordinary general meeting. The board of directors shall, in
accordance with the laws, administrative regulations and the provisions of these Articles of
Association, within 10 days of receiving the proposal, submit written reply on its consent or
disagreement to the convening an extraordinary general meeting.
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If the board of directors agrees to convene an extraordinary general meeting, it
shall issue a notice of meeting within 5 days after the decision of the board of directors is
made. If the board of directors does not approve the convening of an extraordinary general
meeting, it shall explain the reasons and make a public announcement.
Article 73 The board of supervisors has the right to propose to the board of
directors to convene an extraordinary general meeting in writing. The board of directors

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(IV)If the board of supervisors agrees to convene the extraordinary shareholders’
meeting, it shall issue a notice of shareholders’ meeting within 5 days of
the decision of the board of supervisors. If there are changes to the original
request in the notice, they should be agreed by the relevant shareholders. If
the board of supervisors does not issue the notice of shareholders’ meeting
within the prescribed period, this is treated as the board of supervisors not
convening and not holding the shareholders’ meeting. Then shareholders
who individually or together hold more than 10% of the shares for more than
90 consecutive days can convene and hold the meeting by themselves, the
procedure for covering such meeting shall, to the extent possible, be the same
as the procedure for convening a general meeting by the board of directors.
Where the shareholders convene and preside over a meeting because the board of
directors and the board of supervisors fail to convene the meeting pursuant to the aforesaid
request, the reasonable expenses incurred shall be borne by the Company .
Article 75 When the Company convenes a shareholders’ meeting, the board of
directors, the board of supervisors and shareholder(s) individually or jointly holding more
than 3% of the Company’s shares shall be entitled to propose motions to the Company.
Shareholder(s) individually or jointly holding more than 3% of the Company’s
shares may submit a written supplementary motion(s) to the convener of the board of
directors 10 business days before a shareholders’ meeting is convened; the convener shall
issue a supplementary notice of the shareholders’ meeting announcing the contents of the
supplementary motion(s) within two days after receipt of the said motion(s).
Unless otherwise provided in the preceding paragraph, the convenor may not amend
the proposals set out in the notice of shareholders’ general meeting, or add new proposals
after issuing an announcement on the notice of shareholders’ general meeting.
The motion(s) that has/have not been set out in the notice of the shareholders’
meeting or that is/are not in compliance with Article 76 shall not be voted or resolved on at
the general meeting.
Article 76 Provisional motions of the shareholders’ meeting shall meet the
following conditions:
(I)The content shall comply with the laws, administrative regulations, the
Articles of Association and the related regulations and requirements of
relevant stock exchanges or regulatory authorities at the place where the
shares are listed, and shall fall within the authority of the general meeting;
(II)It shall have a clear topic and specific resolution for consideration;
(III)It shall be submitted or served to the convener in written form.
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Article 77 General meetings shall be convened by the board of directors and the
chairman of the board of directors shall preside over the meeting. If the chairman of the
board of directors is unable or fails to perform his duties, the vice chairman of the board of
directors shall preside over the meeting; if the vice chairman is unable or fails to perform
his duties, more than half of the directors may elect a director to convene and act as the
chairman of the meeting.
If the board of directors cannot or fails to convene a general meeting, the board
of supervisors shall duly convene and preside over such meeting; if even the board of
supervisors cannot or fails to convene and preside over a general meeting, the shareholders
individually or jointly holding more than 10% of the Company’s shares for more than 90
consecutive days may by themselves convene and preside over a general meeting. If for any
reason the shareholders cannot elect a chairman for the meeting, the shareholder (including
proxy thereof) holding the most voting shares among the attending shareholders shall
preside over the meeting.
Article 78 Shareholders (including proxies thereof) who vote at a general meeting
shall exercise their voting rights as per the number of voting shares they represent. Each
share carries the right to one vote.
When material issues affecting the interests of small and medium-sized investors
are being considered by the A share shareholders at the shareholders’ meeting, the votes by
small and medium-sized investors shall be counted separately. The separate voting results
shall be disclosed publicly in a timely manner.
The Company has no voting right for the shares it holds, and such shares shall be
excluded from the total number of voting shares represented by the shareholders attending
the general meeting.
The board of directors of the Company, independent directors and shareholders
who met the relevant requirements and conditions may collect voting rights from the
shareholders publicly. While collecting votes from the shareholders, sufficient information
such as specific voting preference shall be disclosed to the persons whose voting rights
are being collected, and may only use for such purpose previously published information
which remains accurate and is not misleading at the time it is quoted. No consideration or
other form of de facto consideration shall be offered, and no shareholders shall not be put
under pressure in collecting the voting rights from the shareholders. The Company shall
not impose any restriction on minimum shareholdings in collecting the voting rights. If the
Company is soliciting the votes from the shareholders, they shall be encouraged to consult
their professional advisers.
Pursuant to the applicable laws and regulations or the Listing Rules of the Stock
Exchange and the Listing Rules of SSE, whereas any shareholder is required to abstain from
voting on any particular resolution or restricted to voting only for or against any particular
resolution, any vote cast by or on behalf of such shareholder in contravention of such
requirement or restriction shall not be counted.
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Article 79 When the board of supervisors or shareholders decides to convene a
shareholders’ meeting by themselves, they should inform the board of directors in writing
and at the same time, prepare a filing at the CSRC’s sub-office and the stock exchange
where the Company is located.
Before publicly announcing the resolutions of the shareholders’ meeting, the
convening shareholders should not hold less than 10% of the shares.
When the convening shareholder issues the notice for shareholders’ meeting and
publicly announce the resolutions of the shareholders’ meeting, he should subm5 (s)0.(i)0.5 (s)0.54t( )0.5 (shareholders’835 -1.25 Td

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Article 83 Registered vote is used by the Company for A-shares meeting. At a poll
taken at the meeting, a shareholder (including the proxy thereof) entitled to two or more
votes need not cast all his votes in the same manner.
Article 84 The list of candidate of directors and supervisors shall be submitted
to the shareholders’ meeting as a proposal for voting. The method and procedures for
nomination of directors and supervisors are as follows:
(I)The board of directors and shareholder(s) holding or jointly holding more than
3% of the Company’s shares shall nominate candidate(s) for director(s);
(II)The board of directors, the board of supervisors and shareholder(s)
independently or jointly holding more than 1% of the Company’s shares shall
nominate candidate(s) for independent director(s);
(III)The board of supervisors and shareholder(s) holding or jointly holding
more than 3% of the Company’s shares shall nominate candidate(s) for
supervisor(s) who is/are not employees’ representative(s);
(IV)The supervisor(s) representing employees in the board of supervisors shall be
elected from the general meeting of employee representative(s); and
(V)When the shareholders nominate director(s), independent director(s) or
supervisor(s), the nomination proposal, details of the nominated candidates,
declaration or undertaking of the candidate shall be submitted to the board of
directors 10 business days before convening the general meeting.
The board of directors shall issue an announcement or a circular on the biography
and basic information of the candidate for director(s) and supervisor(s) to the shareholders,
and the notice period for the announcement and circular shall comply with the regulations
and requirements of the relevant stock exchanges or regulatory authorities at the place
where the shares of the Company are listed.
When voting on the election of director(s) and supervisor(s) at the shareholders’
meeting, the cumulative voting system may be used in accordance with the requirements
of the regulatory authorities of the place where the shares are listed, provisions of the
Articles of Association or the resolutions at the general meeting. Under the cumulative
voting system, the election of independent directors shall be conducted separately from
that of other members of the board of directors. When electing two or more directors or
supervisors, the cumulative voting system shall be implemented. Where the cumulative
voting system is implemented in electing directors, the voting of the independent directors
shall be conducted separately form that of the non-independent directors.
Cumulative voting mentioned in the preceding paragraph means that when directors
or supervisors are being elected at a shareholders’ meeting, each share has the same voting
rights as the number of candidates for directors or supervisors, and the shareholders’ voting
rights may be used in a centralized manner.
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Save as those under the cumulative voting system, the shareholders’ meeting shall
resolve on all the proposals separately; in the event of several proposals for the same
issue, such proposals shall be voted on and resolved in the order of time at which they are
submitted. Unless the shareholders’ meeting is adjourned or no resolution can be made for
special reasons such as force majeure, voting of such proposals shall neither be shelved nor
refused at the shareholders’ meeting.
Article 85 In the case of an equality of votes, whether on a show of hands or on a
poll, the chairman of the meeting shall be entitled to one additional vote.
Article 86 Resolutions of a general meeting shall be divided into ordinary
resolutions and special resolutions.
Ordinary resolutions shall be approved by votes representing more than half of voting
rights held by shareholders (including proxies thereof) present at the general meeting.
Special resolutions shall be adopted by shareholders representing 2/3 or more of the
voting rights of the shareholders (including proxies thereof) in presence.
Shareholders (including proxies thereof) present at the shareholders’ meeting shall
present one of the following comments for each issue that needs to be voted on: for, against
or abstain. Securities registration and clearing institutions as the nominal holding of the
Stock Connect Programme between Mainland and Hong Kong shall follow the intention of
the beneficial holders of the shares on voting. Incomplete, wrongly filled, illegible or uncast
votes shall be deemed as the voters’ waiver of their voting rights, and the voting results
representing the shares held by such voters shall be counted as “abstentions”.
The Company shall, on the premise of ensuring the lawfulness and validity of
the shareholders’ meeting, provide convenience to shareholders in attending the general
meeting through various methods and channels, with priority given to the provision of
modern information technology measures such as online voting platform.
The same voting rights shall be exercised with only one of the voting methods,
namely on-site, online or other voting methods. The first voting result is considered as valid
in case of multiple voting of the same voting rights.
Article 87 The following matters shall be approved by ordinary resolutions at a
general meeting:
(I)Work reports of the board of directors and the board of supervisors;
(II)Profit distribution plans and loss recovery plans formulated by the board of
directors;
(III)Appointment and removal of the members of the board of directors and the
members of the board of supervisors who are not employee representatives,
their remuneration and the method of payment thereof;
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(IV)Annual budget, final accounts, balance sheet, profit statement, and other
financial statements of the Company;
(V)Matters other than those that should be passed by special resolutions pursuant
to the laws, administrative regulations, the Listing Rules of the stock exchange
where the shares of the Company are listed or the Articles of Association.
Article 88 The following matters shall be approved by special resolutions at a
general meeting:
(I)Increase or reduction in share capital of the Company and the >6 anion.Articl.5 ( )]TJ
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After conclusion of the general meeting, in the event any other shareholder finds that
the relevant shareholder participates in voting of related party transaction, or has objection
on whether a recusal shall apply, it shall have the right to bring a suit in accordance with
the regulations of Article 7 of the Articles of Association. Where the related shareholders
clearly indicate recusal, other shareholders who attend the general meeting shall put the
relevant case for examination and approval. The voting results and other resolutions passed
at the general meeting are equally valid.
Article 90 The chairman of the meeting shall be responsible for determining
whether a resolution has been passed pursuant to the voting results. His decision, which
shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.
Article 91 If the chirman has any doubt as to the result of a resolution which has
been put to vote at the general meeting, he may have the ballots counted. If the chairman
has not counted the ballots, any shareholder who is present in person or by proxy and who
objects to the result announced by the chairman may, immediately after the declaration of
the voting result, demand that the ballots be counted and the chairman shall have the ballots
counted immediately.
Article 92 If ballots are counted at a general meeting, the counting result shall be
recorded in the meeting minutes.
The minutes together with the attendance record of shareholders and the powers of
attorney of the proxies shall be kept at the domicile of the Company.
Article 93 Resolutions at the general meeting shall be recorded in the minutes,
which shall be signed by the chairman of the meeting and the attending directors. The
minutes shall be kept together with other valid information such as the book of signatures of
the shareholders present at the meeting.
Article 94 Shareholders may examine photocopies of the minutes of meetings
during the Company’s office hours free of charge. If any shareholder requests for a
photocopy of the relevant minutes of meetings, the Company shall send such photocopies
within 7 days upon receipt of the payment for reasonable charges.
Article 95 Where a proposal has not been passed or the resolutions of the preceding
general meeting have been changed at the current general meeting, special mention shall be
made in the announcement of the resolutions of the general meeting.
Article 96 Where a proposal on election of directors or supervisors is passed at the
general meeting, the term of office of a new director or supervisor shall commence on the
date on which resolutions of the shareholders’ general meeting are approved.
Article 97 Where a proposal on cash dividends, bonus shares or increase of share
capital by way of transfer from capital reserves, the Company shall implement the specific
scheme within two months after conclusion of the general meeting.
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Chapter 9 Special Procedures for Voting by Class Shareholders
Article 98 Holders of different classes of shares are class shareholders.
Class shareholders shall enjoy the rights and fulfill the obligations pursuant to the
laws, administrative regulations and the Articles of Association.
If the share capital of the Company includes shares without voting rights, then the
said shares shall be specified as “non-voting shares”.
If the share capital includes shares with different voting rights, then each class of
shares (except those with most preferential voting right) shall be specified as “restricted
voting” shares or “limited voting” shares.
Article 99 Rights conferred on any class of shareholders in the capacity of
shareholders may not be varied or abrogated unless approved by a special resolution of
shareholders’ general meeting and by holders of shares of that class at a separate meeting
conducted in accordance with Articles 100 to 105 stipulated in the Articles of Association.
Article 100 Under the following circumstances, the rights of a class shareholder
shall be deemed to have been varied or abrogated:
(I)To increase or decrease the number of shares of such class, or to increase or
decrease the number of shares of a class having voting rights, distribution
rights or other privileges equal to or superior to those of the shares of such
class;
(II)To effect an exchange of all or part of the shares of such class into shares of
another class or to effect an exchange of all or part of the shares of another
class into shares of such class or to grant the right to make the said change;
(III)To cancel or reduce rights to accrued dividends or cumulative dividends
attached to shares of the said class;
(IV)To reduce or cancel rights attached to the shares of the said class to
preferentially receive dividends or to receive distributions of assets in a
liquidation of the Company;
(V)To add, cancel or reduce share conversion rights, options, voting rights,
transfer rights, preemptive placing rights, or rights to acquire securities of the
Company attached to the shares of the said class;
(VI)To cancel or reduce rights to receive payments made by the Company in a
particular currency attached to the shares of the said class;
(VII)To create a new class of shares with voting rights, distribution rights or other
privileges equal or superior to those of the shares of the said class;
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(VIII)To restrict the transfer or ownership of the shares of the said class or to
impose additional restrictions;
(IX)To issue rights to subscribe for, or to convert into, shares of the said class or
another class;
(X)To increase the rights and privileges of the shares of another class;
(XI)To restructure the Company in such a way as to cause shareholders of
different classes to bear liabilities disproportionately during the restructuring;
(XII)To vary or abrogate provisions in this chapter.
Article 101 The class shareholders so affected, whether or not otherwise entitled
to vote at a general meeting, shall nevertheless be entitled to vote at any class meetings
with respect to matters set forth in (II) to (VIII), (XI) to (XII) of Article 100, but interested
shareholder(s) shall not be entitled to vote in class meetings.
The meaning of “interested shareholder” in the preceding paragraph is:
(I)

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Article 104 Notices of class meetings need only be served on shareholders entitled
to vote thereat.
Class meetings shall be conducted in a manner as similar as possible to that of
general meetings. Provisions in the Articles of Association concerning the procedure for
convening of general meetings also apply to class meetings.
Article 105 Apart from holders of other classes of shares, holders of domestic
shares and overseas-listed foreign shares are deemed as shareholders of different classes.
Special voting procedures for class shareholders shall not apply in the following
circumstances:
(I)With the approval by special resolutions at a general meeting (acquired
unconditioned authorization or restrained by all terms and conditions through
resolution), the Company recognizes, distributes or issues domestic shares
and overseas-listed foreign shares, at one or more occasions, the total number
of shares not exceeding 20% of each of its existing issued and outstanding
domestic shares and overseas-listed foreign shares in every 12 months;
(II)Where the Company’s plan to issue domestic shares and overseas-listed
foreign shares at the time of its establishment is carried out within 15 months
from the date of approval of the securities regulatory authority under the State
Council;
(III)Shares of the Company already issued but not listed, after approval from
the securities regulatory authority under the State Council, are converted to
overseas listed shares.
Chapter 10 Board of Directors
Article 106 The Company shall establish a board of directors, which comprises
seven directors, including three independent directors, and shall have one chairman and one
vice chairman.
The members of the board of directors shall consist with at least three independent
directors. Independent directors must make up at least one-third of the board of
directors and shall at least have one accounting professional (having senior title or
registered accountant qualification). The independent directors shall perform their duties
independently and shall not be under the control of major shareholders and de facto
controllers nor under the influence of the Company, its major shareholders, de facto
controllers and any interested units or individuals. The independent directors shall faithfully
perform their duties, protect the Company’s interests, and shall especially pay attention that
the lawful rights and interests of the public shareholders are not prejudiced.
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The Board of the Company shall establish the audit committee, and establish special
committees such as the strategic committee, the nomination committee, the remuneration
& evaluation committee, etc. Each special committee shall be accountable to the board
of directors and perform the duties prescribed by these Articles of Association and the
board of directors. Any proposals of the audit committee shall be submitted to the board
of directors for consideration and approval. All member of the special committees shall be
directors, among which, the majority of the members of the audit committee, the nomination
committee, the remuneration & evaluation committee shall be independent directors who
also convene the meeting of such committees. The convenor of the audit committee shall be
an accounting professional.
Article 107 Directors shall be elected at general meetings for a term of three years,
which is renewable upon re-election. The re-election term of independent directors shall not
exceed six years.
The term of office of a director shall commence from the date of appointment until
the expiry of the current session of the board of directors. If the term of office of a director
expires but re-election is not made, the existing director shall continue to perform their
duties in accordance with the laws, administrative regulations, departmental rules and the
provisions of the Articles of Association until a new director is elected and assumes office.
Prior to the maturity of his term, a director shall not be removed without reason from
his office by a general meeting. Subject to all relevant laws and administrative regulations
and without prejudice to any potential claim which may be made under any contract, the
shareholders’ general meeting may by ordinary resolution remove any director before the
expiration of his term of office.
If a director fails to attend meeting of the board of directors in person and fails to
appoint any other director to attend on his behalf for two consecutive times, he shall be
deemed to be unable to perform his duties, and the board of directors shall propose to the
general meeting for replacement.
A director may resign prior to the expiry of his term of service. When a director
intends to resign, he shall submit a written resignation to the board of directors. The
independent directors shall explain their resignation or the situations that may cause
the attention of the Company’s shareholders and creditors at their discretion. Where the
resignation of a director results in the number of directors falls below the minimum number
prescribed in the regulations of the Company Law or two-thirds of the number as prescribed
in the Articles of Association, or the independent directors fall below the number as
prescribed in the Articles of Association, the resignation of such director shall come into
effect only upon filling the vacancy by the succeeding director. Where the board of directors
fails to convene a general meeting for the purpose of re-election within two months after
resignation of an independent director, such independent director shall not have further
obligation to perform his duties.
Without violation of relevant laws and regulations and the regulatory rules of the
place where the Company is listed, any director appointed to fill a casual vacancy or as an
addition to the board of directors should hold office only until the next following annual
general meeting of the Company and should then be eligible for re-election at the meeting.
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Except under the aforesaid circumstances, the resignation of a director shall become
effective when the report of resignation is served on the board of directors.
The chairman shall be elected and removed by more than half of all the directors,
shall serve a term of three years and is eligible for re-election.
Article 108 The directors shall be natural persons and need not hold shares of the
Company.
Article 109 The board of directors shall be accountable to the general meeting and
exercise the following functions and powers:
(I)To be responsible for convening general meetings a l getttand w. (t)0.0. (t)0.0. (tkt)0.5 (h)0.5 (be)0.6 Tw -8.662 0Td

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(XV)To decide on the consolidation, division and restructuring of the Company’s
wholly-owned subsidiaries and controlled subsidiaries;
(XVI)To decide on the structure of the special committees of the board of directors
and to recruit and dismiss the person-in-charge of the committees;
(XVII)To propose the candidates of independent directors to the general meeting and
suggest removal and replacement of independent directors;
(XVIII)To suggest appointment, renewal or dismissal of the accounting firm to the
general meeting;
(XIX)To receive the work report of the general manager and examine his work;
(XX)To manage matters in respect of disclosure of the Company’s information;
(XXI)To formulate the equity incentive plan;
(XXII)The board of directors shall exercise the decision-making authority on foreign
investment (including capital increase and equity transfer of the investment
enterprises), financing, venture investment, entrust financing and external
guarantee other than those to be determined by resolution of the general
meeting in accordance with the laws and regulations and the Articles of
Association;
(XXIII)To determine on other major issues of the Company other than matters which
shall be determined at the general meeting in accordance with the Company
Law and the Articles of Association;
(XXIV)To determine on the Company’s risk management system, including risk
assessment, financial control, internal audit and legal risk control, and
implement supervision thereof;
(XXV)Other power as prescribed in the Articles of Association or granted
authorization by the general meeting;
(XXVI)Other matters conferred by the laws, administrative regulations, departmental
rules and the regulations of the Listing Rules or the Articles of Association.
The board of directors may resolve on the issues specified in the preceding paragraph
by approval of more than half of the directors save for the issues specified in (VI), (VII) and
(XIII), and the regulations of the Listing Rule, of which approval of more than two-thirds of
the directors is required.
If the uninterested directors who attend the meeting are less than three, the board
of directors shall timely submit the relevant proposals to the shareholders’ meeting for
approval. The board of directors shall state the relevant situation of approval of such
proposal when submitting and recording the opinion of the uninterested directors.
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Article 110 The board of directors shall explain to the general meeting any non-standard audit opinions issued by the registered accountant on the Company’s financial
statements.
Article 111 The board of directors shall formulate the Rules of Procedures of the
Board in order to ensure that the board of directors can implement resolutions approved at
the general meeting of shareholders, improve working efficiency and carry out scientific
decision-making.
Article 112 The independent directors shall attend the meeting of the board of
directors in a timely manner; understand the Company’s production and business situation;
actively investigate and access to information and data needed to make decisions; submit
the annual report of all independent directors to the Company’s annual general meeting and
explain the performance of their duties.
Article 113 The Company shall establish the working system of independent
directors. The secretary to the board of directors shall actively cooperate with the
independent directors to perform his duties. The Company should guarantee that the
independent directors shall enjoy the same right of information; provide relevant materials
and information to the independent directors in a timely manner; regularly report the
Company’s business operation to the independent directors and organize on-site inspection
for them when necessary.
Article 114 The independent directors shall also exercise the following special
powers in addition to the functions and power as prescribed in the Company Law, other
relevant laws, administrative regulations and as granted in the Articles of Association.
(I)All major related party transaction (as determined in accordance with the
effective rules issued by the stock exchange where the Company’s shares
are listed from time to time) subject to approval by the board of directors or
general meeting shall be submitted to the board of directors for discussion
after approval by the independent directors. When the board of directors
makes any resolution on the Company’s related party transactions, such
resolution shall enter into force upon signature by the independent directors.
Prior to making judgment by the independent directors, an intermediary
institution shall be appointed to issue independent financial consultant report
as the basis for judgment;
(II)To propose appointment or dismissal of the accounting firm to the board of
directors;
(III)To submit an application to the board of directors for holding an extraordinary
general meeting;
(IV)To propose the convening of meeting of the board of directors;
(V)To independently appoint external audit and consulting organs;
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(VI)To solicit voting right from shareholders in a public manner prior to
convening the shareholders’ meeting;
When the independent directors exercise the functions and powers as prescribed in
paragraph (I) and (II) of this Article, the matter shall be submitted to the board of directors
for discussion only upon consent by more than half of the independent directors; for
paragraph (III), (IV) and (VI), it shall be approved by more than half of the independent
directors; and for paragraph (V), it shall be approved by all independent directors. All fees
arising from exercising the aforesaid functions and powers by the independent directors
shall be borne by the Company. If the above mentioned proposals are refused or the
functions and powers are unable to be exercised, the Company shall disclose the information
concerned.
Separate remuneration, audit, nomination committees shall be formed under the
board of directors and independent directors shall make up more than half of the members
of the respective committees.
Article 115 In addition to the functions and powers as mentioned above, the
independent directors shall issue their independent opinions to the board of directors or the
shareholders’ meeting with respect to the matters below:
(I)To nominate, appoint or remove directors;
(II)To appoint or dismiss senior management;
(III)To determine on the remuneration of the Company’s directors and senior
management;
(IV)When the total amount (as determined in accordance with the effective rules
issued by the stock exchange where the Company’s share are listed from
time to time) of the existing or new loan or other money transactions between
the Company’s shareholders, de facto controller or other related enterprises
is equal to the amount that must be approved by the board of directors or
shareholders’ meeting, and whether or not effective measures have been taken
by the Company to recover those debts;
(V)Matters that might prejudice the interests of minority shareholders as deemed
by the independent directors;
The independent directors shall present one of the following comments on the
aforesaid issues in writing:
(1)Consent;
(2)Reservation and reasons thereof;
(3)Objection and reasons thereof;
(4)Inability to make comments and reasons thereof.
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If some of the issues shall be disclosed, the Company shall announce the opinions of
the independent directors. Where consensus opinion cannot be obtained, the Company shall
disclose the opinion of each independent director respectively.
Article 116 The board of directors shall not dispose of or agree to dispose of any
fixed assets without approval by the general meeting if the sum of the expected value of the
fixed assets to be disposed of and the value derived from the disposal of fixed assets within
four months before such proposal to dispose of the fixed assets exceeds 33% of the value of
the fixed assets as shown on the latest audited balance sheet considered and approved by the
general meeting.
Disposals of the fixed assets mentioned herein include transfer of certain asset
interests, but do not include guarantee provided by pledge of fixed assets.
The effectiveness of the Company’s disposal of the fixed assets shall not be affected
by any breach of the foregoing provisions in Paragraph 1 herein.
Article 117 he chairman of the board of directors shall exercise the following
functions and powers:
(I)To preside over general meetings and to convene and preside over meetings of
the board of directors;
(II)To examine the implementation of the resolutions of the board of directors;
(III)To sign the share certificates issued by the Company;
(IV)To exercise other functions and powers conferred by the board of directors.
The vice chairman shall assist the chairman’s work, if the chairman is unable or
fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the
vice chairman is unable or fails to perform his duties, such duties shall be performed by a
director who is nominated and elected by more than half of the directors.
 Article 118 Regular meetings of the board of directors shall be held at least four
times a year at approximately quarterly intervals and shall be convened by the chairman.
Notice of the regular meeting of the board of directors shall be given at least 14 days
in advance. It is expected that each regular meeting of the board of directors shall have
a majority of directors who are entitled to attend the meeting attending in person, or
participate actively through electronic communication methods.
An extraordinary meeting of the board of directors may be held within five days after
receipt of the proposal, if it is:
(I)Proposed by shareholders representing more than 10% of the voting rights;
(II)Jointly proposed by more than one-third of the directors;
(III)Deemed necessary by the chairman of the board of directors;
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(IV)Jointly proposed by more than two independent directors;
(V)Proposed by the board of supervisors;
(VI)Proposed by the general manager.
A reasonable notice shall be given when the board of directors convenes other
meetings of the board of directors.
Article 119 The board of directors shall send notice of regular or extraordinary
meeting by:
Notice of regular meeting of the board of directors shall be given at least 14 days in
advance and that of an extraordinary meeting shall be given at least five days in advance
to all directors, supervisors and general manager. The office of the board of directors is
responsible for issuance of the written notice of meeting bearing with the seal of the office
to all directors, supervisors and general manager by hand, via, fax, email or other modes.
All notices sent other than by hand shall be confirmed by telephone and the corresponding
records shall be kept.
Where an extraordinary meeting of the board of directors shall be convened as soon
as possible in emergency, the notice of meeting may be sent by telephone or by other verbal
means at any time, but the convener shall make explanations thereof at the meeting.
Article 120 Unless otherwise regulated by the Listing Rules or these Articles
of Association, meetings of the board of directors shall be held only if more than half of
the directors (including alternate directors attending the meeting on behalf of others) are
present.
Each director shall have one vote. Unless otherwise provided in the Articles of
Association, a resolution of the board of directors must be passed by a majority of the
directors of the Company.
Where there is an equality of votes cast both for and against a resolution, the
chairman of the board of directors shall have a casting vote.
Article 121 Directors shall attend meetings of the board of directors in person. In
the event that a director is unable to attend a meeting for any reason, he may appoint another
director by a written power of attorney to attend the meeting on his behalf. The power of
attorney shall set out the scope of the authorization.
The director attending the meeting as proxy shall exercise rights within the scope of
authorization. Where a director is not present at a meeting of the board of directors and fails
to authorize a proxy to act on his behalf, the said director shall be deemed to have waived
his rights to vote at the meeting.
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Article 122 Unless under the exceptional circumstances specified in laws and
regulations and in respect of the following matters, a director shall not vote on any
resolution of the board of directors which approves any contract, transaction or arrangement
or any other relevant proposals where he or his close associates (as defined in the Listing
Rules of the Stock Exchange) own a material interest; and shall not be included for
determining whether there is a quorum for the meeting:
(I)For directors or their close associates (as defined in the Listing Rules of the
Stock Exchange) lending money to the Company or any of its subsidiaries or
Directors or their close associates, or inducing or assuming obligation under
the requirements of the Company or any of its subsidiaries or for their benefit,
the provision of any mortgage or indemnity guarantee for such director or his
close associates;
(II)For the Company or any of its subsidiaries providing any mortgage or
indemnity guarantee for third party in respect of the debts or obligations;
the directors or their close associates providing a mortgage according to an
assurance or indemnity guarantee or warranty, having assumed all or part of
such debt or obligation (whether alone or jointly);
(III)For any related proposals of offer made by others or the Company for
subscription or procurement of shares, bonds or other securities of the
Company or other company (initiated and established by the Company or the
Company has interests therein), the directors or their close associates having
or will have rights and interests by participating in the underwriting or sub-underwriting of offer;
(IV)Any proposals or arrangements related to employee benefits of the Company
or any of its subsidiaries, including:
(1)Adoption, revision or implementation of employee share scheme or any
share awards or stock option plan, from which any directors or their
close associates can benefit; or
(2)Adoption, revision or implementation of pension plan, retirement plan,
and death or disability benefit plan related to the directors, their close
associates and employees of the Company or any of its subsidiaries and
generally the directors (or their close associates) and persons concerned
with the plan or fund are not granted any special privileges or benefit;
or
(V)any contract or arrangement in which the director or his close associate(s) is/
are interested in the same manner as other holders of shares or debentures
or other securities of the Company by virtue only of his/their interest in the
shares or debentures or other securities of the Company.
If less than three directors are able to resolve on such matter, the matter shall be
submitted to the general meeting for voting.
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Article 123 The decisions on the matters considered at meeting of the board of
directors shall be recorded as minutes, which shall be signed by the attending directors and
recorder. The directors shall be responsible for the resolutions passed at meetings of the
board of directors. Any director who votes for a resolution which is in breach of the relevant
laws, administrative regulations or the Articles of Association, thereby causing serious
losses to the Company shall be liable for compensation. A director who has been proved as
having expressed dissenting opinion on the resolution and such opinion is recorded in the
minutes of the meeting can be exempt from liability.
Chapter 11 Secretary to the Board of Directors
Article 124 The Company shall have a secretary to the board of directors of
directors, who is a senior executive of the Company and shall be accountable to the
Company and its board of directors.
Article 125 The secretary to the Company’s board of directors shall be a natural
person who has the requisite professional knowledge and experience, and shall be appointed
by the board of directors. The major duties of the secretary shall be:
(I)To ensure that the Company has complete organization documents and
records;
(II)To ensure the lawful preparation and submission by the Company of reppp bobyd itd vpnEMC

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(II)To arrange for the implementation of the Company’s annual business plans
and investment plans;
(III)To formulate proposals for the establishment of the Company’s internal
management organs;
(IV)To formulate plans for the setup of the Company’s branches;
(V)To formulate the fundamental management system of the Company;
(VI)To formulate the Company’s specific rules and regulations;
(VII)To propose to appoint or dismiss the deputy general manager(s), chief
financial officer and other senior management of the Company;
(VIII)To appoint or dismiss executives other than those appointed or dismissed by
the board of directors;
(IX)To formulate system for employees’ wages, welfare and rewards and
determine their recruitment and dismissal;
(X)To propose for the convening of extraordinary meeting of the board of
directors;
(XI)To exercise other functions and powers conferred in the Articles of
Association and by the board of directors.
Article 129 The general manager shall be present at meetings of the board of
directors, senior management who are not directors shall also be present at meetings of
the board of directors and shall have the right to receive the meeting notice and relevant
documents; but they have no right to vote at the meetings of the board of directors.
Article 130 In exercising his functions and powers, the general manager of the
Company shall fulfill the obligation of honesty and diligence in accordance with the
laws, administrative regulations and the Articles of Association and shall not change the
resolutions made by the shareholder meeting and the board of directors or act beyond the
scope of authorization.
Chapter 13 Board of Supervisors
Article 131 The Company shall have the board of supervisors.
Article 132 The board of supervisors shall comprise five members, including
a chairman. The term of office of a supervisor shall be three years, and is eligible for
reelection.
The chairman shall be appointed or removed by votes of more than two-thirds of the
members of the board of supervisors.
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Article 133 The members of the board of supervisors shall comprise three
shareholder representatives and two employee representatives. The shareholder
representatives shall be elected and removed by the shareholders’ meeting; and the
employee representatives shall be elected and removed by the employees of the Company
democratically.
Article 134 A director, the general manager, the secretary to the board of
directors, chief financial officer and other senior management shall not serve as supervisors
concurrently.
Regular meetings of the board of supervisors shall be held at least once every
six months, and shall be convened and presided over by the chairman of the board of
supervisors. Any supervisor may propose that an extraordinary meeting of the board of
supervisors be held. If the chairman of the board of supervisors fails to or is unable to
perform and exercise his functions and powers, a meeting of the board of supervisors shall
be convened and presided over by a supervisor jointly nominated by more than half of all
supervisors.
Article 135 the board of supervisors shall be accountable to the general meeting
and shall exercise the following powers according to the laws:
(I)To review the financial operations of the Company;
(II)To supervise the performance of directors, general manager and other senior
management of their duties to the Company, and propose dismissal of
directors and senior management who have violated the laws, administrative
regulations, the Articles of Association or the resolutions of general meetings;
(III)To demand redress from the Company’s directors, general manager and senior
management should their acts be deemed harmful to the Company’s interests;
(IV)To examine financial information such as financial reports, business
reports and profit distribution plans as proposed by the board of directors
to the general meeting, and if there are any queries, to engage registered
accountants or practicing auditors in the name of the Company to assist in the
examination;
(V)To propose the convening of extraordinary general meetings and, in case the
board of directors does not perform the obligations to convene and preside
over the general meetings as prescribed in the Company Law, to convene and
preside over the general meetings;
(VI)To propose motions to the general meeting;
(VII)To propose the convening of extraordinary meeting of the board of directors;
(VIII)To coordinate with directors and senior management on behalf of the
Company or bring legal proceedings against the Company’s directors and
senior management;
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(IX)To conduct investigation if there are any unusual circumstances in the
Company’s operations, and if necessary, to engage an accounting firm,
law firm or other professionals to assist in their work at the expense of the
Company;
(X)Other functions and powers specified in the Articles of Association.
The supervisors may attend meetings of the board of directors and make inquiries or
suggestions in relation to the resolutions of meetings of the board of directors.
Article 136 The voting procedures of the board of supervisors: each supervisor
shall have one vote for resolutions to be approved by the board of supervisors in registered
form in writing.
The voting procedures are: The voting intention of each supervisor for a resolution
shall be “for”, “against” or “abstain”. The attending supervisor at the meeting shall choose
among the three and if no choice is made or a choice of two or more is made, the chairman
of the meeting shall request the supervisor to make the choice again, and failing of which
shall be deemed as abstained from voting, a supervisor who leaves the meeting without
casting his vote shall also be deemed as abstained from voting.
The resolution of the board of supervisors shall be passed by the votes of two-thirds
or more of all members of the board of supervisors.
Article 137 The board of supervisors shall have the business conducted at the
meeting to be recorded in the minutes of meeting, and attending supervisors and the
recorder shall sign on the minutes of meeting.
Article 138 All reasonable fees incurred for retaining of such professionals as
lawyers, registered accountants or practicing auditors by the board of supervisors in the
exercise of its functions and powers shall be borne by the Company.
Article 139 Supervisors shall honestly fulfill the supervisory duty in accordance
with the laws, administrative regulations and the Articles of Association.
Chapter 14 Qualifications and Duties of Directors, Supervisors, General
Manager and Other Senior Management of the Company
Article 140 A person may not serve as a director, supervisor, general manager and
other senior management of the Company if any of the following circumstances apply:
(I)a person without legal or with restricted legal capacity;
(II)a person who has been found guilty of sentenced for corruption, bribery,
infringement of property, misappropriation of property or sabotaging the
social economic order where less than a term of 5 years have elapsed since the
sentence was served; or a person who has been deprived of his political rights,
in each case where less than 5 years have elapsed since the sentence was
served;
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(III)a person who is a former director, factory manager or general manager of
a company or enterprise which has been entered into insolvent liquidation
because of mismanagement and he is personally liable for the insolvency of
such company or enterprise, where less than 3 years have elapsed since the
date of the completion of the insolvency and liquidation of the company or
enterprise;
(IV)a person who is a former legal representative of a company or enterprise
which had its business licence revoked due to a violation of the law and who
incurred personal liability, where less than 3 years has elapsed since the date
of the revocation of the business licence;
(V)a person who has a relatively large amount of debts due and outstanding;
(VI)a person who is under criminal investigation by judicial organization for the
violation of the criminal law which is not yet concluded;
(VII)a person who is not a natural person;
(VIII)a person convicted of the contravention of provisions of relevant securities
regulations by a relevant government authority, and such conviction involves
a finding that he has acted fraudulently or dishonestly, where less than 5 years
has elapsed since the date of the conviction;
(IX)other circumstances as prescribed in laws, administrative regulations or
departmental rules.
Article 141 The independent directors shall comply with the following basic
conditions:
(I)Qualifications serving as a director of a listed company as stipulated by laws,
administrative regulations and other relevant regulations;
(II)Independence as required;
(III)Fundamental knowledge on operation of a listed company as well as mastery
of relevant laws, administrative regulations, rules and stipulations;
(IV)More than five-years’ working experience in law, economic or other fields
deemed necessary for qualified performance as an independent director;
(V)Relevant requirements for independent director as prescribed by the Listing
Rules of the Stock Exchange and the Listing Rules of SSE;
(VI)Other conditions as prescribed by the Articles of Association.
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The independence of an independent director means that the following persons shall
not assume the office of independent director, including:
(I)A person who holds a position in the Company or its affiliated enterprises,
and direct relatives and has major social relations with such person (direct
relatives refer to their spouse, father, mother and children etc.; major social
relations refer to their brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouse of their brothers, sisters, and their spouse’s brothers
and sisters etc.);
(II)A person directly or indirectly holds more than 1% of the outstanding shares
of the Company or is a natural person shareholder among the 10 largest
shareholders of the Company, or such shareholder’s direct relative;
(III)A person directly or indirectly holds a position in a company which holds
more than 5% of the outstanding shares of the Company or of an entity which
ranks as one of the 5 largest shareholders of the Company, or such employee’s
direct relative;
(IV)A person that was under the circumstances listed above in the previous year;
(V)A person who provides financial, legal or consulting services for the Company
or its subsidiaries;
(VI)A person who is an independent director serving five listed companies;
(VII)A person who cannot act as independent director according to the securities
regulatory authority under the State Council.
Article 142 The validity of an act of a director, the general manager or other senior
management on behalf of the Company for a bona fide third party is not affected by any
incompliance in the appointment, election or qualification thereof.
Article 143 In exercising the powers conferred by the Company, directors,
supervisors, the general manager and other senior management of the Company shall fulfill
the following obligations to each shareholder in addition to the obligations under the laws,
administrative regulations, the Listing Rules of the Stock Exchange or the Listing Rules of
SSE on which the shares of the Company are listed:
(I)Not to let the Company operate beyond the business scope specified in its
business license;
(II)To sincerely act in the best interest of the Company;
(III)Not to seize from the Company the property in any form, including (but not
limited to) opportunity favorable to the Company;
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(IV)Not to seize from any shareholder any personal interests, including (but
not limited to) right to profit distribution and right to vote, but excluding
corporate reorganization submitted for adoption at the general meeting
pursuant to the Articles of Association.
Article 144 In exercising rights or fulfilling obligations, the directors, supervisors,
the general manager and other senior management of the Company have the duty to act
with due care, diligence and skill as a reasonably prudent person should do in similar
circumstances.
Article 145 In fulfilling duties, directors, supervisors, general manager and other

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(X)Not to compete with the Company in any form without the informed consent
of shareholders at a general meeting;
(XI)Not to embezzle the funds of the Company or lend the same to others, not to
deposit the Company’s assets in accounts in his own name or in any other
name, and not to use the Company’s assets as security for the personal debts
of the shareholders of the Company or others;
(XII)Not to disclose any confidential information related to the Company
acquired by them during their term of office without the informed consent of
shareholders at a general meeting; not to use the said information save for the
interest of the Company; however, they may disclose such information to a
court or other government authorities in the following circumstances:
1.Required by law;
2.Public interest so warrants;
3.The interests of the relevant directors, supervisors, the general manager
and other senior management so require.
Gains derived by any director, general manager, vice general manager and other
senior management in violation of this Article shall be belong to the Company; the relevant
executive shall indemnify the Company for its losses caused by such violation.
Article 146 Directors, supervisors, general manager and other senior management
of the Company shall not cause the following persons or institutions (“connected persons”)
to do anything that the directors, supervisors, general manager and other senior management
is prohibited to do:
(I)Spouses or minor children of directors, supervisors, general manager and other
senior management of the Company;
(II)Trustees of directors, supervisors, general manager and other senior
management of the Company or persons set out in (I) herein;
(III)Partners of directors, supervisors, general manager and other senior
management of the Company or persons set out in (I) and (II) herein;
(IV)Companies over which a director, supervisor, general manager and other
senior management of the Company, alone or jointly with any person set
out to in (I), (II) and (III) herein or any other directors, supervisors, general
manager and other senior management of the Company have de facto control;
(V)Directors, supervisors, general manager and other senior management of the
companies as set out in (IV) herein.
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Article 147 The honesty obligation of directors, supervisors, general manager
and other senior management of the Company shall not necessarily end with the expiry
of their terms of office, and their confidentiality obligation to the Company in respect of
trade secrets shall continue after expiry of their terms of office. Other obligations may
continue for such period as the principle of fairness may require depending on the amount
of time which has lapsed between the termination and the act concerned and the specific
circumstances under which the relationship between the Company and them was terminated.
Article 148 The liability of directors, supervisors, general manager and other
senior management of the Company for breaching a given obligation may be released by the
informed consent of shareholders at a general meeting, save for the circumstances specified
in Article 56 of the Articles of Association.
Article 149 If directors, supervisors, general manager and other senior management
of the Company have any direct or indirect material interests in any contract, transaction
or arrangement already concluded or planned by the Company (exclusive of engagement
contract with the Company), they shall disclose the nature and extent of the said interests to
the board of directors as soon as possible regardless whether the relevant matters are subject
to approval by the board of directors in normal circumstances.
A director shall not vote on any resolution of the board of directors which approves
the contract, transaction or arrangement or any other relevant proposals where he or his
associate (as defined in the Listing Rules of the Stock Exchange) has a material interest; and
shall not be included into the quorum of the meeting.
Unless the directors, supervisors, general manager and other senior management
of the Company having material interests have disclosed to the board of directors as per
aforesaid paragraph herein, and the said transaction is approved at the meeting of the board
of directors at which they are not included into the quorum and do not vote, the Company
shall have the right to cancel the said contract, transaction or arrangement, except as against
a bona fide party thereto who does not have notice of the breach of duty by the relevant
directors, supervisors, managers and other senior management.
If the connected persons or associates of the directors, supervisors, general manager
and other senior management of the Company have any interests in a given contract,
transaction or arrangement, the said directors, supervisors, general manager and other senior
management shall also be deemed as having interests.
Article 150 If, before the Company concludes relevant contract, transaction or
arrangement for the first time, the directors, supervisors, general manager and other senior
management of the Company have notified the board of directors in writing that they will
have interests in the contract, transaction or arrangement concluded by the Company in the
future because of the reasons set out in the notice, they shall be deemed as having executed
disclosure as specified in the preceding paragraph of this chapter to the extent specified in
the notice.
Article 151 The Company shall not pay taxes in any form for its directors,
supervisors, general manager and other senior management.
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(II)Cancel the contracts or transactions concluded between the Company and the
relevant directors, supervisors, general manager or other senior management,
or between the Company and a third party (if the third party knows or is
supposed to know that the directors, supervisors, general manager or other
senior management representing the Company have breached their obligations
to the Company);
(III)Require the relevant directors, supervisors, general manager or other senior
management to surrender gains derived as a result of the breach of obligations;
(IV)Recover monies, including (but not limited to) commissions, received by the
relevant directors, supervisors, general manager or other senior management
which should have been received by the Company;
(V)Require the relevant directors, supervisors, general manager or other senior
management to surrender interests earned or may be earned from monies
which should have been paid to the Company.
Article 157 The Company shall conclude written contracts with its directors and
supervisors in relation to their remunerations, subject to prior approval at a general meeting.
The aforesaid remunerations include:
(I)Remunerations as directors, supervisors or senior management of the
Company;
(II)Remunerations as directors, supervisors or senior management of subsidiaries
of the Company;
(III)Remunerations for providing other services in connection with the
management of the Company and its subsidiaries;
(IV)Compensations for the said directors or supervisors for lost of office or for
retirement.
Save as pursuant to the aforesaid contracts, the directors or supervisors shall not
pursue legal action against the Company for anything due to them in respect of the aforesaid
matters.
The above mentioned written contract shall cover at least the following matters:
(I)Directors, supervisors or senior management shall undertake to the Company
to observe Company Law, Special Provisions, the Articles of Association, and
Code on Takeovers and Mergers and Code on Share Repurchase and other
requirements of the Hong Kong Stock Exchange, and agree that the Company
is entitled to remedial measures under the Articles of Association and that the
said contracts and their positions as director, supervisor or senior executive
shall not be transferred;
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(II)Directors, supervisors or senior management shall undertake to the Company
to fulfill their due obligations for the shareholders as specified in the Articles
of Association; and
(III)Arbitration clauses specified in Chapter 21 of the Articles of Association.
Article 158 The Company shall specify in the contracts concluded with the
directors or supervisors in relation to remunerations that if the Company is being taken over,
the directors or supervisors of the Company have the right to seek compensations or other
payment for lost of office or for retirement, subject to prior approved at the general meeting.
The aforesaid takeover of the Company includes any of the following:
(I)An offer made by any person to all the shareholders;
(II)An offer made by any person with the aim of causing the offeror to become
a controlling shareholder of the Company. The definition of a controlling
shareholder is the same as that in Article 57 of the Articles of Association.
Any monies received by the relevant directors or supervisors in violation of this
Article shall belong to those who accept the said offer and sell their shares, and the
said directors or supervisors shall bear the expenses for distributing the said monies in
proportion, which shall not be deducted from the said monies.
Chapter 15 Financial Accounting System and Profit Distribution
Article 159 The Company shall formulate its financial accounting system in
accordance with relevant laws, administrative regulations and the PRC accounting standards
formulated by the competent financial authority of the State Council.
Article 160 The fiscal year of the Company is Gregorian calendar year, beginning
on 1 January and ending on 31 December of each year.
The Company shall use Renminbi as the recording currency and the accounts shall be
prepared in Chinese.
The Company shall prepare financial reports at the end of each fiscal year, which
shall be audited according to law.
Article 161 The board of directors of the Company shall, at each annual general
meeting, submit to the shareholders the financial reports prepared by the Company in
accordance with the relevant laws, administrative regulations, normative documents issued
by local governments and competent authorities.
Article 162 The financial reports of the Company shall be made available for
shareholders’ inspection at the Company 20 days before convening of the annual general
meeting. Every shareholder of the Company shall have the right to access the aforesaid
financial reports.
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The Company shall, at least 21 days before convening of the annual general meeting,
send by prepaid mail to all holders of overseas-listed foreign shares the aforesaid reports,
including directors’ reports and the balance sheet (including each document required by
laws and regulations to be attached to the balance sheet) and income statement or income
and expenditure statement; and the addresses of addressees shall be those recorded in the
shareholders’ register.
Article 163 The financial statements of the Company shall be prepared in
accordance with the PRC accounting standards and regulations as well as the international
accounting standards or the accounting standards of the overseas listing place. If there is
any material difference between the financial statements prepared under the two accounting
standards, such difference shall be stated in the notes to the financial statements. The
Company shall distribute the after-tax profit of the relevant fiscal year based on the smaller
amount shown in the aforesaid two financial statements.
Article 164 The interim results or financial data announced or disclosed by
the Company shall be prepared in accordance with the PRC accounting standards and
regulations as well as the international accounting standards or the accounting standards of
the overseas listing place.
Article 165 The Company shall release the annual results announcement within
three months after the end of a fiscal year and release the interim results announcement
within two months after the end of the first six months of each fiscal year; publish annual
report within four months after the end of a fiscal year, and publish interim report within
three months after the end of the first six months of each fiscal year.
Article 166 The Company shall not establish account books other than the statutory
account books.
Article 167 When the Company distributes its after-tax profits of the current year,
it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation
may be stopped when the statutory common reserve fund of the Company has accumulated
to over 50% of the registered capital of the Company.
If the statutory common reserve fund is insufficient to make up for the losses of
the preceding year, the profits of the current year shall first be used to make up for the
said losses before any statutory common reserve fund is withdrawn as per the preceding
paragraph.
After statutory common reserve fund is withdrawn out of the after-tax profits,
discretionary common reserve fund may also be withdrawn out of the same as per a
resolution made at a general meeting.
After the Company has made up its losses and made allocations to its statutory
reserve fund, the remaining profits are distributed in proportion to the number of shares held
by the shareholders.
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If the shareholders’ general meeting violates the above provisions by distributing
profits to the shareholders before the Company makes up losses and allocates funds to the
statutory reserves, then the profits so distributed must be returned to the Company by the
shareholders.
The shares of the Company held by the Company shall not participate in to profit
distribution.
Article 168 Capital reserve includes the following:
(I)Premium arising from issue above the par value of shares;
(II)Other revenues required by the competent financial authority under the State
Council to be appropriated to capital reserve.
Article 169 The Company’s reserve fund shall be used to make up the Company’s
losses, to expand the production and operation of the Company or to increase the capital
of the Company by means of conversion. However, the Company shall not use its capital
reserve fund to make up its losses.
When the statutory reserve fund is converted into share capital, the amount remaining
in the reserve shall not be less than 25% of the Company’s registered capital prior to the
conversion.
Article 170 The Company may distribute dividends in the following forms:
(I)Cash;
(II)Shares;
(III)Other forms permitted by laws, administrative regulations, departmental rules
or Listing Rules.
Article 171 The policy of profits distribution of the Company is:
(I)The Company implements continuous and stable profit distribution policy.
The profit distribution of the Company emphasizes on providing reasonable
and stable return on investment of the investors while giving consideration to
the Company’s long term and sustainable development. The distribution of
profit shall not exceed the scope of cumulative distributable profit.
(II)The Company’s profit distribution policy and the specific dividend
distribution plan shall be formulated, considered and approved by the board
of directors and then reported to the general meeting of shareholders for
approval; when the board of directors formulates the profit distribution policy
and dividend distribution plan, it shall take full consideration of the opinions
of the independent directors, the board of supervisors and the public investors.
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(III)The Company distributes the dividend in form of cash dividend, stock
dividend or a combination of both.
(IV)The Company distributes its distributable profits (being the after-tax profit
after the Company makes up the loss and withdraws the common reserve
funds) on an annual basis. According to the profitability, the Company may
distribute interim cash dividend which does not need to be audited.
(V)The Company should actively distribute the profit in cash. The profit
distributed in form of cash annually shall not be less than 20% of the
distributable profits realized in that year. For cash-based distribution,
the Company must consider whether its cash is able to meet the needs of
the Company’s normal operation and long-term development after such
distribution in order to ensure that the distribution plan is in the interest of
shareholders as a whole:
(1)Where the Company is in a developed stage with no significant capital
expenditure arrangements, the dividend distributed in the form of cash
shall not be less than 80% of the total profit distribution;
(2)Where the Company is in a developed stage with significant capital
expenditure arrangements, the dividend distributed in the form of cash
shall not be less than 40% of the total profit distribution;
(3)Where the Company is in a developing stage with significant capital
expenditure arrangements, the dividend distributed in the form of cash
shall not be less than 20% of the total profit distribution;
In the case that it is difficult to distinguish the Company’s stage of
development but the Company has significant capital expenditure
arrangements, the profit distribution may be dealt with pursuant to the
preceding provisions.
Under special circumstances, if the profit distribution plan for the current year
may not be determined according to the established cash dividend policy or
the minimum cash dividend ratio, the Company shall disclose the specific
reasons and clear opinions of independent directors in regular report. If the
stock exchange where the Company’s shares are listed has special provisions
on the voting system and mode of the shareholders’ general meeting
approving such profit distribution plan, such provisions shall be complied
with.
(VI)If there is any distributable profit remaining after cash-based distribution is
made and the board of directors considers that stock-based distribution may
meet the overall interests of all shareholders, the stock-based distribution
may be adopted. When the Company determines the specific amount of
such distribution, it should fully consider whether the total capital after such
distribution will match the present scale of operation of the Company and
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consider the effect on future cost of debt and financing in order to ensure that
the distribution plan aligns with the overall interests of all shareholders.
(VII)If the Company recorded profits in last fiscal year but the board of directors
did not propose cash profit distribution plan after the end of last fiscal year,
explanation shall be made in regular report on the reasons not distributing
profit and the usages of the profits not distributed and retained by the
Company. The independent directors shall give independent opinions on this.
(VIII)The Company shall explain in detail in the annual report of the formulation
and implementation of the cash dividend policy.
(IX)If the profit distribution policy is adjusted by the Company according to the
external business environment or its own operating conditions, the adjusted
policy shall not violate the relevant provisions released by the CSRC and
the stock exchange; the proposal in respect of policy adjustment must be
approved by the Company’s board of directors and the board of supervisors
before submitting to the shareholders’ general meeting for approval. The
shareholders’ general meeting may be convened on site or via the network.
The independent director shall give independent opinions on this.
(X)If any shareholder illegally occupies the Company’s funds, the Company shall
deduct the cash profit allocated to such shareholder to repay the amount taken.
Article 172 The cash dividends and other amounts paid by the Company to
its shareholders of domestic shares shall be distributed in form of Renminbi. The cash
dividends and other amounts paid by the Company to its shareholders of overseas-listed
foreign shares shall be calculated and declared in Renminbi and paid in foreign currency.
All foreign currency required shall be handled in accordance with the relevant provisions of
the foreign exchange administration of the PRC.
Any amounts paid by shareholders for shares in advance of calls will be entitled to
interest, but such prepaid amounts are not entitled to participate in any dividends declared
subsequently.
Article 173 The dividends shall be distributed to shareholders by the Company in
accordance with the tax laws of the PRC. The tax payable of income from shareholder’s
dividends shall be withheld subject to the distributed amount.
Article 174 The Company shall appoint collection agents for holders of overseas-listed foreign shares. The collection agents shall, on behalf of the related shareholders,
collect dividends distributed by the Company for the overseas-listed foreign shares and
other payables.
The collection agents appointed by the Company shall meet the requirements of the
laws or the stock exchange of the listing place.
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The collection agents appointed by the Company for holders of overseas-listed
foreign shares listed in the Hong Kong shall be trust companies registered pursuant to
Trustee Ordinance of Hong Kong.
For receiving of dividends by shareholders, provided that the relevant regulations
of stock exchange are observed, the Company may exercise the right to seize dividends not
collected, but the said right shall not be exercised before expiry of the applicable validity
period.
The Company shall have the right to stop sending dividend warrants by post to a
holder of overseas-listed foreign shares when the dividend warrants are not cashed for two
consecutive times. However, the Company may also exercise such right when the dividend
warrants are returned after they are sent to the addressee for the first time.
The Company shall have the right to sell the shares of the holders of overseas-listed foreign shares who cannot be reached under the following conditions, provided it is
permitted by laws and regulations:
(I)Dividends have been distributed for the said shares for at least three times in
12 years, but are not claimed in the said period; and
(II)Upon expiry of the 12-year period, the Company shall announce its intent to
sell the shares in newspaper(s), and notify the stock exchange on which the
said shares are listed.
Chapter 16 Appointment of Accounting Firm
Article 175 The Company shall appoint an independent accounting firm which
is qualified under the relevant regulations of the State to audit the annual financial reports
and other financial reports of the Company. For the purpose of this Articles of Association,
the certified public accountants entrusted by the Company at any time shall act as the
accountant.
The Company’s first accounting firm shall be appointed at the inaugural meeting
prior to the first annual general meeting the accounting firm so appointed shall hold office
until the conclusion of the first annual general meeting.
If the inaugural meeting does not exercise the powers under the preceding paragraph,
those powers shall be exercised by the board of directors.
Article 176 The accounting firm appointed by the Company shall hold office
from the conclusion of the annual general meeting at which they were appointed until the
conclusion of the next annual general meeting.
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Article 177 The accounting firm appointed by the Company shall have the
following rights:
(I)To access the account books, records or vouchers of the Company at any time,
and to ask directors, general manager or other senior management to provide
relevant documents and explanations;
(II)To ask the Company to take all reasonable actions possible to obtain
documents and explanations from its subsidiaries needed for the performance
of their duties;
(III)To be present at general meetings, receive notice of general meeting that any
shareholder has the right to receive or other information relating to general
meetings, and deliver speeches at any general meeting in relation to the
matters concerning its role as the Company’s accounting firm.
Article 178 In the event of vacancy of accounting firm, the board of directors may
appoint an accounting firm to fill the said vacancy before convening of a general meeting.
During duration of the said vacancy, if the Company has any incumbent accounting firm,
the said accounting firm may continue to act.
Article 179 Regardless of the terms in the contract concluded between the
accounting firm and the Company, the general meeting may, through an ordinary resolution,
dismiss the said accounting firm before expiry of the term thereof. In the event of any rights
claimed by the accounting firm against the Company, the said rights shall not be affected.
Article 180 The remunerations of the accounting firm or the method for
determining the same shall be subject to the decision of the general meeting. The
remunerations of the accounting firm appointed by the board of directors shall be
determined by the board of directors.
Article 181 Appointment, dismissal or non-reappointment of accounting firm by
the Company shall be subject to decision at the general meeting and shall be filed with the
securities regulatory authority under the State Council.
The general meeting shall comply with the following provisions in passing a
resolution to appoint a non-incumbent accounting firm to fill any vacancy of an accounting
firm or reappoint an accounting firm appointed by the board of directors to fill the vacancy
or dismiss an incumbent accounting

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(II)If the accounting firm about to terminate service make a written statement
and request the Company to notify the shareholders of the said statement, the
Company shall take the following actions unless the statement is received too
late:
1.Describe in the notice issued for the resolution that the accounting firm
about to terminate service have made a statement;
2.Send to the shareholders entitled to receive the notice of general
meetings a copy of the statement as an attachment to the notice in the
form specified in the Articles of Association.
(III)If the Company fails to send out the statement of the accounting firm as per
(II) herein, the relevant accounting firm may require that the said statement be
read at the general meeting and may further lodge a complaint.
(IV)The accounting firm about to terminate service have the right to attend the
following meetings:
1.The general meeting at which their term of appointment expires;
2.The general meeting for filling vacancy because of their termination of
service;
3.The general meeting held because of their resignation.
The accounting firm about to terminate service have the right to receive all the
notices of the aforesaid meetings or other information relating to the meetings, and deliver
speeches at the meetings in relation to the matters concerning its role as the Company’s
former accounting firm.
Article 182 Where the Company dismisses or does not reappoint an accounting
firm, a notice shall be given to the accounting firm 15 days in advance, and the accounting
firm shall have the right to state their opinions to the general meeting. Where an accounting
firm tenders its resignation, it shall state to the general meeting whether the Company has
anything inappropriate.
An accounting firm may resign by placing a written notice of resignation at the legal
address of the Company. The said notice shall take effect on the date of delivery to the
legal address of the Company or on a later date specified in the notice. The said notice shall
include the following statements:
1.A statement that its resignation does not involve any information to be
disclosed to the shareholders or creditors of the Company; or
2.A statement of any such information to be disclosed.
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The Company shall send a copy of the written notice mentioned in the preceding
paragraph to relevant competent authority within 14 days after receipt of the said notice. If
the notice contains the statement mentioned in the two preceding paragraphs, the Company
shall made a copy of the statement available for shareholders’ inspection at the Company.
The Company shall also serve, by means specified in the Articles of Association, or send a
copy of such statement by prepaid mail to each holder of overseas-listed foreign shares at
the address registered in the register of shareholders.
If the notice of resignation of an accounting firm contains the statement mentioned in
the paragraphs herein, the accounting firm may require the board of directors to convene an
extraordinary general meeting to receive an explanation about its resignation.
Chapter 17 Merger and Division of the Company
Article 183 In respect of the merger or division of the Company, the board of
directors shall propose a plan and have it adopted following the procedures specified in
the Articles of Association, and go through relevant examination and approval formalities
pursuant to law. Any shareholder objecting to merger or division of the Company shall have
the right to require the Company or the shareholders approving merger or division of the
Company to buy his shares at a fair price. Resolution on merger or division of the Company

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The companies after division shall bear joint liability for the debts of the Company
before division. However, if before the division the Company and its creditors have entered
into a written contract concerning the repayment of debts, then the former provision does
not apply.
Article 186 Change to registered particulars arising from a merger or division of
the Company shall be registered with the company registration authority according to law.
If the Company is dissolved, a cancellation of its registration shall be effected according to
law. If a new company is established, registration of such establishment shall be established
and registered according to law.
Chapter 18 Dissolution and Liquidation of the Company
Article 187 The Company shall be dissolved and liquidated according to law in any
of the following circumstances:
(I)Expiration of business term;
(II)The general meeting has resolved to dissolve the Company;
(III)Merger or division of the Company entails dissolution;
(IV)The Company is declared bankrupt according to law because it is unable to
pay its debts as they fall due;
(V)The Company is closed down due the violation of laws and administrative
regulations in accordance with laws;
(IV)If the Company gets into serious trouble in operations and management and
continuation may incur material losses of the interests of the shareholders, and
no solution can be found through any other channel, the shareholders holding
more than 10% of the total voting rights of the Company may request the
people’s court to dissolve the Company.
Article 188 If there is any circumstance as stated in paragraph (I) of Article 187 of
this Articles of Association, the Company may continue to exist through amendment of this
Articles of Association.
If this Articles of Association is amended subject to the aforesaid provisions, it must
be approved by shareholders representing two-thirds or above of the voting rights present at
the general meeting.
Article 189 Where the Company dissolves pursuant to (I) and (II) of Article 187 of
this Articles of Association, a liquidation committee shall be set up within 15 days and the
members thereof shall be decided by an ordinary resolution at a general meeting.
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If the Company is dissolved pursuant to (IV) of Article 187 of this Articles of
Association, a liquidation committee comprising shareholders, relevant departments and
relevant professionals shall be established by the people’s court in accordance with relevant
laws to carry out the liquidation.
If the Company is dissolved pursuant to (V) of Article 187 of this Articles of
Association, the competent authority shall organize shareholders, relevant departments and
relevant professionals to establish a liquidation committee to carry out the liquidation.
Article 190 If the board of directors decides to liquidate the Company (save for
liquidation when the Company is declared bankrupt), the notice of general meeting to be
held therefor shall contain a statement that the board of directors has made a thorough
investigation on the conditions of the Company and that the Company may repay all its
debts within 12 months after commencement of liquidation.
After the resolution on liquidation is adopted at the general meeting, the functions
and powers of the board of directors shall terminate immediately.
The liquidation committee shall, as per the instructions of the general meeting,
report to the general meeting at least once a year about the revenues and expenses of the
liquidation committee, the businesses of the Company and the progress of liquidation, and
deliver a final report to the general meeting at the end of liquidation.
Article 191 The liquidation committee shall notify all creditors within 10 days
after its establishment and shall make announcements in newspapers within 60 days. The
creditors shall declare their creditor’s rights to the liquidation committee within 30 days
after receipt of the notice or within 45 days after announcement if the creditors have not
received the notice.
To declare their creditor’s rights, the creditors shall explain matters relating to their
rights and provide relevant evidential documents. The liquidation committee shall register
the creditor’s rights according to law.
During the period of declaration, the liquidation committee shall not make repayment
to creditors.
Article 192 During liquidation, the liquidation committee shall exercise the
following functions and powers:
(I)To examine and take possession of the assets of the Company and prepare a
balance sheet and a property inventory;
(II)To inform creditors by notice or announcement;
(III)To deal with the outstanding businesses of the Company relating to
liquidation;
(IV)To pay off the outstanding taxes;
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(V)To settle creditor’s rights and debts;
(VI)To dispose of the remaining assets of the Company after repayment of debts;
(VII)To represent the Company in civil proceedings.
Article 193 After the liquidation committee has examined and taken possession
of the assets of the Company and prepared a balance sheet and a property inventory, it
shall formulate a liquidation proposal and submit it to the general meeting or the relevant
competent authority for confirmation.
The assets of the Company shall be applied in the following order of priority:
Liquidation expenses, employees’ salaries, social insurance expenses, statutory
compensations, outstanding taxes, and the Company’s debts. The assets of the Company
remaining after application for settlement in accordance with the foregoing provisions shall
be distributed to the shareholders as per the types of their shares and their shareholding
percentages.
During the liquidation, the Company shall not carry out any new business operation.
Article 194 In the event of liquidation due to dissolution of the Company, after the
liquidation committee has examined and taken possession of the assets of the Company and
prepared a balance sheet and a property inventory, if it discovers that the Company’s assets
are insufficient to repay its debts in full, it shall immediately apply to the people’s court to
declare the Company bankrupt.
Once the people’s court makes a ruling declaring the Company bankrupt, the
liquidation committee shall hand over the liquidation matters to the people’s court.
Article 195 After completion of liquidation of the Company, the liquidation
committee shall prepare a liquidation report and income and expenditure statements and
account books in respect of the liquidation period and, after auditing by a Chinese certified
public accountant, shall submit the same to the general meeting or the relevant competent
authority for confirmation.
The liquidation committee shall, within 30 days after obtaining confirmation from
the general meeting or the relevant competent authority, submit the aforesaid documentation
to the company registration authority, and apply to cancel registration of the Company and
announce termination of the Company.
Article 196 Members of the liquidation committee should be loyal to their duties
and perform liquidation duties according to the law.
Members of the liquidation shall not take advantage of his position to receive bribes
or other illegal income, and shall not embezzle the Company’s assets.
If a member of the liquidation committee causes losses to the Company or creditors,
deliberately or due to gross negligence, he shall be liable for compensation.
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Article 197 When the Company is declared bankrupt according to the law,
the bankruptcy liquidation will be handled according to the relevant law on enterprise
bankruptcy.
Chapter 19 Procedures for Amendment of the Articles of Association
Article 198 The Company may amend the Articles of Association pursuant to the
laws, administrative regulations, Listing Rules and the Articles of Association.
Article 199 The Company shall amend the Articles of Association, if:
(I)The matters as prescribed in the Articles of Association conflict with the
amended laws and administrative regulations after amendment of the
Company Law or the relevant laws and administrative regulations;
(II)The change of the Company’s situation conflicts with the matters as
prescribed in the Articles of Association;
(III)The shareholder’s meeting makes resolution to amend the Articles of
Association.
Article 200 The amendment of the Articles of Association shall follow the
procedures as below:
(I)The board of directors draws up the amendment proposal in accordance with
the Articles of Association;
(II)To notice the shareholders of the amendment proposal and convene
shareholder’s meeting for voting;
(III)To submit the amendment to be voted at the shareholder’s meeting for passing
as a special resolution.
The board of directors shall amend the Articles of Association in accordance with
the resolution with respect to the amendment of the Articles of Association passed at
the shareholder’s meeting and the approval opinions issued by the competent authority
concerned.
Article 201 If the amendment to the Articles of Association involves any content
of Mandatory Provisions, the said amendment shall be subject to approval by the company
examination and approval authority authorized by the State Council; if the amendment
involves registration of the Company, the involved changes shall be registered pursuant to
law.
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Chapter 20 Notices
Article 202 The notice of the Company, mailing and other written materials
including but not limited to annual report, interim report, quarterly report, meeting notice,
listing documents, shareholder circular, proxy form and temporary announcement may be
served as follows:
(I)By personal delivery;
(II)By post;
(III)By fax or email;
(IV)By announcement on the website designated by the Company, the Hong Kong
Stock Exchange and the SSE in accordance with the laws, administrative
regulations, Listing Rules of the Stock Exchange and Listing Rules of SSE;
(V)By newspaper and other designated media;
(VI)By other means approved by the relevant securities regulatory authority at the
location where the Company’s shares are listed or stipulated in the Articles of
Association.
Notwithstanding any other provisions contained in the Articles of Association in
respect of the publishing or giving notice of any notices, communications or other written
materials, the Company may choose to announce such corporate communications by
means provided under (IV) of this Article in place of delivering written documents by
hand or by prepaid post to each holder of overseas-listed foreign shares, subject to relevant
requirements of the securities regulatory authority at the location where the shares of the
Company are listed.
Article 203 In the event that the relevant regulations of the securities regulatory
authority of the place where the Company’s shares are listed requires such documents to
be dispatched, mailed, distributed, issued, announced or by any other forms provided to
the shareholders in both English and Chinese version, the Company may (in accordance
with the preference of the shareholders concerned) dispatch only the English or the Chinese
version to the shareholders concerned if the Company has made proper arrangements to
confirm that the shareholders prefer to only receive either the English or the Chinese version
and if such arrangements are within the scope and in accordance with the applicable laws
and regulations.
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Article 204 For notices of the Company delivered by hand, an acknowledgement
of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be
the date on which the acknowledgement is signed; for notices delivered by post, the date
of delivery shall be 48 hours from the delivery of the mail to the post office; for notices
delivered by fax or email or announcement on a website, the date on which the notice is
sent shall be deemed to the date of delivery, and the date indicated in the fax report shall be
taken as the delivery date; in the case of notice delivered by way of public announcement,
the date of the first announcement shall be deemed to be the date of delivery. Such
announcements shall be published in newspapers or websites which meet the requirements
of the relevant rules.
Any notices of the Company which are made in the form of a public announcement
shall be deemed to have been received by all relevant persons once it is published.
Chapter 21 Settlement of Disputes
Article 205 The Company shall settle disputes following the rules below:
(I)In the event of any dispute or claim between a holder of overseas-listed
foreign shares and the Company, between a holder of overseas-listed foreign
shares and a director, supervisor or senior executive of the Company, and
between a holder of overseas-listed foreign shares and a holder of domestic
shares arising from rights and obligations specified in the Articles of
Association, Company Law and other relevant laws and administrative
regulations and relating to the affairs of the Company, the parties concerned
shall submit the said dispute or claim for arbitration.
The aforesaid dispute or claim submitted for arbitration shall be the entire
dispute or claim; all the persons who complain for the same reason or who are
required to participate in the settl se pe4icipa5 ( )0.5 (t)0.5a0.5 (n)0.5 (ypq5 (o)0.5 (r)0.5 (c)0.c.5 (e)0.5 ( )]TJ

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(III)Settlement of disputes or claims set out in (I) by way of arbitration shall be
governed by PRC laws save as otherwise specified by laws and administrative
regulations.
(IV)The arbitration award made by the arbitral body shall be final and binding on
both parties.
Chapter 22 Supplementary Provisions
Article 206 The Rules of Procedures of General Meetings, the Rules of Procedures
of Board Meetings and the Rules of Procedures of Meetings of Supervisors, which had been
considered and approved by the General Meetings, shall be the appendix of the Articles of
the Association.
Article 207 The Articles of Association is written in Chinese. In case of any