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If you are in any doubt about any of the contents of this circular or as to what action to take in relation to this circular, you should consult appropriate independent advisers to obtain independent professional advice.

If you have sold or transferred all your shares in **IRICO Group New Energy Company Limited***, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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IRICO

彩虹集團新能源股份有限公司

IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

- (1) PROPOSED A SHARE OFFERING AND RELATED MATTERS;**
 - (2) PROPOSED ADJUSTMENT OF BUSINESS SCOPE AND**
 - PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
 - (3) NOTICE OF EXTRAORDINARY GENERAL MEETING;**
 - (4) NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES; AND**
 - (5) NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES**
-

The EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting will be held at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC at 9:00 a.m., 10:00 a.m. (or immediately after conclusion of the EGM or any adjournment thereof) and 10:30 a.m. (or immediately after conclusion of the H Shareholders' Class Meeting or any adjournment thereof), respectively, on Wednesday, 15 December 2021. The notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set out on pages EGM-1 to DCM-3 of this circular.

If you intend to attend the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting by proxy, you are required to complete and return the enclosed form(s) of proxy according to the instructions printed thereon not less than 24 hours before the respective time appointed for the holding of the above-mentioned meetings (i.e., before 9:00 a.m., 10:00 a.m. and 10:30 a.m. each on Tuesday, 14 December 2021).

19 November 2021

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“A Share(s)”	the ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company to be allotted, issued and listed on the ChiNext of the Shenzhen Stock Exchange and traded in Renminbi
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“ChiNext”	the ChiNext (創業板) of the Shenzhen Stock Exchange
“Class Meeting(s)”	the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting, collectively
“Company”	IRICO Group New Energy Company Limited* (彩虹集團新能源股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Stock Exchange
“Company Law”	the Company Law of the PRC, as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)
“Domestic Shareholders’ Class Meeting”	the class meeting of the holders of Domestic Shares to be convened and held by the Company to consider and, if appropriate, to approve the Proposed A Share Offering and related matters

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if appropriate, to approve the Proposed A Share Offering and related matters, and the proposed adjustment of the business scope and the proposed amendments to the Articles of Association
“H Share(s)”	overseas listed foreign invested shares of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK\$
“H Shareholder(s)”	the holder(s) of the H Share(s)
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held by the Company to consider and, if appropriate, to approve the Proposed A Share Offering and relevant matters
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IRICO Group”	IRICO Group Company Limited* (彩虹集團有限公司), a wholly state-owned enterprise and the controlling Shareholder of the Company directly and indirectly holding approximately 49.70% of the issued share capital of the Company as at the Latest Practicable Date
“Latest Practicable Date”	12 November 2021, being the latest practicable date for ascertaining certain information included herein before the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“Proposed A Share Offering” or “Proposed A Share Offering and Listing”	the proposed initial public offering by the Company of no more than 58,780,000 A Shares with a par value of RMB1.00 each, which are proposed to be listed on the ChiNext of the Shenzhen Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the PRC, as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of nominal value of RMB1.00 each in the share capital of the Company, including the Domestic Shares and the H Shares
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Zhongdian IRICO”	Xianyang Zhongdian IRICO Group Holdings Ltd.* (咸陽中電影虹集團控股有限公司), a substantial Shareholder of the Company directly holding approximately 25.21% of the issued share capital of the Company as at the Latest Practicable Date
“%”	per cent

The English names of the PRC entities adopted in this circular marked “” are translations from their Chinese names for identification purpose only.*

LETTER FROM THE BOARD



IRICO

彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

Directors:

Executive Directors

Si Yuncong (*Chairman*)

Tong Xiaofei

Non-executive Directors

Fan Laiying

Ni Huadong

Independent non-executive Directors

Feng Bing

Wang Jialu

Wang Zhicheng

Legal address and the head office in the PRC:

No. 1 Caihong Road

Xianyang, Shaanxi Province

The People's Republic of China

Postal code: 712021

Principal place of business in Hong Kong:

Units 1607–8, 16/F, Citicorp Centre

18 Whitfield Road, Causeway Bay

Hong Kong

H share registrar and transfer office:

Computershare Hong Kong Investor Services Limited

17M/F, Hopewell Centre

183 Queen's Road East

Hong Kong

19 November 2021

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED A SHARE OFFERING AND RELATED MATTERS; AND
(2) PROPOSED ADJUSTMENT OF BUSINESS SCOPE AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

I. INTRODUCTION

References are made to the announcements of the Company dated 19 October 2020, 7 April 2021, 6 August 2021 and 2 November 2021 in relation to, among other things, the Proposed A Share Offering and related matters, and the proposed adjustment of business scope and proposed amendments to the Articles of Association.

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The resolutions to be proposed for Shareholders' consideration and approval include:

1. the proposal on the plan of Proposed A Share Offering;
2. the proposal on the grant of authorization to the Board and its authorized persons to deal with matters related to the Proposed A Share Offering and Listing at their full discretion;
3. the proposal on the investment projects to be funded by the proceeds from the Proposed A Share Offering and the feasibility analysis report;
4. the proposal on the accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed A Share Offering and Listing;
5. the proposal on the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing;
6. the proposal on the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing;
7. the proposal on the relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing;
8. the proposal on the dilution of current returns due to the Proposed A Share Offering and the remedial measures;
9. the proposal on the amendments to the Articles of Association of the Company;
10. the proposal on the formulation of the Rules of Procedure for General Meeting;
11. the proposal on the formulation of the Rules of Procedure for the Meeting of Board of Directors;
12. the proposal on the formulation of the Rules of Procedures for the Meeting of Supervisory Committee;
13. the proposal on the amendments to the Administration System for Related Party Transactions;
14. the proposal on the formulation of the Administration System for External Investment;
15. the proposal on the formulation of the Administration System for External Guarantee;

LETTER FROM THE BOARD

16. the proposal on the formulation of the Administrative Measures for the Proceeds Raised;
17. the proposal on the formulation of the Implementation Rules for the Accumulative Voting Mechanism;
18. the proposal on the formulation of the Working Rules for Independent Directors;
19. the proposal on the Confirmation of Related Party Transactions under the A Share Regulatory Rules During the Reporting Period;
20. the proposal on the adjustment of business scope; and
21. the proposal on the amendments to the Articles of Association in respect of the adjustment of business scope.

The proposals No. 1 to No. 12 and No. 21 will be considered and approved at the EGM by way of special resolutions, and the proposals No. 13 to No. 20 will be considered and approved at the EGM by way of ordinary resolutions. The proposals No. 1 to No. 8 will be proposed at the Class Meetings by way of special resolutions.

If the proposal No. 1 regarding the plan of Proposed A Share Offering fails to be passed by the Shareholders at the EGM and the Class Meetings, the Proposed A Share Offering will not be proceeded, and the matters relating to the other proposals above will not be proceeded. In addition, the Proposed A Share Offering shall be subject to the approvals from the CSRC and the Shenzhen Stock Exchange.

II. PROPOSED A SHARE OFFERING AND RELATED MATTERS

1. Proposal on the Plan of Proposed A Share Offering

According to the plan of Proposed A Share Offering, the Company proposed to apply for an initial public offering of A Shares and listing on the ChiNext of the Shenzhen Stock Exchange for the allotment and issuance of not more than 58,780,000 A Shares with a par value of RMB1.00 each.

LETTER FROM THE BOARD

According to the provisions of the relevant laws, regulations and regulatory documents, combined with the actual situation of the Company, the Company has formulated the plan of Proposed A Share Offering as follows:

(i) *Type of Shares to be issued*

The Shares to be issued under the Proposed A Share Offering are RMB ordinary Shares (A Shares).

(ii) *Nominal value of Shares to be issued*

The nominal value of the Shares to be issued under the Proposed A Share Offering is RMB1.00 per Share.

(iii) *Pricing methodology*

The price of the Proposed A Share Offering shall be determined through price consultation with target investors, or determined by the independent negotiation between the Board and the sponsor (the lead underwriter), or in other ways approved by the CSRC or Shenzhen Stock Exchange.

The price of the Proposed A Share Offering will be determined by consultation with professional institutional investors, and the Board and the underwriters of the Company will take into account, among others, (i) the operational and financial conditions of the Company; (ii) the valuation level of comparable companies; (iii) the then conditions of the A-share market; and (iv) the applicable laws and regulations, including the Administrative Measures for Securities Issuance and Underwriting (《證券發行與承銷管理辦法》), the Special Regulations on Initial Public Offering of Securities and Underwriting on the ChiNext Market (《創業板首次公開發行證券發行與承銷特別規定》) and the Rules for Implementation of Initial Public Offering of Securities and Underwriting on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板首次公開發行證券發行與承銷業務實施細則》), when determining the final issue price.

According to the relevant supervision and administration requirements on state-owned assets, the price of the Proposed A Share Offering shall not, in principle, be lower than the latest audited net assets per Share of the Company available when such issue price is determined. The Company shall also comply with the relevant requirements under the Listing Rules in respect of the price of the Proposed A Share Offering (if applicable).

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(iv) Method of offering

The Proposed A Share Offering shall be conducted by way of combining placing through offline price consultation to target investors and online offering to the public investors at a fixed price, or in other ways of issuance approved by the CSRC or Shenzhen Stock Exchange (including but not limited to placing shares to the strategic investors).

(v) Offering size

The offering size of the Proposed A Share Offering shall be not more than 58,780,000 Shares (inclusive). The final number of Shares to be issued shall be determined by the Board and its authorized persons under the authorization of the EGM and the Class Meetings based on the quantity approved by relevant government authorities, the securities regulatory authorities and the stock exchanges, the capital requirements of the Company and the situation of the market after negotiations with the sponsor (the lead underwriter). No over-allotment option will be granted under the Proposed A Share Offering. In the event that there are ex-right matters such as bonus issue and capitalization of capital reserve prior to the Proposed A Share Offering, the number of Shares to be issued will be adjusted accordingly. The Shares under the Proposed A Share Offering shall all be new Shares and shall not involve the public offering shares held by Shareholders of the Company (i.e. the transfer of existing Shares).

For the effects on the shareholding structure of the Company, please refer to the section headed “Effects of the Proposed A Share Offering on Shareholding Structure of the Company”. The Company believes that the Proposed A Share Offering will not cause material changes to its existing shareholding structure, nor will it result in any material adverse changes to its governance and operation

(vi) Target subscribers

The target subscribers of the Proposed A Share Offering are qualified price consultation investors, investors who have opened ChiNext accounts in Shenzhen Stock Exchange and are qualified for investing in ChiNext (other than the investors prohibited by the PRC laws) and other targets specified by the CSRC and Shenzhen Stock Exchange.

LETTER FROM THE BOARD

If any of the above target subscribers of the Proposed A Share Offering is a connected person of the Company, the Company will comply with the reporting, announcement and independent Shareholders' approval requirements (if applicable) under Chapter 14A of the Listing Rules. As at the Latest Practicable Date, no connected person of the Company has indicated to the Company that it intends to participate in the subscription for A Shares through such methods which will make the Company subject to the relevant requirements under the Listing Rules.

(vii) Use of proceeds

All the proceeds to be raised from the Proposed A Share Offering after deducting the issuance expenses will be used as the projects and operation funds required for the development related to the main business of the Company, which will be invested in the following projects in the order of priority:

No.	Project name	Amount of proceeds to be invested	Current status
		(RMB million)	
1.	Shangrao ultra-thin and high-transmissivity photovoltaic glass phase I project of Jiangxi IRICO Photovoltaic Co., Ltd.* (江西彩虹光伏有限公司上饒超薄高透光伏玻璃一期項目)	1,500	Project filing procedures have been completed in accordance with the relevant provisions of national laws and regulations on investment management and environmental protection. The construction of the plant of the project started in September 2021 and is expected to be completed during 2023.
2.	Supplement the working capital	500	-
	Total	2,000	-

LETTER FROM THE BOARD

If the net proceeds from the Proposed A Share Offering (after deducting the issuance expenses) fail to meet the fund requirements of the abovementioned projects, the Company will make up the insufficient parts by bank loans or self-owned funds. If the net proceeds from the Proposed A Share Offering (after deducting the issuance expenses) exceed the fund demand of the abovementioned projects, the Company will perform corresponding statutory procedures in accordance with national laws and regulations and the relevant provisions of the CSRC and the stock exchange and the actual operation status of the Company to make reasonable use of the surplus to the principal business and business development of the Company.

If the timing of proceeds from the Proposed A Share Offering to be in place is inconsistent with that of the fund requirements of the abovementioned investment projects, the Company will invest with its self-owned funds or bank loans in advance based on the requirements of the actual progress of the abovementioned projects, which will be replaced by the proceeds from the Proposed A Share Offering once they are in place.

(viii) Method of underwriting

The method of underwriting of the Proposed A Share Offering will be standby underwriting.

(ix) Place of listing

The A Shares proposed to be issued are expected to be listed on the ChiNext of the Shenzhen Stock Exchange.

(x) Time of offering

The Company will proceed with the Proposed A Share Offering after being approved by the Shenzhen Stock Exchange and registered with the CSRC and the specific offering date shall be determined by the Board and its authorized persons under the authorization granted by the EGM and the Class Meetings upon the approval of the Shenzhen Stock Exchange and registration at the CSRC.

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(xi) Conversion into a joint stock company with domestic and overseas offering and listing of Shares

According to the plan of the Proposed A Share Offering and taking into account the fact that the Company has made the initial public offering of the overseas listed foreign invested shares (H Shares) and listed them on the Stock Exchange, the Company intends to apply for the conversion into a joint stock company with domestic and overseas offering and listing of Shares.

(xii) Validity period of the resolution

The resolution of the Proposed A Share Offering and Listing shall be valid for 12 months from the date of approval at the EGM and the Class Meetings. If the Proposed A Share Offering is not completed within such period but the Company intends to proceed with the Proposed A Share Offering, the Company will seek approval for extension of the validity period at the general meeting and separate class meetings.

This proposal has been approved by the Board, and each item of this proposal shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

2. Proposal on the Grant of Authorization to the Board and its Authorized Persons to Deal with Matters related to the Proposed A Share Offering and Listing at Their Full Discretion

In order to meet the working needs of the Proposed A Share Offering and Listing, according to the requirements of the relevant laws, regulations and normative documents, the Board proposed the EGM and the Class Meetings to grant the authorization to the Board and its authorized persons to exercise full discretion to deal with all matters relating to the Proposed A Share Offering and Listing, including but not limited to:

- (i) within the scope of the plan of the Proposed A Share Offering and Listing considered and approved at the EGM and the Class Meetings and pursuant to the relevant requirements of PRC laws, the securities regulatory authorities and the stock exchanges, to exercise full discretion to adjust and implement the plan, and to determine the specific matters related to the Proposed A Share Offering and Listing, on the basis of thorough negotiation with the sponsor (the lead underwriter), including but not limited to determining the specific matters such as the timing of offering, offering quantity (including whether to conduct over-allotment), offering structure, offering targets, offering method, pricing method, issue price (including price range and final pricing), place of listing and other matters related to the Proposed A Share Offering

LETTER FROM THE BOARD

and Listing; to approve the payment of necessary listing fees; to resolve the listing cost budget, publish the announcements related to the Proposed A Share Offering and Listing and pre-disclosure documents and other matters related to the Proposed A Share Offering and Listing;

- (ii) to deal with the application and reporting issues related to the Proposed A Share Offering and Listing, including but not limited to the application, examination and approval, registration, filing, approval, consent, registration and other procedures with the relevant government authorities, the securities regulatory authorities, the stock exchanges and securities registration and settlement institutions for the Proposed A Share Offering and Listing; to draft, modify, approve, sign, submit, publish, execute and complete any application, report, statement, commitment, confirmation, agreement, contract or necessary documents (including but not limited to the letter of intent, prospectus, commitment letter, other declaration documents, sponsor agreement, underwriting agreement, listing agreement, strategic investment agreement, placing agreement, relevant announcement, shareholders' notice, related party transaction agreement and intermediary service agreement) related to the Proposed A Share Offering and Listing, and take all other necessary, proper or appropriate actions related to the Proposed A Share Offering and Listing and the investment projects funded by the proceeds raised according to the opinions of the relevant government authorities, the securities regulatory authorities and the stock exchanges or the actual applicable situations, so as to complete the Proposed A Share Offering and Listing;
- (iii) to draft, modify, approve and sign the service agreement or employment agreement by the Company with the Directors and the Supervisors;
- (iv) to adjust the specific terms of the plan of the Proposed A Share Offering and Listing and the investment projects funded by proceeds raised and determine the progress of investment schedule of the investment projects funded by proceeds raised according to the implementation of the plan of the Proposed A Share Offering, market conditions, policy adjustments and the opinions of the regulatory authorities; to approve and sign the major contracts in the course of the operation of the investment projects funded by proceeds raised;
- (v) to make relevant commitments, statements and confirmations in accordance with the relevant requirements of PRC laws, the securities regulatory authorities and the stock exchanges and the actual needs of the Proposed A Share Offering and Listing;
- (vi) to determine the special account for the deposit of proceeds before the Proposed A Share Offering as required;

LETTER FROM THE BOARD

- (vii) to make appropriate amendments to the provisions of the Articles of Association related to share capital/registered capital, share capital structure and other provisions that need modification, and deal with the approval, alteration and filing with the company registration authorities and other relevant government departments, after the completion of the Proposed A Share Offering;
- (viii) to engage and appoint relevant intermediaries for the Proposed A Share Offering and Listing, determine their service fees, and execute engagement or appointment agreements;
- (ix) to deal with specific matters related to the listing of the shares under the Proposed A Share Offering on the stock exchanges upon completion of the Proposed A Share Offering, including but not limited to handling matters related to share registration in securities registration and settlement institutions according to the commitments of each Shareholder, making information disclosures according to PRC laws and the transaction rules of the stock exchanges, and submitting relevant documents of the Proposed A Share Offering and Listing to the relevant government authorities, the securities regulatory authorities and the stock exchanges;
- (x) to authorize the Board to deal with other matters which are not listed above but considered by the Board to be related to the Proposed A Share Offering and Listing, including the grant of authorization to the chairman of the Board or to the specific persons further designated by the chairman of the Board to handle specific matters.

The authorization shall be valid for 12 months from the date of approval at the EGM and the Class Meetings. If the Proposed A Share Offering is not completed within such period but the Company intends to proceed with the Proposed A Share Offering, the Company will seek approval for extension of the validity period at the general meeting and separate class meetings.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

LETTER FROM THE BOARD

3. Proposal on the Investment Projects to be Funded by the Proceeds from the Proposed A Share Offering and the Feasibility Analysis Report

In accordance with the requirements under the relevant laws, regulations and normative documents, the Company proposed to utilize the proceeds to be raised from the Proposed A Share Offering, after deducting the issuance expenses, entirely for Shangrao ultra-thin and high-transmissivity photovoltaic glass phase I project of Jiangxi IRICO Photovoltaic Co., Ltd. and replenishment of working capital, and prepared the feasibility analysis report on Proposed A Share Offering. The investment projects to be funded by proceeds from the Proposed A Share Offering could be adapted to the main business, technical level and management capabilities of the Company. The investment projects have relevantly good market prospects and profitability, which enables the Company to improve the Company's operation profits by making effective use of the proceeds.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

Please refer to Appendix I to this circular for details of the use of the proceeds to be raised from the Proposed A Share Offering and the feasibility analysis report.

4. Proposal on the Accumulated Profit Distribution and the Plan for Undertaking Unrecovered Losses Prior to the Proposed A Share Offering and Listing

Prior to completion of the Proposed A Share Offering, the unrecovered losses of the Company shall be undertaken by the original Shareholders. Upon completion of the Proposed A Share Offering, the unrecovered losses of the Company shall be jointly undertaken by new and original Shareholders of the Company in proportion to their respective shareholdings and the maximum amount of capital subscribed for by them. Once the undistributed profits are positive and the conditions for profit distribution are satisfied, the undistributed accumulated profits shall be shared between new and original Shareholders in proportion to their shareholdings.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

5. Proposal on the Dividend Distribution Plan and the Share Repurchase Policy for the Coming Three Years after the Proposed A Share Offering and Listing

In order to achieve the objectives of the Proposed A Share Offering, further improve the profit distribution policy of the Company, establish a sound, reasonable, constant and stable dividend distribution mechanism, enhance the transparency of profit distribution

LETTER FROM THE BOARD

and safeguard the legitimate rights and interests of the investors, and in accordance with the Company Law, the Securities Law and the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), with reference to the relevant laws, regulations and normative documents including the Notice on the Further Implementation of Matters in Relation to Cash Dividend Distribution of Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》) and the Regulatory Guidelines No. 3 for Listed Companies – Cash Dividend of Listed Companies (《上市公司監管指引3 號-上市公司現金分紅》) issued by the CSRC and the relevant provisions of the Articles of Association, taking into comprehensive consideration various factors such as the Company's strategic development objectives, business planning, profitability, cash flow position and external financing environment, the Company has formulated the Dividend Distribution Plan and the Share Repurchase Policy for the Coming Three Years after the Proposed A Share Offering and Listing.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

Please refer to Appendix II to this circular for details of the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing.

6. Proposal on the Price Stabilisation Plan of A Shares for the Coming Three Years after the Proposed A Share Offering and Listing

In accordance with the requirements under the relevant laws, regulations and normative documents including the CSRC Opinions on Further Promoting the Reform of the New Shares Offering System (《中國證監會關於進一步推進新股發行體制改革的意見》), the Company has formulated the Price Stabilisation Plan of A Shares for the Coming Three Years after the Proposed A Share Offering and Listing.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

Please refer to Appendix III to this circular for details of the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing.

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7. Proposal on the Relevant Undertakings and Corresponding Restrictive Measures in respect of the Proposed A Share Offering and Listing

In accordance with the requirements under the relevant laws, regulations and normative documents including the CSRC Opinions on Further Promoting the Reform of the New Shares Offering System (《中國證監會關於進一步推進新股發行體制改革的意見》), the Company proposed to provide relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing, and will strictly comply with and implement the relevant restrictive measures when the conditions for triggering them are satisfied.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

Please refer to Appendix IV to this circular for details of the relevant undertakings provided and corresponding restrictive measures proposed by the Company in respect of the Proposed A Share Offering and Listing.

8. Proposal on the Dilution of Current Returns due to the Proposed A Share Offering and the Remedial Measures

In accordance with the requirements under the relevant laws, regulations and normative documents including the Opinions of the State Council on Further Promoting the Healthy Development of the Capital Market (《國務院關於進一步促進資本市場健康發展的若干意見》), the Opinions of the General Office of the State Council on Further Strengthening the Protection of the Legitimate Rights and Interests of Small and Medium Investors in the Capital Market (《國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見》) and the Guiding Opinions on Issues Related to Dilution of Current Returns due to Initial Offering, Refinancing and Major Assets Reorganization (《關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見》), the Company has formulated the remedial measures to recover the dilution of current returns due to the Proposed A Share Offering.

This proposal has been approved by the Board, and shall be submitted to the EGM and the Class Meetings, respectively, for consideration and approval by way of a special resolution.

Please refer to Appendix V to this circular for details of the dilution of current returns due to the Proposed A Share Offering and the remedial measures.

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9. Proposal on the Amendments to the Articles of Association of the Company

In accordance with the requirements under the relevant laws, regulations and normative documents including the Company Law, the Securities Law, the Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules for the Continuing Supervision of Listed Companies on the ChiNext Market (Trial Implementation) (《創業板上市公司持續監管辦法試行》), the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) and the Guidelines for the Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), taking into account the actual circumstances of the Company, the Company proposed to make amendments to the Articles of Association. The amended Articles of Association shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Articles of Association considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions, effective dates, registered capital and shareholding structure.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of a special resolution.

Please refer to Appendix VI to this circular for details of the amendments to the Articles of Association.

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10. Proposal on the Formulation of the Rules of Procedure for General Meeting

In accordance with the requirements under the relevant laws, regulations and normative documents including the Securities Law, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), and the Guidelines for the Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to formulate the Rules of Procedure for General Meeting. The Rules of Procedure for General Meeting shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Rules of Procedure for General Meeting considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of a special resolution.

Please refer to Appendix VII to this circular for the full text of the Rules of Procedure for General Meeting.

11. Proposal on the Formulation of the Rules of Procedure for the Meeting of Board of Directors

In accordance with the requirements under the relevant laws, regulations and normative documents including the Securities Law, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), and the Guidelines for the Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to formulate the Rules of Procedure for the Meeting of Board of Directors. The Rules of Procedure for the Meeting of Board of Directors shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

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Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Rules of Procedure for the Meeting of Board of Directors considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of a special resolution.

Please refer to Appendix VIII to this circular for the full text of the Rules of Procedure for the Meeting of Board of Directors.

12. Proposal on the Formulation of the Rules of Procedures for the Meeting of Supervisory Committee

In accordance with the requirements under the relevant laws, regulations and normative documents including the Securities Law, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), and the Guidelines for the Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to formulate the Rules of Procedures for the Meeting of Supervisory Committee. The Rules of Procedures for the Meeting of Supervisory Committee shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Supervisory Committee and its authorized persons to adjust and amend the Rules of Procedures for the Meeting of Supervisory Committee considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of a special resolution.

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Please refer to Appendix IX to this circular for the full text of the Rules of Procedures for the Meeting of Supervisory Committee.

13. Proposal on the Amendments to the Administration System for Related Party Transactions

In accordance with the requirements under the relevant laws, regulations and normative documents including the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) and the Guidelines No. 5 on Information Disclosure of Listed Companies on the Shenzhen Stock Exchange—Transactions and Related Party Transactions (《深圳證券交易所上市公司信息披露指引第5號—交易與關聯交易》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to amend the Administration System for Related Party Transactions. The amended Administration System for Related Party Transactions shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Administration System for Related Party Transactions considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution.

Please refer to Appendix X to this circular for details of the amendments to the Administration System for Related Party Transactions.

14. Proposal on the Formulation of the Administration System for External Investment

In accordance with the requirements under the relevant laws, regulations and normative documents including the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to formulate the Administration System for External Investment. The Administration System for External Investment shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

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Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Administration System for External Investment considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution.

Please refer to Appendix XI to this circular for the full text of the Administration System for External Investment.

15. Proposal on the Formulation of the Administration System for External Guarantee

In accordance with the requirements under the relevant laws, regulations and normative documents including the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to formulate the Administration System for External Guarantee. The Administration System for External Guarantee shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Administration System for External Guarantee considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution.

Please refer to Appendix XII to this circular for the full text of the Administration System for External Guarantee.

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16. Proposal on the Formulation of the Administrative Measures for the Proceeds Raised

In accordance with the requirements under the relevant laws, regulations and normative documents including the Company Law, the Securities Law, the Administrative Measures on the Issuance of Securities of Listed Companies (《上市公司證券發行管理辦法》), Regulatory Guidelines No. 2 on Listed Companies – Regulatory Requirements for Management and Use of Raised Funds of Listed Companies (《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求》), the Administrative Measures on the Registration of Initial Public Offering of Shares on ChiNext Market (Trial Implementation) (《創業板首次公開發行股票註冊管理辦法試行》), the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) and the Guidelines for the Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), the Company proposed to formulate the Administrative Measures for the Proceeds Raised. The Administrative Measures for the Proceeds Raised shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Administrative Measures for the Proceeds Raised considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution.

Please refer to Appendix XIII to this circular for the full text of the Administrative Measures for the Proceeds Raised.

17. Proposal on the Formulation of the Implementation Rules for the Accumulative Voting Mechanism

To further improve the corporate governance system of the Company and safeguard the interests of minority Shareholders, in accordance with the requirements under the relevant laws, regulations and normative documents including the Company Law, the Guidelines for Governance of Listed Companies (《上市公司治理準則》), the Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》) and the Guidelines for the

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Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), the Company has formulated the Implementation Rules for the Accumulative Voting Mechanism. The Implementation Rules for the Accumulative Voting Mechanism shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Implementation Rules for the Accumulative Voting Mechanism considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution.

Please refer to Appendix XIV to this circular for the full text of the Implementation Rules for the Accumulative Voting Mechanism.

18. Proposal on the Formulation of the Working Rules for Independent Directors

In accordance with the requirements under the relevant laws, regulations and normative documents including the Guidelines on the Establishment of Independent Directorship of Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》), the Measures of the Shenzhen Stock Exchange for the Registration of Independent Directors (2017 Revision) (《深圳證券交易所獨立董事備案辦法(2017年修訂)》), the Guidelines for the Standardised Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》) and the Guidelines on the Duty Performance of Independent Directors of Listed Companies (2020 Revision) (《上市公司獨立董事履職指引(2020年修訂)》), taking into account the actual circumstances and listing needs of the Company, the Company proposed to formulate the Working Rules for Independent Directors. The Working Rules for Independent Directors shall become effective from the listing date of the A Shares proposed to be issued subject to the consideration and approval by the Shareholders at the EGM.

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Meanwhile, it is proposed to submit to the EGM to authorize the Board and its authorized persons to adjust and amend the Working Rules for Independent Directors considered and approved at the EGM for the purpose of Proposed A Share Offering in accordance with the requirements under the relevant domestic and overseas laws, regulations or the requirements and recommendations of relevant domestic and overseas government departments and regulatory authorities, taking into account the actual circumstances of the Proposed A Share Offering, including but not limited to making adjustments and amendments to the wordings, sections, provisions and effective dates.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution.

Please refer to Appendix XV to this circular for the full text of the Working Rules for Independent Directors.

19. Proposal on the Confirmation of Related Party Transactions under the A Share Regulatory Rules During the Reporting Period

The Board has reviewed the Company's related party transactions under the A Share Regulatory Rules during the reporting period (i.e., from 1 January 2018 to 30 June 2021) and confirmed that the related party transactions between the Company and the related parties during the reporting period were conducted in the principle of fairness and voluntariness, and the pricing was fair, without any prejudice to the legitimate rights and interests of the Company and other Shareholders. Mr. Si Yuncong, Mr. Tong Xiaofei, Mr. Fan Laiying and Mr. Ni Huadong, all being related Directors, have abstained from voting on this proposal at the Board meeting.

For the avoidance of doubt, the aforementioned related party transactions fall within the definition under the A share regulatory rules. If they also constitute connected transactions under Chapter 14A of the Listing Rules, the Company has performed compliance procedures in accordance with the applicable provisions of the Listing Rules.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution. To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, the related Shareholders include Zhongdian IRICO, IRICO Group and Rui Bou Electronics (HK) Limited, who shall abstain from voting on this proposal.

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III. PROPOSED ADJUSTMENT OF BUSINESS SCOPE AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to highlight the principal business of the Company, the Company sorts out its business scope based on current actual business activities, and plans to modify the existing business scope. The modified business scope is: “process research & development of and production and sales of photovoltaic glass, tempered glass, coated glass, conductive glass, vacuum glass, photoelectric glass, automotive glass, etc.; mining and further processing of quartz sand, silicon-based materials, nano-materials application and research & development; self-construction and self-management of solar photovoltaic power stations; industrial waste gas, thermal energy and carbon recycling; green integrated intelligent manufacturing technology and equipment research & development; self-operated and agent import and export business for various commodities and technologies (projects subject to approval as required by the laws shall be operated with the approval of relevant authorities)”.

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In light of the proposed change of business scope by the Company, the Board proposes to amend the relevant clauses of the Articles of Association as follows:

Original	Modified
<p>construction and operation of solar power plants; research, development, production and sale of photovoltaic glass, tempered glass, coated glass, conductive glass, plate glass and vacuum glass; research, development, production and sale of solar cell chips, solar modules and accessory products and silicon materials; photovoltaic power generation related businesses and research, development, production and sale of energy storage batteries, inverters, domestic smart grid and other auxiliary products; processing and further processing of quartz sand, a upstream material for photovoltaic glass; research, development, production and sale of power batteries and the anode, cathode and upstream materials of lithium battery; research, development, production and sale of flat panel display devices and their accessories and materials and electronic products; self operated and commissioned import and export business for various commodities and technologies (other than commodities and technologies whose dealing, import or export is restricted or prohibited to operate by the State); operation of processing imported goods and “Threeplus one” business; foreign trade and entrepot trade; research and development, manufacturing and sale of computer hardware and software, chemical products (other than precursor and hazardous chemical products), information technology and industrial control system and its devices; processing and repairing machinery; development of, training and consultation on electronic information technology; acquisition and processing of wastes (other than hazardous wastes, foreign usable wastes and scrapped vehicles) and sale of accumulated inventories; research, development, production and sale of new materials and high-tech products; medical and health care services, elderly care and health care services and health education (projects subject to approval as required by the laws shall be operated with the approval of relevant authorities)</p>	<p>process research & development of and production and sales of photovoltaic glass, tempered glass, coated glass, conductive glass, vacuum glass, photoelectric glass, automotive glass, etc.; mining and further processing of quartz sand, silicon-based materials, nano-materials application and research & development; self-construction and self-management of solar photovoltaic power stations; industrial waste gas, thermal energy and carbon recycling; green integrated intelligent manufacturing technology and equipment research & development; self-operated and agent import and export business for various commodities and technologies (projects subject to approval as required by the laws shall be operated with the approval of relevant authorities).</p>

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The abovementioned changes are ultimately subject to the contents approved and registered by the regulatory authorities.

The proposal regarding the proposed adjustment of the business scope and the proposal regarding the proposed amendments to the Articles of Association in respect of the adjustment of business scope have been approved by the Board, respectively, and shall be submitted to the EGM for consideration and approval by way of an ordinary resolution and a special resolution, respectively.

IV. OTHER INFORMATION IN RELATION TO THE PROPOSED A SHARE OFFERING

1. Reasons for and Benefits of the Proposed A Share Offering

The Directors consider that the Proposed A Share Offering will be beneficial to enhance the corporate image of the Company, broaden the funding channels of the Company, increase the recognitions of the Company in the capital market and promote the business growth of the Company. The Directors also believe that the Proposed A Share Offering can enrich the Company's liquidity, lower the gearing ratio, optimise the capital structure, reduce the financial risks and enhance the profitability, and is therefore beneficial to the continuous operation and development of the Company and is in the interests of the Company and the Shareholders as a whole.

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2. Effects of the Proposed A Share Offering on Shareholding Structure of the Company

The 80,073,400 existing Domestic Shares of the Company will be converted into A Shares on the date of completion of the Proposed A Share Offering. For reference and illustration purposes, assuming that (i) all 58,780,000 A Shares under the Proposed A Share Offering are approved to be issued to non-connected persons of the Company, and (ii) there are no changes in the share capital of the Company prior to the completion of the Proposed A Share Offering, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the Proposed A Share Offering is set out as follows:

	As at the Latest Practicable Date		Immediately after the completion of the Proposed A Share Offering	
	Number of Shares	Approximate percentage of the total issued share capital	Number of Shares	Approximate percentage of the total issued share capital
Domestic Shares				
IRICO Group ^{note 1}	80,073,400	45.41%	–	–
Sub-total	80,073,400	45.41%	–	–
A Shares				
IRICO Group ^{note 1}	–	–	80,073,400	34.06%
Public Shareholders	–	–	58,780,000	25.00%
Sub-total	–	–	138,853,400	59.06%
H Shares				
Rui Bou Electronics (HK) Limited ^{note 2}	7,556,500	4.29%	7,556,500	3.21%
Zhongdian IRICO ^{note 3}	44,444,300	25.21%	44,444,300	18.90%
Public Shareholders	44,247,870	25.09%	44,247,870	18.82%
Sub-total	96,248,670	54.59%	96,248,670	40.94%
Total	176,322,070	100%	235,102,070	100.00%

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Notes:

1. As at the Latest Practicable Date, IRICO Group is a substantial Shareholder of the Company, therefore, the Shares held by it are not deemed as being in public hands.
2. As at the Latest Practicable Date, Rui Bou Electronics (HK) Limited is a wholly-owned subsidiary of IRICO Group, therefore, the Shares held by it are not deemed as being in public hands.
3. As at the Latest Practicable Date, Zhongdian IRICO is a substantial Shareholder of the Company, therefore, the Shares held by it are not deemed as being in public hands.

As at the Latest Practicable Date, based on the publicly available information of the Company and to the Directors' knowledge, more than 25% of the issued Shares of the Company (all being H Shares) were held by the public which satisfies the public float requirements under the Listing Rules.

Assuming that all 58,780,000 A Shares under the Proposed A Share Offering are approved to be issued to non-connected persons of the Company and there are no changes in the share capital of the Company prior to the completion of the Proposed A Share Offering, the public float percentage of the A Shares and H Shares of the Company immediately after the completion of the Proposed A Share Offering will be approximately 43.82%, which will satisfy the requirements under Rule 8.08 of the Listing Rules. The Company undertakes that it will comply with the public float requirements under the Listing Rules.

As at the Latest Practicable Date, the Company has not entered into or proposed to enter into any agreement with any connected persons of the Company in connection with the subscription for A Shares.

3. Fundraising Activities in the Past Twelve Months

The Company did not conduct any fundraising activity involving the issue of equity securities within 12 months immediately prior to the date of this circular.

V. EGM AND CLASS MEETINGS

The EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting will be held at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC at 9:00 a.m., 10:00 a.m. (or immediately after conclusion of the EGM or any adjournment thereof) and 10:30 a.m. (or immediately after conclusion of the H Shareholders' Class Meeting or any adjournment thereof), respectively, on Wednesday, 15 December 2021. The notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set out on pages EGM-1 to DCM-3 of this circular.

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Zhongdian IRICO, IRICO Group and Rui Bou Electronics (HK) Limited shall abstain from voting on the proposal on the confirmation of related party transactions under the A share regulatory rules during the reporting period. For the avoidance of doubt, apart from the resolution in relation to the related party transactions, the abovementioned parties are not required to abstain from voting on any other resolutions at the EGM and/or the Class Meetings. Save as mentioned above, to the best of the Directors' knowledge, information and belief, none of the other Shareholders will be required to abstain from voting on any resolution at the EGM and/or the Class Meetings according to the Listing Rules as of the Latest Practicable Date.

VI. RECOMMENDATIONS

Based on the relevant information disclosed herein, the Directors believe that, all of the proposals as set out in the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of the proposals at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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VIII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Shareholders and potential investors should be aware that there is no assurance that the Proposed A Share Offering will proceed. The Proposed A Share Offering is subject to the approval of, among others, the Shareholders, the CSRC and other relevant regulatory authorities. Shareholders and potential investors should exercise caution when dealing in the Shares of the Company. The Company will make further announcement(s) in respect of the Proposed A Share Offering pursuant to all applicable requirements under the Listing Rules as and when appropriate.

By order of the Board
IRICO Group New Energy Company Limited*
Si Yuncong
Chairman

* *For identification purpose only*

**APPENDIX I USE OF PROCEEDS TO BE RAISED FROM THE PROPOSED A SHARE OFFERING AND
LISTING AND THE FEASIBILITY ANALYSIS REPORT**

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

IRICO Group New Energy Company Limited* (the “**Company**”) has formulated the use of proceeds for the public offering of A shares and conducted a feasibility analysis.

I. USE OF PROCEEDS

The Company intends to utilize the proceeds to be raised from the public offering of shares, after deduction of the issuance costs, entirely for the projects associated with the Company’s principal business and as the working capital required for the development of its principal business, which will specifically be invested into the following projects in order of priority:

Unit: 0’000

No.	Project name	Amount to be invested out of proceeds to be raised
1	Ultra-thin and high-transmissivity photovoltaic glass phase I project of Jiangxi IRICO Photovoltaic Co., Ltd. (江西彩虹光伏有限公司) in Shangrao	150,000.00
2	Replenishment of working capital	50,000.00
Total		200,000.00

In the event that the actual net proceeds (after deduction of the issuance costs) to be raised from the Offering were unable to meet the fund requirements of the abovementioned projects, the Company will make up the shortfall through the use of bank loans or self-owned funds. In the event that the amount of the actual net proceeds to be raised from the Offering exceeds the fund demand of the abovementioned projects, the Company will make reasonable use of the surplus upon the performance of corresponding legal procedures in accordance with State laws, regulations and relevant requirements by the China Securities Regulatory Commission and the stock exchange.

In case of any inconsistency between the timing of availability of the proceeds to be raised from the Offering and the timing of the fund demand of abovementioned investment projects, the Company may make investment in those projects with its self-owned funds or bank loans first based on the actual progress of abovementioned investment projects, which will then be replaced by the proceeds to be raised from the Offering upon their availability.

II. FEASIBILITY ANALYSIS ON THE USE OF PROCEEDS

(I) Ultra-thin and High-transmissivity Photovoltaic Glass Phase I Project of Jiangxi IRICO Photovoltaic Co., Ltd. (江西彩虹光伏有限公司) in Shangrao

1. *Summary of the Project*

The project is proposed to be constructed in the Shangrao Economic and Technological Development Zone, Shangrao City, Jiangxi Province. It is planned to construct three 1,000t/d glass melting furnaces arranged side by side, 12 annealing lehrs, 15 deep-processing production lines for photovoltaic glass and supporting auxiliary production facilities and office and living facilities.

The implementation of the project constitutes an important component of the Company's future business development goal and is conducive to consolidation and expansion of the market share of its principal business, so as to enhance its comprehensive competitive advantage, to be conducive to the Company's long-term development, and to give great promotion to its operating performance. The Company's implementation of the project will help open a space for its independent brands to improve, thus enhancing its industry influence and comprehensive strength.

2. *Necessity and Feasibility of the Project*

(1) *National industrial policies support sound development of the project*

At present, with the emergence of low-carbon economy globally, developing new energy becomes a strategic requirement for China's current and future energy development. Solar energy is a kind of clean and efficient energy, and the utilization rates of solar energy in some developed countries in Europe and North America are increasing year by year. China has also made great achievements in solar energy utilization and has great market potential.

Xi Jinping, General Secretary of the Communist Party of China, solemnly announced at the General Debate of the 75th session of the UN General Assembly that "China will scale up its Intended Nationally Determined Contributions by adopting more vigorous policies and measures. We aim to have CO₂ emissions peak before 2030 and achieve carbon neutrality before 2060". In the National "Fourteenth Five-Year" Plan, it is proposed that carbon emissions intensity be reduced, places where conditions permit be supported to take the lead in reaching carbon emissions peak, and an action plan for carbon emissions peak before 2030 be formulated.

In order to scientifically and reasonably guide the investment in new energy, achieve efficient use of resources, promote fair competition and survival of the fittest, and promote healthy and sustainable development of the photovoltaic power generation industry, the National Development and Reform Commission considered and approved the “Guiding Catalogue of Industrial Structure Adjustment (2019)” (產業結構調整指導目錄) (2019年本) at the 2nd council meeting on 27 August 2019, which clearly identifies “solar thermal power collection system, development and application of solar photovoltaic power generation system integration technology, development and manufacture and transportation of inverter control system, and aluminosilicate glass for solar equipment” as encouraged industries. It is emphasized that a resource-saving, environment-friendly society should be created and a road toward economical, clean, safe and sustainable development should be taken.

(2) *Successful implementation of a number of projects of the Company provides guarantee for the implementation of the project*

The Company has constructed a number of large-scale photovoltaic glass furnaces and production lines in Hefei, Xianyang, Yan'an and other places, with high product sales and market recognition. Building on the successful construction and mature operation and maintenance of the existing production lines, the Company will, for the purpose of the project, further improve the efficiency of the production line of the single-seat glass furnace so as to realize large-scale operation, reduce production costs, further enhance its product and corporate competitiveness and improve its profitability in the industry.

(3) *Abundant technical reserves provide strong support for the project*

Focusing on the trend of technology development for thin, large-sized and high-transmissivity for the photovoltaic glass, the Company has, relying on the Hefei Phase I and Phase II, the Yan'an Project and other large-tonnage photovoltaic glass furnaces and adopting oxygen-fuel combustion technology, promoted rapid development and mass production of thin photovoltaic glass and made major breakthrough in production. The products have been accredited by top ten domestic users, and mass sales have been achieved with production

and sales rising significantly. The Company was awarded the second prize for science and technology from the Chinese Institute of Electronics, the second prize for science and technology from Hefei City and the second prize of China Electronic Science and Technology Progress Award by virtue of its achievements in its self-developed “photovoltaic glass oxygen-fuel combustion furnace technology with an output of 750 tonnes and its industrialization”. It also won the second prize of China Electronic Science and Technology Progress Award for its “R&D and industrialization of thin photovoltaic glass technology with oxygen-fuel combustion furnace” and the “development and mass production of light-patterned anti-reflection photovoltaic glass” project. In addition, the Company has been increasing efforts in R&D investment in recent years and has been equipped with a wealth of technical reserves, which provides strong support for implementation of investment projects.

(4) *quality customers provide a stable guarantee for product sales*

The Company adheres to the major customer management and leading strategy, and has actively maintained a good strategic cooperative relationship with major component manufacturers in the world for many years, and signed strategic cooperation and product sales agreements with LONGi, JA Solar Technology, Jinko Energy, CSI and other customers, respectively. A high-quality customer base provides sufficient guarantee for product sales after investment projects reach production capacity.

(II) Replenishment of working capital

In order to meet the demand for working capital during the continuous growth of the Company’s business, further expand the development space of its main business and ensure the demand for long-term development funds, the Company plans to utilize the raised proceeds of RMB500 million for replenishment of working capital.

1. *Company actively carries out business expansion, resulting in increased capital demand*

According to the medium and long-term development strategy and corresponding objectives, the Company plans to increase investment in the future, steadily increase the total production capacity of photovoltaic glass and improve the market share in the industry. In order to maintain and enhance the Company's industry competitiveness and consolidate its leading position in the industry, the Company needs sufficient working capital to meet the requirements of expanding its business scale.

2. *Better industry environment needs financial support urgently*

In the past two years, the state has attached great importance to the construction of ecological civilization, incorporated the concept of ecological civilization and the construction of ecological civilization into the general layout of socialism with Chinese characteristics, and adhered to the development path of ecological priority, green and low-carbon. General Secretary Xi Jinping proposed that China is striving to peak carbon dioxide emissions by 2030 and achieve carbon neutrality by 2060. As one of China's important energy sources in the future, photovoltaic will undoubtedly be a powerful engine to achieve "peak carbon dioxide emissions" and "carbon neutrality". The favorable external environment of the photovoltaic industry has brought new business growth points to the Company, and the rapid expansion of business needs sufficient working capital support.

Note: If there is any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

I. DIVIDEND DISTRIBUTION PLAN WITHIN THE THREE YEARS UPON LISTING

(I) Factors considered by the Company for dividend distribution plan

Upon the listing of the Company, the Company will focus on long-term and sustainable development and take maximizing the interests of shareholders as the value goal of the Company, continue to adopt proactive cash and stock dividend distribution policies, pay attention to the return for investors, and earnestly fulfill the social responsibilities of listed companies, and strictly comply with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and relevant regulations of the CSRC and Shenzhen Stock Exchange, so as to establish a continuous, stable and reasonable investor return mechanism.

(II) Formulation Principles of Dividend Distribution Plan of the Company

The Company's profit distribution policy shall be based on the premise of paying attention to the reasonable investment return to investors, maintain the continuity and stability of the profit distribution policy under the provisions of relevant laws and regulations, and take into account the actual operation of the Company and the Company's long-term strategic development objectives, and shall not exceed the range of accumulated profits available for distribution and shall not damage the Company's ability of continuing operation. The Board of Directors, the Supervisory Committee and the general meeting of shareholders shall give full consideration to the opinion of independent directors and public investors on the decision-making and demonstration of profit distribution policies.

(III) Priorities of Profit Distribution

When the Company distributes after-tax profits, it shall allocate 10% of its profits to its statutory reserve. The Company can no longer allocate to such statutory reserve when the accumulative amount of the statutory reserve of the Company amounts to more than 50% of its registered capital. If the statutory reserve is insufficient to make up for the losses of the preceding years, the profits of the current year shall first be used to make up for such losses before any allocation is made to the statutory reserve according to the aforesaid provision.

(IV) Specific Policies for the Company's Future Dividend Distribution

1. form of profit distribution: The Company shall distribute dividends in cash or shares or in a way integrating cash and shares, and shall distribute profits preferentially in cash dividends.
2. specific conditions and proportion of the Company's cash dividend distribution: except for special circumstances, when the Company is profitable in the current year and the accumulated undistributed profit is positive, and the audit institution has issued an unqualified audit report on the Company's annual or interim financial report, the Company shall preferentially distribute dividends in cash. Special circumstances refer to:
 - (1) negative net operating cash flow in the current year;
 - (2) any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition, equipment procurement or R&D expenditure reaches or exceeds 50% of the Company's audited net assets in the most recent fiscal year; or the Company's accumulated capital expenditure for intended external investment, asset acquisition, equipment procurement or R&D expenditure reaches or exceeds 30% of the Company's total audited assets in the most recent fiscal year;
 - (3) other circumstances which the Board believes to be not suitable for distributing cash dividends.
3. The Company shall, taking into consideration factors such as industry characteristics, the Company's development stage, business operation model, profitability level and whether there are significant capital expenditure arrangements, and the Board shall propose differentiated cash dividend policies according to the following circumstances and submit them to the general meeting of shareholders for approval:
 - (1) If the Company is fully developed and has no major capital expenditure arrangements, cash dividends shall take up a minimum of 80% in profit distribution;

- (2) If the Company is fully developed and has major capital expenditure arrangements, cash dividends shall take up a minimum of 40% in profit distribution;
 - (3) If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;
 - (4) If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.
4. Specific conditions for the Company to distribute share dividends:

Without jeopardizing the reasonable share capital and shareholding structure, with a view to providing investment return to its shareholders and sharing the Company's value, and starting from the real factors such as the Company's growth, the dilution of net assets per share, the matching between the Company's share price and the Company's share capital scale, when the Company's share valuation is at a reasonable level, the Company may distribute share dividends upon the fulfillment of the conditions of the aforementioned cash dividend distribution.

(V) Decision-Making and Implementation of the Company's Future Dividend Distribution

1. The profit distribution plan of the Company shall be prepared by the general manager of the Company before being submitted to the Board and the supervisory committee of the Company for consideration. In considering the profit distribution plan, the Board of Directors shall study and discuss, among others, the timing, conditions as well as the minimum ratio, conditions for adjustments and the requirements of the procedures for decision making in respect of the cash dividend distribution. The Board shall thoroughly discuss the rationality of the profit distribution plan. The profit distribution plan shall be approved by over half of the Directors and shall be approved by more than half of the independent Directors of the Company and shall be issued with an independent opinion. The independent Directors may seek the opinion of the minority shareholders, devise a dividend distribution proposal accordingly and submit the same directly to the Board for consideration. The profit distribution plan formulated by the Board of Directors shall be reviewed and issued with audited opinion by the Supervisory Committee.

Upon the consideration and approval of the profit distribution plan by the Board of Directors, it shall be submitted to the general meeting for consideration and approval. The consideration at the general meeting of the Company is subject to the disclosure of the audited opinion of the independent Directors and the Supervisory Committee simultaneously when announcing the resolution of the Board of Directors by the Company. When considering the profit distribution plan at the shareholders' general meeting, the Company shall ensure the rights of public shareholders to participate in the general meeting by making online voting and other means available.

Prior to the consideration of the specific cash dividend distribution proposal by the shareholders at the shareholders' general meeting, the Company shall communicate and exchange ideas through multiple channels such as answering investor's calls, company public mailboxes, online platforms, and convening investor meetings, and attentively listen to the opinions and demands of the minority shareholders and give timely response to the issues that concern them.

The cash profit distribution plan shall be approved by more than half of the voting rights held by the shareholders attending the general meeting, and the stock dividend distribution plan shall be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting.

2. When the company fails to distribute cash dividends in accordance with the provisions of Article 4 due to special circumstances, the Board shall explain the specific reasons, the exact purpose for the retained profit and the estimated investment return, submit the same to the Shareholders' general meeting for consideration after the independent Directors have expressed their clear opinions thereon, and disclose the same through the designated medium of the Company.
3. The Board of Directors must complete the distribution of dividends (or shares) within 60 days upon the passing of the resolution on the profit distribution at the general meeting.

(VI) Changes to the Future Dividend Distribution Plan for Shareholders

1. The Company shall revise the Future Shareholders' Dividend and Return Plan in accordance with the Articles of Association of IRICO Group New Energy Company Limited (Draft) on a three-year cycle. The Company shall strictly implement the profit distribution policy determined in the Articles of Association of IRICO Group New Energy Company Limited (Draft) and the specific plan for profit distribution as considered and approved by the general meeting. If there are changes to the Company's external operational environment and has a significant impact on the Company's production and operation, or there are relatively significant changes to the Company's operational position and it is necessary to adjust the profit distribution policy determined by the Articles of Association, the Company may adjust its profit distribution policy.
2. In case of war, natural disasters and other force majeure events, which resulting in material impact on its production and operation, or relatively significant changes to the Company's operational position, the Company may adjust its profit distribution policy.

The Board must conduct specific discussion over adjustment to the Company's profit distribution policies, provide detailed reasoning for such adjustment, and submit the written report to the general meeting and approved by at least two-thirds of the votes held by the shareholders present at the general meeting after being agreed by the independent Directors.

Considering the alterations to its profit distribution policies by the general meeting, the Company must make online voting available to the Shareholders.

II. SHARE REPURCHASE POLICY

The company may repurchase or buyback shares of the Company under the following circumstances:

- (1) When decreasing the registered capital of the Company;
- (2) When merging with other companies holding shares of the Company;
- (3) When shares are being used in the employee stock ownership plan or as equity incentive;

- (4) When shareholders objecting to resolutions of the general meeting concerning merger or division of the Company require the Company to buy their shares;
- (5) When shares are being used to satisfy the conversion of corporate bonds convertible into shares issued by the listed Company;
- (6) When safeguarding corporate value and shareholders' equity as the Company deems necessary;
- (7) Other circumstances as permitted by laws and administrative regulations.

Share repurchase or buyback may be carried out in one of the following ways:

- (1) By means of centralized bidding transactions on an exchange;
- (2) The method of the offer;
- (3) Other methods approved by the CSRC.

III. SUPPLEMENTARY PROVISIONS

The abovementioned plans and policies are effective from the date on which it is considered and approved at the general meeting, and shall be effective within three years upon the listing of the Company. Any amendments to the abovementioned plans and policies shall be effective upon the approval at the Shareholders' general meeting of the Company.

The responsibility for providing explanation of the abovementioned plans and policies shall be vested in the Board of the Company.

Note: In case of discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

In order to stabilize the share price of IRICO Group New Energy Company Limited* (hereinafter referred to as the “**Company**”) after the listing and safeguard the interests of investors, in particular, minority investors, the share price stabilization plan within three years after the listing in the event that the share price of the Company is lower than the net assets per share is set out bellow:

I. CONDITIONS TO TRIGGER AND TERMINATE SHARE PRICE STABILIZATION PLAN

(I) Conditions to Trigger Share Price Stabilization Plan

Within 36 months after the listing of the Company, in the event that the closing price of shares of the Company is lower than the latest audited net assets per share of the Company for 20 consecutive trading days (if the abovementioned closing price is not comparable to the Company’s latest audited net assets per share due to ex-rights and ex-dividend events, such closing price shall be adjusted accordingly, the same hereinafter), and provided that it does not violate the securities laws and regulations and does not result in the shareholding structure of the Company being inconsistent with the conditions for listing, the Company, IRICO Group Company Limited (hereinafter referred to as the “**Controlling Shareholder**”), China Electronics Corporation* (hereinafter referred to as the “**De Facto Controller**”) or other entities in compliance with the laws and regulations designated by them, the Directors (excluding independent Directors and Directors who do not receive remuneration from the Company, the same hereinafter) and senior management will take all or part of the measures under the Share Price Stabilization Plan within Three Years Upon the Initial Public Offering of RMB Ordinary Shares (A Shares) and Listing on the ChiNext Market of IRICO Group New Energy Company Limited* to stabilize the price of shares of the Company in accordance with the share price stabilization plan (hereinafter referred to as the “**Plan**”).

(II) Conditions to Terminate Share Price Stabilization Plan

After the conditions for share price stabilization plan are triggered, the share price stabilization plan that has been formulated, announced or executed by the Company, the Controlling Shareholder, De Facto Controller or other entities in compliance with the laws and regulations designated by them, the Directors and senior management could be terminated and the relevant share price stabilization measures may not be implemented in the current year in the event that any of the following circumstances occurs:

1. the closing price of shares is higher than the latest audited net assets per share for 3 consecutive trading days;

2. the amounts for repurchase of shares by the Company for the purpose of stabilizing share price or the funds used for the increase of shares by the Controlling Shareholder, De Facto Controller or other entities in compliance with the laws and regulations designated by them, the Directors and senior management for the purpose of stabilizing share price have reached the upper limit cumulatively in a single accounting year;
3. the continuous repurchase of shares or increase the shareholding of the Company will render the Company's shareholding distribution being inconsistent with the conditions for listing;
4. the continuous shareholding increase will give rise to the obligations to make a general offer which is not planned.

II. MEASURES TO STABILIZE THE PRICE OF SHARES OF THE COMPANY

The measures to be taken by the Company to stabilize the share price including: the Company repurchases shares from the public; the Controlling Shareholder, De Facto Controller or other entities in compliance with the laws and regulations designated by them increase the shareholding of the Company; the Directors and senior management increase their shareholdings of the Company, and other share price stabilization measures approved by the Board and general meetings of the Company.

When the conditions for initiating the above share price stabilization measures are triggered, the Company will, based on the negotiation with each party, take part or all of the following measures to stabilize the share price of the Company in a timely manner. The Company, the Controlling Shareholder, De Facto Controller or other entities in compliance with the laws and regulations designated by them, the Directors and senior management undertake that they will take measures to stabilize the share price of the Company in accordance with the laws and regulations and the Articles of Association of IRICO Group New Energy Company Limited* (hereinafter referred to as the “**Articles of Association**”) in the following order:

(I) The Company Repurchases Shares from the Public

When the conditions for initiating the share price stabilization measures are triggered, if the Company stabilizes the share price by way of repurchasing shares from the public, the Company shall formulate a plan for the repurchase of shares from the public within 10 trading days and submit the plan to the Board for consideration. After the share repurchase plan has been considered and approved at the general meeting, the Company shall notify the creditors according to the law, and implement the corresponding share purchase plan only after the completion of necessary procedures including consideration and approval, filing and information disclosure.

The repurchase of shares by the Company for the purpose of stabilizing share price shall comply with the requirements of the Opinions on Supporting Share Repurchase by Listed Companies (《關於支持上市公司回購股份的意見》), the Implementation Rules of the Shenzhen Stock Exchange on the Repurchase of Shares by Listed Companies (《深圳證券交易所上市公司回購股份實施細則》), the Administrative Measures for the Repurchase of Public Shares by Listed Companies (Provisional) (《上市公司回購社會公眾股份管理辦法(試行)》) and the Supplementary Provisions on the Repurchase of Shares by Listed Companies through Call Auction (《關於上市公司以集中競價交易方式回購股份的補充規定》) and other relevant laws and regulations, and shall not cause the shareholding structure of the Company being inconsistent with the conditions for listing.

In addition to satisfying the requirements under the relevant laws and regulations, repurchase of shares by the Company for the purpose of stabilizing share price shall also be subject to the followings:

1. the repurchase price shall not exceed the latest audited net assets per share;
2. the amount of funds used by the Company to repurchase shares in a single time shall not exceed 5% of the audited net profit attributable to shareholders of the parent company for the previous accounting year at the time of the share repurchase;
3. the total amount of funds used to repurchase shares in a single accounting year shall not exceed 20% of the audited net profit attributable to the shareholders of the parent company for the previous accounting year at the time of the share repurchase, and the cumulative number of shares to be repurchased shall not exceed 2% of the total share capital of the Company after the issuance of shares;

4. the accumulative amount of funds to be used by the Company to repurchase shares shall not exceed the total amount of funds raised from the initial public offering of new shares by the Company.

If the Company meets the relevant conditions for share repurchase as stipulated above, the Board of the Company shall, after taking into account of factors such as the actual situation of operation and development of the Company, the situation of the industry in which the Company operates, the performance of share price of the Company in the secondary market, the cash flow position of the Company, the cost of social capital and the external financing environment, considers that for the matter of inappropriate or temporarily unnecessary for the Company to repurchase shares, upon the approval by the Board and with the consent of more than half of the independent Directors, it shall submit the matter of not repurchasing shares to stabilize the share price to the general meeting for consideration, which shall be approved by at least two-thirds of the voting rights held by the shareholders present at the meeting.

(II) Increase the Shareholding of the Company by Controlling Shareholder, De Facto Controller or Other Entities in Compliance with the Laws and Regulations Designated by Them

In the event that the Company fails to implement share repurchase, or the resolutions regarding share repurchase of the Company are not considered and approved by the Board or the general meeting, or the conditions to initiate the share price stabilization plan are activated again after completion of implementation of share repurchase, the Controlling Shareholder, De Facto Controller or other entities in compliance with the laws and regulations designated by them will increase their shareholdings in the Company subject to the approval of the regulatory authorities (if necessary) and in compliance with the Measures for the Administration of the Takeover of Listed Companies and other laws and regulations, and provided that it shall not cause the shareholding distribution of the Company to fail to meet the listing conditions.

If the Controlling Shareholder, De Facto Controller or other entities in compliance with laws and regulations designated by him/her/it increase the shareholdings of the Company for the purpose of stabilizing the share price, in addition to meeting the requirements of relevant laws and regulations, the following items shall also be met:

1. the price of increase in shareholding shall not exceed the latest audited net assets per share;

2. the total amount used to increase their shareholdings in the Company for any single share purchase transaction shall not exceed 20% of the cash dividends (after tax) they received from the Company for the last time or latest year (whichever is higher);
3. the total amount used to increase their holding of shares of the Company for the purpose of stabilizing share price in a single fiscal year shall not exceed 50% of the cash dividends (after tax) received from the Company for the latest time or latest year (whichever is higher), and the number of increased holding of the shares of the Company shall not exceed 2% of the total share capital of the Company.

(III) Increase in Shareholding of the Company by Directors and Senior Management

In the event that the Controlling Shareholder, De Facto Controller or other entities in compliance with laws and regulations designated by them fail to propose or implement the plan to increase the shareholding of the Company in a timely manner, or that the conditions to initiate the share price stabilization plan are activated again after completion of implementation of increasing the shareholding in the Company by the Controlling Shareholder, De Facto Controller or other entities in compliance with laws and regulations designated by them, the Directors and senior management of the Company shall increase their shareholding in the Company subject to compliance with conditions and requirements of laws and regulations such as the Measures for the Administration of the Takeover of Listed Companies and the Management Rules for Company's Shares Held by Directors, Supervisors and Senior Management of Listed Companies and the Movements Thereof.

If a Director or senior management increases its shareholdings of the Company for the purpose of stabilizing the share price, in addition to meeting the requirements of relevant laws and regulations, the following items shall also be met:

1. the price of increase in shareholding shall not exceed the latest audited net assets per share;
2. the total amount used to increase their holding of shares in the Company for any single share purchase transaction shall not exceed 20% of the cumulative sum of the remuneration (after-tax) received by such Directors and senior management from the Company for the previous fiscal year;

3. the total amount used to increase their holding of shares of the Company for the purpose of stabilizing share price in a single fiscal year shall not exceed 50% of the cumulative sum of the remuneration (after-tax) received by such Directors and senior management from the Company for the previous fiscal year.

After the increase of holding of shares of the Company by the Directors and senior management of the Company and the termination of stabilizing the share price plan, if the closing price of Shares of the Company falls below the last audited net asset per share for 20 consecutive trading days, the Company shall continue to implement the share price stabilization plan in the above order.

Within three years after the date of the official listing of the Company's shares on the Shenzhen Stock Exchange, the Company will require its Directors and senior management to sign an undertaking letter before appointing them to ensure that they will fulfill the corresponding undertakings that were already made by the Directors and senior management at the time of the Company's initial public offering and listing.

The committed party shall not be required to comply with the above undertaking from the date of ceasing to a Controlling Shareholder, a De Facto Controller, the non-independent Director or senior management of the Company.

The above plan is valid for 36 months from the date of listing.

Note: In case of discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

In view that IRICO Group New Energy Company Limited* (hereinafter referred to as the “**Company**”) proposes to apply for the initial public offering of RMB ordinary shares (A shares) and listing on the ChiNext market of the Shenzhen Stock Exchange (hereinafter referred to as the “**Offering and Listing**”), the Company undertakes that:

LETTER OF UNDERTAKING IN RELATION TO THE TRUTHFULNESS, ACCURACY AND COMPLETENESS OF THE APPLICATION DOCUMENTS

- I. the prospectus and other application documents concerning the Offering and Listing submitted by the Company to the China Securities Regulatory Commission (the “**CSRC**”), the Stock Exchange and other securities regulatory authorities are true, accurate and complete and that there is no false and misleading statement or material omission in those documents. There is no fraudulent issuance and registration for the Company without meeting the conditions of offering and listing.
- II. in the event there are any false content, misleading statements or material omission in the prospectus of the Offering and Listing of the Company, which would result in the investors suffering losses in securities trading, the Company will make compensation for the losses of investors according to the law upon the final identification made on the illegal actions by the CSRC and other competent authorities.
- III. the Company is willing to undertake the legal responsibilities incurred from the breach of the above undertakings.

LETTER OF UNDERTAKING IN RELATION TO THE SHARE PRICE STABILIZATION AFTER THE INITIAL PUBLIC OFFERING

The issuer will strictly follow and implement the Share Price Stabilization Plan Within Three Years Upon the Initial Public Offering of RMB Ordinary Shares (A Shares) and Listing on the ChiNext Market of IRICO Group New Energy Company Limited*, including but not limited to performing the obligations of stabilizing the share price of the Company in accordance with the provisions of the plan and accepting the binding measures due to its failure in performing the obligations of stabilizing the share price.

MEASURES AND LETTER OF UNDERTAKING ON THE SHARE REPURCHASE

- I. If the CSRC and other competent authorities determines that the Prospectus of the Initial Public Offering of Shares and Listing on the ChiNext Market of IRICO Group New Energy Company Limited* (the “**Prospectus**”) contains misrepresentations, misleading statements or material omissions which would have material and substantial impact on the judgement whether the issuer satisfies the offering conditions as specified in laws, the issuer shall repurchase all the new shares under the initial public offering according to the law. The specific repurchase plan is as follows:
1. to make announcement on the day the regulatory authorities determine the relevant illegal actions;
 2. to launch the repurchase decision-making procedures within five trading days since the regulatory authorities determined relevant illegal actions:
 - (1) the issuer will convene the Board meeting and make resolutions, pass the specific plan for the share repurchase as well as issue a notice of the meeting to convene relevant general meeting and make an announcement at the same time; the Board meeting of the issuer will make resolutions on the share repurchase, which shall be approved by more than half of all directors, and the directors of the issuers undertake to vote for such resolutions on the repurchase of shares;
 - (2) resolutions on the repurchase of shares to be made by the general meeting of the issuer shall be approved by more than two thirds of the directors attending the meeting with voting rights;
 3. Amount of the repurchase: all the new shares in the initial public offering;
 4. Price of the repurchase: not less than the issue price at the time of the initial public offering (the aforementioned issue price shall also be adjusted correspondingly in case of ex-dividend or ex-rights such as distribution of dividend and conversion into share capital).

- II. In the event there is any false content, misleading statement or material omission in the prospectus of the issuer, which would result in the investors suffering losses in securities trading, it shall make compensation for the losses of investors according to the law. After the illegal actions are confirmed by the regulatory authorities or the competent authorities, based on the principles of simplifying procedures, actively negotiating, compensation in advance and effectively protecting the interests of investors, in particular minority investors, the Company will actively compensate investors the direct economic losses suffered thereon by means of reconciliation with investors, mediation with investors through third parties and establishment of investor compensation fund based on the measurable economic losses directly suffered by them.

LETTER OF UNDERTAKING IN RELATION TO THE PROFIT DISTRIBUTION POLICIES

In view that IRICO Group New Energy Company Limited* (hereinafter referred to as the “**Issuer**”) proposes to apply for the initial public offering of RMB ordinary shares (A shares) and listing on the ChiNext Market of the Shenzhen Stock Exchange (hereinafter referred to as the “**Offering and Listing**”), the Issuer undertakes to strictly implement the regulations on the profit distribution policies in the Articles of Association of IRICO Group New Energy Company Limited* applicable upon the listing considered and approved by the general meeting, perform active profit distribution policies, focus on the reasonable return of the shareholders and assume the sustainable development of the Issuer, so as to maintain the continuity and stability of the profit distribution policies of the Issuer.

LETTER OF UNDERTAKING IN RELATION TO THE BINDING MEASURES IN CASE OF THE FAILURE TO FULFILL THE UNDERTAKINGS

- I. If the Issuer fails to fully and effectively fulfill each of its obligations and responsibilities under the undertakings, it shall make timely disclosure of the details and reasons for such failure at its general meeting and on the newspapers and periodicals designated by the China Securities Regulatory Commission/the stock exchange and apologize to the shareholders and public investors.
- II. If the investors suffer losses arising from the Issuer’s failure to fulfill or delay in fulfilling relevant undertakings, the Issuer shall agree to compensate investors for such losses in accordance with the law.
- III. The Issuer shall take such measures as reducing or suspending remuneration or allowances against those Directors, supervisors and senior management who are personally responsible for failure to fulfill the undertakings .

Note: In case of discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

I. THE EFFECT ON THE DILUTION OF IMMEDIATE RETURNS FROM THE OFFERING AND LISTING

The number of shares to be issued shall not exceed 58,780,000 A shares (excluding any shares that may be issued under the over-allotment option). Upon the completion of the Offering and Listing, the share capital and the net assets of the Company will increase slightly, and the gearing ratio will decline to some extent, which is conducive to strengthen the stability and risk resistance capacity of the Company's financial structure.

After the proceeds from the Offering and Listing become available, the Company will effectively allocate the capital and apply the proceeds in a timely and efficient manner in order to generate reasonable returns on capital. Despite that the investment projects will generate satisfactory revenue in the future, it may take a longer time for the proceeds to realize the economic benefits. If the Company cannot maintain its existing production and operation efficiency after the application of the proceeds from the Offering and Listing, there will be a risk of dilution in the short term in relation to the financial indicators of immediate returns such as the basic EPS and weighted average return on net assets given the increase in the share capital and net assets of the Company.

II. THE NECESSITY AND RATIONALITY FOR THE OFFERING AND LISTING

(I) Developing photovoltaic power generation industry meets the need of the national policy of energy conservation

At present, with the tightening of global energy demand and the emergence of low-carbon economy, developing new energy is the strategic requirement of China in the current and future development of energy. China has also achieved great achievements in the utilization of solar energy and has great market potential. In the long run, the power generation of solar photovoltaic industry will occupy an important place in the world energy consumption in the near future, which will not only replace part of conventional energy, but also become the subject of world energy supply eventually. The International Renewable Energy Agency predicted that the global total photovoltaic installed capacity will reach 8000GW in 2050, according to which, the average annual growth rate of the photovoltaic installed capacity

will be approximately 9%. Countries are also full of confidence in the development of renewable energy. So far, over 140 countries, regions and organizations have put forward renewable energy development plans. Taking Germany for example, it has approved 2030 Climate Protection Plan, which will increase the solar installation goal to 98GW, twice the current aggregate photovoltaic installed capacity in Germany; all floors below three stories of the newly built residences and apartments are required to install residential photovoltaic systems in California, the U.S. since 2020; Australia is intended to increase the proportion of renewable energy generation to 65% in the Australian Power Grid by 2024. Therefore, the global photovoltaic market will move forward to a much stable direction with rapid development.

As the most significant technology in solar energy utilization, solar photovoltaic power generation technology has become a hot spot of competitive research and application in various countries, with an average annual growth rate of 30% in recent ten years. In recent years, China has become an important production base for solar photovoltaic, formed an industry chain of high-purity crystalline silicon manufacturing, silicon ingot and silicon wafer production, solar cell manufacturing, photovoltaic module packaging as well as the application of photovoltaic systems, photovoltaic equipment manufacturing and certain photovoltaic supporting industries have seen rapid development.

In October 2007, the 30th session of the Standing Committee of the 10th National People's Congress voted and passed the new Energy Conservation Law. The new Energy Conservation Law, in the legal aspect, defines resource conservation as our basic state policy, which clearly stipulating: "China implements a basic state policy of resource conservation, implements an energy development strategy of combining conservation with development and giving priority to conservation." From the overall strategic perspective of our development, it is important to take a new path of industrialization, adjust the economic structure, transform the mode of economic growth, and alleviate the bottleneck constraints of energy resources and the environment, accelerate industrial optimization and upgrading, promote population health and safeguard public safety, and maintain national security and strategic interests. The Outline of National Program for Long- and Medium-Term Scientific and Technological Development confirmed the guidelines of "independent innovation, key transformation, supporting development and leading the future", put forth the overall goals for building innovative country and gave priority to the development of energy conservation and environmental protection technologies.

Energy conservation and environmental protection has been a long-term guidance and policy of our country. As the country pays more attention to energy conservation and environmental protection, the photovoltaic industry and other industries have put forward higher requirements for the safety and energy-saving of glass, and the corresponding solar photovoltaic glass is one of the highly processed glass products with energy conservation and environmental protection significance. The Company's capital raising construction project, when implemented and put into operation, can supply high-quality ultra-thin ultra-white solar glass panels and glass backplates to China's photovoltaic market, which will play a great role in promoting the market development of China's solar photovoltaic industry. The public offering of Shares by IRICO New Energy is in line with the national policy of energy conservation.

(II) Planning cutting-edge technologies and expanding industrial competitiveness

After more than 10 years of development, IRICO New Energy has developed into an industry-leading photovoltaic glass manufacturing enterprise with a grasp of the core production technology and strong innovation capabilities in the solar photovoltaic industry. At present, IRICO New Energy continuously increases investment in research and development, accelerates research and development innovation in the cutting-edge fields of thinness, large size and double-layer products. Meanwhile, for the different product needs of downstream customers, IRICO New Energy adopts differentiated product strategies to meet the needs of different customers based on its strong capabilities of research and development, and plans to enhance its competitiveness and influence in the industry through increasing investment in projects of high quality.

(III) Boosting “peak carbon dioxide emissions” and “carbon neutrality”, establishing the system of clean energy

On the “Leaders Summit on Climate”, General Secretary Xi Jinping proposed that “China is striving to peak carbon dioxide emissions by 2030 and achieve carbon neutrality by 2060.” To tackle climate change, our country proposed solemn commitments and made goals of “peak carbon dioxide emissions by 2030 and achieve carbon neutrality by 2060”. In the government work report of 2021, “taking steps toward the goals of achieving peak carbon dioxide emissions and carbon neutrality” has been listed as one of the priorities in 2021; the promotion of green and low-carbon development has also been added into the “14th Five-Year Plan”. The carbon emission of photovoltaic power generation is 1/10 to 1/20 of that of fossil energy power generation, which has the advantages of low-carbon and environmental protection, and as one of China's important energy sources in the future, photovoltaic power generation will undoubtedly be a powerful engine to achieve “peak carbon dioxide emissions” and “carbon neutrality” and build a clean energy system for China.

III. RELATIONSHIP BETWEEN THE PROJECTS TO BE FUNDED WITH THE PROCEEDS TO BE RAISED IN THE OFFERING AND LISTING AND THE EXISTING BUSINESS OF THE COMPANY, AND RESERVES IN TERM OF PERSONNEL, TECHNOLOGY AND MARKET FOR CARRYING OUT OF THE PROJECTS TO BE FUNDED WITH THE PROCEEDS TO BE RAISED

The proceeds to be raised by the Company in the offering will continue to be used for the principal business. The investment projects will be mainly applied in the research and development and production of photovoltaic glass, and they align with the development orientation of the Company's business strategies and are closely related with the principal business of the Company. They are expanding and extending the existing core technology and business, and in line with the existing principal business of the Company. The technology and manufacturing technique which the implementation of the projects requires are also basically in line with the existing core technology of the Company.

The implementation of the projects forms an integral part of the objectives of the business development of the Company for the future, which is conducive to the cementing and expansion of the market share of the principal business of the Company, enhancement of the comprehensive competitive edge of the Company, so as to benefit the long-term development of the Company and promote the significant improvement of its operating performance.

In term of personnel, the Company, during its working on the photovoltaic glass industry, has cultivated and trained a team of talents with solid professional quality, and is equipped with excellent core talents in areas including technological development, production and operation as well as organization and management. In the future, in accordance with its strategic planning and business development goals, the Company will continue to strengthen the cultivation, selection and incentive of professional and technical staff as well as managerial staff, continue to strengthen the reserve of talents in various areas, to ensure the smooth implementation of the investment projects to be funded with the proceeds to be raised in the offering.

In term of technology, the Company focuses on the trend of development of thin, large-sized, high-transmissivity glass, relies on its Hefei Project (Phase I, Phase II), Yan'an Project and other large tonnage glass kilns, adopts oxygen-fuel combustion technology, rapidly promotes the development of mass production of thin photovoltaic glass, and has made significant breakthrough, with its products having passed authentication by its domestic users, which has laid a solid foundation for the long-term sustainable development of its business.

In term of market, the proceeds to be raised will be mainly used for the continuous development of photovoltaic glass business, the principal business of the Company. The Company adheres to key customer management and leading strategy, has been positively cooperating with various key customers in the industry over the years and established stable and solid cooperative relationship with them, with sound brand reputation. By virtue of various core technologies and extensive marketing channels, the Company maintains good strategic cooperation relationship with global leading components manufacturers, which further facilitates the long-term and stable sales of photovoltaic glass through the cooperation with high quality customers. The abovementioned factors have all laid a good market foundation for the implementation of the investment projects to be funded with the proceeds to be raised in the offering.

IV. ADOPTION OF REMEDIAL MEASURES FOR THE DILUTION OF IMMEDIATE RETURNS AS A RESULT OF THE INITIAL PUBLIC OFFERING OF SHARES OF THE COMPANY

(I) Ensuring the Progress of Investment in the Proceeds Funded Projects and Realizing Maximum Benefits

The proceeds from the Offering and Listing will be mainly used for the ultra-thin and high-transmissivity photovoltaic glass projects, which is focused on the Company's main business and in line with the relevant national industrial policies and the direction of overall strategic development of the Company in the future, and has favourable development prospects. The Company will endeavor to ensure the implementation progress of the proceeds funded projects after receiving the proceeds from the Offering and Listing. The successful implementation of the proceeds funded projects and the generation of relevant benefits will help remedy the dilution of the immediate returns resulting from the Offering and Listing, which is in line with the long-term interests of shareholders of the Company.

(II) Reducing Financial Expenses of the Company and Enhancing Its Profitability

The Company intends to use part of the proceeds from the Offering and Listing to replenish the operating capital, and further improve the asset structure and financial position of the Company. The Company will make full use of such proceeds to support the daily operation of the Company, improve the efficiency of use of proceeds, reduce the financial costs of the Company, and enhance the overall profitability of the Company.

(III) Strengthening the Management of Proceeds

In order to standardize the utilization and management of the proceeds after the Offering and Listing of the Company, and ensure the standard, safe and efficient use of the proceeds, according to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Regulatory Guidelines for Listed Companies No. 2 – Regulatory Requirements for the Management and Use of Proceeds of Listed Companies (《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求》), the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange and other laws, administrative regulations, authority rules and regulatory documents, the Company has formulated the Administrative Measures on Proceeds of IRICO Group New Energy Company Limited (hereinafter referred to as the “**Administrative Measures on Proceeds**”). Upon receipt of the proceeds from the Offering and Listing, the Company will, according to the Administrative Measures on Proceeds, enter into a tripartite supervision agreement on the proceeds with the sponsor and the financing institution where the proceeds will be deposited, and deposit the proceeds in the special account approved by the Board of Directors. In the process of using the proceeds, the Company will strictly comply with the application and approval procedures, and set up a ledger to record the expenditure and investment of the proceeds in detail, so as to ensure that the proceeds will be used for designated purposes.

(IV) Strictly Implementing the Profit Distribution Policy of the Company and Strengthening the Mechanism for Investors' Returns

According to requirements of the Notice on Further Implementing Matters Concerning Distribution of Cash Dividends by Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》), the Regulatory Guidelines for Listed Companies No.3 – Distribution of Cash Dividends by Listed Companies (《上市公司監管指引第3號—上市公司現金分紅》) and other relevant regulations of the China Securities Regulatory Commission (hereinafter referred to as “**CSRC**”), the Company has amended the terms in relation to the profit distribution under the Articles of Association of IRICO Group New Energy Company Limited* (hereinafter referred to as the “**Articles of Association**”), and has further defined the form of profit distribution, decision-making procedures, conditions for distribution of cash dividends and the minimum percentage of dividends.

In order to clarify the returns of existing and new shareholders following the Offering and Listing, further refine the provisions on profit distribution policy in the Articles of Association, and enhance the transparency and practicality of the profit distribution decision, the Company has formulated the Shareholder's Return Plan of the Company for the Next Three Years..

The Company will strictly implement the profit distribution policy stipulated in the Articles of Association, and protect the legitimate rights and interests of the Company's shareholders through formulating reasonable dividend return plans, so as to continuously create long-term values for shareholders.

V. UNDERTAKINGS MADE BY THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY ON THE EFFECTIVE IMPLEMENTATION OF THE REMEDIAL MEASURES ADOPTED FOR THE DILUTION OF IMMEDIATE RETURNS AS A RESULT OF THE INITIAL PUBLIC OFFERING OF SHARES OF THE COMPANY

1. he/she will not transfer interests to other entities or individuals without compensation or under unfair conditions, nor prejudice the interests of the Company by other means;
2. he/she will restrain the occupational consumption behavior;
3. he/she will not appropriate the Company's assets to engage in investment and consumption activities unrelated to the performance of his/her own duties;
4. that the remuneration system formulated by the Board or the remuneration and assessment committee will be linked to the implementation of the Company's remedial measures for returns;
5. if the Company subsequently adopts an equity incentive plan in the future, the exercise conditions of equity incentive to be announced will be linked to the implementation of the Company's remedial measures for returns.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
1.	New Article 1	No relevant content in the original Articles of Association	In order to protect the legitimate rights and interests of IRICO Group New Energy Company Limited (the “Company”), shareholders and creditors thereof and regulate the organization and behavior of the Company, this Articles of Association is formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the State Council’s Special Regulations Regarding the Issue of Shares Overseas and the Listing of Shares Overseas by Companies Limited by Shares (the “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”), the Reply of the State Council on the Adjustment of the Notice Period for Convening General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97), the Guidelines for the Articles of Association of Listed Companies, the Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Constitution of the Communist Party of China and other relevant regulations.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
2.	Article 2 (Original Article 1)	<p>The Company is a joint stock limited company established in accordance with the “Company Law of the People’s Republic of China” (the “Company Law”), the “Securities Law of the People’s Republic of China” (the “Securities Law”), the State Council’s Special Regulations on Overseas Offering and Listing of shares by Joint Stock Limited Companies” (the “Special Regulations”), and other relevant legislations and administrative regulations of the PRC.</p> <p>Pursuant to the approval of the document entitled “The Approval of the Establishment of IRICO Group New Energy Company Limited*” (《關於設立彩虹集團新能源股份有限公司的批覆》) (Guo Zi Gai Ge [2004] No. 850) by the State-owned Assets Supervision and Administration Commission under the State Council, the Company was established on 9 September 2004. The Company was registered on 10 September 2004 with the Shaanxi Administration for Industry and Commerce of the People’s Republic of China, and obtained business license of enterprise legal person, the licence number is: 916100007663066019.</p> <p>.....</p>	<p>The Company is a joint stock limited company established in accordance with the Company Law, the Special Regulations and other relevant legislations and administrative regulations of the PRC.</p> <p>Pursuant to the approval of the document entitled “The Approval of the Establishment of IRICO Group New Energy Company Limited*” (《關於設立彩虹集團新能源股份有限公司的批覆》) (Guo Zi Gai Ge [2004] No. 850) by the State-owned Assets Supervision and Administration Commission under the State Council (the “SASAC under the State Council”), the Company was established on 10 September 2004. The Company was registered with the Shaanxi Administration for Industry and Commerce of the People’s Republic of China, and obtained business license of enterprise legal person, the licence number is: 916100007663066019.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
3.	New Article 3	No relevant content in the original Articles of Association	<p>On 29 September 2004 and 15 November 2004, the Company, upon approval by the SASAC under the State Council and the China Securities Regulatory Commission (the “CSRC”), respectively, made initial overseas offering of 485,294,000 overseas listed foreign shares (including 44,120,000 state-owned legal person shares sold by their domestic shareholders). The aforementioned overseas listed foreign shares were listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 20 December 2004.</p> <p>On [•][•][•], the Company, upon approval by the CSRC, made initial public offering of [•] RMB ordinary shares, which were listed on the Shenzhen Stock Exchange on [•][•][•].</p>
4.	New Article 6	No relevant content in the original Articles of Association	The registered capital of the Company is RMB[•].
5.	Original Article 6	The Articles of Association is enacted pursuant to the Company Law, the Special Regulations, the Mandatory Provisions, the Zheng Jian Hai Han, the Constitution of Communist Party of China and other relevant laws and regulations of the PRC for the purpose of standardizing the organization and behaviour of the Company, protecting the legitimate interests of the Company and its shareholders, adhering to and enhancing the Communist Party’s guidance on the Company and improving the corporate governance structure. Save as the Company Law, the relevant laws and regulation require otherwise or approval of the authorized approval authorities of the State Council, the terms included in the Articles of Association in accordance with the requirement of the Mandatory Provisions shall not be amended or abolished.	This article has been deleted

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
6.	Article 9 (Original Article 7)	<p>The Articles of Association of the Company is approved by company examination and approval department authorized by the State Council, take effect after the completion of initial public offering and replace the Articles of Association originally registered at the industrial and commercial administrative organization.</p> <p>From the date when the Articles of Association take effect, the Articles of Association shall constitute a legally binding document regulating the structure and activities of the Company and governs the rights and obligations between the Company and its shareholders and among the shareholders.</p>	<p>From the date when the Articles of Association take effect, the Articles of Association shall constitute a legally binding document regulating the structure and activities of the Company and governing the rights and obligations between the Company and its shareholders and among the shareholders.</p>
7.	Article 11 (Original Article 9)	<p>.....</p> <p>.....</p> <p>The above-mentioned prosecution includes suits brought up to the courts or arbitrations applied for to the arbitration institutions; the above-mentioned other senior management personnel include chief financial officer, board secretary and assistant general manager; the above-mentioned General Manager, Deputy General Manager and Assistant General Manager can, in accordance with the needs of the Company's management, be referred to as the President, Deputy President, Assistant President separately.</p>	<p>.....</p> <p>.....</p> <p>The above-mentioned prosecution includes suits brought up to the courts or arbitrations applied for to the arbitration institutions; the above-mentioned other senior management personnel refer to chief financial officer and board secretary; the above-mentioned General Manager and Deputy General Manager can, in accordance with the needs of the Company's management, be referred to as the President and Deputy President, separately.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
8.	Article 12 (Original Article 10)	The Company may invest to other limited liability companies and joint stock limited companies, and shall take the corresponding responsibility in proportion of its investment amount.	The Company may invest to other limited liability companies and joint stock limited companies, and shall take the corresponding responsibility in proportion of its investment amount. Unless otherwise stipulated by the law, the Company shall not be an investor assuming joint and several liability for the debts of the invested enterprises.
9.	Article 13 (Original Article 11)	<p>The Company is an independent corporation. All acts of the Company shall comply with the laws and regulations of China and the place outside China where the Company is listed as foreign investment shares, and protect the legitimate rights and interests of the shareholders. The Company's full capital shall be divided into equal shares, and the shareholder shall hold responsibility to the Company in accordance with its shares, while the Company shall be responsible for its debts with all its assets.</p> <p>.....</p>	<p>The Company is an independent corporation. All acts of the Company shall comply with the laws and regulations of China and the place outside China where the Company is listed as foreign investment shares, and protect the legitimate rights and interests of the shareholders. The Company's full capital shall be divided into equal shares, and the shareholder shall hold responsibility to the Company in accordance with its subscribed shares, while the Company shall be responsible for its debts with all its assets.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
10.	Article 15 (Original Article 13)	<p>The Company's business scope shall be subject to the projects approved by the company registration authority. The business scope of the Company is:</p> <p>construction and operation of solar power plants; research, development, production and sale of photovoltaic glass, tempered glass, coated glass, conductive glass, plate glass and vacuum glass; research, development, production and sale of solar cell chips, solar modules and accessory products and silicon materials; photovoltaic power generation related businesses and research, development, production and sale of energy storage batteries, inverters, domestic smart grid and other auxiliary products; processing and further processing of quartz sand, a upstream material for photovoltaic glass; research, development, production and sale of power batteries and the anode, cathode and upstream materials of lithium battery; research, development, production and sale of flat panel display devices and their accessories and materials and electronic products; self-operated and commissioned import and export business for various commodities and technologies (other than commodities and technologies whose dealing, import or export is restricted or prohibited to operate by the State); operation of processing imported goods and "Three-plus-one" business; foreign trade and entrepot trade; research and development, manufacturing and sale of computer hardware and software, chemical products (other than precursor and hazardous chemical products), information technology and industrial control system and its devices; processing and repairing machinery; development of, training and consultation on electronic information technology; acquisition and processing of wastes (other than hazardous wastes, foreign usable wastes and scrapped vehicles) and sale of accumulated inventories; research, development, production and sale of new materials and high-tech products; medical and health care services, elderly care and health care services and health education (projects subject to approval as required by the laws shall be operated with the approval of relevant authorities).</p>	<p>The Company's business scope shall be subject to the projects approved by the company registration authority. The business scope of the Company is:</p> <p>research, development, production and sale of raw photovoltaic glass, tempered glass, coated glass, conductive glass, vacuum glass, photoelectric glass, automotive glass, etc., mining and deep processing of quartz sand ore, application and research and development of silica-based materials and nano materials; self-built and self-operated solar photovoltaic power stations; industrial waste gas, thermal energy and carbon recycling; research and development of green integrated smart manufacturing technology and equipment; self-management and agency for import and export of various commodities and technologies (projects subject to approval as required by the laws shall be operated with the approval of relevant authorities).</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
11.	Article 16 (Original Article 14)	The Company may at any time create ordinary shares. Having regard to its requirements and upon the approvals of the State Council authorized approving authorities, the Company may create other class of shares.	<p>.....</p> <p>The shares of the Company shall take the form of share certificates.</p> <p>The Company shall issue shares in an open, fair and just manner, and each share of the same class shall have equal rights.</p> <p>All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; the same price shall be paid for each share subscribed by any entities or individuals.</p>
12.	Article 19 (Original Article 17)	<p>The shares issued by the Company to the domestic investors and subscribed in Renminbi shall be called domestic shares. The shares issued by the Company to the overseas investors and subscribed in foreign currency shall be called foreign shares. Those foreign shares listed overseas shall be called overseas listed foreign invested shares.</p> <p>The aforesaid foreign currency shall mean the legal currency of other countries or areas other than Renminbi, recognized by the foreign exchange authority of PRC for the purpose of payment for the shares to the Company.</p> <p>The overseas listed foreign invested shares issued by the Company in Hong Kong shall be called H shares. H shares shall mean the shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) and the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong dollars. H shares can also be listed in stock exchanges in the United States of America in the form of depositary securities.</p>	<p>.....</p> <p>.....</p> <p>The overseas listed foreign invested shares issued by the Company in Hong Kong shall be called H shares. H shares shall mean the shares which have been admitted for listing on the Hong Kong Stock Exchange.....</p> <p>Holders of domestic shares and foreign shares are both holders of ordinary shares and have the same obligations and rights.</p> <p>Domestic listed domestic shares issued by the Company are under centralized depositary of the Shenzhen branch of China Securities Depository and Clearing Corporation Limited. The H shares issued by the Company are under depositary of the nominee company of Hong Kong Securities Clearing Company Limited.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association																		
13.	Article 20 (Original Article 18)	With the approval by the approving departments of the State Council, the Company can issue 1,500,000,000 ordinary shares, and 1,500,000,000 shares are issued to the founders when the Company was established, representing 100% of the aggregate authorized issued ordinary shares.	<p>With the approval by the approving departments of the State Council, the Company can issue 1,500,000,000 ordinary shares, and 1,500,000,000 shares are issued to the founders when the Company was established, representing 100% of the aggregate authorized issued ordinary shares.</p> <p>The name of the Company’s promoters, the number of shares subscribed, the shareholding ratio, the mode of capital contribution and the time of capital contribution when the Company was established are set out in the following table:</p> <table><tr><th>No.</th><th>Name of promoter</th><th>Number of shares subscribed (shares)</th><th>Shareholding ratio</th><th>Mode of capital contribution</th><th>Time of capital contribution</th></tr><tr><td>1</td><td>BRICO Group Company Limited^a</td><td>1,500,000,000</td><td>100.00%</td><td>in form of equity interest</td><td>10 September 2004</td></tr><tr><td colspan="2">Total:</td><td>1,500,000,000</td><td>100.00%</td><td>-</td><td>-</td></tr></table>	No.	Name of promoter	Number of shares subscribed (shares)	Shareholding ratio	Mode of capital contribution	Time of capital contribution	1	BRICO Group Company Limited ^a	1,500,000,000	100.00%	in form of equity interest	10 September 2004	Total:		1,500,000,000	100.00%	-	-
No.	Name of promoter	Number of shares subscribed (shares)	Shareholding ratio	Mode of capital contribution	Time of capital contribution																
1	BRICO Group Company Limited ^a	1,500,000,000	100.00%	in form of equity interest	10 September 2004																
Total:		1,500,000,000	100.00%	-	-																
14.	Article 22 (Original Article 20) The plan for the issue of overseas listed foreign shares and domestic shares may be implemented respectively by the Company pursuant to the provisions as aforesaid within fifteen (15) months upon the approval of the securities authority of the State Council. The plan for the issue of overseas listed foreign shares and domestic shares may be implemented respectively by the Company pursuant to the provisions as aforesaid within fifteen (15) months upon the approval of the securities authority of the State Council or in the validity period of the approval documents thereof.																		
15.	Article 24 (Original Article 22)	<p>.....</p> <p>The Company made its initial public offering of [•] shares of Renminbi ordinary shares on [•] [•], with the approval of the CSRC. Upon completion of the said offering, the registered capital of the Company was changed to RMB[•] and the total number of shares was changed to [•] shares, among which [•] are domestic shares, representing [•]% and [•] are foreign shares, representing [•]%. </p> <p>The share capital structure of the Company includes [•] shares of ordinary shares, of which holders of domestic listed domestic shares hold [•] shares, and holders of H shares hold [•] shares.</p>																		

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
16.	Amended section title	CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	CHAPTER 4 REDUCTION OF CAPITAL, REPURCHASE AND TRANSFER OF SHARES
17.	Article 25 (Original Article 23)	<p>.....</p> <p>The Company may, based on its operation and business requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. The manners in which the capital of the Company may be increased are as follows:</p> <ol style="list-style-type: none"> (1) offer of new shares to non-specific investors; (2) issue of new shares to existing shareholders by way of rights; (3) bonus issue of new shares to existing shareholders; (4) other methods as permitted by the laws and administrative regulations. <p>The increase in the capital of the Company by way of issuing new shares approved pursuant to the provisions of the Articles of Association shall be implemented in accordance with relevant laws and administrative regulations of PRC.</p>	<p>.....</p> <p>The Company may, based on its operation and business requirements, approve an increase in its capital in accordance with the relevant provisions of the Articles of Association. The manners in which the capital of the Company may be increased are as follows:</p> <ol style="list-style-type: none"> (1) public offering of shares; (2) no-public offering of shares; (3) issue of shares to existing shareholders by way of rights; (4) bonus issue of shares to existing shareholders; (5) capitalization of reserve into share capital; (6) other methods prescribed by laws and administrative regulations, or as approved by the securities regulatory authority of the State Council and other relevant regulatory authorities. <p>The increase in the capital of the Company by way of issuing new shares approved pursuant to the provisions of the Articles of Association shall be implemented in accordance with relevant laws, administrative regulations, departmental rules, regulatory documents and the listing rules for stock exchanges at the place where the Company's shares are listed.</p>
18.	Article 26 (Original Article 24)	Save as otherwise stipulated by the laws and administrative regulations, shares of the Company may be transferred freely and in circulation free of any lien.	Save as otherwise stipulated by the laws, administrative regulations and listing rules of stock exchange, shares of the Company may be transferred freely and in circulation free of any lien.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
19.	Article 28 (Original Article 26)	The issue or transfer of all the foreign investment shares listed outside the People's Republic of China shall be registered in the register of shareholders of foreign investment shares listed outside the People's Republic of China, which is deposited at the listing place in accordance with Article 42.	The issue or transfer of all the foreign investment shares listed outside the People's Republic of China shall be registered in the register of shareholders of foreign investment shares listed outside the People's Republic of China, which is deposited at the listing place in accordance with Article 46.
20.	Article 30 (Original Article 28)	The Company may reduce its registered capital pursuant to the provisions of the Articles of Association.	The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law and other relevant regulations and the procedures set forth in the Articles of Association.
21.	Article 31 (Original Article 29)	<p>Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets.</p> <p>The Company shall notify its creditors within ten (10) days from the date of passing of the resolution for the reduction of registered capital and shall publish the notice at least three (3) times in a newspaper within thirty (30) days thereof. The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within ninety (90) days of the notice being first published to demand the Company to settle the debt or to provide corresponding security in respect of the debt.</p> <p>The registered capital shall not be less than the minimum statutory requirement after the reduction of capital.</p>	<p>Upon the reduction of registered capital, the Company shall prepare a balance sheet and a list of its assets.</p> <p>The Company shall notify its creditors within ten (10) days from the date of passing of the resolution for the reduction of registered capital and shall publish the notice in a newspaper within thirty (30) days thereof. The creditors who have received the said notice shall have the right within thirty (30) days from the date of receiving the notice, and the creditors who have not received the notice shall have the right within forty-five (45) days of the notice being published to demand the Company to settle the debt or to provide corresponding security in respect of the debt.</p> <p>The registered capital shall not be less than the minimum statutory requirement after the reduction of capital.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
22.	Article 32 (Original Article 30)	<p>In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided in the Articles of Association:</p> <p>.....</p> <p>(6) to safeguard the value of the Company and the interests of the shareholders when necessary.</p> <p>In the event that the Company purchases its shares under either circumstance as mentioned in item (1) and (2) of the above paragraph, a resolution thereon shall be made at the general meeting. Where the Company purchases its shares under either circumstance as mentioned in item (3), (5) and (6) of the above paragraph, a Board resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the general meeting, be passed at a Board meeting that is attended by at least two-thirds of Directors.</p> <p>.....</p> <p>When the Company repurchases its own shares, it shall perform the information disclosure obligations in accordance with the requirements of the securities supervisory authorities. If the Company repurchases its shares under either circumstance as mentioned in item (3), (5) and (6) of the first paragraph of this Article, it shall be conducted through open centralized trading. The Company shall not accept its shares as the subject matters of a pledge.</p>	<p>In the following circumstances, the Company may repurchase its issued shares in accordance with the procedures provided in the Articles of Association:</p> <p>.....</p> <p>(6) to safeguard the value of the Company and the interests of the shareholders when necessary;</p> <p>(7) other circumstances as permitted by laws and administrative regulations.</p> <p>The Company shall not acquire the Company's shares save and except for the aforesaid conditions.</p> <p>In the event that the Company purchases its shares under either circumstance as mentioned in item (1) and (2) of the above paragraph, a resolution thereon shall be made at the general meeting. Where the Company purchases its shares under either circumstance as mentioned in item (3), (5) and (6) of the above paragraph, a Board resolution thereon may be passed at a Board meeting that is attended by at least two-thirds of Directors.</p> <p>.....</p> <p>The Company may repurchase its shares through public and centralized trading or other methods as permitted by laws and regulations and the CSRC, and it shall perform the information disclosure obligations in accordance with the requirements of the securities supervisory authorities. If the Company repurchases its shares under either circumstance as mentioned in item (3), (5) and (6) of the first paragraph of this Article, it shall be conducted through open centralized trading. The Company shall not accept its shares as the subject matters of a pledge.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
23.	Article 33 (Original Article 31)	<p>The Company may repurchase its shares in any of the following manner:</p> <p>.....</p> <p>(3) to repurchase shares by way of agreement other than through a stock exchange.</p>	<p>The Company may repurchase its shares in any of the following manner:</p> <p>.....</p> <p>(3) to repurchase shares by way of agreement other than through a stock exchange;</p> <p>(4) other methods specified in laws and regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p>
24.	Article 36 (Original Article 34)	<p>After the Company has completed the repurchase of its shares, the Company shall cancel that part of shares within the period prescribed by the laws, administrative regulations and shall apply to the original company registration authority for registration of alteration of such registered capital and issue relevant announcement.</p> <p>.....</p>	<p>In the event of share cancellation due to the repurchase of shares, the Company shall apply to the original company registration authority for registration of alteration of such registered capital and issue relevant announcement.</p> <p>.....</p>
25.	New Article 38	No relevant content in the original Articles of Association	<p>Shares held by promoters of the Company may not be transferred within one year from the establishment of the Company. Shares of the Company that have been issued before public offering shall not be transferred within one year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.</p> <p>The Directors, supervisors and senior management members of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings. During his or her term of service, he or she may not transfer more than 25% of his or her total holding of the Company's same class of shares each year; holding of the Company's shares may not be transferred within a year from the date on which the shares of the Company are listed and traded. Any of them may not transfer the Company's shares he or she holds within 6 months after his or her departure from the Company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
26.	New Article 39	No relevant content in the original Articles of Association	<p>If Directors, supervisors, senior management and those shareholders holding more than 5% of shares of the Company disposes the shares or other securities with equity nature within 6 months after purchase, or purchase within 6 months after disposal, the earnings therefrom shall belong to the Company, and the Board shall reclaim the earnings. However, a security company that holds more than 5% shares due to underwriting purchase of all remaining stock shall not be subject to the 6 months restriction when disposing the shares.</p> <p>The shares or other securities with equity nature held by Directors, supervisors, senior management and natural person shareholders mentioned in the preceding paragraph include those held by their spouses, parents, children, and held by others' accounts. If the Board does not implement in accordance with the provisions in the first paragraph of this Article, shareholders have the right to request the Board to implement them within 30 days. Where the Board fails to implement within the aforesaid time limit, shareholders shall have the right to file a lawsuit in their own name to the People's Court for the interest of the Company.</p> <p>Where the Board fails to implement in accordance with the provisions in the first paragraph of this Article, the responsible Directors shall bear joint liability in accordance with the law.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
27.	Article 40 (Original Article 36)	<p>No financial assistance shall be provided at any time and in any manner by the Company and its subsidiaries to any person acquiring or intending to acquire the shares of the Company. The person(s) acquiring the shares of the Company aforesaid shall include the person(s) who undertake(s), directly or indirectly, obligations as a result of an acquisition of shares of the Company.</p> <p>.....</p> <p>The provisions of this article do not apply to the circumstances set out in Article 38 of the Articles of Association.</p>	<p>No financial assistance shall be provided at any time and in any manner by the Company and its subsidiaries (including the affiliated enterprises of the Company, similarly hereinafter) to any person acquiring or intending to acquire the shares of the Company. The person(s) acquiring the shares of the Company aforesaid shall include the person(s) who undertake(s), directly or indirectly, obligations as a result of an acquisition of shares of the Company.</p> <p>.....</p> <p>The provisions of this article do not apply to the circumstances set out in Article 42 of the Articles of Association.</p>
28.	Article 41 (Original Article 37)	<p>The financial assistance referred to in this Chapter shall include but not limited to the assistance in the following ways:</p> <p>.....</p> <p>(4) any other financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>.....</p>	<p>The financial assistance referred to in this Chapter shall include but not limited to the assistance in the following ways:</p> <p>.....</p> <p>(4) advancement;</p> <p>(5) compensation;</p> <p>(6) any other financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>.....</p>
29.	Article 42 (Original Article 38)	<p>The acts listed below are not prohibited by Article 36 of the Articles of Association:</p> <p>.....</p>	<p>The acts listed below are not prohibited by Article 40 of the Articles of Association:</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
30.	Article 43 (Original Article 39)	<p>The shares issued by the Company shall be in registered form.</p> <p>The share certificates of the Company shall contain the following major particulars:</p> <p>.....</p> <p>(5) other items to be contained as required by the Company Law, the Special Regulations and the stock exchange on which the shares of the Company are listed.</p>	<p>The shares issued by the Company shall be in registered form.</p> <p>The share certificates of the Company shall contain the following major particulars:</p> <p>.....</p> <p>(5) other items to be contained as required by the Company Law, the Special Regulations and other laws and regulations and the stock exchange on which the shares of the Company are listed.</p>
31.	Article 49 (Original Article 45)	<p>.....</p> <p>If the Company refuses to register any transfer of shares, the Company shall provide to the transferor or and the transferee of the shares a notification of refusal in relation to registration of shares within two (2) months from the date of due application for registration.</p> <p>The shares held by the promoters cannot be transferred within three (3) year since the establishment of the Company.</p> <p>The Directors, supervisors, general manager, assistant general manager and other senior management members shall report the Company of the shares of the Company held by them and shall not transfer shares during their terms of office.</p> <p>Any shareholder of the overseas listed foreign invested shares may transfer all of part of the Company's shares it holds by way of a written transfer deed as usually used at the location of the listing of the overseas listed foreign invested shares, or by way of signed or printed signed transfer deed. The above mentioned transfer may adopt the standard delivery form specified by the Hong Kong Stock Exchange. The transfer deed shall be signed in the form of handwriting of printed handwriting of the transferor and the transferee.</p>	<p>.....</p> <p>If the Company refuses to register any transfer of shares, the Company shall provide to the transferor or and the transferee of the shares a notification of refusal in relation to registration of shares within two (2) months from the date of due application for registration.</p> <p>Any shareholder of the overseas listed foreign invested shares may transfer all of part of the Company's shares it holds by way of a written transfer deed as usually used at the location of the listing of the overseas listed foreign invested shares, or by way of signed or printed signed transfer deed. The above mentioned transfer may adopt the standard delivery form specified by the Hong Kong Stock Exchange. The transfer deed shall be signed in the form of handwriting of printed handwriting of the transferor and the transferee.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
32.	Article 51 (Original Article 47)	In the event the Company decides to convene a general meeting, distribute dividends, liquidate or engage in activities which require determining shareholdings, the Board shall fix a date as a record date for determining the shareholdings. The shareholders of the Company shall be those shareholders registered on the register at the end of the record date.	In the event the Company decides to convene a general meeting, distribute dividends, liquidate or engage in activities which require determining shareholdings, the Board or the convener of the shareholders' general meetings shall fix a date as the record date for shareholdings. The shareholders of the Company shall be those shareholders who are entitled to relevant rights and interests after the close of business on the record date for shareholdings.
33.	Article 53 (Original Article 49)	..... Domestic Shareholder who lost his share certificate may apply for the issue of new share certificate in accordance with Section 144 of the Company Law. .....	..... Domestic Shareholder who lost his share certificate may apply for the issue of new share certificate in accordance with Section 143 of the Company Law.
34.	Article 56 (Original Article 52)	.....	..... The Articles of Association and the resolutions of the general meeting or the Board meeting shall be in compliance with laws and regulations and shall not deprive or restrict any legal rights of shareholders. The corporate governance of the Company shall focus on the protection of the interests of the shareholders and legitimate rights of minority shareholders.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
35.	Article 57 (Original Article 53)	<p>A holder of ordinary shares of the Company shall have the following rights:</p> <p>.....</p> <p>(2) to attend or to appoint proxy to attend general meetings in accordance with the laws and to exercise his/her voting rights;</p> <p>.....</p> <p>(4) to transfer, give away or charge the shares held in accordance with the laws, administrative regulations and the Articles of Association of the Company;</p> <p>(5) to receive information as provided in the Articles of Association of the Company, including:</p> <p>.....</p> <p>2. upon payment of reasonable charges, the right to inspect and make copies of:</p> <p>.....</p> <p>(v) minutes of the general meetings.</p> <p>.....</p> <p>(7) other rights conferred by the laws, administrative regulations and the Articles of Association of the Company.</p> <p>.....</p>	<p>A holder of ordinary shares of the Company shall have the following rights:</p> <p>.....</p> <p>(2) to lawfully require, convene, preside over or attend general meetings either in person or by proxy and exercise the voting right;</p> <p>.....</p> <p>(4) to transfer, give away or charge the shares held in accordance with the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange and the Articles of Association;</p> <p>(5) to receive information as provided in the Articles of Association of the Company, including:</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>2. upon payment of reasonable charges, the right to inspect and make copies of:</p> <p>.....</p> <p>(v) stubs of corporate bonds;</p> <p>(vi) minutes of general meetings (for reference of shareholders only), special resolutions of the Company, resolutions of Board meetings and resolutions of Supervisory Committee meetings;</p> <p>(vii) financial and accounting reports;</p> <p>(viii) duplicate of annual report for the recent year that has been submitted to the company registration authority and other competent authorities.</p> <p>.....</p> <p>(7) to require the Company to buy their shares in the event of their objection to resolutions of the general meeting concerning merger or division of the Company;</p> <p>(8) to enjoy other rights stipulated by the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange and the Articles of Association.</p> <p>.....</p>
36.	Article 58 (Original Article 54)	.....	<p>.....</p> <p>The Company shall establish effective channels of communication with shareholders and safeguard the rights of shareholders to acknowledge, participate in decision-making of and supervise major events of the Company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
37.	New Article 59	No relevant content in the original Articles of Association	<p>In the event that any resolution of the general meetings or Board meetings of the Company violates any laws or administrative regulations, shareholders are entitled to file a petition to the competent People's Court to have such resolution rescinded.</p> <p>In the event that the convening of a general meeting or Board meeting or any voting procedure in such meetings violates the laws, administrative regulations or the Articles of Association, or the contents of any resolution violates the provisions of the Articles of Association, shareholders shall have the right to file a petition to the competent People's Court to have such resolution revoked within 60 days from the date of the resolution.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
38.	New Article 60	No relevant content in the original Articles of Association	<p>Where any Director, senior management of the Company violates the laws, administrative regulations or the provisions of the Articles of Association when performing his/her duty and causes losses to the Company, shareholders, individually or jointly, holding more than 1% of the shares of the Company individually or jointly for 180 consecutive days or above are entitled to submit a written demand to the Supervisory Committee for initiating a proceeding at the People's Court. If the Company suffers any loss due to any violations of the laws, administrative regulations or the provisions of the Articles of Association by the Supervisory Committee, shareholders have the right to submit a written demand to the Board of Directors for initiating a proceeding at the People's Court.</p> <p>In the event that the Supervisory Committee or Board of Directors rejects the initiation of a proceeding after receiving the written demand of the shareholders abovementioned, or fails to initiate a proceeding within 30 days after receiving such demand, or in case of urgency where the Company will suffer irrecoverable losses if no legal action is taken immediately, shareholders mentioned above shall have the right to file a lawsuit at the People's Court in their own names for the benefit of the Company.</p> <p>If the Company suffers any losses due to any violations of its legitimate interests by any other parties, shareholders mentioned in the first clause of this Article have the right to initiate a proceeding at the People's Court in accordance with the two provisions abovementioned.</p>
39.	New Article 61	No relevant content in the original Articles of Association	Where directors and senior managers are in violation of the provisions of laws, administrative regulations or the Articles of Association, damaging the interests of the shareholders, such shareholders shall have the right to file a suit in the People's Court.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
40.	Article 62 (Original Article 55)	<p>A holder of ordinary shares of the Company shall undertake the following obligations:</p> <p>(1) to comply with the Articles of Association;</p> <p>.....</p> <p>(3) other obligations imposed by the laws, administrative regulations and the Articles of Association of the Company.</p> <p>.....</p>	<p>A holder of ordinary shares of the Company shall undertake the following obligations:</p> <p>(1) to observe the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association;</p> <p>.....</p> <p>(3) not to withdraw shares unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(4) not to abuse shareholder's right to harm the interests of the Company or other shareholders; not to abuse the Company's position as an independent legal person or shareholder's limited liability protection to harm the interests of the creditors of the Company;</p> <p>If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law.</p> <p>If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint and several liabilities for the Company's debts.</p> <p>(5) other obligations stipulated by the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange and the Articles of Association of the Company.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
41.	New Article 63	No relevant content in the original Articles of Association	<p>If any shareholder holding more than 5% voting shares of the Company pledges the said voting shares, the said shareholder shall submit a written report to the Company on the date on which the said pledge is executed.</p> <p>Where a controlling shareholder and de facto controller of the Company pledges his or her shares of the Company, he or she shall use the financing funds reasonably to maintain the stability of the Company's control and production and operation, and shall not damage the interests of the Company or transfer risks to the Company. Where a controlling shareholder of the Company has overdue debts or other asset and credit deterioration, he or she shall promptly disclose the relevant information and the impact on the stability of the control of the Company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
42.	New Article 65	No relevant content in the original Articles of Association.	<p>The controlling shareholders and de facto controllers of the Company shall not use the connected relations to the detriment of the interests of the Company; otherwise, they shall be liable for compensation for any loss incurred to the Company.</p> <p>The controlling shareholders and de facto controllers of the Company shall perform fiduciary duty to the Company and general public shareholders thereof. The controlling shareholders shall exercise capital contributors' rights in strict accordance with laws, shall not damage the legitimate rights and interests of the Company and general public shareholders by such means as profit distribution, asset reorganization, external investment, fund appropriation, loan and guarantee and shall not abuse their controlling status to impair the interests of the Company and general public shareholders.</p> <p>The Company shall not provide the shareholders or de facto controllers with funds, commodities, services or other assets gratis or on manifestly unfair terms; shall not provide funds, commodities, services or other assets to the shareholders or de facto controllers who are noticeably unable to make repayment; shall not provide guarantee to the shareholders or de facto controllers who are noticeably unable to make repayment or provide guarantee to the shareholders or de facto controllers without justifiable reasons; and shall not, without justifiable reasons, relinquish creditor's rights against the shareholders or de facto controllers or assume debts of the shareholders or de facto controllers. Such transactions as provision of funds, commodities, services or other assets between the Company and the shareholders or de facto controllers shall be deliberated by the Board and the general meeting in strict accordance with the decision-making policies for related party transactions as set out in the Articles of Association.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
43.	Article 66 (Original Article 57)	<p>A controlling Shareholder referred to in the preceding article means a person who satisfies any one of the following conditions:</p> <p>(1) he may alone or acting in concert with others has the power to elect more than half of the Directors;</p> <p>.....</p>	<p>A controlling Shareholder referred to in the Article of Association means a person who satisfies any one of the following conditions:</p> <p>(1) he may alone or acting in concert with others has the power to elect more than half of the Directors;</p> <p>.....</p>
44.	Newly added section title	CHAPTER 8 GENERAL MEETINGS	<p>CHAPTER 8 GENERAL MEETINGS</p> <p>Section 1 General Provisions for General Meetings</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
45.	Article 67 (Consolidation of Original Article 58 and Article 59)	<p>The general meeting shall be the source of authority of the Company and shall exercise its powers according to the laws.</p> <p>The general meeting shall have the following powers:</p> <p>.....</p> <p>(14) to consider other issues that shall be determined by the general meeting as stipulated by the laws, administrative regulations and the Articles of Association. The general meeting may authorize or entrust the Board to handle the authorized and entrusted matters.</p> <p>The general meeting shall be the source of authority of the Company and shall exercise its powers according to the laws.</p>	<p>The general meeting shall be the source of authority of the Company and shall exercise its powers according to the laws.</p> <p>The general meeting shall have the following powers:</p> <p>.....</p> <p>(14) to consider and approve guarantees stipulated in Article 68;</p> <p>(15) to consider the purchase or sale of material assets by the Company within one year involving total assets or transaction amount of more than 30% of the Company's latest audited total assets;</p> <p>(16) to consider and approve matters relating to the changes in the use of proceeds from share offerings;</p> <p>(17) to consider the equity incentive plans and option plans;</p> <p>(18) to consider and approve the purchase of liability insurance for Directors and senior management;</p> <p>(19) other matters which, in accordance with the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the stocks of the Company are listed or the Articles of Association, shall be approved by the general meeting.</p> <p>To authorise or delegate the Board to deal with matters as authorised and instructed at the general meeting, the details of the authorization shall be clearly specified. The legal functions and powers of general meetings shall not be delegated through authorization to the Board or any other institution or individual.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
46.	New Article 68	No relevant content in the original Articles of Association.	<p>The following external guarantees of the Company shall be considered and approved by the general meeting:</p> <p>(1) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has reached or exceeded 50% of the net assets in the latest audited consolidated financial statements;</p> <p>(2) the accumulated amount of guarantee within 12 consecutive months exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;</p> <p>(3) the accumulated amount of guarantee within 12 consecutive months exceeding 50% of the net assets in the latest audited consolidated financial statements of the Company, with the absolute amount of more than RMB50 million;</p> <p>(4) guarantee for guarantee objects whose liability-asset ratio exceeds 70%;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(5) a single guarantee with the amount exceeding 10% of the net assets in the latest audited consolidated financial statements;</p> <p>(6) guarantee provided to shareholders, de facto controllers and their connected parties;</p> <p>(7) other external guarantees that shall be submitted to the general meeting for consideration as required in the laws, administrative regulations, departmental rules, regulatory documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>“External guarantees” and “guarantees” mentioned in this article refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.</p> <p>External guarantees to be considered at the general meeting as specified in this article shall be considered and approved at a Board meeting that is attended by at least two-thirds of Directors before submission to the general meeting for consideration.</p> <p>If the Company provides guarantees for a wholly-owned subsidiary or provides guarantees for a holding subsidiary and other shareholders of such holding subsidiary would provide guarantees in proportion to their rights and interests, and when such guarantees fall within the circumstances of item (1), (3), (4) or (5) of the first paragraph of this Article, they can be exempted from being submitted to the general meeting for consideration.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
47.	Article 69 (Original Article 60)	Without the prior approval of the shareholders' general meeting, the Company shall not enter into contract with any person other than directors, supervisors, general manager, deputy general manager and other senior managers, with the management of all or important business handed over to the said person.	Except under special circumstances, e.g., the Company is in crisis, without the prior approval of the shareholders' general meeting, the Company shall not enter into contract with any person other than directors, supervisors, general manager, deputy general manager and other senior managers, with the management of all or important business handed over to the said person to handle.
48.	Article 70 (Original Article 61)	<p>The shareholders' general meeting is divided into annual general meeting and extraordinary general meeting. The shareholders' general meeting shall be convened by the Board. Annual general meeting, held once a year, shall be held within six months after the end of the last fiscal year.</p> <p>Under the following circumstances, extraordinary general meeting of shareholders shall be held by the Board within two months:</p> <p>(1) The number of directors is less than the provision of Company Law or less than two-thirds of the amount required by the Articles of Association;</p> <p>(2) The accumulated losses amounted to one-third of the total share capital;</p> <p>.....</p> <p>(5) More than two (including two) independent directors propose to convene.</p> <p>In relation to (3), (4) and (5), the proposed topics of the meeting convener should be included in the agenda of the meeting.</p>	<p>The shareholders' general meeting is divided into annual general meeting and extraordinary general meeting. The shareholders' general meeting shall be convened by the Board. Annual general meeting, held once a year, shall be held within six months after the end of the last fiscal year.</p> <p>Under the following circumstances, extraordinary general meeting of shareholders shall be held by the Board within two months from the date of occurrence of the matter:</p> <p>(1) The number of directors is less than the minimum number as required under the Company Law or less than two-thirds of the number as required under the Articles of Association;</p> <p>(2) The unrecovered losses of the Company reach one-third of the total paid-in capital;</p> <p>.....</p> <p>(5) More than two (including two) independent directors require the convening.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(6) other circumstances as stipulated in the laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p> <p>The number of shares held as described in Item (3) above shall be calculated as per the shares of the Company held by the shareholder on the date when such written request is made by such shareholder.</p> <p>In relation to (3), (4) and (5), the proposed topics of the meeting convener should be included in the agenda of the meeting.</p>
49.	New Article 71	No relevant content in the original Articles of Association	<p>The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting. The Company will also provide online voting method for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. The time and venue of meeting shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders' participation in the meeting. Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
50.	New Article 72	No relevant content in the original Articles of Association	<p>For the purpose of general meeting, the Company shall engage lawyers to issue legal opinion on the following matters and make relevant announcements:</p> <p>(1) whether the procedures relating to the convening and holding of such meeting comply with the requirements under laws, administrative regulations and the Articles of Association;</p> <p>(2) whether the qualifications of the attendees and the convener are legal and valid;</p> <p>(3) whether the voting procedures of the meeting, the result of voting are legal and valid;</p> <p>(4) legal opinions on such other relevant matters upon request by the Company.</p>
51.	Newly added section title	No relevant content in the original Articles of Association	Section 2 Convening of the General Meeting
52.	New Article 73	No relevant content in the original Articles of Association	<p>Independent Directors are entitled to propose to the Board to convene an extraordinary general meeting. In respect of the proposal of convening an extraordinary general meeting made by independent shareholders, the Board shall, according to the laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days after receiving such proposal from the independent Directors.</p> <p>Where the Board approves the convening of the extraordinary general meeting, it shall issue the notice thereof within five days after the decision has been made by the Board; where the Board disapproves the convening of the extraordinary general meeting, it shall explain the reasons and make an announcement.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
53.	New Article 74	No relevant content in the original Articles of Association	<p>The supervisory committee shall be entitled to propose in writing the convening of an extraordinary general meeting to the Board. The Board shall, in accordance with the requirements under laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, respond in writing concerning approval or disapproval of the convening within ten days after its receipt of the proposal.</p> <p>Where the Board approves the convening of the extraordinary general meeting, it shall issue the notice thereof within five days after the decision has been made by the Board. Any alteration to the original proposal(s) made in the notice shall obtain the approval from the supervisory committee.</p> <p>Where the Board disapproves the convening of the extraordinary general meeting or fails to respond within ten days upon the receipt of the proposal, the Board shall be deemed to be unable or fail to perform its duties on convening of the general meeting, and the supervisory committee shall convene and chair the meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
54.	New Article 75	No relevant content in the original Articles of Association	<p>Shareholder(s) singly or jointly holding no less than 10% of the shares of the Company carrying the right to vote at the meeting sought to be held shall be entitled to propose the Board to convene an extraordinary general meeting or a class meeting, provided that such proposal shall be made in writing stating the object of the meeting. The Board shall, according to the requirements under laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, respond in writing concerning approval or disapproval of the convening of the extraordinary general meeting or the class meeting within ten days upon its receipt of the written request.</p> <p>Where the Board approves the convening of extraordinary general meeting or the class meeting, it shall issue the notice thereof within five days after the decision has been made by the Board. Any alteration to the original request made in the notice shall obtain the approval from the relevant shareholder(s).</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>Where the Board disapproves the convening of extraordinary general meeting or the class meeting or fails to respond within ten days after its receipt of the request, such shareholder(s) singly or jointly holding no less than 10% of the shares of the Company carrying the right to vote at the meeting sought to be held shall be entitled to propose in writing the convening of extraordinary general meeting or the class meeting to the supervisory committee.</p> <p>Where the supervisory committee approves the convening of extraordinary general meeting or the class meeting, it shall issue the notice thereof within five days after its receipt of the request. Any alteration to the original proposal made in the notice shall obtain the approval from the relevant shareholder(s).</p> <p>Where the supervisory committee fails to issue the notice of general meeting or the class meeting within the required time limit, it shall be deemed to fail to convene and chair the general meeting or the class meeting, such shareholder(s) singly or jointly holding no less than 10% of the shares of the Company carrying the right to vote at the meeting sought to be held for no less than 90 consecutive days shall have the right to convene and chair the meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
55.	New Article 76	No relevant content in the original Articles of Association	<p>Whenever deciding to convene the general meeting, the supervisory committee or shareholders shall notify the Board in writing and apply to the China Securities Regulatory Commission's agency in the place where the Company is located and the stock exchange where shares of the Company are listed for trading for filing.</p> <p>Prior to making the announcement of resolutions of general meeting, the Shareholders who convene the meeting shall hold no less than 10% of the shares of the Company.</p> <p>While issuing the notice of general meeting and making the announcement of resolutions of general meeting, the supervisory committee and the Shareholders who convene the meeting shall deliver supporting documents to the China Securities Regulatory Commission's agency in the place where the Company is located and the stock exchange where shares of the Company are listed for trading for filing.</p>
56.	New Article 77	No relevant content in the original Articles of Association	<p>For a shareholders' general meeting convened by the supervisory committee or shareholders by itself/themselves, the Board and the secretary to the board shall be co-operative. The Board shall provide the register of shareholders as of the date of registration. In the event that the Board fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution where shares of the Company are listed for trading for obtaining the register of shareholders with the relevant announcement on the convening of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
57.	New Article 78	No relevant content in the original Articles of Association	The procedure for convening of the shareholders' meeting convened by the supervisory committee or shareholders on its/their own shall be identical with that of the Board. Any necessary expenses incurred to convene the meeting shall be borne by the Company, and deducted from the amount payable by the Company to the defaulting Directors.
58.	Newly added section title	No relevant content in the original Articles of Association	Section 3 Proposals and Notices of General Meetings
59.	New Article 79	No relevant content in the original Articles of Association	The contents of the proposal shall fall within the terms of reference of such general meeting, which shall have a clear subject for discussion and specific issues for resolution and shall be in compliance with the requirements under laws, administrative regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
60.	New Article 80	No relevant content in the original Articles of Association	<p>When the Company convenes a shareholders' general meeting, the Board, the supervisory committee and the shareholder(s) singly or jointly holding 3% or more of the shares of the Company shall have the right to propose motions to the Company.</p> <p>Shareholder(s) singly or jointly holding 3% or more of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and make an announcement of the contents of such extempore motion within two days after receipt of the motion.</p> <p>Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the general meeting or add any new motions once the notice and announcement of the general meeting have been issued.</p> <p>The general meeting may not vote and pass resolution on motions that are not set forth in the notice of the general meeting or that are not consistent with Article 79 of the Articles of Association.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
61.	New Article 81 (Original Article 62)	<p>To hold an annual general meeting, the Company shall, in accordance with Article 66, issue a notice of the meeting to all shareholders twenty (20) clear business days prior to the meeting. To hold an extraordinary general meeting, the Company shall issue a notice of the meeting to all shareholders ten (10) clear business days or fifteen (15) days (whichever is longer) prior to the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded.</p> <p>The issuance date of the notice shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p> <p>The “business day” mentioned in the Articles of Association shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>	<p>To hold an annual general meeting, the Company shall issue a notice twenty (20) clear business days prior to the meeting. To hold an extraordinary general meeting, the Company shall issue a notice of the meeting to all shareholders ten (10) clear business days or fifteen (15) days (whichever is longer) prior to the meeting. The written notice shall be given to notify all of the shareholders in the share register of the matters to be considered and the date and place of the meeting.</p> <p>In calculating the notice period, the date of meeting shall be excluded, but the day on which the notice is issued shall be included.</p> <p>The issuance date of the notice shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>
62.	Original Article 63	At annual general meeting of the shareholders, shareholders either solely or collectively holding more than three percent (including three percent) of the Company’s total voting shares, shall have the right to put forward a new proposal in writing to the Company, and the Company should put the proposed matters that are within the purview of the shareholders’ general meeting in the agenda of the meeting.	This article has been deleted.
63.	Article 82 (Original Article 64)	<p>The proposals at the shareholders’ general meeting shall meet the following conditions:</p> <p>(1) The content has no conflict with the provisions of laws, regulations, and belongs to the Company’s business scope and terms of reference of the general meeting;</p> <p>.....</p>	<p>The proposals at the shareholders’ general meeting shall meet the following conditions:</p> <p>(1) The content has no contradict with the provisions of laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, and falls within the scope of responsibility of the general meeting;</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
64.	Article 84 (Original Article 66)	<p>Notice of general meetings shall satisfy the following requirements:</p> <p>.....</p> <p>(VIII) specify the time and address for lodging the proxy forms for the relevant meeting;</p>	<p>A notice of general meeting shall meet the following requirements:</p> <p>.....</p> <p>(VIII) specify the time and address for lodging the proxy forms for the relevant meeting;</p> <p>(IX) specify the record date for determining the shareholders who are entitled to attend the shareholders' meeting; the period between the record date and the date for the meeting shall not be more than 7 working days. No changes shall be made once the record date is confirmed;</p> <p>(X) state the names and telephone numbers of the standing contact persons for the meeting.</p> <p>If the general meeting uses the online or other methods, the voting timing and procedures in relation to other methods shall be clearly stated in the notice of the general meeting.</p> <p>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions in full and all such information or explanation as are necessary for the shareholders to make an informed judgment on the matters to be discussed in full. If any matter to be discussed requires opinions of the independent Directors, the opinions and reasons of the independent Directors shall be disclosed together with the issuance of such notice.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
65.	New Article 85	No relevant content in the original Articles of Association	<p>Where the election of Directors and supervisors are proposed to be discussed at a general meeting, the notice of the general meeting shall sufficiently disclose the detailed information about the Director and supervisor candidate(s), including at least the following contents:</p> <p>(I) personal information including education background, work experience and part-time job;</p> <p>(II) whether he/she is connected with the Company or its controlling shareholders and de facto controller;</p> <p>(III) his/her shareholding in the Company;</p> <p>(IV) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange;</p> <p>(V) the information of the Directors or supervisors appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules.</p> <p>Unless a Director or supervisor is elected via the cumulative voting system, each candidate for Director or supervisor shall be proposed via a single proposal.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
66.	Article 86 (Original Article 67)	<p>The notice of a general meeting shall be sent to the shareholders (whether or not entitled to vote at the general meeting), by personal delivery or prepaid airmail to……</p> <p>The announcement referred to above …… at least twenty (20) clear business days prior to an annual general meeting and ten (10) clear business days or fifteen (15) days prior to an extraordinary general meeting……</p> <p>Subject to the laws, regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.</p>	<p>Unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange where the stocks of the Company are listed or the articles of association, the notice of a general meeting shall be sent to the shareholders (whether or not entitled to vote at the general meeting), by personal delivery or prepaid airmail to……</p> <p>The announcement stated in the preceding paragraph shall be published on one or multiple periodicals designated by the securities regulatory authority of the State Council, the website of Shenzhen Stock Exchange and any media satisfying the requirements prescribed by the securities regulatory authority of the State Council. Once the announcement is published, it shall be deemed that all the shareholders of domestic shares have received the notice of the general meeting.</p> <p>Subject to the laws, regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the websites of the stock exchange where the Company is listed.</p>
67.	New Article 88	No relevant content in the original Articles of Association	After the notice of the general meeting is issued, the general meeting shall not be postponed or cancelled, and the proposals set out in such notice shall not be cancelled without valid reasons. In case of postponement or cancellation, the convener shall make an announcement at least two working days before the original date of the general meeting.
68.	Newly added section title	No relevant content in the original Articles of Association	Section 4 Convening of the General Meeting

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
69.	New Article 89	No relevant content in the original Articles of Association	The Board of the Company and other conveners shall take necessary measures to ensure the good order of the general meeting, take measures to deter any act disturbing the meeting, picking quarrels and provoking troubles and infringing the legitimate rights and interests of any shareholder, and shall report in a timely manner such act to the relevant authority for investigation and punishment.
70.	Article 90 (Original Article 69)	Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one (1) or several persons (who may not be shareholders) to act as his/her proxy……	<p>All ordinary shareholders or their proxies whose names appear on the register of members on the record date are entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association.</p> <p>Any shareholder entitled to attend and vote at the general meeting shall have the right to appoint one (1) or several persons (who may not be shareholders) to act as his/her proxy……</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
71.	New Article 91	No relevant content in the original Articles of Association	<p>In the event that an individual shareholder attends a shareholders' general meeting, he/she shall produce his/her own identity card or other valid documents or proof capable of identifying himself, and the stock account card; in the event that a proxy is appointed to attend the meeting for someone else, he/she shall produce his/her own valid identity documents and the power of attorney from the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
72.	Article 92 (Original Article 70)	.....	<p>.....</p> <p>The proxy form appointing a proxy to attend any general meeting by a shareholder shall contain the following:</p> <p>(1) the name of the proxy;</p> <p>(2) the number of shares represented by such proxy;</p> <p>(3) whether such proxy has any voting rights;</p> <p>(4) instruction of voting “for”, “against” or “abstain” for each resolution proposed at the general meeting;</p> <p>(5) the date of signing the proxy form and the effective period for such appointment;</p> <p>(6) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.</p>
73.	Original Article 73	<p>The Company is entitled to ask the proxy who represents an individual Shareholder to attend the general meeting to provide his identification document as well as the power of attorney signed by the appointer or the representative authorized by the appointer.</p> <p>In the case of the Shareholder is a legal person and appoints its legal representative to attend the meeting, the Company is entitled to ask the legal representative to provide the corporate person’s identification document and a valid copy of its qualification as a corporate person.</p>	This article has been deleted.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
74.	New Article 96	No relevant content in the original Articles	A register of attendees shall be prepared by the Company, which shall state items including but not limited to the names of the attendees (or names of entities), identity card numbers, residential addresses, the number of shares held or voting rights represented and names of the principals (or name of entities).
75.	New Article 97	No relevant content in the original Articles	The convener and the lawyers engaged by the Company shall verify the validity of the qualifications of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of shares with voting rights in their possession. Before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights in their possession, registration for the meeting shall be ended.
76.	New Article 98	No relevant content in the original Articles	When convening a general meeting, the directors, supervisors and the secretary to the Board shall attend the meeting in person while the general manager and other senior management shall attend the meeting as non-voting participants.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
77.	New Article 99	No relevant content in the original Articles	<p>General meetings shall be presided over by the chairman of the Board. If the chairman of the Board is unable to or fails to discharge his/her duty, the meeting shall be presided over by a Director elected by more than half of the Directors.</p> <p>If a general meeting is convened by the supervisory committee itself, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to or fails to discharge his/her duty, the meeting shall be presided over by a supervisor elected by more than one half of the supervisors.</p> <p>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the conveners. If for any reason, the conveners are unable to elect a representative as a presider to preside over the meeting, the shareholder (including shareholder proxy) holding the most voting shares among the conveners shall act as the presider to preside over the meeting.</p> <p>When a general meeting is held and the presider violates the Articles of Association or the Rules of Procedure for General Meeting of the Company, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.</p> <p>The chairman of the meeting shall be responsible for determining whether a resolution of the general meeting is passed or not and his decision shall be final and conclusive and the same shall be announced at such meeting and recorded in the meeting minutes.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
78.	New Article 100	No relevant content in the original Articles	The Company shall formulate the Rules of Procedure for General Meeting regulating the convening and voting procedure of general meetings, including notice, registration, consideration of resolutions, voting, counting of ballots, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, and the principles for authorization to the Board of Directors by general meetings and the content of the authorization which shall be clear and specific. The Rules of Procedure for General Meeting shall be an appendix to the Articles of Association and shall be formulated by the Board of Directors and approved by the general meeting.
79.	New Article 101	No relevant content in the original Articles	The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. The Board and the Supervisory Committee shall report their fulfillment of duties, the evaluation results of their performance and their remuneration to the general meeting. The above details shall be disclosed by the Company. Every independent Director shall also make his work report.
80.	New Article 102	No relevant content in the original Articles	The directors, supervisors and senior management members shall give explanations and statements on shareholders' enquiries and recommendations at a general meeting.
81.	New Article 103	No relevant content in the original Articles	The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of their shares carrying voting rights, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their shares carrying voting rights as indicated in the meeting's registration record.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
82.	New Article 104	No relevant content in the original Articles	<p>Minutes of general meetings shall be taken by the Secretary to the Board and include the following information:</p> <ul style="list-style-type: none"> (1) time, place and agenda of meeting, and the name of the convener; (2) names of the presider of the meeting, the directors, supervisors, general manager and other senior management members attending or present at the meeting; (3) number of shareholders and proxies attending the meeting, total number of the shares carrying voting rights held by them, and the percentage of such shares against the total number of shares of the Company; (4) process of consideration, key points of the speech and voting results for each proposal; (5) shareholders' enquiries or recommendations and corresponding answers or explanations; (6) names of the lawyer, vote counter and the scrutineer; (7) other issues that shall be recorded in the minutes in accordance with the provisions of the Articles of Association.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
83.	New Article 105	No relevant content in the original Articles	The convener shall ensure the truthfulness, accuracy and completeness of the meeting minutes. Directors, supervisors, secretary to the Board, the convener or his/her representative and the presider of the meeting who attend the meeting shall sign on the meeting minutes. The minutes shall be kept together with the signature book of shareholders attending the meeting, the power of attorney appointing proxies as well as all valid materials of internet voting or otherwise for no less than ten years.
84.	New Article 106	No relevant content in the original Articles	The convener shall ensure a shareholders' meeting is held unceasingly until final resolutions are arrived at. If the shareholders' meeting is terminated or fails to reach any resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders' meeting as soon as possible, or the shareholders' meeting should be simply terminated, and in both cases a timely announcement shall be made. Meanwhile, the convener shall report to the local office of the securities regulatory authority of the State Council in the place where the Company is located and the stock exchange in the place where the stocks of the Company are listed.
85.	New title of section	No relevant content in the original Articles	Section 5 Voting at and Resolutions of General Meetings
86.	Article 107 (Original Article 75)	..... Ordinary resolution of a general meeting shall be passed by a majority of the voting rights held by the shareholders (including proxies) present at the meeting. .....	..... Ordinary resolution of a general meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies thereof) present at the meeting.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
87.	Article 109 (Original Article 77)	<p>The shareholders' general meeting shall be voted by hands, unless the following persons request to vote by ballot before or after voting by hands:</p> <p>(I) the Chairman of the meeting;</p> <p>.....</p> <p>Unless it was suggested to vote by ballot, the Chairman of the meeting shall .....the results of a vote by show of hands.....</p>	<p>Unless the listing rules of the stock exchange where the shares of the Company are listed and/or relevant laws and regulations require otherwise or unless the following persons request to vote by ballot before or after voting by show of hands, the general meeting shall vote by show of hands:</p> <p>(I) presider of the meeting;</p> <p>.....</p> <p>Unless somebody proposes voting by ballot, the presider will..... based on the results of voting by show of hands.....</p>
88.	Article 112 (Original Article 80)	When the no votes and the yes votes are equal, whether by hands or by ballot, the Chairman of the meeting shall be entitled with one more vote.	When the no votes and the yes votes are equal, whether by hands or by ballot, the shareholder who acts as the presider at the meeting shall be entitled to cast one more vote.
89.	New Article 113	No relevant content in the original Articles	<p>Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and scrutinize the balloting. Where any shareholder has interests in any matter considered, the said shareholder and the proxy thereof shall not participate in balloting counting and scrutinizing.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders' representatives and supervisors' representatives shall be jointly responsible for the counting and scrutinizing of the balloting and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p>Shareholders or proxies thereof voting over the network or other means shall have the right to check their voting results via the corresponding voting system.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
90.	New Article 114	No relevant content in the original Articles	<p>A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His decision is final and shall be announced at the meeting and recorded in the meeting minutes.</p> <p>Before the voting result is announced, the relevant parties including the Company, counting officer, scrutineer, major shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.</p>
91.	Article 115 (Original Article 81)	<p>The following matters shall require approval of an ordinary resolution at a general meeting:</p> <p>.....</p> <p>(2) profit distribution plan and plan for making up losses prepared by the Board;</p> <p>.....</p> <p>(5) any other matters except those passed by special resolutions as prescribed by the laws, administrative regulations or the Articles of Association.</p>	<p>The following matters shall require approval of an ordinary resolution at a general meeting:</p> <p>.....</p> <p>(II) profit distribution plan (except for the circumstances specified in item (4) of Article 240 of Articles of Association)) and plan for making up losses prepared by the Board;</p> <p>.....</p> <p>(V) external guarantees as provided in Article 68 (except item (2)) of the Articles of Association;</p> <p>(VI) to consider and approve matters relating to the changes in the use of proceeds from share offerings;</p> <p>(VII) resolution on appointment or dismissal of the Company's accounting firm;</p> <p>(VIII) any other matters except those to be passed by special resolutions as prescribed by the laws, administrative regulations or the Articles of Association.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
92.	Article 116 (Original Article 82)	<p>The following matters shall require the sanction of a special resolution at general meetings:</p> <p>.....</p> <p>(3) the demerger, amalgamation, dissolution and liquidation of the Company;</p> <p>(4) amendments to the Articles of Association;</p> <p>(5) any other matters that are deemed to have a significant impact on the Company as approved by an ordinary resolution of the general meeting and so necessitate a special resolution for approval.</p>	<p>The following matters shall require the sanction of a special resolution at a general meeting:</p> <p>.....</p> <p>(III) the demerger, merger or transformation of organizational form of the Company;</p> <p>(IV) the termination, dissolution, liquidation or extension of business term, dissolution, liquidation of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the total asset value and trading amount involved in the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p> <p>(VIII) the acquisition of the shares of the Company in accordance with Articles 32 (I) and (II) of the Articles of Association;</p> <p>(IX) the profit distribution plan in accordance with Article 240 (IV) of the Articles of Association;</p> <p>(X) any other matter as specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
93.	New Article 117	No relevant content in the original Articles	<p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</p> <p>The Company has no voting right for the shares it holds, and such portion of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>The Board, independent Directors and shareholders holding 1% or more of the shares with voting rights or investor sponsors established in accordance with laws, regulations or the provisions of the securities regulatory authority of the State Council may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. The collection of voting rights shall be conducted free of charge. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. The collection of voting rights shall be conducted free of charge and the specific information including voting intents shall be adequately disclosed to the persons whose voting rights are collected. Paid or indirectly paid collection of voting rights is not permitted.</p>
94.	New Article 118	No relevant content in the original Articles	<p>When the general meeting resolves on connected transaction of the Company, the connected shareholders shall refrain from voting and the number of voting shares that they represent may not be counted as part of the total number of valid voting shares. A public announcement of the resolution of the general meeting shall fully disclose the voting of non-connected shareholders.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
95.	New Article 119	No relevant content in the original Articles	The Company shall provide convenience for shareholders to attend general meetings by whatever means including giving priority to the use of modern IT means such as online voting platform, provided that the general meeting shall be held legally and validly.
96.	New Article 120	No relevant content in the original Articles	<p>List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of minority shareholders.</p> <p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>(I) The total number of valid votes to be casted by each shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(II) Each shareholder may cast all his votes on a single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;</p> <p>(III) Votes for a single candidate for director or supervisor may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors or supervisors shall not exceed the entitled total number of the valid voting rights;</p> <p>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of IRICO Group New Energy Company Limited*.</p>
97.	New Article 121	No relevant content in the original Articles	<p>Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is terminated 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 general meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
98.	New Article 122	No relevant content in the original Articles	No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting.
99.	New Article 123	No relevant content in the original Articles	The same voting right can be exercised through only one of the manners of in-person, the network or otherwise. For any multiple voting under the same voting right, the results of the first voting shall be deemed to be valid.
100.	Original Article 84	The shareholders' general meeting shall be convened by the Chairman of the Board and the Chairman of the Board shall also be the Chairman of the meeting; if the Chairman of the Board is unable to attend the meeting, a member of the Board of the Company shall be jointly recommended by half or more members of the Board to convene the meeting and serve as the Chairman of the meeting on its behalf; if no Chairman is appointed to the meeting, shareholders attending the meeting can elect a Chairman; if for any reason, shareholders cannot elect the Chairman, the Chairman should be the shareholder (including proxies thereof) present at the meeting and holding the most voting shares.	This article has been deleted.
101.	Original Article 85	The chairman of the meeting shall be responsible for determining whether a resolution of the general meeting is passed or not and his decision shall be final and conclusive and the same shall be announced at such meeting and recorded in the meeting minutes.	This article has been deleted.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
102.	Article 125 (Original Article 86)	If the chairman of the meeting has any doubt as the result of a resolution put to the vote at the meeting, he/she may take a poll vote. If the chairman of the meeting fails to take a poll vote any Shareholder who is present in person or by proxy and who objects to the results announced by the chairman of the meeting may demand a poll vote immediately after the declaration of the result, and the chairman shall take a poll vote forthwith.	If the chairman of the meeting has any doubt as the result of a resolution put to the vote at the meeting, he/she may take a poll vote. If the chairman of the meeting fails to take a poll vote any Shareholder who is present in person or by proxy and who objects to the results announced by the chairman of the meeting may demand a poll vote immediately after the declaration of the result, and the chairman shall take a poll vote forthwith.
103.	New Article 127	No relevant content in the original Articles of Association	Resolutions of a general meeting shall be announced in a timely manner, and the announcement shall contain the number of Shareholders and proxies attending the meeting, the total number of voting Shares held by them and its proportion to the total number of voting Shares of the Company, the means of voting, the voting result for each proposal and the details of each resolution passed.
104.	New Article 128	No relevant content in the original Articles of Association	A special note should be made in the announcement on the resolutions of general meeting if a proposal is not passed or any resolution passed at previous meeting is amended at the general meeting.
105.	New Article 129	No relevant content in the original Articles of Association	Where a proposal on the election of Directors or supervisors is passed at the general meeting, the term of office of such new Directors or supervisors shall commence on the date on which the relevant resolution is passed at the general meeting except otherwise stipulated by the general meeting.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
106.	Article 131 (Original Article 89)	If any Shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution under the Listing Rules casts a vote, in person or by proxy the vote of such Shareholder in violation of the above limitation and restriction shall not be taken into account when determining the voting results.	<p>A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention. The securities registration and clearing institution shall be the nominal holder of shares under the trading interconnection mechanism between Mainland and Hong Kong Stock Markets, except where declaration is made in accordance with the actual holder's intent.</p> <p>Blank, wrong, 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".</p> <p>If any Shareholder who may not exercise any voting rights or shall only vote for or against a particular resolution under the Listing Rules casts a vote, in person or by proxy the vote of such Shareholder in violation of the above limitation and restriction shall not be taken into account when determining the voting results.</p>
107.	Article 133 (Original Article 91)	The rights attached to any class of shares may be varied or abrogated with the sanction of a special resolution passed at the general meeting and by holders of shares of the affected class passed at a separate general meeting of the holders of shares of the class convened in accordance with Article 93 to Article 97 respectively.	The rights attached to any class of shares may be varied or abrogated with the sanction of a special resolution passed at the general meeting and by holders of shares of the affected class passed at a separate general meeting of the holders of shares of the class convened in accordance with Article 135 to Article 139 respectively.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
108.	Article 135 (Original Article 93)	<p>……involving matters provided in items (2) to (8) and (11) to (12) of Article 92……</p> <p>……Article 31 of the Articles of Association of the Company……</p> <p>the controlling Shareholder as defined in Article 57 of these Articles of Association……</p> <p>……Article 31 of the Articles of Association of the Company……</p> <p>……</p>	<p>……involving matters provided in items (2) to (8) and (11) to (12) of Article 130……</p> <p>……Article 33 of the Articles of Association of the Company……</p> <p>the controlling Shareholder as defined in Article 66 of these Articles of Association……</p> <p>……Article 33 of the Articles of Association of the Company……</p> <p>……</p>
109.	Article 136 (Original Article 94)	Resolution of a class meeting shall be passed by more than two-thirds of the shares with voting rights held by the class shareholders who, according to Article 93 are entitled to vote at that class meeting.	Resolution of a class meeting shall be passed by more than two-thirds of the shares with voting rights held by the class shareholders who, according to Article 135, are entitled to vote at that class meeting.
110.	Article 137 (Original Article 95)	The Company shall, in accordance with the requirements on convening a general meeting under Article 62 of the Articles of Association, inform all registered shareholders of that class of the matters to be considered at the class meeting and the date and venue of the class meeting. In calculating the notice period, the date of meeting shall be excluded.	<p>The Company shall, in accordance with the requirements on convening a general meeting under Article 81 of the Articles of Association, inform all registered shareholders of that class of the matters to be considered at the class meeting and the date and venue of the class meeting.</p> <p>If the listing rules of the stock exchange in the place where the stocks of the Company are listed have special provisions, the special provisions shall prevail.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
111.	Article 139 (Original Article 97)	<p>In addition to holders of other classes of shares, domestic shareholders and shareholders of overseas listed foreign shares shall be deemed to be different classes of shareholders.</p> <p>.....</p> <p>(II) where the Company plans to issue domestic shares and overseas listed foreign shares on establishment, to be implemented within fifteen (15) months from the date of approval by the securities authority under the State Council.</p>	<p>In addition to holders of other classes of shares, domestic shareholders and shareholders of overseas listed foreign shares shall be deemed to be different classes of shareholders.</p> <p>.....</p> <p>where the Company plans to issue domestic shares and overseas listed foreign shares on establishment, to be implemented within fifteen (15) months from the date of approval by the securities authority under the State Council or in the valid period of its approval document.</p>
112.	New Section	CHAPTER 11 THE BOARD	<p>CHAPTER 11 THE BOARD</p> <p>Section 1 Directors</p>
113.	Article 143 (Original Article 101)	<p>The Company shall establish a Board, which shall comprise seven (7) Directors, including one (1) Chairman.</p> <p>.....</p>	<p>The Company shall establish a Board, which shall comprise seven (7) Directors, including one (1) Chairman. The Company comprises no employee Directors.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
114.	Article 144 (Original Article 102)	<p>.....</p> <p>Directors elected as additional or supplemented Directors at a general meeting shall hold office from the effective date of such election to the expiry of the term of such session of the Board.</p> <p>A written notice stating the intention to nominate a candidate for directorship and the nominee's consent to the nomination shall be submitted to the Company after the dispatch of the notice of general meeting at which the election of Directors will be held and which shall not be less than seven (7) days before the convening of general meeting, and the written notice period shall not be less than seven (7) days.</p> <p>.....</p>	<p>.....</p> <p>Directors elected as additional or supplemented Directors at a general meeting shall hold office from the effective date of such election to the expiry of the term of such session of the Board. Where no new election is made upon expiry of the term of a Director, the original Director shall, before the newly-elected Director assumes his/her office, continue to perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where shares of the Company are listed and the Articles of Association.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
		<p>.....</p> <p>Any person who has been appointed by the Board to fill any casual vacancy in the office of the Board or serve as an additional Director, his term of office shall expire at the next annual general meeting and such person shall be eligible for election for successive terms.</p> <p>Not more than two (2) persons of the Chairman and executive Directors of the Company may concurrently be senior management (Chairman, Vice Chairman and executive Director) of the controlling organizations.</p> <p>.....</p>	<p>.....</p> <p>The Company shall enter into contracts with Directors to specify the rights and obligations of the Company and Directors, the term of office of Directors, the liabilities of Directors in case of breach of laws, regulations and the Articles of Association and the compensation from the Company in case of early termination of such contracts by the Company.</p> <p>Any person who has been appointed by the Board to fill any casual vacancy in the office of the Board or serve as an additional Director, his term of office shall expire at the next annual general meeting and such person shall be eligible for election for successive terms.</p> <p>The manager and other senior management members may concurrently serve as Directors provided that the total number of Directors concurrently serving as manager, other senior management members and representatives of the employees shall not exceed one-half of the total number of directors of the Company. Not more than two (2) persons of the Chairman and executive Directors of the Company may concurrently be Directors/ executive Directors and senior management members of the controlling organizations.</p> <p>.....</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
115.	New Article 145	No relevant content in the original Articles of Association	<p>Directors shall observe laws, administrative regulations, the listing rules of the stock exchange in the place where shares of the Company are listed and the Articles of Association, and fulfil the following obligations of honesty to the Company:</p> <p>(I) not to abuse his/her official powers to accept bribes or other unlawful income, and not to expropriate the Company's property;</p> <p>(II) not to embezzle monies of the Company;</p> <p>(III) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Company's assets or monies;</p> <p>(IV) not to lend funds of the Company to other persons or provide guarantee for other persons with the property of the Company counter to the Articles of Association or without the consent of the general meeting or the Board;</p> <p>(V) not to conclude any contract or conduct any transaction with the Company counter to the Articles of Association or without the consent of the general meeting;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(VI) without the consent of the general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Company, or conduct for themselves or others any businesses similar to those of the Company;</p> <p>(VII) not to take as their own any commission for any transaction between the Company and others;</p> <p>(VIII) not to disclose any secret of the Company without permission;</p> <p>(IX) not to use their related party relations to damage the interests of the Company;</p> <p>(X) to fulfil other obligations of honesty stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where shares of the Company are listed, and the Articles of Association.</p> <p>Earnings obtained by Directors counter to the provisions in this article shall belong to the Company; and Directors shall be liable for compensation for any loss incurred to the Company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
116.	New Article 146	No relevant content in the original Articles of Association	<p>Directors shall observe laws, administrative regulations, the listing rules of the stock exchange in the place where shares of the Company are listed and the Articles of Association, and fulfill the following obligations of diligence to the Company:</p> <p>(I) to ensure that they have sufficient time and energy to participate in the affairs of the Company, and exercise caution to judge the risks and benefits that may arise from the subject matters to be considered; The Directors, in principle, shall attend the meeting of the Board in person. Any Director who fails to attend the meeting due to some reasons and authorises another Director in writing to attend on his/her behalf shall cautiously select a proxy, with specific authorised matters and intent of decision-making, and shall not give carte blanche to his/her proxy;</p> <p>(II) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure that business practices of the Company comply with State laws, administrative regulations and economic policies and that business activities shall not transcend the business scope specified in the business license;</p> <p>(III) to treat all shareholders impartially;</p> <p>(IV) to focus on matters including operating condition of the Company and timely report relevant issues and risks to the Board, and shall not be released from such liability by the reason that they are not familiar with the Company's business or do not understand the related matters;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(V) to sign written confirmations with respect to the regular reports issued by the Company and to ensure the information disclosed by the Company is true, accurate and complete;</p> <p>(VI) to honestly provide the Supervisory Committee with relevant information, and not to prevent the Supervisory Committee or supervisors from exercising their functions and powers;</p> <p>(VII) to actively promote the regulated operation of the Company, supervise the performance of information disclosure obligations by the Company, timely rectify and report the non-compliance behaviour of the Company and support the performance of social responsibility of the Company;</p> <p>(VIII) to fulfill other obligations of diligence stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where shares of the Company are listed and the Articles of Association.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
117.	New Article 147	No relevant content in the original Articles of Association	<p>The method and procedure for nominating Directors are:</p> <p>(I) the candidates for Directors (excluding independent Directors) of the Board shall be nominated by the Board or shareholder(s) severally or jointly holding more than 3% of the voting shares of the Company, and shall be elected at a general meeting of the Company.</p> <p>(II) the candidates for independent Directors shall be nominated in the way and procedure as specified by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where shares of the Company are listed or the Articles of Association.</p> <p>(III) for nominations by shareholders according to item (I) of this article, a written notice on the intentions of nominating the candidates for Directors and the nominees' willingness to accept the nominations shall be sent to the Company no earlier than the issue date of the notice of the general meeting and no later than the 7th day prior to the date of the general meeting. The Company shall give relevant nominators and their nominated candidates for Directors at least seven notice days to submit the aforesaid notice and document (such period is calculated from the day after the issue date of the notice of the general meeting).</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			(IV) The candidates for Directors who accept the nominations shall promise that the information publicly disclosed about them is true and complete, and that they will diligently fulfill their duties as Directors if elected.
118.	New Article 148	No relevant content in the original Articles of Association	If any Director fails to attend Board meetings in person or by proxy for two consecutive times, the said Director shall be deemed incapable of performing his duties, and the Board shall suggest that the general meeting dismiss the said Director.
119.	New Article 149	No relevant content in the original Articles of Association	<p>A Director may resign from his office prior to the expiry of his term of office and shall tender a written resignation to the Board. The Board will disclose relevant information within two days.</p> <p>If any Director resigns so that the membership of the Board falls short of the quorum, the said Director shall continue fulfilling the duties as Director pursuant to laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where shares of the Company are listed and the Articles of Association until a new Director is elected.</p> <p>Save as provided in the preceding paragraph, a Director's resignation shall be effective when his resignation is served to the Board.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			Under the precondition of not violating relevant laws, regulations and regulatory rules in the place where shares of the Company are listed, if the Board appoints a new Director to fill the casual vacancy on the Board or as an addition to the existing Board, the term of office of such appointed Director shall end upon the next annual general meeting of the Company, and the said Director shall be qualified for reelection and renewal thereat. All the Directors appointed to fill causal vacancies shall accept shareholder election at the first general meeting after acceptance of the appointment.
120.	New Article 150	No relevant content in the original Articles of Association	If resignation of a Director takes effect or if his/her term of office expires, the said Director shall go through all handover formalities with the Board. The obligations of honesty of the Director towards the Company and the shareholders do not necessarily cease within a reasonable period after the expiry of his/her term of office; the obligations of confidentiality in respect of trade secrets of the Company survive the expiry of his/her term of office until such trade secrets become publicly known; other obligations of the Director may continue for such period as the principle of fairness may require.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
121.	New Article 151	No relevant content in the original Articles of Association	Save as specified in the Articles of Association or properly authorized by the Board, no Director shall act on behalf of the Company or the Board in his/her personal name. If a Director acts in his/her own name but a third party may reasonably think the said Director is acting on behalf of the Company or the Board, the said Director shall make a prior statement of his/her standpoint and capacity.
122.	New Article 152	No relevant content in the original Articles of Association	If any Director violates the laws, administrative regulations and departmental rules in the place where shares of the Company are listed or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, the said Director shall be liable for compensation.
123.	New section title	No relevant content in the original Articles of Association	Section 2 Independent Directors
124.	New Article 153	No relevant content in the original Articles of Association	The Company shall establish an independent director system. At least one third of the membership of the Board shall be independent Directors, which shall include at least one accountant. The composition of independent Directors shall also comply with the listing rules of the stock exchange in the place where shares of the Company are listed.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
125.	New Article 154	No relevant content in the original Articles of Association	<p>Independent Directors shall fulfil the obligations of honesty and diligence to the Company and all the shareholders thereof. Independent Directors shall, pursuant to the relevant laws and the Articles of Association, independently perform their duties, fully understand the operation of the Company and the details of the proposals of Board meetings and protect the interests of the Company and all the shareholders, in particular the legitimate rights and interests of the minority shareholders. In case of any disagreement among shareholders or Directors which may have material effects on the operation of the Company, independent Directors shall perform their duties and protect the interest of the Company as a whole. Independent Directors shall perform their duties independently and shall not be influenced by the Company's substantial shareholders, de facto controllers or other units or persons having interest relations with the Company. The Company shall ensure that the independent Directors may perform their duties in accordance with laws. An independent Director may serve as independent director concurrently in at most five listed companies in principle and shall ensure that they have sufficient time and energy to effectively fulfil their duties as independent Directors.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
126.	New Article 155	No relevant content in the original Articles of Association	<p>An independent Director shall meet the following basic conditions:</p> <p>(I) having the qualifications as director of listed companies in accordance with the laws, administrative regulations and other relevant provisions;</p> <p>(II) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules;</p> <p>(III) having the independence as required by the laws and regulations;</p> <p>(IV) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director;</p> <p>(V) other conditions specified in the Articles of Association.</p>
127.	New Article 156	No relevant content in the original Articles of Association	Independent Directors shall not hold any other positions other than members of special committees of the Board. Independent Directors shall not have any relationship with the Company and substantial shareholders which may hinder their independent and objective judgement.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
128.	New Article 157	No relevant content in the original Articles of Association	<p>The term of office of independent Directors is the same as other Directors of the Company. After expiration, the term is renewable upon re-election, but the renewed term shall not exceed six years.</p> <p>Independent Directors may submit resignation before expiration of their terms of office. In resigning his duties, an independent Director shall tender a resignation to the Board in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors.</p> <p>If any independent Director resigns so that the number of independent Directors or the membership of the Board falls short of the quorum or the minimum number specified in the Articles of Association, such resignation shall not become effective until the vacancy is filled up by a succeeding Director (except where the independent Director resigns due to loss of independence and is legally dismissed). If the independent Directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in the Hong Kong Listing Rules, the Company must inform the Hong Kong Stock Exchange immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent Directors to meet the requirements of the Hong Kong Listing Rules.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
129.	New Article 158	No relevant content in the original Articles of Association	An independent Director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects.
130.	New Article 159	No relevant content in the original Articles of Association	<p>An independent Director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(1) significant related party transaction (identified according to the standard required by the stock exchange in the place where the shares of the Company are listed, the same below) shall first be approved by independent Directors and then discussed by the Board; before making a judgment, the independent Directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(2) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p>(3) to propose to convene an extraordinary general meeting;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(4) to propose to convene a Board meeting;</p> <p>(5) to openly collect voting rights from shareholders before a general meeting is held;</p> <p>(6) to independently appoint an intermediary organ to express professional opinions if necessary;</p> <p>(7) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association.</p> <p>Independent Directors shall seek the consent of more than half of all the independent Directors before exercising the powers above except for the powers exercisable solely by an independent Director in accordance with relevant regulations. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent Directors shall be borne by the Company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
131.	New Article 160	No relevant content in the original Articles of Association	<p>Independent Directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(1) external guarantee (other than guarantee provided to the subsidiaries within the scope of the consolidated statements);</p> <p>(2) material related party transactions;</p> <p>(3) work out of profit distribution policy, profit distribution plan and cash distribution plan;</p> <p>(4) nomination, appointment and dismissal of Directors;</p> <p>(5) appointment or dismissal of senior management members;</p> <p>(6) remunerations and equity incentive plans for Directors and senior management members;</p> <p>(7) changes in the use of proceeds;</p> <p>(8) over-raised funds used to permanently supplement working capital and repay bank loan;</p> <p>(9) workout of plan for conversion of capital reserve into share capital;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(10) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(11) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(12) appointment and dismissal of the accounting firm;</p> <p>(13) acquisition by the Company's management;</p> <p>(14) material asset restructuring of the Company;</p> <p>(15) share repurchase by the Company by means of centralized bidding;</p> <p>(16) internal control evaluation report of the Company;</p> <p>(17) plan for change of undertakings made by the Company to related parties;</p> <p>(18) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(19) voluntary delisting of the Company;</p> <p>(20) other matters which independent Directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;</p> <p>(21) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the shares of the Company are listed, self-regulatory rules and the Articles of Association or ascertained by the securities regulatory authority of the State Council.</p> <p>Before the independent Directors express their independent opinions on matters relating to the Company's voluntary delisting, they should fully consult the medium and minority shareholders on whether the matter is beneficial to the Company's long-term development and the interests of the shareholders as a whole. The independent Directors' opinions formed on this basis should be announced together with the notice of the shareholders' general meeting.</p>
132.	New Article 161	No relevant content in the original Articles of Association	At the annual general meeting of the Company, independent Directors shall submit their yearly work reports, make a statement on their fulfilment of duties, and pay special attention to the internal control and standardized operation of listed companies, protection of rights and interests of medium and small investors, and other matters relating to the governance of the Company.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
133.	New Article 162	No relevant content in the original Articles of Association	Independent Directors are entitled to appropriate allowances from the Company, unless otherwise specified by laws and policies. Other than that, independent Directors shall not obtain any other additional and undisclosed interests including equity incentives from the company they work in and its affiliated enterprises, controlling shareholders or other interested institutions and persons. The standard of allowances shall be formulated by the Board, and considered and approved by the general meeting.
134.	New section title	No relevant content in the original Articles of Association	Section III The Board

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
135.	Article 163 (Original Article 103)	<p>The Board shall be responsible to the general meeting and shall have the following powers and duties:</p> <p>.....</p> <p>(4) to prepare the annual financial budgets and final accounts of the Company;</p> <p>(5) to prepare plans for profit distribution and plans for making up losses for the Company;</p> <p>(6) to formulate the Company's plans for the increase or reduction of capital, issue of debentures of the Company;</p> <p>(7) to formulate proposals on amalgamation, demerger or dissolution of the Company;</p> <p>(8) to decide on the internal management structure of the Company;</p>	<p>The Board shall be responsible to the general meeting and shall have the following powers and duties:</p> <p>.....</p> <p>(4) to prepare the annual financial budgets and final accounts of the Company;</p> <p>(5) to prepare plans for profit distribution and plans for making up losses for the Company;</p> <p>(6) to formulate the Company's plans for the increase or reduction of capital, issue of debentures of the Company;</p> <p>(7) to formulate proposals on material acquisitions, purchase of shares of the Company as stipulated in items (1) and (2) of Article 32 of the Articles of Association, or amalgamation, demerger, dissolution or transformation of the Company;</p> <p>(8) to decide on external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. within the authority granted by the general meeting;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
		<p>(9) to appoint or dismiss the general manager of the Company; to appoint or dismiss senior management including assistant general manager and other senior management members (including person in charge of finance) based on the nomination by the general manager, as well as to determine their remuneration issues;</p> <p>(10) to formulate the basic management system of the Company;</p> <p>(11) to formulate proposals for amendments of the Articles of Association;</p> <p>(12) any other authorities granted by the Articles of Association or the general meeting.</p> <p>When the Board passes the resolutions described in the previous Clause, except for the resolutions in respect of the matters specified in Subsections (6), (7) and (11) above which shall be voted and approved by more than two-thirds or more of the Directors, the remaining resolutions shall be voted and approved by more than half of the Directors.</p>	<p>(9) to decide on the internal management structure of the Company;</p> <p>(10) to appoint or dismiss the general manager of the Company; to appoint or dismiss senior management including assistant general manager and other senior management members (including person in charge of finance) based on the nomination by the general manager, as well as to determine their remuneration issues;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to formulate proposals for amendments of the Articles of Association;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(13) to manage information disclosure of the Company;</p> <p>(14) to propose appointment or dismissal of accountancy firms for the purpose of audit of the Company at the general meeting;</p> <p>(15) to listen to the report of the Company's general manager and check his/her work performance;</p> <p>(16) to formulate the equity incentive plan of the Company;</p> <p>(17) to resolve acquisitions of shares of the Company as stipulated in items (3), (5) and (6) of Article 32 in the Articles of Association;</p> <p>(18) to exercise other functions and powers as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association or granted by the general meetings.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>When the Board passes the resolutions described in the previous Clause, except for the resolutions in respect of the matters specified in Subsections (6), (7) and (12) above and other matters which shall be voted and approved by more than two-thirds or more of the Directors as provided by laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, the remaining resolutions shall be voted and approved by more than half of the Directors.</p> <p>Matters beyond the scope of authorization of the general meeting to the Board shall be submitted to the general meeting for consideration.</p> <p>Subject to the approval of a majority of Directors, the Board may authorize the Chairman of the Board to exercise certain powers of the Board during the closing period of the Board meeting. However, major matters of the Company shall be resolved by all members of the Board. No authorization shall be granted to the Chairman of the Board and manager to exercise powers that shall be exercised by the Board in accordance with laws.</p> <p>The Board shall perform its duties in accordance with laws and ensure the Company to be in compliance with laws and regulations and the Articles of Association. All shareholders shall have equal rights and the Board shall safeguard the legal rights of other stakeholders.</p> <p>The Company shall ensure that the Board performs its duties in accordance with laws, regulations and the Articles of Association and provide all necessary conditions to the Board for performing its duties.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
136.	New Article 164	No relevant content in the original Articles of Association	The Board shall determine the authorization relating to external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management and connected transactions, establish strict review and decision making procedure and organize relevant experts and professionals to make assessments on material investment projects and report to the general meeting for approval.
137.	New Article 166	No relevant content in the original Articles of Association	The Board shall make explanations to the general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Company.
138.	New Article 167	No relevant content in the original Articles of Association	The Board shall formulate rules of procedure for Board meetings to ensure execution of resolutions of the general meeting, enhance the work efficiency, and ensure scientific decision making of the Board.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
139.	Article 170 (Original Article 107)	<p>The Board meetings shall be held at least four times every year and shall be convened by the Chairman. The notice for such meeting shall be given to all Directors fourteen (14) days in advance. In case of emergencies, an extraordinary Board meeting may be convened if proposed by shareholders with more than one-tenth of voting rights, more than one-third of Directors, two (including two) independent Directors or supervisors or the general manager of the Company.</p> <p>The reasonable expenses incurred by the Directors for attending board meeting shall be borne by the Company. Such expenses include traveling expenses incurred by the Directors for traveling from his place to the meeting venue (if a Director's place is different from the meeting venue), food and board expenses during the meeting period, rental for the meeting venue and transport expenses for traveling to the meeting venue.</p>	<p>The Board discuss matters through Board meetings. Board meetings include regular Board meetings and provisional Board meetings.</p> <p>The Board meetings shall be held at least four times every year and shall be convened by the Chairman. The notice for such meeting shall be given to all Directors fourteen (14) days in advance. In case of emergencies, an extraordinary Board meeting may be convened if proposed by shareholders with more than one-tenth of voting rights, more than one-third of Directors, or more than a half of independent Directors or supervisors or the general manager of the Company. The Chairman may, when considering it necessary, decide to convene and preside over a provisional Board meeting. The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal.</p> <p>Where the securities regulator requires the Company to convene a provisional Board meeting, the Chairman shall convene and preside over a Board meeting within ten days after receipt of the requirement from the securities regulator.</p> <p>The reasonable expenses incurred by the Directors for attending board meeting shall be borne by the Company. Such expenses include traveling expenses incurred by the Directors for traveling from his place to the meeting venue (if a Director's place is different from the meeting venue), food and board expenses during the meeting period, rental for the meeting venue and transport expenses for traveling to the meeting venue.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
140.	Article 171 (Original Article 108)	<p>Meeting and extraordinary meeting of the Board shall be convened in the following manners:</p> <p>.....</p> <p>(3) If there is a need to hold a Board meeting in case of emergency, the Chairman shall ask the Secretary to the Board to, not less than five (5) days and not more than ten (10) days prior to the day when the special Board meeting is held, inform all the Directors and supervisors the time and the place of the Board meeting by way of telegraph, telex, facsimile, electronic mail, courier, registered mail or by specially designated person.</p> <p>(4) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include agenda of the meeting. Any Director may waive the right to receive notice of the meeting of the Board.</p>	<p>Meeting and extraordinary meeting of the Board shall be convened in the following manners:</p> <p>.....</p> <p>(3) If there is a need to hold a provisional Board meeting, the Chairman shall, five (5) days prior to the day when the provisional Board meeting is held, inform all the Directors and supervisors the time and the place of the Board meeting by way of telegraph, telex, facsimile, electronic mail, courier, registered mail or by specially designated person. Where a provisional Board meeting needs to be convened in emergency, the notice of meeting may be sent at any time by telephone or by other verbal means, but the convener shall make explanations at the meeting.</p> <p>(4) The notice shall be in Chinese and, if necessary, an English version of the same shall be enclosed therein and the notice shall include agenda of the meeting. Any Director may waive the right to receive notice of the meeting of the Board.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>The notice of a Board meeting shall specify:</p> <ul style="list-style-type: none"> (1) the date and venue of the meeting; (2) the form of the meeting; (3) duration of the meeting; (4) reason and proposals; (5) meeting materials necessary for voting of Directors; (6) requirement that Directors shall personally attend or authorize other Directors to attend the meeting; (7) the convener and the presider of the meeting, the proponent of the provisional meeting as well as the written proposals; (8) contact person and means of contact; (9) date on which the notice is sent. <p>A verbal meeting notice shall at least include (1), (3) and (4) above, and the explanations for a provisional Board meeting convened in emergency. Where two or more independent Directors consider that the information provided is insufficient or the proof is not enough, they may jointly request the Board in writing to postpone the convening of the Board meeting or the discussion of the issues, the Board shall accept such request and the Company shall disclose the relevant circumstances in a timely manner.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
141.	Article 174 (Original Article 110)	<p>The quorum of the meeting of the Board shall be more than one-half of the Directors (including those Directors who is entrusted to attend the meeting as stipulated by the Article 112 of the Articles of Association of the Company).</p> <p>.....</p> <p>Where a Director has any interest in the subject matter to be resolved at the meeting of the Board, such Director shall withdraw from the meeting, abstain from voting, shall not represent other Directors to exercise the voting right and shall not be taken into account in counting the quorum of Directors present at the meetings.</p>	<p>The quorum of the meeting of the Board shall be more than one-half of the Directors (including those Directors who is entrusted to attend the meeting as stipulated by the Article 175 of the Articles of Association of the Company).</p> <p>.....</p> <p>If any Director is related with the enterprise involved in the resolution made at a Board meeting, the said Director shall not vote on the said resolution for himself/herself or on behalf of other Directors. A Board meeting may be held when more than half of the non-related Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-related Directors, but if the matter considered is a matter that must be passed by more than two thirds of Directors, it must be passed by more than two thirds of non-related Directors. If the number of non-related Directors attending the meetings is less than 3, the issue shall be submitted to the general meeting for deliberation.</p>
142.	Article 176 (Original Article 113)	<p>.....</p> <p>.....</p> <p>The minutes of Board meetings shall, as the company file, be saved by the secretary to the Board. Retention of the Board minutes is for 15 years.</p>	<p>.....</p> <p>.....</p> <p>The minutes of Board meetings shall, as the company file, be saved by the secretary to the Board. Retention of the Board minutes is for 10 years.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
143.	New Article 177	No relevant content in the original Articles of Association	<p>The minutes of a Board meeting shall include:</p> <ul style="list-style-type: none">(1) the date, venue and name of the convener of the meeting;(2) the names of the attending Directors and the Directors (proxies) attending the meeting on behalf of others;(3) the agenda of the meeting;(4) summaries of the speeches of Directors;(5) the voting methods and results for each proposal (the voting results shall set out the respective number of assenting or dissenting or abstaining votes);

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
144.	Article 178 (Original Article 114)	Written motions can be used by the Board in lieu of the Board meeting, but the draft of the motion shall be served by hand, mail, or fax to every Director. if the written motion has been served to all Directors and the number of Directors who sign for consent on one or a few copies of the draft with the same format and content reaches the quorum for relevant decisions, the motion shall, after being served to the Secretary to the Board in the manners described above, become the resolution of the Board, and the Board meeting is no longer required to convene.	<p>Voting on Board meetings may be conducted by registered poll or by a show of hands. Provisional Board meetings may be held and pass resolutions by means of communication, with the resolutions signed by the attending Directors, provided that the Directors fully express their opinions.</p> <p>Where the Directors cannot sign the resolutions made at a telephone meeting or video meeting in real time, they may give a verbal vote first and responsively affix the written signature thereof. The verbal vote by a Director shall have the same effect as the written signature, provided that there is no discrepancy between the opinions expressed by such Director in completing the written signature and the opinions orally expressed by him during the meeting. If there is a discrepancy between the two, the opinions orally expressed shall prevail.</p> <p>If a Board meeting is held via circulation of written proposal, Directors or proxies thereof shall write down their opinions of pros or cons on the proposal. Once the number of Directors voting in favor of the proposal has reached the quorum necessary for resolving on the proposal as specified in the Articles of Association, such proposal shall be passed as a resolution of the Board.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
145.	New Article 179	No relevant content in the original Articles of Association	With the approval of the general meeting, the Company may purchase liability insurance for Directors. The coverage of liability insurance shall be agreed upon in a contract, excluding liability resulting from violation of laws, regulations and the Articles of Association by Directors.
146.	Article 180 (Original Article 115)	The Company shall have Secretary to the Board. The Secretary is a senior management of the Company. 	The Company shall have Secretary to the Board. The Secretary is a senior management of the Company nominated by the Chairman, appointed by and accountable to the Board.
147.	CHAPTER 13	CHAPTER 13 GENERAL MANAGER OF THE COMPANY	CHAPTER 13 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS OF THE COMPANY

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
148.	Article 183 (Original Article 118)	The Company shall have one general manager who is nominated, hired or dismissed by the Board. The Company shall have a certain number of assistant general managers, to assist the work of the general manager. The Board shall decide member of the Board can act concurrently as General Manager.	<p>The Company shall have one general manager who is nominated, hired or dismissed by the Board. The Company shall have a certain number of assistant general managers, to assist the work of the general manager. The Company shall have one chief financial officer. The Board can decide member of the Board to act concurrently as general manager.</p> <p>The general manager shall serve a term of three years and may serve consecutive terms upon reappointment.</p> <p>The appointment and dismissal of senior management members shall follow statutory procedures and shall be timely disclosed. Controlling shareholders, de facto controllers and their related parties shall not interfere with the normal selection procedures for senior management members and shall not directly appoint or dismiss any senior management members without authorization from general meetings and the Board.</p> <p>Members of staff of the controlling shareholders of the Company who serve administrative positions other than Director and supervisor shall not serve as senior management officer of the Company.</p> <p>The Company shall enter into appointment contracts with senior management members to specify the rights and obligations of both parties.</p> <p>The provisions on Directors' obligations of honesty under Article 145 of the Articles of Association and the provisions on Directors' obligations of diligence under Items (4)–(6) of Article 146 shall also apply to senior management members.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
149.	Article 184 (Original Article 119)	<p>The general manager of the Company shall be responsible to the Board and shall have the following powers and duties:</p> <p>.....</p> <p>(6) to employ and dismiss deputy managers and persons in charge of financial matters;</p> <p>(7) to employ and dismiss management staff other than those who shall be employed and dismissed by the Board;</p> <p>.....</p>	<p>The general manager of the Company shall be responsible to the Board and shall have the following powers and duties:</p> <p>.....</p> <p>(6) to employ and dismiss senior management members of the Company other than the Secretary to the Board;</p> <p>(7) to employ and dismiss responsible management members other than those who shall be employed and dismissed by the Board;</p> <p>.....</p>
150	New Article 188	No relevant content in the original Articles of Association	The general manager may resign from his/her office prior to the expiry of his/her term of office. The procedure and rules for resignation of the general manager shall be specified in the labour contract between the general manager and the Company.
151.	New Article 189	No relevant content in the original Articles of Association	The general managers shall formulate work regulations for managers, which shall be submitted to the Board for approval before implementation.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
152.	New Article 190	No relevant content in the original Articles of Association	<p>The detailed working regulations of the general manager include the following:</p> <p>(1) conditions, procedures and participants for holding general manager's meetings;</p> <p>(2) respective duties and division of labor of the general manager and other senior management members;</p> <p>(3) limits of authority in using company funds and assets as well signing of significant contracts, together with the reporting system to the Board and the Supervisory Committee;</p> <p>(4) other matters considered necessary by the Board.</p>
153.	New Article 191	No relevant content in the original Articles of Association	If any senior management member violates the laws, administrative regulations, departmental rules or the Articles of Association, thereby incurring any loss to the Company, the said senior management member shall be liable for compensation.
154.	New section title	Chapter 14 SUPERVISORY COMMITTEE	<p>Chapter 14 SUPERVISORY COMMITTEE</p> <p>Section I Supervisors</p>
155.	Article 192 (Original Article 123)	The Company shall have a supervisory committee. The supervisory committee is the Company's standing internal supervisory organ. Its responsibilities are to exercise supervision over the Board and its members and the general manager, assistant general manager and other senior managements·····	The Company shall have a supervisory committee. The supervisory committee is the Company's standing internal supervisory organ. Its responsibilities are to exercise supervision over the Board and its members and the general manager, assistant general manager and other senior management members·····

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
156.	New Article 193	No relevant content in the original Articles of Association	The supervisors shall observe the laws, administrative regulations and the Articles of Association, shall fulfil the obligations of honesty and diligence to the Company, and shall not abuse their official powers to accept bribes or other unlawful income or expropriate the Company's property.
157.	New Article 194	No relevant content in the original Articles of Association	The supervisors shall ensure the information disclosed by the Company is true, accurate and complete.
158.	New Article 195	No relevant content in the original Articles of Association	The supervisors may attend Board meetings and make inquiries about or present suggestions on the resolutions of Board meetings.
159.	New Article 196	No relevant content in the original Articles of Association	The supervisors shall not use the related party relationship to the detriment of the interests of the Company, and shall be liable for compensation for any loss incurred to the Company.
160.	New Article 197	No relevant content in the original Articles of Association	If any supervisor violates the laws, administrative regulations, departmental rules and the Articles of Association in fulfilling his/her duties, thereby incurring any loss to the Company, the said supervisor shall be liable for compensation.
161.	New section title	No relevant content in the original Articles of Association	Section II Supervisory Committee
162.	Article 199 (Original Article 125)	The Supervisory Committee is composed of three shareholder representatives and two representatives of the employees. The shareholder supervisors shall be elected and removed by the shareholders' general meeting, and the employee representatives shall be elected and dismissed by the workers democratically. 	The Supervisory Committee shall consist of five supervisors, and the proportion of employee representative supervisors shall not be less than one third. The shareholder supervisors shall be elected and dismissed by the shareholders' general meeting, and the employee representative supervisors shall be elected and dismissed by the workers democratically.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
163.	New Article 200	No relevant content in the original Articles of Association	<p>A supervisor may resign from his/her office prior to the expiry of his/her term of office and shall tender a written resignation to the Supervisory Committee.</p> <p>If the term of office of a supervisor expires but re-election is not made responsively or if any supervisor resigns during his/her term of office so that the membership of the Supervisory Committee falls short of the quorum, the said supervisor shall continue fulfilling the duties as supervisor pursuant to the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association until a new supervisor is elected.</p> <p>Save as provided in the preceding paragraph, a supervisor's resignation shall be effective when his/her resignation is served to the Supervisory Committee.</p>
164.	Article 201 (Original Article 126)	The director, general manager, deputy general manager and chief financial officer of the Company shall not serve as supervisors at the same time.	The Director, general manager, deputy general manager and chief financial officer of the Company shall not serve as supervisors at the same time.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
165.	Article 202 (Original Article 127)	The Supervisory Committee shall hold meetings at least once a year, convened by the Chairman of the Supervisory Committee.	<p>The Supervisory Committee shall hold meetings at least once every six months, convened by the Chairman of the Supervisory Committee, with the notice of meeting served in writing to all the supervisors ten days in advance.</p> <p>Supervisors may propose to convene a provisional Supervisory Committee meeting. The notice of the provisional meeting shall be served in writing to all the supervisors five days in advance. Where a provisional meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means.</p> <p>The notice of a Supervisory Committee meeting shall specify at least: the date, venue and duration of the meeting, the reason for convening the meeting and relevant topics, and the date on which the notice is sent.</p> <p>The Supervisory Committee may request Directors, senior management members, internal and external auditors to attend a Supervisory Committee meeting for answering any question concerned.</p> <p>Supervisors shall attend Supervisory Committee meetings in person. If any supervisor cannot attend the meeting for any reason, he may authorize in writing another supervisor to act on his behalf. If any supervisor fails to attend Supervisory Committee meetings in person or by proxy for two consecutive times, the said supervisor shall be deemed as incapable of performing his duties and shall be dismissed at the general meeting (if the supervisor is a shareholder's representative) or at the employee representatives' meeting, employees' meeting or in other forms (if the supervisor is an employee representative).</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
166.	Article 203 (Original Article 128)	<p>The Supervisory Committee shall be responsible to the shareholders' general meeting, and shall, in accordance with the law, exercise the following rights:</p> <ul style="list-style-type: none"> (1) to check the Company's financial affairs; (2) to oversight the directors, general manager, deputy general manager and other senior managers on the matters of their violation of laws, administrative regulations or the articles of association while performing their duties at company; (3) to supervise the performance of the directors, general manager, deputy general manager and other senior managers, and to file a recall proposal of the aforementioned personnel in case of their violation of laws, administrative regulations or the articles of association, the resolutions of the shareholders' general meeting; (4) to check the financial report, the business report and profit distribution plan and other financial information intended to be presented to the shareholders' general meeting by the Board, and to commission certified public accountants and practicing auditors to help to review them in the name of the Company, with any doubt being found; (5) to propose the convening of extraordinary general meeting; (6) to negotiate with the directors or file a suit against the directors on behalf of the Company; 	<p>Supervisors shall attend the Board meeting. The Supervisory Committee shall be responsible to the shareholders' general meeting, and shall, in accordance with the law, exercise the following rights:</p> <ul style="list-style-type: none"> (1) to examine the regular reports of the Company prepared by the Board and produce written opinions thereon; (2) to inspect the financial affairs of the Company. The supervision record of the Supervisory Committee and the results of financial inspection shall be an important basis for performance appraisal of Directors and senior management members; (3) to supervise the performance of the Directors, general manager, deputy general manager and other senior management members in case of their violation of laws, administrative regulations or the Articles of Association;

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
		<p>(7) to propose to convene a temporary shareholders' general meeting, and to convene and preside over the shareholders' general meeting in case of the Board failing to fulfill its duty to convene and preside over the shareholders' general meeting in accordance with the provisions hereof;</p> <p>(8) any other functions and rights provided by laws and the articles of association.</p>	<p>(4) to supervise the performance of the Directors, general manager, deputy general manager and other senior management members, and propose dismissal of the aforementioned personnel who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings. If the Supervisory Committee identifies any violation of laws, regulations or the Articles of Association by any Director or senior management members, it shall perform its supervision duties to either report to the Board or the general meeting, or report directly to the securities supervision and administration agency of the State Council and its local offices, the stock exchange in the place where the stocks of the Company are listed or other authorities;</p> <p>(5) to check the financial information that the Board intends to submit to the general meeting, such as financial reports, business reports and profit distribution plans, and authorize, in the name of the Company, certified public accountants and certified auditors to help review them if any issue is found;</p> <p>(6) to propose to convene an extraordinary general meeting, and to convene and preside over a general meeting in case of the Board failing to fulfill its duty to convene and preside over the general meeting in accordance with the Company Law;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(7) to negotiate with Directors and senior management members on behalf of the Company or initiate legal proceedings against the Company's Directors and senior management members;</p> <p>(8) to submit proposals to general meetings;</p> <p>(9) to propose to convene a temporary shareholders' general meeting, and to convene and preside over the Shareholders' general meeting in case of the Board failing to fulfill its duty to convene and preside over the shareholders' general meeting in accordance with the provisions hereof;</p> <p>(10) any other functions and rights provided by laws and the Articles of Association.</p> <p>Supervisors shall attend Board meetings.</p>
167.	Article 204 (Original Article 129)	.....	<p>.....</p> <p>The Supervisory Committee shall formulate the rules of procedure for meetings of the Supervisor Committee specifying the rules of procedure and voting procedure for Supervisor Committee meetings, to ensure the work efficiency and scientific decision making of the Supervisory Committee.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
168.	Article 206 (Original Article 131)	…… The minutes of the meetings of the Supervisory Committee shall, as the company file, be saved by the secretary to the Board. Retention of the minutes shall be for 15 years.	…… The minutes of the meetings of the Supervisory Committee shall, as the company file, be saved by the secretary to the Board. Retention of the minutes shall be for 10 years.
169.	Article 207 (Original Article 132)	……	A supervisor shall carry out his/her supervisory duties honestly and faithfully in accordance with the laws, administrative regulations and the Articles of Association.
170.	Article 208 (Original Article 133)	<p>A person shall be disqualified from being a Director, supervisor, general manager, assistant general manager or other senior management members of the Company in any one of the following circumstances:</p> <p>……</p> <p>(7) the person is not eligible for acting in the leadership of a company or enterprise according to the laws or administrative regulations;</p> <p>(8) the person is not a natural person;</p> <p>(9) a period of less than five (5) years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty.</p>	<p>A person shall be disqualified from being a Director, supervisor, general manager, assistant general manager or other senior management members of the Company in any one of the following circumstances:</p> <p>……</p> <p>(7) the person is under a penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which penalty is still effective;</p> <p>(8) the person is not eligible for acting in the leadership of a company or enterprise according to the laws or administrative regulations;</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(9) the person is not a natural person;</p> <p>(10) a period of less than five (5) years has elapsed since the person was adjudged by the relevant governing authority to be guilty of contravention of provisions of securities regulations involving fraud or dishonesty;</p> <p>(11) the person has other contents specified in laws, administrative regulations, departmental rules, normative documents or the listing rules of the stock exchange in the place where the shares of the Company are listed.</p> <p>Where any Director, supervisor or senior management member is elected, appointed or engaged counter to the provisions in this article, the said election, appointment or engagement shall be invalid. Where any Director, supervisor or senior management member gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as Director, supervisor, president or senior management officer.</p> <p>The aforesaid period shall start from the closing date of the general meeting or Board meeting held to elect, appoint or engage Directors, supervisors and senior management members.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
171.	Article 215 (Original Article 140)	Except as provided in Article 56 of the Articles of Association of the Company, Directors, supervisors, general manager, assistant general manager or other senior management of the Company may be exempted from liabilities for specific breach of duties with informed consent by the general meeting.	Except as provided in Article 64 of the Articles of Association of the Company, Directors, supervisors, general manager, assistant general manager or other senior management of the Company may be exempted from liabilities for specific breach of duties with informed consent by the general meeting.
172.	Article 221 (Original Article 146)	A loan guarantee provided by the Company in breach of provision under paragraph (1) of Article 144 shall be unenforceable against the Company, except under the following circumstances: 	A loan guarantee provided by the Company in breach of provision under paragraph (1) of Article 219 shall be unenforceable against the Company, except under the following circumstances:
173.	Article 225 (Original Article 150)	..... (2) a takeover offer made by any person with a view to the offer of becoming the controlling Shareholder. The definition shall be the same as the one defined in Article 57 of the Articles of Association of the Company. .....	..... (2) a takeover offer made by any person with a view to the offer of becoming the controlling Shareholder.
174.	Article 228 (Original Article 153)	At each general meeting of shareholders, the Board of the Company shall submit to shareholders the financial reports prepared by the Company as required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and other governing authorities.	At each annual general meeting of shareholders, the Board of the Company shall submit to shareholders the financial reports prepared by the Company as required by the relevant laws, administrative regulations and mandatory documents promulgated by the local government and other governing authorities.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
175.	Article 229 (Original Article 154)	<p>.....</p> <p>The Company shall send by prepaid mail a copy of the aforesaid report together with the balance sheet (including every document required to be attached under relevant laws, administrative regulations and listing rules of stock exchange(s) on which the shares of the Company may be listed) and income statement or profit and loss account and Directors' report to each holder of foreign shares listed outside the PRC at the recipient's address shown in the register of members, no later than twenty-one (21) days prior to an annual general meeting.</p>	<p>.....</p> <p>Unless otherwise provided in the Articles of Association, the Company shall send by prepaid mail a copy of the aforesaid report together with the balance sheet (including every document required to be attached under relevant laws, administrative regulations and listing rules of stock exchange(s) on which the shares of the Company may be listed) and income statement or profit and loss account and Directors' report to each holder of foreign shares listed outside the PRC at the recipient's address shown in the register of members, no later than twenty-one (21) days prior to an annual general meeting.</p>
176.	Article 230 (Original Article 155)	The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations.	<p>The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p> <p>Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
177.	Article 231 (Original Article 156)	The interim/annual results or the financial information to be published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations.	<p>The Company shall submit annual financial reports to the office of the securities regulatory authority of the State Council and the Shenzhen Stock Exchange within 4 months from the end of each fiscal year, submit semi-annual financial reports to the office of the securities regulatory authority of the State Council and the Shenzhen Stock Exchange within 2 months from the end of the first 6 months of each fiscal year, and submit quarterly financial reports the office of the securities regulatory authority of the State Council and the Shenzhen Stock Exchange within 1 month from the end of the first 3 months and 9 months respectively of each fiscal year.</p> <p>The aforesaid financial reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules.</p>
178.	Original Article 157	The Company shall publish its financial reports at least twice in each financial year. The interim financial report shall be within sixty (60) days after the end of the first six (6) months of the financial year and the annual financial report shall be published within one hundred and twenty (120) days after the end of the financial year.	This article has been deleted.
179.	Article 232 (Original Article 158)	The Company shall not have other books of account other than the statutory books of account.	The Company shall not have other books of account other than the statutory books of account. The assets of the Company shall not be deposited in any personal account.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
180.	Article 234 (Original Article 160)	<p>.....</p> <p>Profits left after making up for losses and the withdrawal of the legal surplus shall be allocated in accordance with the proportion of shares held by the shareholders.</p> <p>If the shareholders' general meeting or the Board, in violation of the provisions of the preceding paragraphs, distributes profits to shareholders before covering the losses and the withdrawal of the legal surplus, the profits distributed against the provisions hereof shall be refunded to the Company.</p>	<p>.....</p> <p>After the legal surplus is withdrawn out of the profits after tax, discretionary legal surplus may also be withdrawn out of the same as per a resolution made at a general meeting.</p> <p>Profits left after making up for losses and the withdrawal of the legal surplus shall be allocated in accordance with the proportion of shares held by the shareholders, save for distribution which isn't made in proportion to shareholding as specified in these articles of association.</p> <p>If the shareholders' general meeting or the Board, in violation of the provisions of the preceding paragraphs, distributes profits to shareholders before covering the losses and the withdrawal of the legal surplus, the profits distributed against the provisions hereof shall be refunded to the Company.</p> <p>The shares of the Company held by the Company shall not be subject to profit distribution.</p> <p>In the event that the Company's capital is misappropriated by a shareholder against regulations, the Company shall deduct the cash dividends entitled by such shareholder correspondingly for repaying the misappropriated capital</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
181.	Article 237 (Original Article 163)	Dividends shall, in accordance with the proportion of shares held by shareholders, be allocated within six months after the end of each fiscal year. The dividend distribution plan shall be approved by the shareholders' general meeting in terms of ordinary resolution. Unless otherwise determined by the shareholders' general meeting, the shareholders' general meeting may authorize the Board to assign interim dividends.	Unless otherwise provided in the Articles of Association, the dividend distribution plan shall be approved by the shareholders' general meeting by way of ordinary resolution. Unless otherwise determined by the shareholders' general meeting, the shareholders' general meeting may authorize the Board to distribute interim dividends.
182.	New Article 238	No relevant content in the original Articles of Association	<p>Basic principles of profit distribution of the Company:</p> <p>(I) The Company shall first distribute profits in cash dividends;</p> <p>(II) The Company shall focus on returns on shareholders investors, maintain the continuity and stability of the profit distribution policy, and take into account long-term interests of the Company, overall interests of all the shareholders and sustainable development of the Company.</p>
183.	New Article 239	No relevant content in the original Articles of Association	<p>The specific profit distribution policy of the Company:</p> <p>(I) form of profit distribution: The Company shall distribute dividends in cash or shares or in a way integrating cash and shares. If meeting conditions for cash dividends, the Company shall first distribute profits in cash dividends. If meeting conditions for cash dividends without distribution, the Company shall fully disclose the reasons of non-distribution.</p> <p>(II) interval of profit distribution: The Company, in principle, adopts an annual profit distribution policy. The Board of the Company may propose an interim profit distribution plan according to profitability, cash flow and capital demand plan, which shall be implemented upon consideration and approval by the extraordinary general meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(III) specific conditions for the Company to distribute cash dividends:</p> <p>Except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year and the auditor has issued an unqualified audit report on the Company's annual or interim financial report. Special circumstances are:</p> <ol style="list-style-type: none"> 1. negative net operating cash flow in the current year; 2. any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition, equipment procurement or R&D expenditure reaches or exceeds 50% of the Company's audited net assets in the most recent fiscal year; or the Company's accumulated capital expenditure for intended external investment, asset acquisition, equipment procurement or R&D expenditure reaches or exceeds 30% of the Company's total audited assets in the most recent fiscal year; 3. other circumstances which the Board believes to be not suitable for distributing cash dividends.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(IV) Without jeopardizing the reasonable share capital and shareholding structure, with a view to providing investment return to its shareholders and sharing the Company's value, and starting from the real factors such as the Company's growth, the dilution of net assets per share, the matching between the Company's share price and the Company's share capital scale, when the Company's share valuation is at a reasonable level, the Company may distribute share dividends upon the fulfillment of the conditions of the aforementioned cash dividend distribution.</p> <p>(V) differentiated cash dividend policies</p> <p>The Company shall, taking into consideration factors such as industry characteristics, the Company's development stage, business operation model, profitability level and whether there are significant capital expenditure arrangements, and the Board shall propose differentiated cash dividend policies according to the following circumstances and submit them to the general meeting of shareholders for approval:</p> <ol style="list-style-type: none"> 1. If the Company is fully developed and has no major capital expenditure arrangements, cash dividends shall take up a minimum of 80% in profit distribution;

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>2. If the Company is fully developed and has major capital expenditure arrangements, cash dividends shall take up a minimum of 40% in profit distribution;</p> <p>3. If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;</p> <p>4. If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
184.	New Article 240	No relevant content in the original Articles of Association	<p>Consideration procedure for the profit distribution plan of the Company</p> <p>(1) The profit distribution plan of the Company shall be prepared by the general manager of the Company before being submitted to the Board and the supervisory committee of the Company for consideration. In considering the profit distribution plan, the Board of Directors shall study and discuss, among others, the timing, conditions as well as the minimum ratio, conditions for adjustments and the requirements of the procedures for decision making in respect of the cash dividend distribution. The Board shall thoroughly discuss the rationality of the profit distribution plan. The profit distribution plan shall be approved by over half of the Directors and shall be approved by more than half of the independent Directors of the Company and shall be issued with an independent opinion. The independent Directors may seek the opinion of the minority shareholders, devise a dividend distribution proposal accordingly and submit the same directly to the Board for consideration. The profit distribution plan formulated by the Board of Directors shall be reviewed and issued with audited opinion by the Supervisory Committee.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(2) Upon the consideration and approval of the profit distribution plan by the Board of Directors, it shall be submitted to the general meeting for consideration and approval. The consideration at the general meeting of the Company is subject to the disclosure of the audited opinion of the independent Directors and the Supervisory Committee simultaneously when announcing the resolution of the Board of Directors by the Company. When considering the profit distribution plan at the shareholders' general meeting, the Company shall ensure the rights of public shareholders to participate in the general meeting by making online voting and other means available.</p> <p>(3) Prior to the consideration of the specific cash dividend distribution proposal by the shareholders at the shareholders' general meeting, the Company shall communicate and exchange ideas through multiple channels such as answering investor's calls, company public mailboxes, online platforms, and convening investor meetings, and attentively listen to the opinions and demands of the minority shareholders and give timely response to the issues that concern them.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>(4) The cash profit distribution plan shall be approved by more than half of the voting rights held by the shareholders attending the general meeting, and the stock dividend distribution plan shall be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting.</p> <p>(5) When the Company fails to distribute cash dividends in accordance with the provisions of Article 239 due to special circumstances, the Board shall explain the specific reasons, the exact purpose of the retained profit and the estimated investment return, submit the same to the shareholders' general meeting for consideration after the independent Directors have expressed their clear opinions thereon, and disclose the same through the medium designated by the Company.</p>
185.	Original Article 164	<p>The Company may take the following forms of distribution of dividends:</p> <p>(1) cash;</p> <p>(2) stocks.</p>	This article has been deleted.
186.	Article 241 (Original Article 165)	The Board shall, within two months after the resolution on profit distribution plan achieved by the shareholders' general meeting, complete the distribution of the dividends (or shares).	<p>Implementation of the profit distribution plan of the Company</p> <p>The Board shall, within 60 days after the resolution on profit distribution plan achieved by the shareholders' general meeting, complete the distribution of the dividends (or shares).</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
187.	New Article 242	No relevant content in the original Articles of Association	<p>Modification of the profit distribution policy of the Company</p> <p>The Company shall strictly implement the profit distribution policy determined in the Articles of Association and the specific profit distribution plan considered and approved at the general meeting. If there are changes to the Company's external operational environment and has a significant impact on the Company's production and operation, or there are relatively significant changes to the Company's operational position and it is necessary to adjust the profit distribution policy determined by the Articles of Association, the Company may adjust its profit distribution policy.</p> <p>In case of war, natural disasters and other force majeure events, which resulting in material impact on its production and operation, or relatively significant changes to the Company's operational position, the Company may adjust its profit distribution policy.</p> <p>The Board must conduct specific discussion over adjustment to the Company's profit distribution policies, provide detailed reasoning for such adjustment, and submit the written report to the general meeting and approved by at least two-thirds of the votes held by the shareholders present at the general meeting after being agreed by the independent Directors. Considering the alterations to its profit distribution policies by the general meeting, the Company must make online voting available to the Shareholders.</p>
188.	New Article 247	No relevant content in the original Articles of Association	<p>The Company shall conduct internal audit and assign full-time auditors to conduct internal audit and supervision on the financial revenues/ expenditures and economic activities of the Company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
189.	New Article 248	No relevant content in the original Articles of Association	The internal audit system and duties of the auditors of the Company shall be subject to the approval of the Board. The officer in charge of audit shall be accountable to the Board and report his/her work to the same.
190.	Article 249 (Original Article 170)	<p>The Company shall engage independent accountants firms which satisfy the relevant stipulations of the PRC to audit the annual financial reports and other financial reports of the Company.</p> <p>The first accountants firm may be appointed by the founders meeting prior to the first annual general meeting and the accountants firm so appointed shall hold office until the conclusion of the first annual general meeting.</p> <p>If the inaugural meeting fails to exercise its aforesaid powers, those powers shall be exercised by the Board.</p>	<p>The Company shall engage independent accountants firms which satisfy the relevant stipulations of the PRC and are “qualified for securities business” to audit the annual financial reports and other financial reports of the Company.</p> <p>The Company shall undertake to provide the accountants firms with true and complete accounting vouchers, accounting books, financial reports and other accounting information, and shall not reject, conceal or misstate any information.</p>
191.	Article 250 (Original Article 171)	The certified public accountants’ firm appointed by the Company shall hold office from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual meeting.	The certified public accountants’ firm appointed by the Company shall serve a term of one year from the conclusion of the annual general meeting at which the appointment is made until the conclusion of the next annual meeting and may be reappointed.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
192.	Article 266 (Original Article 187)	<p>The amalgamation of the Company may take the form of either amalgamation by absorbing another company or amalgamation by establishing a new company.</p> <p>In case of a consolidation of the Company, various parties involved shall sign the consolidation agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the consolidation, notify the creditors and publish an announcement in China Securities Journal and other national newspapers at least three (3) times within thirty (30) days.</p> <p>Upon amalgamation, all claims and liabilities of the parties to the amalgamation shall be taken over by the company which exists after the amalgamation or by the newly established company.</p>	<p>The Company may be merged or divided pursuant to laws.</p> <p>The amalgamation of the Company may take the form of either amalgamation by absorbing another company or amalgamation by establishing a new company. One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is a consolidation, and the companies being consolidated shall be dissolved.</p> <p>In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare balance sheets and property inventories. The Company shall notify all creditors within ten days after adoption of the merger resolution and shall make announcements in newspapers within thirty days. The creditors may require the Company to repay debts or provide corresponding guarantees within thirty days after receipt of the notice or within forty-five days after the announcement if the creditors haven't received the notice.</p> <p>Upon amalgamation, all claims and liabilities of the parties to the amalgamation shall be taken over by the company which exists after the amalgamation or by the newly established company.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
193.	Article 267 (Original Article 188)	<p>In case of a demerger of the Company, its assets shall be divided correspondingly.</p> <p>In case of a demerger by the Company, various parties involved shall sign the demerger agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the demerger, notify the creditors and publish an announcement in China Securities Journal and other national newspapers at least three (3) times within thirty (30) days.</p> <p>In accordance with the agreement made, the debts of the Company before the demerger shall be borne by the Company after the demerger.</p>	<p>In case of a demerger of the Company, its assets shall be divided correspondingly.</p> <p>In case of a demerger by the Company, various parties involved shall sign the demerger agreement and prepare the balance sheet and the property list. The Company shall, within ten (10) days upon passing the resolution for the demerger, notify the creditors and publish an announcement in newspapers at least three (3) times within thirty (30) days.</p> <p>The debts of the Company prior to the division shall be undertaken by the companies after division, save as otherwise specified in the written agreement on debt repayment reached between the Company and its creditors before division.</p>
194.	New Article 268	No relevant content in the original Articles of Association	<p>Where the Company needs to decrease the registered capital, the Company shall prepare a balance sheet and a property inventory.</p> <p>The Company shall notify the creditors within ten days after adoption of the resolution to decrease the registered capital and shall make announcements within thirty days. A creditor may, within thirty days from the date of receipt of the written notice or, if he did not receive a written notice, within forty-five days from the date of the announcement, require the Company to repay debts or provide corresponding guarantees.</p> <p>The registered capital of the Company after decrease of capital shall not be less than the statutory minimum amount.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
195.	Article 269 (Original Article 189)	Changes in registration items arising from amalgamation or demerger shall be registered with company registration department in accordance with the laws; in the case of dissolution, the dissolution shall be registered according to the laws; where new companies are established, the establishment shall be registered according to the laws.	<p>Changes in registration items arising from amalgamation or demerger shall be registered with company registration department in accordance with the laws; in the case of dissolution, the dissolution shall be registered according to the laws; where new companies are established, the establishment shall be registered according to the laws.</p> <p>Increase or decrease of the registered capital of the Company shall be registered with the company registration authority according to law.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
196.	Article 270 (Original Article 190)	<p>The Company shall be dissolved and liquidated upon the occurrence of any the following events:</p> <ul style="list-style-type: none"> (1) where the general meeting resolves to dissolve the Company; (2) where dissolution of the Company is necessary for the amalgamation or demerger; (3) where the Company is adjudged insolvent in accordance with the applicable laws as a result of its inability to pay its debts when due; (4) the business registration is terminated, the business is forced to close or terminated; (5) in the event that there are serious difficulties with the operation and management of the Company and continuing the operation may seriously damage the interests of shareholders, whereas no further solution is available, the shareholders holding 10% of the total voting rights held by all shareholders of the Company may file a dissolution request with the People's Court for an order of dissolution. 	<p>The Company shall be dissolved and liquidated upon the occurrence of any the following events:</p> <ul style="list-style-type: none"> (1) circumstance for dissolution specified in the Articles of Association arises; (2) where the general meeting resolves to dissolve the Company; (3) where dissolution of the Company is necessary for the amalgamation or demerger; (4) where the Company is adjudged insolvent in accordance with the applicable laws as a result of its inability to pay its debts when due; (5) the business license is revoked according to law, or the Company is ordered to close or is cancelled; (6) in the event that there are serious difficulties with the operation and management of the Company and continuing the operation may seriously damage the interests of shareholders, whereas no further solution is available, the shareholders holding 10% of the total voting rights held by all shareholders of the Company may file a dissolution request with the People's Court for an order of dissolution.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
197.	Article 271 (Original Article 191)	<p>Where the Company is dissolved pursuant to the above paragraph (1), it shall within 15 days thereof establish a liquidation committee whose members shall be elected by shareholders at the general meeting by means of an ordinary resolution.</p> <p>Where the Company is dissolved pursuant to the above paragraph (2) of this section, the liquidation shall be jointly undertaken by parties to the merger or division with reference to the contract entered into during the process of such merger or division.</p> <p>Where the Company is dissolved pursuant to the above paragraph (3), the liquidation shall be carried out by a team of liquidation comprised of shareholders, relevant institutions and relevant professionals and established by the People's Court as stipulated under relevant laws.</p> <p>Where the Company is dissolved pursuant to the above paragraph (4), the liquidation shall be carried out by a team of liquidation comprised of shareholders, relevant institutions and relevant professionals and established by competent authorities.</p>	<p>In the circumstance set out in Item (1) of Article 270 the Company may continue to subsist by amending the Articles of Association.</p> <p>Where the Company is dissolved pursuant to Items (1), (2) and (6) of Article 270 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the Directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved according to item (4) of Article 270 of the Articles of Association, the people's court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p> <p>Where the Company is dissolved according to the item (5) of Article 270 of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
198.	Article 273 (Original Article 193)	<p>The liquidation committee shall notify the creditors within ten (10) days following its establishment and shall make public announcements in newspapers at least three (3) times within sixty (60) days.</p> <p>Creditors should, within thirty (30) days after receipt of the notice, or for those who do not receive the notice, within ninety (90) days from the date of the announcement, declare their claims to the liquidation committee. Any undeclared claims after the due date shall be deemed to have it waived. When declaring their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall register the claims.</p>	<p>The liquidation committee shall notify all creditors within ten days after its establishment and shall make announcements in newspapers within sixty days. The creditors shall declare their rights to the liquidation committee within thirty days after receipt of the notice or within forty-five days after announcement if the creditors haven't received the notice.</p> <p>The creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights. In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.</p>
199.	Article 275 (Original Article 195)	<p>.....</p> <p>The Company's assets shall be applied to liquidation following the order under the legal requirements and if no laws are applicable, they shall be applied by the impartial and reasonable order as determined by the liquidation committee.</p> <p>Any assets remaining after repayment of debts in accordance with the provisions above shall be distributed to shareholders in proportion to the class and number of shares held by them.</p> <p>During the liquidation, the Company shall not carry on any new business activities.</p>	<p>.....</p> <p>The Company shall, according to the class and proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts.</p> <p>The Company shall subsist in the course of liquidation but shall not conduct any business operations unrelated to liquidation. Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
200.	New Article 278	No relevant content in the original Articles of Association	<p>Any member of the liquidation committee shall dutifully and lawfully fulfill the liquidation obligation. Any member of the liquidation committee shall not abuse his official powers to accept bribes or other unlawful gains, and not to expropriate the Company's assets.</p> <p>Where any member of the liquidation committee causes any loss to the Company or the creditors with will or serious negligence, the said member shall be liable for compensation.</p>
201.	New Article 279	No relevant content in the original Articles of Association	Where the Company declares bankrupt according to law, bankruptcy liquidation shall be conducted pursuant to laws on bankruptcy of enterprises.
202.	Article 280 (Original Article 198)	The Company may amend the Articles of Association pursuant to the laws, administrative regulations and the provisions of the Articles of Association.	<p>The Company may amend the Articles of Association pursuant to the laws, administrative regulations and the provisions of the Articles of Association.</p> <p>The Company shall amend the Articles of Association in any of the following circumstances:</p> <p>(1) after amendments are made to the Company Law or other relevant laws and administrative regulations, the Articles of Association run counter to the said amendments;</p> <p>(2) the conditions of the Company have changed, and such change is not covered in the Articles of Association;</p> <p>(3) the general meeting has resolved to amend the Articles of Association.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
203.	Article 281 (Original Article 199)	<p>The Articles of Association may be amended in accordance with the following procedures:</p> <p>.....</p> <p>(3) Under the premise of complying with the relevant provisions of the Articles of Association, the amendments put to the vote at a general meeting shall be passed by way of a special resolution.</p>	<p>The Articles of Association may be amended in accordance with the following procedures:</p> <p>.....</p> <p>(3) Under the premise of complying with the relevant provisions of the Articles of Association, the amendments put to the vote at a general meeting shall be passed by way of a special resolution.</p> <p>Where the amendments to the Articles of Association involve matters requiring disclosure by law and regulations, the amendments shall be announced as required.</p>
204.	New Article 282	No relevant content in the original Articles of Association.	<p>Any amendment to the Articles of Association passed by a resolution at a general meeting shall be filed with the competent authorities for approval if it is so required. If there is any change relating to the registered particulars of the Company, application shall be made for a change of registration in accordance with the law.</p> <p>The Board shall amend the Articles of Association in accordance with the resolution of the general meetings on amendment to the Articles of Association and the examination and approval opinions from relevant competent authorities.</p>
205.	Newly added section title	CHAPTER 25 NOTICE	<p>CHAPTER 25 NOTICE AND ANNOUNCEMENT</p> <p>Section 1 Notice</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
206.	New Article 284	No relevant content in the original Articles of Association	<p>The notice of the Company may be served as follows:</p> <ul style="list-style-type: none"> (1) by personal delivery; (2) by post; (3) by fax or email; (4) by publication on the website of the Company and the websites designated by the stock exchange under the precondition of conforming to laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association; (5) by announcement; (6) by other means specified in the Articles of Association; (7) by other means agreed by the Company or the notified party in advance or accepted by the notified party after receipt of the notice; (8) by other means accepted by the regulators in the place where the shares of the Company are listed or prescribed in the Articles of Association.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>For the means by which the Company provides or delivers communications of the Company to the shareholders of H shares pursuant to Hong Kong Listing Rules, such communications may be published on the website designated by the Company and/or the website of Hong Kong Stock Exchange or by electronic means provided or delivered to the shareholders of H shares under the precondition of conforming to the laws, regulations and listing rules in the listing place, and the Articles of Association.</p> <p>For the purpose of the foregoing paragraph, communications of the Company shall mean any document delivered or to be delivered by the Company for the reference of any shareholders of H shares or other people required in Hong Kong Listing Rules, or for taking any action, including but not limited to:</p> <ol style="list-style-type: none"> 1. annual reports of the Company (including reports of the Board and the annual account, audit report and financial summary report (if applicable) of the Company); 2. interim reports and interim summary reports (if applicable) of the Company; 3. notices of meetings;

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
			<p>4. listing documents;</p> <p>5. circulars;</p> <p>6. proxy form (the definition of which shall be subject to the listing rules of the stock exchange in the place where the shares of the Company are listed).</p> <p>When the power prescribed in the Articles of Association is exercised to deliver notices by announcements, such announcements shall be published by the methods specified in Hong Kong Listing Rules.</p>
207.	Original Article 202	<p>Unless otherwise provided hereby, the notice, information or written statement sent by the Company to the shareholders of foreign investment shares listed outside the People's Republic of China, shall, subject to such addresses as are recorded in the register of shareholders of foreign investment shares listed outside the People's Republic of China, be served by hand or by prepaid letter or by electronic communication or by other ways provided or permitted by relevant laws, regulations, the Listing Rules or the provisions of the regulators of the listing place of the Company.</p> <p>The Company shall publish the notice sent to shareholders of domestic shares in one or more newspapers specified by the securities authority of the State Council, and once the notice is published, all shareholders of domestic shares shall be deemed to have received the notice.</p>	This article has been deleted.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
208.	New Article 285	No relevant content in the original Articles of Association.	<p>Notice of general meeting of the Company shall be served by announcement.</p> <p>Notice of Board meeting of the Company shall be served by personal delivery, fax, telephone, email or other means.</p> <p>Notice of meeting of the Supervisory Committee of the Company shall be served by personal delivery, fax, email or other means.</p>
209.	New Article 286	No relevant content in the original Articles of Association.	<p>If the notice of the Company is served by personal delivery, the recipient shall affix signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the fifth business day after handover to the post office shall be the date of service, and the said notice shall be deemed as having been received by all relevant persons once it is announced; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service; if the notice of the Company is served by fax, the sending date shall be the date of service.</p>
210.	New Article 287	No relevant content in the original Articles of Association.	<p>The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted at the meeting.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
211.	New Article 288	No relevant content in the original Articles of Association.	If the listing rules in the place where the shares of the Company are listed require the Company to send, mail, distribute, issue, publish or provide by other means the relevant documents of the Company in English and Chinese versions, the Company may (according to the intentions expressed by shareholders) send only English text or only Chinese text to relevant shareholders in the range permitted by the applicable laws and regulations and according to applicable laws and regulations, provided that the Company has made appropriate arrangement to determine whether its shareholders hope to receive only English text or only Chinese text.
212.	Newly added section title	No relevant content in the original Articles of Association.	Section 2 Announcement

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
213.	New Article 289	No relevant content in the original Articles of Association.	<p>The Company shall designate at least a newspaper and a website in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. If an announcement shall be sent to shareholders of H shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>The information disclosed by the Company on other public media shall not be earlier than those disclosed on designated newspapers and designated websites. The announcement of the Company may not be substituted by press conference, or answer to reporter's questions or other forms.</p> <p>The Board shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange in the place where the shares of the Company are listed.</p>
214.	Original Article 203	The notice sent by post shall be clearly stated in the address, prepaid, and placed inside an envelope. The notice letter shall be regarded as the shareholders have received five days after its delivery.	This article has been deleted.

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
215.	Original Article 204	Any notice, files, information or written statement sent by the shareholders or directors to the Company shall be served by hand or registered mail to the Company's legal address.	This article has been deleted.
216.	Original Article 205	In order to prove any notice, files, information or written statement has been served to the Company, the shareholders or directors shall provide certification material of serving the relevant notice, files, information or written statements in the usual way or by prepaid mail to the correct address within the specified time of delivery.	This article has been deleted.
217.	Article 290 (Original Article 206)	In the Articles of Association of the Company, the terms "accountants firm" shall have the same meaning as "auditors".	<p>Definition</p> <p>(1) In the Articles of Association of the Company, the terms "accountants firm" shall have the same meaning as "auditors";</p> <p>(2) De facto controller: A person who is not a shareholder of the Company but can effectively control the Company through investment, agreement or other arrangement;</p> <p>(3) Related party relations: Relations between a controlling shareholder, de facto controller, Director, supervisor or senior management member of the Company and the enterprise directly or indirectly controlled by the same, which relations may give rise to a transfer of interests of the Company, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p>

No.	Article	Content of the Original Articles of Association	Content of the New Articles of Association
218.	Article 291 (Original Article 207)	Each of the figures referred to in this Articles of Association shall include the figure itself.	The Board may formulate rules of articles of association in accordance with the Articles of Association. The rules shall not conflict with the Articles of Association.
219.	Article 292 (Original Article 208)	This Articles of Association is written in Chinese and the Articles of Association in any other language creates discrepancy, the Chinese version shall prevail.	This Articles of Association is written in Chinese and the Articles of Association in any other language creates discrepancy, the Chinese version latest approved and registered by company competent market supervision and administration authority shall prevail.
220.	New Article 293	No relevant content in the original Articles of Association	For the purpose of the Articles of Association, references to “more”, “within” and “less” shall include the actual figures, while references to “other than”, “lower than” and “more than” shall exclude the actual figures.
221.	New Article 294	No relevant content in the original Articles of Association	The Board of the Company shall be responsible for the interpretation of the Articles of Association.
222.	New Article 295	No relevant content in the original Articles of Association	Appendixes to the Articles of Association include rules of procedure for general meetings, rules of procedure for Board meetings and rules of procedure for meetings of the Supervisory Committee.
223.	New Article 296	No relevant content in the original Articles of Association	Where the Articles of Association conflicts with the laws and administrative regulations, the laws and administrative regulations shall prevail.
224.	New Article 297	No relevant content in the original Articles of Association	The Articles of Association was approved at the general meeting, and shall take effect from the date of the Company’s initial public offering of RMB ordinary shares (A shares) and when they are listed on the Shenzhen Stock Exchange. The former articles of association of the Company shall automatically expire as of the effective date of these Articles of Association.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

IRICO GROUP NEW ENERGY COMPANY LIMITED

Rules of Procedures for General Meetings

CHAPTER I GENERAL PRINCIPLES

Article 1 These rules are formulated in accordance with requirements of the laws and regulations and regulatory documents including the Company Law of the People's Republic of China (the “**Company Law**”), the Securities Law of the People's Republic of China, Guidelines for Governance of Listed Companies, Guidelines on the Articles of Association of Listed Companies, Rules for the Shareholders' General Meetings of Listed Companies (the “**Rules for General Meetings**”), the Mandatory Provisions in the Articles of Association of Companies Listed Overseas, Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of the Companies to be Listed in Hong Kong” (Zheng Jian Hai Han [1995] No. 1), the Reply on the Adjustment of the Notice Period Requirements of General Meetings and Other Matters Applicable to the Overseas Listed Companies issued by the State Council (Guo Han [2019] No.97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函[2019]97號)), Guidelines for the Standardized Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (revised in 2020), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and the Articles of Association of IRICO Group New Energy Company Limited (the “**Articles of Association**”), in order to, clearly define the responsibilities and authorities of the general meetings (the “**General Meetings**”) of IRICO Group New Energy Company Limited (the “**Company**”), ensure the general meeting to operate in a standardized manner, protect the legal interests of shareholders, and ensure that the shareholders may exercise their authorities in a fair and effective manner.

Article 2 From the date when these rules take effect, it shall constitute a legally binding document to regulate the Company, its shareholders, Directors, supervisors, general manager, and other senior management.

Article 3 The Company shall convene the general meeting strictly pursuant to the laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association to ensure that the shareholders may exercise their rights according to law.

The Company's Board of Directors shall effectively perform its duties and earnestly organize the meeting as scheduled. All Directors shall carry out their duties diligently and faithfully to ensure that the general meeting will be convened as usual and exercise its authorities according to law.

CHAPTER II FUNCTIONS AND POWERS OF GENERAL MEETING

Article 4 The general meeting shall be the organ of authority of the Company and shall exercise its functions and powers within the scope defined by the laws, administrative regulations, departmental rules, regulatory documents such as the Company Law, the listing rules of the stock exchange of the place where the shares of the Company are listed and the Articles of Association.

Article 5 When a transaction of the Company (except for provision of guarantees and financial assistance) meets one of the following criteria, in addition to consideration by the Board of Directors and timely disclosure, it also shall be submitted to the general meeting for consideration:

- (1) the total assets involved in the transaction account for more than 50% of the latest audited total assets of the listed companies, and if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation;
- (2) the relevant operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the listed companies in the most recent fiscal year, with the absolute amount of more than RMB50 million;
- (3) the relevant net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the listed companies in the most recent fiscal year, with the absolute amount of more than RMB5 million;
- (4) the value of the transaction (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the listed companies, with the absolute amount of more than RMB50 million;
- (5) the transaction profit accounts for more than 50% of the audited net profit of the listed companies in the most recent fiscal year, with the absolute amount of more than RMB5 million.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

“Transactions” as mentioned in this article include the purchase or disposal of assets; external investment (including entrusted wealth management, investment in subsidiaries, investment in fixed assets, etc., and excluding establishment or capital increase of wholly-owned subsidiaries); provision of financial assistance (including entrusted loans); provision of guarantee, which refers to provision of guarantee by the Company to other parties, including guarantee provided for controlling subsidiaries; lease of assets; signing management contracts (including entrusted or trusted operations, etc.); donating or taking of assets; credit and debt reorganization; transfer of research and development projects; conclusion of franchise agreements; waiver of rights (including waiver of pre-emptive right, priority for invited capital contribution, etc.); other transactions identified by the stock exchange.

The aforesaid purchase or disposal of assets excludes asset purchase or disposal relating to daily business operations such as purchase of raw materials, fuels and power (excluding asset purchase or disposal involved in asset swap), sale of products and goods relating to daily business operations (excluding asset purchase or disposal involved in asset swap), the transactions as above stipulated are ongoing, however, subject to the main business activities of the Company.

Except for the provision of guarantees, entrusted wealth management and other matters stipulated in the rules of procedure or the Business Rules of the Shenzhen Stock Exchange (the “SZSE”), if the Company conducts the same type of Transactions and related to the subject matter, this article shall be applied on the principle of accumulative calculation for consecutive 12 months. If relevant approval procedures at the general meeting have been performed as required by the rules of procedure, the transaction shall not be aggregated.

When the Company and the same counterparty simultaneously carry out two transactions other than transactions of external investment, provision of financial assistance and provision of guarantee in opposite directions, the calculation standard shall be stipulated in accordance with the higher of the indicators involved in the transaction in single direction and shall be applied for this article.

If the Company has entrusted wealth management on a rolling basis for 12 consecutive months, the highest balance for that period shall be the amount of the transaction, and shall be applied for this article.

For external investment in establishment of companies with limited liability, joint stock companies, or other organizations, the total capital contribution as agreed in the agreement shall be applied for this article.

Where the scope of the Company’s consolidated statements is changed due to equity transaction, and purchase or sale of such equity will result in change to the scope of the Company’s consolidated statement, the calculation shall be based on the all assets and operating revenue of the Company and shall be applied for this article. Where the aforementioned equity transaction has not resulted in a change in the scope of the consolidated financial statement, the relevant financial indicators shall be calculated in accordance with the proportion of changes in the equity held by the Company, and shall be applied for this article.

Where the scope of consolidated statements is changed as the Company directly or indirectly waives the right of first refusal or the right of capital commitment or other rights to a controlling subsidiary, the financial indicators of the controlling subsidiary shall be taken as calculation standard, and this article of shall apply. Where the waiver or partial waiver of the right of first refusal or the right of capital commitment or other rights to its controlling subsidiary or investee company does not result in any change in the scope of the consolidated statement, but a decrease in the shareholding of the Company in that controlling subsidiary or investee company, relevant financial indicators calculated according to the change of the interests held and the assigned or contributed amount (whichever is higher) shall be taken as calculation standard, and the above mentioned articles of shall apply.

If the equity interest is the subject of the transaction and meets the criteria set forth in this article, the Company shall provide an audited report of the financial reports for the latest year and the current period of the subject of the transaction; if the subject of the transaction is a non-cash asset other than an equity interest, a valuation report shall be provided. The cut-off date of the audited financial report shall not be more than 6 months from the date of the audited report being used and the valuation date of the valuation report shall not be more than 1 year from the date of the valuation report being used. The audit report and the valuation report required by the preceding paragraph shall be issued by securities trading service institutions qualified with the Securities Law. The Company shall provide audit report or evaluation report for transactions that do not reach the standards stipulated in this article whenever the SZSE considers necessary.

The Company unilaterally benefits from the transaction, including receiving cash assets as a gift, being granted debt relief, accepting guarantee and financial assistance, etc. can be exempted from performing the review and approval procedures of the general meeting according to the abovementioned articles.

When a transaction of the Company only meets the standards as set out in the item 3 or item 5 above, and the absolute value of the earnings per share in the most recent fiscal year of the Company is less than RMB0.05, the Company may be exempted from fulfilling the review and approval procedures at the general meeting according to this article.

The financial assistance shall be considered and approved at the Board of Directors and submitted to the general meeting for consideration, if it falls under any of the following circumstances:

- (1) the latest audited gearing ratio of the target which is provided with financial assistance exceeds 70%;
- (2) the amount of a single financial assistance or the aggregated amount of financial assistance provided in 12 consecutive months exceed 10% of the Company's latest audited net assets;
- (3) other cases provided in the SZSE or the Articles of Association.

The target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company, thereby such financial assistance shall be exempted from the provision of this article.

CHAPTER III SYSTEM OF SHAREHOLDERS' GENERAL MEETING

Article 6 The shareholders' general meeting is divided into annual general meeting and extraordinary general meeting. The shareholders' general meeting shall be convened by the Board. Annual general meeting, held once a year, shall be held within six months after the end of the last fiscal year.

Article 7 Under the following circumstances, extraordinary general meeting of shareholders shall be held by the Company within two months from the date of the occurrence of the circumstance:

- (1) The number of directors is less than the provision of Company Law (five) or less than two-thirds of the amount required by the Articles of Association;
- (2) The accumulated losses amounted to one-third of the total paid-up share capital;
- (3) when shareholders severally or jointly holding more than 10% shares of the Company request in writing to hold such meeting;
- (4) The Board considers necessary;
- (5) The Supervisory Committee proposes to convene;
- (6) More than two independent directors propose to convene;
- (7) Other circumstances as specified in laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the place where the shares of the Company are listed or the Articles of Association.

The above-mentioned number of shares held by shareholders as described in Item (III) shall be calculated as per the shares of the Company held by the shareholder on the day of the written request.

In relation to (3), (4), (5) and (6), the proposed topics of the meeting convener should be included in the agenda of the meeting.

Article 8 If the Company is unable to hold a general meeting in the aforesaid period specified in the preceding two articles, it shall report to the local office of the securities regulatory authority of the State Council in the locality of the Company and the stock exchange of the place where the stocks of the Company are listed, give the reasons and publish an announcement in respect thereof.

Article 9 When the Company calls a general meeting, it shall retain an attorney to issue a legal opinion on the following matters and announce the same:

- (1) whether the convening of the general meeting and its procedures are in compliance with the requirement of the laws, administrative regulations, these rules and the Articles of Association;
- (2) whether the qualifications of the attendees and the conveners of the meeting are lawful and valid;
- (3) whether the voting procedures and results of the meeting are lawful and valid;
- (4) legal opinions on other relevant matters upon request by the Company.

CHAPTER IV CONVENING OF GENERAL MEETINGS

Article 10 The Board shall lawfully convene the general meeting within the period specified by articles 6 and 7 herein.

Article 11 Independent directors shall have the right to propose the convening of extraordinary general meeting; the Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange of the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within ten days after receipt of such proposal.

If the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement in respect thereof.

Article 12 The Supervisory Committee shall have the right to propose to the Board to hold an extraordinary general meeting, and shall put forward such proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange of the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within ten days after receipt of such proposal.

If the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the Supervisory Committee.

If the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within ten days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the Supervisory Committee may convene and preside over the meeting by itself.

Article 13 Shareholder(s) severally or jointly holding more than 10% shares of the Company with voting rights shall have the right to request the Board to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board in writing and state the topics of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange of the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within ten days after receipt of such request.

Where the Board agrees to hold the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the Board does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Supervisory Committee in writing.

If the Supervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

If the Supervisory Committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.

Article 14 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed.

Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.

The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.

Article 15 With regard to the general meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date. Where the Board does not provide a register of shareholders, the convener may apply for obtaining it to the securities registration and clearing institution in the place where the stocks of the Company are listed by providing relevant announcement on convention of a general meeting. The register of shareholders obtained by the convener may not be used for other purposes except convention of a general meeting.

Article 16 If the shareholders convene the meeting by themselves, its reasonable costs incurred shall be borne by the Company, and the Company shall deduct it from the owed payment to negligent directors.

CHAPTER V PROPOSALS AND NOTICES OF GENERAL MEETINGS

Article 17 The proposals at the shareholders' general meeting shall meet the following conditions:

- (1) The content has no conflict with the provisions of laws, administrative regulations, the listing rules of the stock exchange of the place where the stocks of the Company are listed and the Articles of Association, and belongs to the terms of reference of the general meeting;
- (2) There are clear topics and concrete matters for resolution;
- (3) It shall be submitted or served in writing to the Board.

Article 18 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.

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

Proposals not set out in the notice of general meeting or not complying with article 17 of the rules shall not be voted or resolved at the general meeting.

Article 19 To hold an annual general meeting, the Company shall issue a notice of the meeting in written form to all shareholders twenty (20) clear business days prior to the meeting. To hold an extraordinary general meeting, the Company shall issue a notice of the meeting in written form to all shareholders ten (10) clear business days or fifteen (15) days (whichever is longer) prior to the meeting. Such notice shall specify the matters to be considered and the date and place of the meeting.

In calculating the notice period, the date of meeting shall be excluded, but the date of such notice shall not be included.

Article 20 Resolution(s) should not be passed in general meetings on matters that are not stated in the notice of meeting.

Article 21 Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the information or explanations necessary for the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.

Article 22 If the election of directors or supervisors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which information shall at least include:

- (1) personal particulars, including educational background, work experience, and part-time jobs;
- (2) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers;
- (3) the number of shares of the Company one holds;
- (4) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange;
- (5) the information of the directors or supervisors appointed, or re-elected or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules.

Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.

Article 23 Notice of general meetings shall satisfy the following requirements:

- (1) the notice is in a written form;
- (2) it specifies the time, place and period of the meeting;
- (3) it describes the matters and proposals submitted to the meeting for consideration;
- (4) it shall provide such information and explanation as are necessary for the shareholders to make an informed decision on the matters to be discussed. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase shares of the Company, to reorganize the share capital, or to restructure the Company in any way, the terms of the proposed transaction must be provided in detail together with the proposed agreement (if any), and the causes and effects must be properly explained;
- (5) it shall contain a disclosure of the nature and extent, if any, of material interests of any Director, supervisor, general manager, or other senior management members in the matters to be discussed and the effect of the matters to be discussed on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;
- (6) the notice shall state the full text of any special resolution to be proposed and approved at the meeting;
- (7) the notice shall state in explicit words: all shareholders are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;
- (8) it shall specify the time and place for lodging proxy forms for the relevant meeting;
- (9) the notice shall designate the equity registration date of shareholders entitled to attend the general meeting; the interval between equity registration date and meeting date shall be not more than seven workdays. Equity registration date once determined may not be changed;
- (10) the notice shall indicate name and telephone number of the permanent contact person of the meeting.

Article 24 Unless otherwise specified in the laws, administrative regulations, the listing rules of the stock exchange of the place where the stocks of the Company are listed or the Articles of Association, the notice of a general meeting shall be sent to shareholders, regardless of whether a shareholder is entitled to vote at the general meeting, by hand or by pre-paid post, the service address shall be the address on the register of shareholders; or it shall be in writing or by electronic means or such other means as provided or permitted by the relevant laws or regulations or listing rules or regulatory authorities of the place of listing of the Company. For shareholders of domestic shares, notice of the general meeting may be given by announcement.

The announcement stated in the preceding paragraph shall be published on one or multiple newspapers and/or periodicals designated by the securities regulatory authority of the State Council, the website of Shenzhen Stock Exchange and any media satisfying the requirements prescribed by the securities regulatory authority of the State Council. Once the announcement is published, it shall be deemed that all the shareholders of domestic shares have received the notice of the general meeting.

Under the precondition of conforming to relevant provisions of laws and regulations, meeting the requirements of the listing rules of the stock exchange of the place where the stocks of the Company are listed and performing relevant procedures, the Company may also send the notice of a general meeting to shareholders of the overseas-listed foreign shares issued by the Company in Hong Kong (“**H Shares**”) by means of publishing the notice on the website of the Company and the websites designated by Hong Kong Stock Exchange or in other ways permitted by Hong Kong Listing Rules and the Articles of Association, instead of sending the notice to shareholders of H shares by special persons or by post-paid mails.

Article 25 The accidental omission to give a notice of a meeting to or the non-receipt of notice of a meeting by any person who is entitled to receive notice shall not invalidate the meeting and the resolutions passed at such meeting.

Article 26 After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall give the reasons therefor at least two workdays prior to the date on which the meeting is originally scheduled.

CHAPTER VI HOLDING OF GENERAL MEETINGS

Article 27 The Company shall hold the general meeting at the residence of the Company or the place specified in the Articles of Association.

The general meeting shall have a venue and be held on-site. The Company shall provide convenience for the shareholders to attend the general meeting via the internet or telephone. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting.*

Any Shareholder who is entitled to attend the general meeting and to vote thereat may attend and vote at general meetings in person, or appoint one or more persons (whether or not being a Shareholder(s)) as his proxy(ies) to attend and vote within the scope of authorization. Such proxy or proxies shall exercise the following rights pursuant to the appointment made by the appointing Shareholder:

- (1) the same right as the Shareholder to speak at the general meeting;
- (2) authority to demand or join in demanding a poll;
- (3) exercise the right to vote by a show of hands or a poll, but the Shareholder proxy may only exercise the right to vote by a poll when more than one proxy is appointed.

Where a Shareholder is a recognized clearing house defined by relevant laws or regulations of the place where the stocks of the Company are listed or an agent thereof, it may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any meeting of any class of shareholders provided that if one or more person is authorized, the authorization shall specify the number and class of shares in respect of which each such person is so authorized. The power of attorney shall be signed by a person authorized by the recognized clearing house. Such authorized person shall be entitled to attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise the same rights and power on behalf of the recognized clearing house (or its nominee(s)) which he or they represent as if such person is an individual Shareholder of the Company.

Article 28 In case the Company holds the general meeting online or by other means, time and procedures for voting online or by other means shall be specified in the notice of the general meeting.

The beginning time for voting online or by other means for the general meeting shall not be earlier than 3:00 p.m. on the day prior to the date of the onsite general meeting nor later than 9:30 a.m. on the day when the onsite general meeting is held, and its closing time shall not be earlier than 3:00 p.m. on the day when the onsite general meeting is closed.

Article 29 The Board and other conveners of the Company shall take necessary measures to ensure the normal order of the general meeting. For any disturbance to the general meeting, trouble creating offense and acts infringing the legitimate rights and interests of the Shareholders, measures shall be taken to prevent such act, and the same shall be reported to the relevant authorities for investigation and treatment on a timely basis.

Article 30 All Shareholders whose names appear in the register of holders of ordinary shares as of the date of registration of equity entitlements or their proxies shall be entitled to attend a general meeting and exercise their voting rights in accordance with the provisions of relevant laws, regulations, the listing rules of the stock exchanges at the places where shares of the Company are listed and the Articles of Association, and the Company or the conveners shall not refuse them for whatever reasons.

Article 31 Where the individual shareholders personally attend the shareholders' general meeting, they shall present their identification cards or other valid certificates which verify their identities, and their stock account cards (if any); where the individual shareholders entrust their proxies to attend the meeting on their behalf, such proxies shall present their valid identity certificates and the power of attorney from the shareholder.

In the case of legal person shareholders, their legal representatives or proxies entrusted by such legal representatives shall attend the meeting. The legal representatives, if attending the meeting, shall present their identification cards and valid certificates which verify their qualifications as legal representative; where proxies are entrusted by such legal representatives to attend the meeting, such proxies shall present their identification cards, and the written power of attorney as issued legally by the legal representatives of the legal person shareholders.

Article 32 An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing; if the appointer is a legal person, either under seal of that legal person or under the hand of a director of that legal person or attorney duly authorized.

The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' general meeting shall contain the following items:

- (1) the name of each proxy;
- (2) the amount of shares of each principal in respect of which each proxy is so appointed;
- (3) whether the proxy has voting rights;
- (4) indication on affirmative, negative or abstention vote upon each matter which is listed in the agenda of and shall be deliberated at the shareholders' general meeting;
- (5) issuing date and term of validity of the power of attorney;
- (6) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal person shareholder.

Any form issued to a Shareholder by the board for use by him for appointing a proxy shall give the shareholders free choice to instruct their proxies to cast vote in favor of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted at the meeting. Such a form shall contain a specific statement that in default of such instructions, whether or not the proxy may vote as he thinks fit.

Article 33 The instrument appointing a proxy shall be deposited at the domicile of the Company or such other place as is specified in the notice of meeting not less than twenty-four (24) hours before the time appointed for the meeting at which the person named in the instrument proposes to vote or, twenty- four (24) hours before the time appointed for taking of the poll. Where such instrument is signed by a person under a power of attorney or other authority on behalf of the appointer, that power of attorney or other authority shall be notarized. A notarially certified copy of that power of attorney or other authority together with the instrument appointing a proxy shall be deposited at the domicile of the Company or such other place as is specified in the notice of the meeting.

Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the general meeting of the Company as a representative of the appointer.

Article 34 Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 35 The meeting register of attendees shall be prepared by the Company, which shall record the name of the attendees (or name of unit), ID card numbers of the attendees, domiciles of the attendees, amount of voting shares held or represented, and name of appointer (or name of unit).

Article 36 The convener and the lawyer appointed by the Company shall examine legality of the Shareholders' qualifications according to the register of Shareholders provided by the securities registrations and clearing organizations. The names (titles) of Shareholders and the number of voting shares shall be registered. The registration at the meeting shall terminate before the chairman of the meeting announces the number of Shareholders and proxies attending the meeting in person and the total number of voting shares held.

Article 37 When holding a general meeting, all Directors, supervisors and the Secretary to the Board of the Company shall be present at the general meeting while the general manager and other senior management members shall be in attendance at the meeting.

Article 38 A Shareholders' general meeting shall be convened by the Board of Directors, and chaired by the chairman of the Board. If the Chairman of the Board is unable to attend the meeting, a member of the Board of the Company shall be jointly recommended by half or more members of the Board to convene the meeting and serve as the Chairman of the meeting on its behalf.

A general meeting convened by the Supervisory Committee on its own shall be presided over by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is unable or fails to perform the duty thereof, more than half of the supervisors shall elect a supervisor to preside over the meeting and act as the chairman.

A general meeting convened by Shareholders on their own shall be chaired by a representative recommended by the conveners. If for any reason, the conveners fail to elect a representative to preside over the meeting, the shareholder (or proxy) holding the largest number of shares carrying voting rights among the conveners shall preside over the meeting and act as the chairman.

Where the convener violates the Articles of Association or the Rules while the shareholders' general meeting is being held so that the meeting is unable to continue, a presider may, with the approval by the majority of voting rights represented by the shareholders present at the shareholders' general meeting, be elected by the shareholders' general meeting to continue the meeting.

Article 39 The Board of Directors, the Supervisory Committee and independent directors shall, at the annual shareholders' general meeting, report their work for the past year to such meeting.

Article 40 Directors, supervisors, and senior officers shall at the shareholders' general meeting give explanations and clarifications on the inquiries raised by the shareholders.

Article 41 The presider of the shareholders' general meeting shall, prior to vote, announce the total number of attending shareholders and proxies, and the total voting shares held by them. The total number of attending shareholders and proxies, and the total voting shares held by them shall be those included under the minutes of the shareholders' general meeting.

Article 42 When attending the general meeting, shareholders shall earnestly perform their legal obligations, shall not infringe upon the rights and interests of other shareholders, and shall not disturb the normal procedures or order of the general meeting.

Article 43 Shareholders who attend the shareholders' general meeting shall have the right to speak according to law.

When speaking, shareholders shall firstly report the class and number of shares they hold, and present valid certificates to the chairman of the meeting.

If a shareholder requests to speak in violation of the above procedures, the chairman of the shareholders' general meeting shall have the right to refuse or stop it.

Article 44 Shareholders attending the shareholders' general meeting shall have the right to raise inquiries on the agenda or proposals.

The chairman of the shareholders' general meeting shall answer the inquiries raised by shareholders or instruct relevant responsible persons to respond.

In any of the following circumstances, the chairman of the shareholders' general meeting may refuse to answer the inquiries, but shall specify the reason:

- (1) inquires not relating to proposals;
- (2) inquiries subject to further investigation;
- (3) response to inquiries will reveal the business secrets of the Company or obviously damage the common interests of the Company or shareholders;
- (4) other significant reasons.

Article 45 The chairman of the general meeting can require the following personnel exiting the venue:

- (1) Persons who are not qualified to attend the meeting as prescribed in the preceding articles;
- (2) Persons deliberately disturbing the order of meeting venue;
- (3) Persons who wear untidy clothes and offending against decency;
- (4) Persons who carry dangerous goods or animals.

If the persons as prescribed in the preceding articles refuse to obey the order, the chairman of the shareholders' general meeting may ask the staff member to compel them to leave the meeting venue, and if necessary, he may ask the public security organ for help.

CHAPTER VII VOTING AND RESOLUTIONS OF GENERAL MEETINGS

Article 46 Resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolution of a general meeting shall be passed by more than one half of the voting rights held by the shareholders (including proxies) present at the meeting.

Special resolution of a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) present at the meeting.

Article 47 The following matters shall require approval of an ordinary resolution at a general meeting:

- (I) the working reports of the Board and the Supervisory Committee;
- (II) profit distribution plan (except for the circumstances specified in Item (4) of Article 240 of the Articles of Association) and plan for making up losses of the Company;
- (III) the appointment and removal of the members of the Board and the Supervisory Committee as well as their remuneration and method of payment;

- (IV) annual financial budgets and statements of final accounts, balance sheets, profit statements and other financial statements of the Company;
- (V) external guarantees stipulated in Article 68 (except Item (2)) of the Articles of Association;
- (VI) to consider and approve matters relating to the changes in the use of proceeds from share offerings;
- (VII) to determine the appointment or dismissal of accounting firms by the Company;
- (VIII) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.

Article 48 The following matters shall be approved by special resolutions at a general meeting:

- (I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;
- (II) issuance of corporate bonds;
- (III) division, merger or transformation of organizational form of the Company;
- (IV) termination, dissolution, liquidation or extension of business term of the Company;
- (V) amendment to the Articles of Association;
- (VI) the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (VII) equity incentive plans;
- (VIII) to resolve for the acquisition of the Company's shares as per the circumstances as specified in item (1) or (2) of Article 32 of these Articles of Association;

- (IX) to resolve for the profit distribution plans as specified in item (4) of Article 240 of these Articles of Association;
- (X) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.

Article 49 Save that the Company is under exceptional circumstances such as crisis, unless approved by way of special resolution at a shareholders' general meeting, the Company shall not enter into any contracts with any person other than the directors, president and other senior management personnel pursuant to which the management of all or a substantial part of the business of the Company will be given to such person.

Article 50 When a shareholder (including his/her/its proxy(ies)) exercises voting rights based on the number of shares carrying voting rights that he/she/it represents, there shall be one vote for each share. Shareholders may vote in person or authorize a proxy through the power of attorney to vote, both have the same legal effects.

Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders' general meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders' general meeting.

Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.

Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the listed companies.

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

The Board, independent directors and qualified shareholders may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. It shall be conducted free of charge, with adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form.

Article 51 When the shareholders' general meeting considers the related transaction matter, the Board of the Company and the witness lawyers shall remind the related Shareholders to abstain from voting before taking polls. The related shareholders shall actively state the situation to the shareholders' general meeting and explicitly indicate that he/she will not participate in the voting. In case such shareholder fails to state that he/she is related to the voting matters and abstain from voting, other shareholders may request him to state the situation regarding the relationship and abstain from voting. If such shareholder insists to participate in the voting, all other shareholders attending the shareholders' general meeting can agree by adopting the procedures for voting special resolutions. If the shareholders of the voting matters are all related shareholders, all shareholders can participate in the voting.

Article 52 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.

The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:

- (I) The total number of valid votes casted by each shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;
- (II) Each shareholder may cast all his votes on single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;
- (III) Votes for single candidate of director or supervisor may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors or supervisors shall not exceed the entitled total number of the valid voting rights;

After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.

The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of the Company.

Article 53 The method and procedure for nominating Directors and Supervisors are:

- (I) Candidates for independent directors of the Company shall be nominated by the Company's Board of Directors, the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's voting shares, the remaining candidates for directors shall be nominated by the Company's Board of Directors or shareholders who individually or jointly hold 3% or more of the Company's voting shares.
- (II) for nomination by shareholders according to item (I) of this article, the written notice on intention for nominating candidates for directors and nominees' willingness to accept the nominations shall be sent to the Company no earlier than the issue date of the notice of the general meeting and no later than the 7th day prior to the date of the general meeting. The nominator of the directors shall obtain consent from the proposed candidates before nomination. The nominator shall have adequate knowledge of the profession, education, professional title and detailed work experience of the nominee as well as all his part time jobs and other status. The nominator for independent directors shall also comment on the qualification and independence of the nominee as an Independent Director. The nominees as candidates for independent directors shall make a public statement disclaiming any relationship between him and the Company that will affect his independent judgment. Before the general meeting for the election of the Independent Directors, the Company's Board of Directors shall announce the above information related to independent directors. The Company shall give relevant nominators and their nominated candidates for directors at least seven notice days to submit the aforesaid notice and document (this period is calculated from the day after the issue date of the notice of the general meeting).
- (III) The candidates for directors shall provide written undertakings that they accept the nomination, that the information announced about them is true, accurate and complete, and that they will diligently fulfil the duties as directors if elected.
- (IV) The candidates for supervisors elected from the general meetings shall be nominated by the Supervisory Committee or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company. The candidates for supervisors representing the employees shall be nominated by the union of the Company, and democratically elected at a staff representative assembly or otherwise.

- (V) Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elected or supervisors elected shall take office on the date when the resolution is passed at the general meeting, save as otherwise specified by the general meeting.

Article 54 Other than the cumulative voting mechanism, the general meeting shall vote on each of the proposals as a separate proposal, and for different proposals on the same matter, voting shall be proceeded according to the time order of these proposals. Other than special reasons such as a force majeure which results in the interruption of the meeting or makes it impossible to come to resolution, the general meeting shall not put aside or withhold from voting on the proposals.

Article 55 When a proposal is being considered at a general meeting, no modifications can be made to the proposal, or otherwise the modifications shall be deemed as a new proposal and shall not be voted at the general meeting.

Article 56 The same voting right shall only be exercised by one of the voting means including on-site, via internet or by other means. In the event that the same voting right has been exercised repeatedly, the results of the first voting shall prevail.

Article 57 Unless the listing rules of the stock exchange in the place where the shares of the Company are listed and/or relevant laws and regulations have different requirements or unless the following people request to vote by poll before or after voting by show of hands, the general meeting shall vote by show of hands:

- (I) chairman of the meeting;
- (II) at least two shareholders with voting right or their proxies;
- (III) one or several shareholders (including shareholder proxies) severally or jointly holding above 10% (inclusive) of the voting shares at the meeting.

Unless somebody proposes voting by poll, the chairman of the meeting will announce the proposal approval situation based on the results of voting by show of hands and record the results in the meeting minutes as final evidence, and does not have to prove the number or proportion of affirmative or negative votes on the resolutions passed at the meeting.

The request for voting by poll may be withdrawn by the proposer.

Article 58 If the matter on which voting by poll is requested is to elect a chairman of the meeting or discontinue the meeting, voting by poll shall be conducted at once; for other matters on which voting by poll is requested, the chairman of the meeting will decide on when to conduct the voting, and the meeting may be continued to discuss other matters, and the voting results will still be deemed as resolutions passed at the meeting.

Article 59 During voting by poll, the shareholders (including shareholder proxies) with two or more votes don't have to cast all votes yes or all votes no.

Article 60 When the number of negative votes is equal to the number of affirmative votes, the shareholder as the chairman of the meeting has the right to cast one more vote.

Article 61 A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention, except that the securities registration and clearing organization, being the nominal holder of shares subject to the Mainland China-Hong Kong stock connect scheme, may express opinions according to the intentions of the actual holders.

Blank, wrong, 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".

If Hong Kong Listing Rules stipulate that any shareholder must waive its voting right on a specific matter to be resolved, or restrict any shareholder to voting for (or against) a specific matter to be resolved, and the shareholder violates such requirement or restriction, the votes cast by the shareholder or proxy thereof shall not be counted.

Article 62 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has interests in any matter to be considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.

When proposals are voted on at the general meeting, the representatives of shareholders, representatives of supervisors and witness lawyers shall be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, and the voting results shall be recorded in the meeting minutes.

Shareholders of the Company or proxies thereof voting over the network or by other means shall have the right to check their voting results via the corresponding voting systems.

Article 63 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the chairman shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

Before the voting result is officially announced, the relevant parties including the Company, counting officer, monitoring officer, witness lawyers, major shareholders and network service provider involved voting at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 64 A general meeting shall vote on all the proposals at once after consideration. When the general meeting is voting, shareholders do not speak at the meeting.

Article 65 In case the registered accountants of the Company provides an illustrative explanation to the financial statements of the Company, or makes a qualified opinion or indicates its failure to provide an opinion or have a negative opinion on the auditors' report, the Board of Directors of the Company shall explain at the general meeting the details of the events which led the accountants forming such views and the impact thereof on the financial position and business situation of the Company. In case that such event(s) has direct impact on the profit of the relevant period, the Board of the Company shall based on the de minimis principle determine the profit distribution proposal or the budget for conversion of capital common reserve to capital.

Article 66 The chairman of the general meeting decides whether to pass the resolution according to the voting results and shall announce the voting results at the general meeting. The voting results shall be contained in the meeting minutes.

Article 67 In the event that the chairman of the general meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman of the general meeting shall immediately arrange the counting of votes.

If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of meeting.

Article 68 Resolutions of a general meeting shall be announced timely, and the announcement shall contain the number of shareholders and proxies present, the total number of shares carrying voting rights and the percentage of the total voting shares of the Company, means of voting, the voting result for each proposal and the details of each resolution passed.

Article 69 After consideration for all proposed issues has been completed at the general meeting and resolutions have been approved, the chairman of the general meeting may announce termination of the meeting.

Article 70 Where a motion has not been adopted or the resolution of any previous general meeting has been modified in the current general meeting, a special explanation shall be made in the announcement on the resolutions of the general meeting.

Article 71 The convenor shall ensure that the general meeting shall be held consecutively until a final resolution is formed. If the general meeting is suspended or unable to make resolutions due to special reasons such as force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or terminate this general meeting directly, and make a timely announcement. At the same time, the convener shall report to the branches of securities regulatory authorities under the State Council and stock exchange.

Article 72 Where a proposal on cash dividends, bonus shares or capital reserve capitalization has been approved at the general meeting, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

CHAPTER VIII SPECIAL PROCEDURES FOR VOTING AT CLASS MEETING

Article 73 Shareholders who hold different classes of shares shall be shareholders of different classes.

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

Apart from holders of other classes of shares, holders of domestic shares and H shares shall be regarded as different classes of shareholders.

Where a company's shares do not carry voting rights, the words "non-voting" shall appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".

The Company shall ensure adequate voting rights for the holders of preference shares under appropriate circumstances.

Article 74 Rights of any class of shareholders may not be varied or abrogated unless approved by a special resolution of the general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Article 76 to Article 80 of the Rules.

Article 75 The following circumstances shall be deemed to be variation or abrogation of the rights of a class of shareholders:

- (I) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of class having voting or equity rights or privileges equal 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 or create a right of exchange of all or part of the shares of another class into the shares of such class;
- (III) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;
- (IV) to reduce or remove rights to a dividend preference or a liquidation preference attached to shares of such class;
- (V) to add, remove or reduce conversion privileges, options, voting rights, transfer, pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class;
- (VI) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;
- (VII) to create a new class having voting or equity right or privileges equal or superior to those of the shares of such class;
- (VIII) to restrict the transfer or ownership of the shares of such class or add to such restriction;
- (IX) issuance of rights to subscribe for, or convert into, shares of such class or another class;
- (X) increase in the rights and privileges of shares of another class;
- (XI) any restructuring of the Company which causes shareholders of different classes to bear liability out of proportion during the restructuring;
- (XII) any amendment or cancellation of the provisions of this chapter.

Article 76 Affected class shareholders, whether or not otherwise having the right to vote at the general meeting, shall have the right to vote at class meetings in respect of matters referred to in items (II) to (VIII) and (XI) to (XII) of Article 75 of the Rules, except that interested shareholders shall not vote at class meetings.

The term “interested shareholders” in the preceding paragraph shall have the following meanings:

- (I) in respect of a tender offer made by the Company to all shareholders in the same proportion or repurchase by the Company of its own shares through open market transactions on a stock exchange in accordance with Article 33 of the Articles, the “interested shareholders” shall mean the controlling shareholder as defined in Article 66 of the Articles;
- (II) in respect of repurchase by the Company of its own shares by off-market repurchase through an agreement in accordance with Article 33 of the Articles of Association, the “interested shareholders” shall mean any shareholder in relation to such agreement; and
- (III) in respect of a restructuring proposal of the Company, the “interested shareholders” shall mean shareholders who will bear a lower proportion of liability than other shareholders of the same class, or shareholders who have an interest that is different from the interest of other shareholders of the same class.

Article 77 Resolutions of a class meeting shall be passed by at least two-thirds of the voting rights of that class represented at the class meeting in accordance with Article 76.

Article 78 Written notice of a class meeting convened by the Company shall be dispatched with reference to the notice period for annual general meeting and extraordinary general meeting under Article 19 of the Rules, to all shareholders who are registered as shareholders of that class in the share register, stating the matters to be considered at the meeting as well as the date and place of the meeting.

If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company’s shares are listed, such requirements shall prevail.

Article 79 The notice of a class meeting is only required to be delivered to the shareholders entitled to vote at such meeting.

The procedure of a class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Provisions of the Articles of Association related to procedure for holding a general meeting shall be applicable to a class meeting.

Article 80 The special procedures for voting by class shareholders shall not apply under the following circumstances:

- (I) upon approval by a special resolution of its shareholders in a general meeting, the Company issues domestic shares and overseas listed foreign shares, separately or concurrently once every 12 months, and the number of each class of shares to be issued is not more than 20% of the issued shares of such class.
- (II) the Company's plan to issue domestic shares and overseas listed foreign shares at the time of its establishment, which is completed within 15 months from the date of approval by the securities regulatory authority of the State Council or within the validity period of the approval documents.

CHAPTER IX MINUTES OF GENERAL MEETINGS

Article 81 The general meeting shall have minutes prepared by the secretary to the Board. The minutes shall state the following contents:

- (I) time, place, agenda of meeting and the names of the conveners;
- (II) names of the chairman of the meeting, directors, supervisors and senior management officer(s) attending or present at the meeting;
- (III) the number of shareholders and proxies present, the total number of shares with voting rights they hold, and its proportion in the total number of the shares of the Company;
- (IV) the consideration process, key points of speeches and voting result of each proposal;
- (V) the inquiry or suggestion of the shareholders and the corresponding reply or explanation;
- (VI) the names of the witness lawyers, vote counter and scrutinizer;
- (VII) other contents that should be included in the meeting minutes according to the Articles of Association.

The convener of the general meeting shall ensure the truthfulness, accuracy and completeness of the meeting minutes. Directors, supervisors, secretary to the Board, the convener of the meeting or his representative and the chairman of the meeting shall sign on the meeting minutes. The meeting minute shall be maintained together with the register of names of the shareholders present, the proxy forms for attendance, and the valid documents for the online and other forms of voting for a period of no less than 10 years.

Article 82 Copies of the minutes of general meetings will be available for free to the shareholders for reviewing during office hours of the Company. A photocopy of minutes requested by any shareholder shall be sent within 7 days after the Company receiving a reasonable fee.

Article 83 The matters in respect to the general meeting to be notarized shall include the number of meeting attendees, number of shares held by shareholders present at the meeting, powers of attorney, results of voting against every business transacted, minutes and the legality of meeting procedures.

Article 84 Any content of a resolution approved at general meetings of the Company will be invalid if it violates the laws and administrative regulations.

The controlling shareholders and de facto controller of the Company shall not restrict or obstruct small and medium investors from exercising their voting rights legally, and shall not damage lawful rights and interests of the Company and small and medium investors.

The procedures for convening general meetings, the voting methods or the contents of resolutions shall comply with the laws, administrative regulations and Articles of Association; otherwise the shareholders may request the people's court to withdraw it within 60 days from the date of such resolution.

CHAPTER X SUPPLEMENTARY PROVISIONS

Article 85 The “above” and “within” mentioned in these Rules shall be inclusive of the relevant figure, while the “over” and “below” shall be exclusive of the relevant figure.

Article 86 The announcements or circulars referred to herein refer to the relevant information disclosures published on the media designated by the securities regulatory authority under the State Council and the stock exchange of the place where the Company's shares are listed. If the length of an announcement or a circular is relatively long, the Company may choose to publish a summary of the relevant content on the newspaper(s) designated by the securities regulatory authorities under the State Council and the stock exchange of the place where the Company's shares are listed but the full text shall be published simultaneously on the web site designated by the above authorities or stock exchange.

Article 87 The Board shall be responsible for implementing the resolutions adopted at a general meeting, and according to the content of resolutions, the president of the Company will organize relevant staff to take charge of specific implementation thereof; where any matter needs to be handled by the Supervisory Committee as required by the resolution of the general meeting, the Supervisory Committee shall directly organize their implementation. The Board and the Supervisory Committee shall report the implementation of the resolutions to the next general meeting.

Article 88 Any matters not covered in these Rules shall be subject to relevant laws and regulations, regulatory documents and the listing rules of the place where the shares of the Company are listed and the Articles of Association. If these Rules are inconsistent with the laws and regulations, regulatory documents, the listing rules of the place where the shares of the Company are listed or the Articles of Association after being revised by legal procedures, it shall be implemented in accordance with the provisions of relevant laws and regulations, regulatory documents, the listing rules of the place where the shares of the Company are listed and the Articles of Association, and shall be revised immediately and submitted to the Board and general meeting for consideration and approval.

Article 89 These Rules shall, upon consideration and approval at the general meeting, take effect from the date of the Company's initial public offering of RMB ordinary shares (A shares) and when they are listed on the Shenzhen Stock Exchange. The former Rules of Procedures of the General Meeting of IRICO Group Electronics Company Limited shall automatically expire as of the effective date of these Rules.

Article 90 These Rules shall be amended by way of an amendment proposed by the Board to the general meeting for consideration and approval.

Article 91 These Rules shall be interpreted by the Board.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

IRICO GROUP NEW ENERGY COMPANY LIMITED*

RULES OF PROCEDURES FOR THE BOARD

CHAPTER I GENERAL PRINCIPLES

Article 1 These rules are formulated in accordance with the requirements of the laws and regulations including the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China (the "**Securities Law**"), the Guidelines on Articles of Association of Listed Companies, the Guidelines for Governance of Listed Companies, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (the "**ChiNext Market Listing Rules**"), Guidelines for the Standardized Operation of Listed Companies on the ChiNext Market of Shenzhen Stock Exchange (Revised in 2020), the Mandatory Provisions in the Articles of Association of Companies Listed Overseas, Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of the Companies to be Listed in Hong Kong" (Zheng Jian Hai Han [1995] No. 1), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the Articles of Association of IRICO Group New Energy Company Limited (the "**Articles of Association**"), in order to, further standardize the discussion methods and decision-making procedures of the board of directors (the "**Board**") of IRICO Group New Energy Company Limited (the "**Company**"), procure the directors and the Board to effectively perform their duties, and promote the levels of the Board's standardized operation and scientific decision-making.

CHAPTER II COMPOSITION AND POWERS OF THE BOARD

Section I The Board and Its Powers

Article 2 The Company shall establish a Board which shall be accountable to the general meeting and responsible for implementing resolution(s) of the general meeting.

Article 3 The Board shall comprise seven (7) Directors, including one (1) Chairman and three (3) independent directors.

The composition of the Board shall be in compliance with laws and regulations and have reasonable professional structure. The members of the Board shall possess necessary knowledge, techniques and qualification for performing the duties. The Company shall encourage diversified composition of the Board.

Article 4 The Board shall exercise its powers within the scope specified in laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange of the place where the stocks of the Company are listed and the Articles of Association.

In respect of corporate governance, the Board exercise its powers within the scope including but not limited to: (i) developing and reviewing the corporate governance policies and practices of the Company, and making recommendations to the Board; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements of the Company; (iv) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors (if any); and (v) reviewing the compliance of the Code by the Company and corresponding disclosure in the corporate governance report of the annual report. The Board may also delegate the above duties to one or more of committees. The number of independent non-executive Directors represents over one-third of the members of the Board. Members of the Board shall execute objective duties and the resolutions are in the interest of the Company.

Article 5 If the Board proposes to dispose of the Company's fixed assets, where the aggregate amount of the expected value of the fixed assets proposed to be disposed of and the value obtained from the fixed assets which have been disposed of within four (4) months before such proposed disposal exceeds 33% of the value of the fixed assets as shown in the latest balance sheet laid before the Company in general meeting, the Board shall not dispose of or agree to dispose of the said fixed assets without the prior approval of the general meeting.

The disposal of fixed assets referred to in this article shall include the acts of transferring certain interests in that assets but exclude the acts of charging that fixed assets by way of security.

The validity of the transaction on the disposal of fixed assets by the Company shall not be affected by the breach of paragraph 1 of this article.

Article 6 The Board shall establish audit committee and remuneration and evaluation committee and may establish strategy committee, nomination committee and other special committees according to its needs. Each of the special committees is accountable to the Board and submits proposals to the Board of Directors for consideration and approval. Each special committee may engage intermediaries to provide professional opinions at the cost of the Company. The powers and personnel composition of the special committees of the Board shall be determined by the relevant rules formulated by the Board separately.

Article 7 The Board shall make explanations to the general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Company.

Article 8 Transactions (excluding related transactions and provision of guarantee) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:

- (I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;
- (II) value of the transaction (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;
- (III) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;
- (IV) the relevant operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;
- (V) the relevant net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken. “Transactions” as mentioned in this article include the purchase or disposal of assets; external investment (including consigned financial management, consigned loan, fixed assets investment, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee, etc.

The aforesaid purchase or disposal of assets excludes asset purchase or disposal relating to daily business operations such as purchase of raw materials, fuels and power or sale of products and goods, but still includes asset purchase or disposal involved in asset swap.

The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 7 of the ChiNext Market Listing Rules.

Article 9 Any secured transactions of the Company shall be submitted to the Board or the general meeting for deliberation and be disclosed timely.

Article 10 The review and approval authority of the Board for related party transactions shall be implemented in accordance with the relevant provisions of the Company’s Management Rules of Related Party Transaction.

Section II Chairman and Vice Chairman

Article 11 The chairman of the Board shall be assumed by directors of the Company, and shall be elected and removed by more than half of all the directors.

Article 12 The Chairman shall have the following powers and duties:

- (I) to preside over the general meeting and to convene and preside over the meeting of the Board;
- (II) to urge and examine the implementation of the resolutions of the Board;
- (III) to sign the securities issued by the Company;
- (IV) other powers conferred by the Board.

Article 13 Should the Chairman fail to perform his/her duties, one (1) Director of the Company shall be elected by half or more Directors to perform the duties.

Section III Secretary to the Board and Office of the Board

Article 14 The Company shall have a secretary to the Board, who shall be a senior management officer of the Company nominated by the chairman, be appointed by the Board, be accountable to the Board.

The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders' data, information disclosure and other matters of the Company, etc.:

- (I) to ensure that the Company has complete organizational documents and records;
- (II) to ensure the Company prepares and submits the required reports and documents to the competent authorities according to the law;
- (III) to ensure that the register of shareholders are adequately established, and to ensure that persons who have the right to obtain the Company's relevant records and documents can promptly obtain these records and documents.

The secretary to the Board acts as the designated liaison between the Company and the Shenzhen Stock Exchange.

The secretary to the Board shall observe the laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the stocks of the Company are listed and the Articles of Association. Specific working procedures of a secretary to the Board shall be formulated by the Board separately.

Article 15 The Company shall facilitate the secretary to the Board of Directors to perform his/her duties. The directors, supervisors, other senior management and relevant staff shall support and cooperate with the secretary to the Board.

In order to perform his duties, the secretary to the board is entitled to access the financial and operating conditions of the Company, attend the meetings relating to the information disclosure, inspect all documents relating to information disclosure and request relevant departments and staff of the Company to provide relevant information and data on a timely basis.

The secretary to the Board may report directly to the Shenzhen Stock Exchange if he or she is unduly impeded or seriously hindered in the performance of duties.

Article 16 The office of the Board shall be established to deal with day-to-day affairs of the Board.

The secretary to the Board shall hold a concurrent post as the responsible person of the office of the Board, who is responsible for keeping the seals of the Board and the office of the Board.

CHAPTER III BOARD MEETINGS

Section I General Provisions

Article 17 The meetings of the Board of Directors include regular meetings and extraordinary meetings.

The Board of Directors shall at least convene 4 meetings each year.

Article 18 Proposals of the regular meetings

Before sending out the notice of regular meetings of the Board, the office of the Board shall ask for opinions of directors, make an initial draft of the proposals and submit such draft to the chairman of the Board for finalization.

Before finalizing the proposals, the chairman of the Board shall ask for opinions of the general manager and other senior management where necessary.

Article 19 Under any of the following circumstances, an extraordinary meeting shall be held by the Board:

- (I) When proposed by shareholders with more than one-tenth of voting rights;
- (II) When proposed by more than one-third of the directors jointly;
- (III) When proposed by the supervisory committee;
- (IV) When deemed necessary by the chairman;
- (V) When proposed by more than 1/2 of the independent directors;
- (VI) When proposed by the general manager;
- (VII) When required by the securities regulatory authorities to be held;
- (VIII) Other circumstances as stipulated in the Articles of Association.

Article 20 Procedures for proposing to convene the extraordinary meetings

If it is proposed to convene an extraordinary meeting of the Board in accordance with the preceding article, the written proposal signed (sealed) by the persons who propose the meeting shall be submitted to the chairman of the Board directly or through the office of the Board. The written proposal shall state the following matters:

- (I) the names of the persons who propose the meeting;
- (II) the reason for the proposal or objective ground on which the proposal is based;
- (III) the time, duration and place of the proposed meeting and by what means the proposed meeting is held;
- (IV) clear and specific proposals;
- (V) the contact information of the persons who propose the meeting and the date of proposal.

The content of the proposal shall be the matters within the scope of the authority of the Board as stipulated in the Articles of Association and materials related to the proposal shall be submitted together with the proposal.

The office of the Board shall forward the above-mentioned written proposal and relevant materials to the chairman of the Board at the same day it receives the proposal and relevant materials. If the chairman of the Board considers that the content of the proposal is not explicit or specific or relevant materials are not sufficient, he or she shall ask the persons who propose the meeting to make revisions or supplement no more than 2 times within five days upon the receipt of the proposal.

If the proposer submits the above written proposal and related materials directly to the chairman, he shall also send a copy to the office of the Board.

The chairman of the Board shall issue a notice of the Board meeting and convene the same within ten (10) days upon the receipt of the proposal or the request from the securities authorities.

Article 21 Convening and presiding over meetings;

The Board meetings shall be convened and chaired by the chairman of the Board. If the chairman is unable or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.

Section II Notification of the Meeting

Article 22 Notification of the meeting

In respect of the regular meeting or extraordinary meeting of the Board, the office of the Board shall send out the written notification of the meeting under the seal of the office of the Board via direct delivery, prepaid letter, fax, email or other means to all directors and supervisors and the general manager and secretary to the Board, fourteen (14) days and five (5) days before the meeting.

If the notice of the meeting is served by personal delivery, the recipient shall affix signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the meeting is served by post, the fifth working day after handover to the post office shall be the date of service; if the notice of the meeting is sent by fax, delivery is completed when the fax is despatched and the date of despatch of the fax shall be defined according to the display of the report of the fax machine; if the notice of the meeting is served by e-mail, it shall be deemed as delivered when it enters the e-mail system designated by the addressee.

For indirect delivery, confirmation through telephone calls and relevant records shall be needed.

Where an interim Board meeting needs to be convened 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 at the meeting.

Article 23 Contents of the notice of the Board meeting

A written notice of the meetings shall include the following contents:

- (I) time and place of the meeting;
- (II) by what means the meeting is held;
- (III) duration of the meeting;
- (IV) reason and proposals;
- (V) meeting documents necessary for voting by directors;
- (VI) the requirement that directors shall attend the meeting in person or by entrusting other directors as proxy;
- (VII) the convenor, presider of the meeting, the persons who propose the extraordinary meeting and their written proposals;
- (VIII) the contact person and contact information;
- (IX) the date of issuance of the meeting notice.

A verbal notice of meeting shall at least include the above-mentioned items (I), (III) and (IV), and a statement that in case of emergency, an extraordinary meeting of the Board shall be held immediately. Where two or more independent directors consider that the information provided is insufficient or the proof is not enough, they may jointly request the Board in writing to postpone the convening of the Board meeting or the discussion of the issues, the Board shall accept such request and the Company shall disclose the relevant circumstances in a timely manner.

Article 24 Change of the notice of the Board meeting

Where, after sending out the written notice of the regular Board meeting, there is a need to change the time or place of the meeting, or to add, change or cancel the proposals of the meeting, a written notice stating the circumstances and the contents of the new proposals and relevant materials shall be sent out three (3) days before the date scheduled for convening the meeting. If the remaining time is less than 3 days, the meeting shall be postponed accordingly, or held as scheduled after obtaining the approval by all the attending directors.

Where, after sending out the notice of the extraordinary Board meeting, there is a need to change the time or place of the meeting, or to add, change or cancel the proposals of the meeting, the approval by all directors attending the meeting shall be obtained in advance and records thereof shall be made.

Section III Convening of the Board Meetings**Article 25** Convening of the Board meetings

Unless otherwise provided in the Articles of Association or these rules, the Board meetings shall be attended by more than half of the directors.

If relevant directors reject to attend the meeting or delay in attending the meeting, causing the minimum number of directors required for the meeting cannot be met, the chairman and the secretary to the Board shall report to the regulatory authorities immediately.

The Board meeting can be held by telephone or other electronic audio-visual devices which enable all participants to hear and speak to each other, and the director or his/her proxy who attend the meeting through above-mentioned devices shall be deemed as attending the meeting by the director or his/her proxy in person.

The supervisors may be present at the meeting of Board of Directors. The president or the secretary to the Board who does not serve as a director shall be present at the board meeting. The moderator shall notify other relevant persons to attend the Board meeting without voting rights if he or she deems necessary.

In case of having an important stake directly or indirectly with the contract, transaction and arrangement the Company has entered into or is planning (except the employment contract between the Company and the directors, supervisors, general manager and other senior managers), the directors, supervisors, general manager and other senior managers of the Company shall, regardless of whether the relevant matters under normal circumstances shall be approved by the Board, disclose to the Board the nature and extent of his interest as soon as possible.

Article 26 Meetings of the Board shall be attended by the directors in person.

In principle, directors shall attend Board meetings in person and provide definite opinions on matters discussed. If any director cannot attend the meeting for any reason, he shall review the meeting documents and form clear opinions, and may authorize in writing another director to vote on his behalf according to his intentions who shall independently bear legal liability. The proxy Director at the meeting shall exercise the Director's right within the scope of authorization. Any Director who fails to attend a meeting of the Board without appointing any proxy is deemed to have waived his voting right at the particular meeting.

The proxy shall contain:

- (I) the name of the principal and the proxy;
- (II) the brief comments of the principal on each proposal;
- (III) the scope of authorization and directions on intention of voting on proposals;
- (IV) issuing date and valid period of the power of attorney;
- (V) the signature of the principal and date etc.

If other directors are entrusted to sign a written confirmation on the regular report, a specific authorization shall be included in the power of attorney.

Directors being entrusted shall submit a written power of attorney to the moderator, and state the same on the attendance book of the meeting.

Article 27 Limitations on attending the Board meeting by proxy

Attending the Board meeting by proxy shall follow the principles below:

- (I) when reviewing matters in relation to connected transactions, non-connected directors shall not entrust connected directors to attend the meeting, and connected directors shall not accept the entrustment either;
- (II) independent directors shall not entrust non-independent directors to attend the meeting, and non-independent directors shall not accept the entrustment either;
- (III) directors shall not make a general entrustment of attending the meeting to other directors without stating their personal opinions and intention of voting on proposals, and relevant directors shall not accept general entrustment and entrustment without explicit authorization;
- (IV) one (1) director shall not accept the entrustment by more than two (2) directors. Directors shall not entrust other directors who have already been entrusted by two (2) directors to attend the meeting.

Article 28 Form of the meeting

The Board meeting shall be held in the form of on-site meeting. If needed, under the premise of ensuring directors to fully express their views, the Board meeting shall also be held via video, telephone, fax or email upon agreement by the convenor (moderator) and persons who propose the meeting. The Board meeting may also be held in the form of on-site meeting together with other means simultaneously.

If the Board meeting is held by other means instead of on-site meeting, the number of directors attending the meeting shall be calculated based on directors present at the meeting via video, directors expressing opinions via conference call, valid votes received within the prescribed time limit via fax or email, or the written confirmation submitted by directors after the meeting stating that they have attended the meeting.

Article 29 Procedures for review at the meeting

The moderator shall ask directors attending the Board meeting to express explicit opinions on each proposal.

In respect of proposals for which prior approval by independent directors are required, the moderator shall appoint one (1) independent director to read the written approval reached by the independent directors at the meeting before discussing the relevant proposals.

Where a director is trying to hinder the smooth progress of the meeting or interfere with the speech of other directors, the moderator shall stop him or her in time.

Except for unanimously agreed by all directors attending the meeting, directors attending the Board meeting shall not vote on proposals which are not included in the notification of the meeting. Directors attending the Board meeting as proxy shall not vote on proposals which are not included in the notification of the meeting on behalf of other directors.

Article 30 Expression of opinions

Directors shall read the relevant meeting materials carefully, and express their opinions independently and prudently on the basis of fully understanding of circumstances.

Directors may approach the office of the Board, the convenor of the meeting, the general manager, other senior management, each special committee, the accounting firm and the law firm before the meeting for information necessary for the decision-making, or during the meeting suggest to the moderator that representatives of the above-mentioned persons and institutions shall explain relevant circumstances.

Section IV Voting and Resolution at the Meeting**Article 31** Voting at the Meeting

After any proposal is being fully discussed, the presider shall propose it to the attending directors to vote in due course.

Each director shall have one vote at the meeting. In the case of an equality of votes, the chairman of the Board shall have a casting vote. Voting method: vote by way of an open and written ballot. On the premise of ensuring the directors to fully express their opinions, resolutions at the extraordinary meetings of the Board may be voted on and adopted by means of communication, which shall be signed by the attending directors.

Where the directors cannot sign the resolutions made at a telephone meeting or video meeting in real time, they may give a verbal vote first and responsively affix the written signature thereof. The verbal vote by a director shall have the same effect as the written signature, provided that there is no discrepancy between the opinions expressed by such director in completing the written signature and the opinions orally expressed by him during the meeting. If there is a discrepancy between the two, the opinions orally expressed shall prevail.

If a Board meeting is held via circulation of written proposal, directors or proxies thereof shall write down their opinions of pros or cons on the proposal. Once the number of directors voting in favor of the proposal has reached the quorum necessary for resolving on the proposal as specified in the Articles of Association, such proposal shall be passed as a resolution of the Board.

A director may vote for or against or abstain from voting. The directors present at the meeting shall select one of the foregoing options. If a director fails to select one of the foregoing options or selects two or more of the foregoing options, the presider of the meeting shall request relevant directors to reelect, those who rejected to select shall be deemed to waive his voting right. If a director leaves the meeting midway without returning and fails to make an option, he shall be deemed to waive his voting right.

Article 32 Statistics of the voting results

After the voting made by the directors present at the meeting, the relevant staff of the office under the Board of Directors shall promptly collect the votes of the directors and submit them to the secretary to the Board of Directors for statistics under the supervision of one supervisor or independent director.

In case the live meeting is held, the presider of the meeting shall announce the statistics results on the spot; otherwise, the presider of the meeting shall request the secretary to the Board of Directors to inform the directors of the voting results prior to the next working day upon conclusion of the stipulated voting deadline.

In case any director casts his vote after the presider's announcement on the voting results or after the stipulated voting deadline, his vote shall not be counted in the calculation results

Article 33 Formation of resolutions

Resolutions made by the Board, except for those shall be passed by a majority of not less than two-thirds of the Directors according to the laws, administrative regulations, and departmental rules, listing rules of the place where the Company's shares are listed and the Articles of Association. The resolutions in relation to other matters shall be passed by more than half of the Directors.

The Board resolutions in respect of guarantee matters within the scope of authority of the Board shall, in addition to being passed by more than one half of the Directors, require the affirmative vote of not less than two-thirds of all the Directors attending the meeting.

In case of any discrepancy on the contents or meanings of different resolutions, the resolution formed later shall prevail.

Article 34 Avoiding a Vote

The directors shall avoid voting on the relevant proposal in the following circumstances:

- (I) the laws, administrative regulations, and departmental rules, listing rules of the place where the Company's shares are listed require the abstention of voting by the directors;
- (II) When the directors deem necessary to avoid voting;
- (III) When the Articles of Association specifies the directors should avoid voting due to their relationship with the enterprise involved by the meeting proposal.

In the case of directors avoiding voting, relevant Board meetings can be held when more than half of unrelated directors are present, and resolutions made at the Board meetings shall be passed by more than half of unrelated directors. But the matters considered are matters shall be passed by more than two thirds of the Board, and shall be passed by more than two thirds of the unrelated directors. If the number of unrelated directors present at the meeting is less than three, directors shall not vote on relevant proposals which shall submit to the general meeting for consideration.

Article 35 The Board shall act in strict accordance with the authorization of the general meeting and the Articles of Association, and shall not form a resolution by means of exceeding given authority.

Article 36 Special Provisions on the Distribution of Profits

Where a resolution on the distribution of profits is necessary to be made in the Board meeting, the distribution pre-proposal to be submitted to the Board for deliberation can be first noticed to the certified public accountant, who shall issue the audit report draft accordingly as requested (All financial data other than those relevant to the distribution shall have been determined.) The Board, after the distribution resolution is made, shall ask the certified public accountant to issue the formal audit report and then make resolutions on other relevant issues of the regular reports accordingly.

Article 37 Disposal of the Proposal Not Adopted

For the unapproved proposal, the Board meetings shall not review the proposal with the same contents within one month again without the occurrence of material changes in relevant conditions and factors.

Article 38 Defer to resolve on the motion

Where more than one half of the directors in presence or more than two independent directors cannot make judgment on relevant matters by holding that the motion is ambiguous or not specific, or that the materials for the meeting are not sufficient or otherwise, the presider of the meeting shall require the meeting to defer to resolve on the motion.

The director proposing to defer to resolve on the motion shall provide unambiguous requirements in respect of the conditions precedent for the motions to be resolved on again.

Article 39 Sound Recording of the Meeting

A physical Board meeting or a Board meeting held by video or telephone may be fully recorded if necessary

Article 40 Announcement of Resolutions

The announcement of resolutions of the Board shall be handled by the secretary to the Board and relevant staffs in accordance with relevant provisions of listing rules for stock exchanges where the Company's shares are listed. Prior to the disclosure of the resolution announcement, the participating directors and attendees, records and service personnel have the obligation to keep the content of resolutions confidential.

Section V Minutes of Meeting or Recording Materials of Meeting**Article 41** The minutes

The secretary to the Board shall arrange staff of the office of the Board to take minutes of Board meetings. The minutes of the Board meetings shall be true, accurate and complete. The minutes shall specify:

- (I) the serial number, time, venue and form of the meeting;
- (II) sending of the notice of meeting;
- (III) convener and presider of the meeting;
- (IV) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others;
- (V) the agenda for the meeting, the proposals considered at the meeting, chief comments and opinions of directors on relevant issues, opinions expressed on the proposals, and any doubts or objections raised by the directors;
- (VI) voting method and voting results of each proposal (explaining the specific number of votes agreed, opposed and abstained);
- (VII) other matters that the Board attending the meeting considered necessary to record.

Article 42 Meeting summary and minutes of resolution

Besides the minutes of meeting, the secretary to the Board may also, if necessary, arrange the office staff of the Board to make a clear and concise meeting summary according to the convening of the meeting and make the separate minutes for the resolutions adopted according to the statistic result of voting.

Article 43 Signature of Directors

The attending directors shall confirm the minutes of meeting and the minutes of resolution by signature on behalf of themselves or the directors who appoint them to attend the meeting as their representatives. The director may explain in writing when signing, for any dissenting opinion on the minutes of meeting or the minutes of resolution. Where necessary, the director may report the same to the regulatory authority or make a public declaration.

If any director refuses to give confirmation by signature in accordance with the preceding paragraph, nor does he/she express dissenting opinions with written explanation, report his/her dissenting opinions to the regulatory authority or deliver a public declaration, such director shall be deemed to be in total agreement with the contents of the minutes of meeting and the minutes resolution.

The secretary to the Board shall also sign his/her/their name(s) on the minutes of meeting.

Article 44 Responsibilities of the Board

Directors shall sign on the Board resolution and be liable for the resolutions passed at the meeting of the Board of Directors. If a resolution of the Board of Directors contravenes the laws, the administrative regulations or these Articles of Association, or the resolutions of the general meeting, as a result of which the Company sustains substantial losses, the directors participating in the passing of such resolutions shall be liable to compensate the Company provided that if it can be proved that a director expressly objected to the resolution when the resolution was put to vote and that such objection was recorded in the minutes of the meeting, such director may be exempted from such liability.

With the approval of the general meeting of the shareholders, the Company may purchase insurances for the responsibilities of directors. The related liability insurance coverage shall be subject to the related contract, except the responsibilities caused by the directors' violating the law, rules and the provisions of the Articles of Association.

Section VI Supplementary Provisions

Article 45 Implementation of resolutions

The Chairman shall supervise the implementation of the Board's resolutions, check the implementation of the resolutions and report on implementation of the resolutions at subsequent Board meetings.

Article 46 Preservation of meeting files

The secretary to the Board shall keep the Board meeting archive, including meeting notices, meeting materials, attendance register of meeting, the powers of attorney authorizing a proxy to attend the meeting, recording materials of meeting, votes, reply slip of the notice, minutes, meeting summary, resolutions and announcements signed and confirmed by the directors present at the meeting.

The meeting archive of the Board shall be kept for a period more than ten years.

Article 47 In these Rules, reference to “more than” a number includes that number

Article 48 The rules shall, upon consideration and approval at the general meeting, take into effect upon initial public offering of RMB ordinary Shares (A shares) and listing on the Shenzhen Stock Exchange by the Company. From the effective date of the Rules, the original Terms of Reference and Working Rules for the Board of IRICO Group Electronics Company Limited will automatically lapse.

Article 49 The Rules shall be interpreted by the Board.

Note: If there is any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

IRICO GROUP NEW ENERGY COMPANY LIMITED RULES OF PROCEDURE OF SUPERVISORY COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the method of discussion and the procedures of voting for the Supervisory Committee of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “**Company**”), procure supervisors and the Supervisory Committee to effectively perform the duties of supervision and optimize the governance structure of legal persons of the Company, according to the relevant requirements of 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 Code of Corporate Governance for Listed Companies, the Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Circular Regarding Comments on the Amendment of Articles of Association of Companies Listing Overseas in Hong Kong (Zheng Jian Hai Han [1995] No. 1), the Guidelines of Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the ChiNext Market (amended in 2020), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. (hereinafter referred to as the “**Hong Kong Listing Rules**”), and the “Articles of Association of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), formulate these Rules.

CHAPTER 2 GENERAL PROVISIONS OF THE SUPERVISORY COMMITTEE

Article 2 The Company shall have a Supervisory Committee. The Supervisory Committee comprises five supervisors, and the Supervisory Committee shall have one chairman.

The appointment and removal of the Chairman of the Supervisory Committee shall be determined by two-thirds or more of the members of the Supervisory Committee.

Article 3 The Supervisory Committee shall exercise its powers within the scope stipulated in the Company Law and the relevant laws, regulations, departmental rules, regulatory documents, and the listing rules of the Stock Exchange where the Company’s shares are listed and the Articles of Association.

Supervisors shall attend meetings of the Board.

CHAPTER 3 THE SUPERVISORY COMMITTEE MEETINGS

Article 4 The Supervisory Committee shall set up an office to handle the daily affairs of the Supervisory Committee.

The chairman of the Supervisory Committee shall also be in charge of the office of the Supervisory Committee and keep the seal of the Supervisory Committee. The chairman of the Supervisory Committee may require the Company's representative of securities affairs or other staff of the Company to assist him in managing the daily affairs of the Supervisory Committee.

Article 5 The Supervisory Committee meetings

Supervisory Committee meetings include regular meetings and extraordinary meetings.

The Supervisory Committee shall hold one regular meeting every six months. The Supervisory Committee shall convene an extraordinary meeting within ten days if:

- (1) a supervisor proposes to convene such a meeting;
- (2) a resolution is passed at a general meeting or a Board meeting that violates laws, regulations, regulatory documents, various stipulations and requirements of regulatory authorities, the Articles of Association, resolutions of general meetings of the Company and other relevant regulations;
- (3) any misconduct of directors and senior management is likely to cause significant damage to the Company or to cause adverse effects in the market;
- (4) lawsuits are filed by shareholders against the Company, directors, supervisors or senior management;
- (5) directors, supervisors or senior management of the Company receive penalties imposed by the securities regulatory authorities or have been openly reprimanded by the stock exchange where the shares of the Company are listed;
- (6) regulatory authorities proposes to convene such a meeting;
- (7) other circumstances as stipulated by the Articles of Association occur.

Article 6 Proposals for regular meetings

Before giving the notice on convening a regular meeting, the office of the Supervisory Committee shall solicit proposals for the meeting from all supervisors and provide at least 2 days to solicit opinions from the employees. When soliciting proposals and opinions, the office of the Supervisory Committee shall explain that the Supervisory Committee focuses on the supervision of the standard operation of the Company and the performance of the duties of the directors and senior management rather than making decisions on the operation and management of the Company.

Article 7 Proposing procedures for extraordinary meetings

If a supervisor proposes to convene an extraordinary meeting of the Supervisory Committee, he/she shall submit a written proposal signed by him/her to the chairman of the Supervisory Committee through the office of the Supervisory Committee or directly to the chairman of the Supervisory Committee. The written proposal shall set forth the following:

- (1) the name of the proposing supervisor;
- (2) the reason or objective circumstance for the proposal;
- (3) the time or duration, venue and form of the proposed meeting;
- (4) clear and specific motions; and
- (5) contact information of the proposing supervisor and date of proposal, etc.

Within 3 days after the office of the Supervisory Committee or the chairman of the Supervisory Committee receives a written proposal from a supervisor, the office of the Supervisory Committee shall issue a notice to convene an extraordinary meeting.

Article 8 Convening and presiding over the Meetings

The meeting of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee; if the chairman of the Supervisory Committee is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall convene and preside over the meeting of the Supervisory Committee.

Article 9 Notice of Meetings

For convening the regular meetings and extraordinary meetings of the Supervisory Committee, the office of the Supervisory Committee shall deliver the written meeting notice to all supervisors and the Secretary to the Board by hand, duly stamped mail, fax or e-mail 10 days and 5 days in advance. If not delivered by hand, it shall also be confirmed by telephone, with related records.

The date of delivery of the notice of meeting sent by personal delivery is the date which the recipient signs (or stamps) on the receipt; the date of delivery of the notice sent by post is the fifth working day after the date of delivery to post office; the date of delivery of the notice sent by fax shall be the date shown in the fax machine report slip; the date of delivery of the notice sent by email is the date when the e-mail reaches the recipient's system designated by the addressee.

Where an extraordinary meeting of the Supervisory Committee needs to be convened in emergency, the notice of meeting may be sent by telephone verbal means, but the convener shall make explanations at the meeting.

Article 10 Contents of the notice of meetings

Notice of a meeting shall at least include:

- (1) the date and venue of the meeting;
- (2) term;
- (3) matter and issues;
- (4) the convener and presider of the meeting, the proposer of the extraordinary meeting and his/her written proposal;
- (5) meeting materials necessary for supervisors to vote;
- (6) the requirements that the supervisor shall attend the meeting in person;
- (7) contact person and contact information;
- (8) the date of notification.

The verbal notice shall at least include the information of the aforementioned item (1) and (3) and the explanations on holding the extraordinary meeting of the Supervisory Committee under urgent circumstance.

Article 11 Attending in person and by proxy

In principle, Supervisors shall attend the meetings of the Supervisory Committee in person. Any supervisor who is unable to attend by any reason shall review the meeting materials in advance to form defined opinions and appoint other Supervisors to attend on his/her behalf in writing.

The power of attorney shall specify:

- (1) the names of the appointing Supervisors and the Supervisors being appointed;
- (2) the concise opinion of the appointing Supervisors with regard to each proposal;
- (3) the authorization scope and the instruction with regard to voting intention on proposals; the date and expiration date of the power of attorney;
- (4) the signature of the appointing Supervisors, among others.

The Supervisors being appointed shall submit the written power of attorney to the chairman of the meeting, and state such appointment on the meeting signature book.

Article 12 Forms of meetings

Supervisory Committee meetings shall in principle be held on site.

In emergencies, Supervisory Committee meetings may vote by communication means, whereas the convener (the chairman) of the Supervisory Committee meeting shall explain such emergencies to attending Supervisors. If a voting is conducted in communication means, Supervisors shall fax their signed and confirmed written opinions and voting intentions with regard to matters under review to the office of the Supervisory Committee.

Article 13 Holding of meetings

The quorum for a Supervisory Committee meeting shall be over 1/2 of the Supervisors. Shall related Supervisors refuse or neglect to attend meetings and cause such meetings to fail to satisfy the quorum requirement, other Supervisors shall notify regulatory departments in a timely manner, and propose to the general meeting of the Company the dismissal of the Supervisors.

The secretary to the Board and security affairs representative shall attend the Supervisory Committee meeting.

Article 14 Review procedures of meetings

The presider of the meeting shall ask the attending Supervisors for their opinions on each of the proposals.

The presider shall request the Directors, senior management, other employees of the Company or business personnel of relevant intermediary agencies to answer for inquiries on site according to the suggestions of the Supervisors.

Article 15 Resolutions of Supervisory Committee meetings

One Supervisor shall have one vote at a voting, which shall be registered and in written form.

Supervisors may vote for or against the proposal or abstain from voting. Attending supervisors shall choose one of the above-mentioned intentions; if they do not choose or choose more than two intentions simultaneously, the presider of the meeting shall have the right to ask relevant supervisors to make choice again; if the supervisors refuse to make choice, it shall be regarded as abstaining; if the supervisors leave the meeting venue halfway without making a choice, it shall be regarded as abstaining.

A resolution of the Supervisory Committee must be approved by two-thirds or more of the Supervisors.

Article 16 Taping of meetings

Supervisory Committee meetings held on-site and by means of video, telephone and other means may be fully taped whenever necessary.

Article 17 Minutes of meetings

The staff of the Supervisory Committee shall prepare minutes of on-site meetings. The minutes of the Supervisory Committee shall include:

- (1) the session, time, venue and form of the proposed meeting;
- (2) issuance of the meeting notice;
- (3) the convener and presider of the meeting;
- (4) meeting attendance;
- (5) the proposals discussed at the meeting, the main points of each supervisor's speech and main opinions on the matters, and the intention to vote on the proposals;

- (6) method and results of the voting for each proposal (the voting result should specify the number of votes for and against the proposal or abstention);
- (7) other issues that the attending Supervisors consider necessary.

For Supervisory Committee meetings held by communication means, the office of the Supervisory Committee shall prepare minutes of such meetings with reference to the abovementioned requirements.

Article 18 Signatures of Supervisors

Attending Supervisors shall sign and confirm meeting minutes. Shall a Supervisor have different opinions with regard to meeting minutes, a written statement may be made upon the signature, where necessary, a report shall be submitted to regulatory departments in a timely manner, public announcements may also be made.

Supervisors that neither sign in accordance with the provisions of the preceding paragraph, nor make a written statement or report to the supervisory department to explain their dissenting opinion or publish a public statement, are deemed to fully agree with the contents of the meeting minutes.

Article 19 The Company shall promptly report the resolutions of the Supervisory Committee to the stock exchange where the Company's shares are listed (if necessary) upon the convening of a Supervisory Committee meeting.

The resolutions of the Supervisory Committee shall be signed and confirmed by the attending Supervisors. Supervisors shall ensure that the contents of the announcement of the resolutions of the Supervisory Committee are true, accurate and complete, and do not contain any false statement, misleading representation or material omission.

Article 20 The matters concerning the announcement of the resolutions of the Supervisory Committee shall be handled by the secretary to the Board and other relevant personnel in accordance with the relevant provisions of the listing rules of the stock exchange where the Company's shares are listed.

Article 21 The announcement of the resolutions of the Supervisory Committee shall include the following:

- (1) time, venue and means of conducting the meeting, and a statement as to whether the meeting complies with relevant laws, administrative regulations, departmental rules, other normative documents and the Articles of Association;
- (2) number and names of Supervisors who appointed proxies to attend the meeting and who were absent from the meeting, the reasons for absence and the names of proxies for such Supervisors;

- (3) number of the affirmative votes, dissenting votes and abstaining votes for each resolution, and the reasons for the Supervisors to cast dissenting or abstaining votes;
- (4) detailed contents of the matters considered and resolution passed in the meeting;
- (5) other contents required by the listing rules of the stock exchange where the Company's shares are listed.

CHAPTER 4 MISCELLANEOUS

Article 22 Implementation of resolutions

Supervisors shall procure related personnel to implement resolutions of the Supervisory Committee, the chairman of the Supervisory Committee shall report the implementation of adopted resolutions at following meetings of the Supervisory Committee.

Article 23 Filing of meeting documents

A person designated by the chairman of the Supervisory Committee is responsible to keep the meeting documents of the Supervisory Committee, including the meeting notice and the meeting materials, the attendance book of the meeting, the meeting audio recordings, votes, meeting minutes and resolution announcements confirmed and signed by the supervisors.

The meeting documents of the Supervisory Committee shall be filed for a period of not less than ten years.

Article 24 Matters not stipulated in these Procedural Rules shall be implemented with reference to related requirements of the Procedural Rules of the Board of the Company.

Article 25 "Over" a number as used in these Procedural Rules shall include the number itself.

Article 26 The rules shall, upon consideration and approval at the general meeting, take effect from the date of the Company's initial public offering of RMB ordinary shares (A shares) and listing on the Shenzhen Stock Exchange. Since the effective date of the Articles of Association, the original Rules of Procedure of the Supervisory Committee of IRICO Group Electronics Company Limited shall be automatically invalidated.

Article 27 These rules shall be interpreted by the Supervisory Committee.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

No.	Chapter	Original system presentation	New system presentation
1.	Article 1 under Chapter I of Administration System of Related Party Transactions	In order to regulate the connected transactions between IRICO Group New Energy Company Limited (hereinafter referred to as the “Company”) and its connected parties, ensure the fairness and rationality of the Company’s connected transactions and in compliance with the principles of fairness, impartiality and openness, protect the legitimate rights and interests of the Company and all its shareholders, this system has been formulated in accordance with the requirements of the laws, regulations and regulatory documents such as the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”) (hereinafter referred to as the “Listing Rules”), based on the specific circumstances of the Company.	In order to regulate the related party transactions of IRICO Group New Energy Company Limited (hereinafter referred to as the “Company”), ensure the fairness and reasonableness of the Company’s related party transactions and the related party transactions are in compliance with the principles of fairness, justness and openness, protect the legitimate rights and interests of the Company and all of its shareholders, this system has been formulated in accordance with the requirements of the laws, regulations and regulatory documents such as the Company Law of the People’s Republic of China, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (hereinafter referred to as the “ChiNext Market Listing Rules”), the Guidelines on Information Disclosure of Listed Companies on the Shenzhen Stock Exchange No. 5 – Transactions and Related Party Transactions (《深圳證券交易所上市公司信息披露指引第5號——交易與關聯交易》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”) (hereinafter referred to as the “Hong Kong Listing Rules”) and the Articles of Association of IRICO Group New Energy Company Limited (hereinafter referred to as the “Articles of Association”), based on the specific circumstances of the Company. Unless otherwise stated, the terms “related party transaction” and “related party” are used consistently in this system to describe related party transaction and related party under the ChiNext Market Listing Rules and connected transaction and connected party under Chapter 14 of the Hong Kong Listing Rules.

No.	Chapter	Original system presentation	New system presentation
2.	Article 2 under Chapter I of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>The Company's related party transactions shall be real commercial transactions with fair pricing and the Company shall comply with regulations on decision-making procedures and meet standards for information disclosure. The Company shall actively reduce related party transactions through asset restructuring and overall listing.</p> <p>The Company shall sign a written agreement with related parties with respect to related party transactions in the principles of equality, voluntariness, equivalence and compensation, and the contents of the agreement shall be clear, specific and enforceable.</p> <p>The Company and its related parties shall not use related party transactions to transfer benefits or adjust profits, or conceal related party relationship in any way.</p>
3.	Article 3 under Chapter I in administration system of related party transactions	No relevant content in the original administration system.	The Board of the Company shall stipulate that the audit committee under it performs the duties of control and daily management of related party transactions of the Company.
4.	Article 4 under Chapter I of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall comply with the provisions under the ChiNext Market Listing Rules, the Standards for the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 2 – Contents and Formats of Annual Reports (《公開發行證券的公司信息披露內容與格式準則第2號—年度報告的內容與格式》) and the Hong Kong Listing Rules in disclosure of related persons and related party transactions in the non-financial report part of its interim reports and periodic reports.

No.	Chapter	Original system presentation	New system presentation
			The Company shall comply with the provisions under the Accounting Standards for Business Enterprises No. 36 – Disclosure of Related Parties and the Hong Kong Listing Rules in disclosure of related persons and related party transactions in the financial report part of the periodic reports.
5.	Article 5 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>The Company implements categorized management for related party transactions, determines the scope of related parties in accordance with the provisions of the relevant laws and regulations as well as the ChiNext Market Listing Rules and the Hong Kong Listing Rules, and complies with the requirements for approval and information disclosure in accordance with the relevant provisions.</p> <p>When conducting transactions, the Company shall consider the specific circumstances in accordance with the ChiNext Market Listing Rules and the Hong Kong Listing Rules and apply the more exacting rules of them in determining whether the parties involved in the transactions are related parties, whether the transactions constitute related party transactions, and determining the applicable decision-making procedures and disclosure requirements.</p>
6.	Article 6 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	Related parties of the Company include related legal persons and related natural persons stipulated in the ChiNext Market Listing Rules, and connected persons stipulated in the Hong Kong Listing Rules.

No.	Chapter	Original system presentation	New system presentation
7.	Article 7 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>In accordance with the ChiNext Market Listing Rules, a legal person or other organization shall be a related legal person of the Company if he/she/it meets any of the following circumstances:</p> <p>Legal person or other organization directly or indirectly controlling the Company;</p> <p>Legal person or other organization, other than the Company and its holding subsidiaries, that is directly or indirectly controlled by the legal person mentioned in the preceding paragraph (1);</p> <p>Legal person or other organization that is directly or indirectly controlled by a related natural person of the Company stated in Article 9 herein, or any legal person or other organization in which the related natural person assumes the position of director (except independent director) or senior management, other than the Company and its holding subsidiaries;</p> <p>Legal person holding 5% or more of the shares of the Company, and parties acting in concert with it;</p> <p>Legal person or other organization as identified by China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the Shenzhen Stock Exchange (hereinafter referred to as the “SZSE”) or the Company based on the principle of substance over form, to whom the Company’s interest may be in its favour due to their special relationships with the Company.</p>

No.	Chapter	Original system presentation	New system presentation
8.	Article 8 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	In accordance with the ChiNext Market Listing Rules, where the Company and the entity as mentioned in Item (2) of the previous article are under the control of the same state-owned asset management authority, no related party relationship will be constituted as a result, unless the chairman, manager or the majority of the directors of such entity are also directors, supervisors or senior management member of the Company.
9.	Article 9 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>In accordance with the ChiNext Market Listing Rules, a natural person shall be a related natural person of the Company if he/she/it meets any of the following circumstances:</p> <ul style="list-style-type: none"> (1) natural person directly or indirectly holding 5% or more of the shares of the Company; (2) a director, supervisor or senior management member of the Company; (3) a director, supervisor or senior management member of a legal person or other organization directly or indirectly controlling the Company; (4) close family members of a person as described in items (1) to (3) herein; (5) a natural person as identified by the CSRC, the SZSE or the Company based on the principle of substance over form, to whom the Company's interest may be in its favour due to their special relationships with the Company.

No.	Chapter	Original system presentation	New system presentation
10.	Article 10 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>In accordance with the ChiNext Market Listing Rules, a legal person, other organization or natural person that meets any of the following circumstances shall be regarded as a related person of the Company:</p> <p>(1) meeting one of the circumstances as described in Article 7 or Article 9, subsequent to, or in the next twelve months of, the coming into effect of an agreement or arrangement with the Company or the related party of the Company;</p> <p>(2) having met one of the circumstances as described in Article 7 or Article 9 in the last twelve months.</p>
11.	Article 11 under Chapter II of Administration System of Related Party Transactions	<p>Connected persons including:</p> <p>(1) a director, supervisor, executive general manager or substantial shareholder (representing shareholders controlling $\geq 10\%$ of the voting rights) of the Company (including its wholly-owned and non-wholly-owned subsidiaries);</p> <p>(2) a director of the Company (including its wholly-owned and non-wholly-owned subsidiaries) during the preceding 12 months;</p> <p>(3) associates for the various connected persons mentioned in the above two items;</p>	<p>In accordance with the Hong Kong Listing Rules, connected persons include:</p> <p>(1) a director, supervisor, executive general manager or substantial shareholder (representing a shareholder controlling $\geq 10\%$ of the voting rights) of the Company (including its wholly-owned and non-wholly-owned subsidiaries);</p> <p>(2) a director of the Company (including its wholly-owned and non-wholly-owned subsidiaries) during the past 12 months;</p> <p>(3) associates of the various connected persons mentioned in the above two items;</p>

No.	Chapter	Original system presentation	New system presentation
		<p>(4) a non-wholly-owned subsidiary of the Company in one of the following circumstances:</p> <ol style="list-style-type: none"> 1. a connected person of the Company may exercise or control $\geq 10\%$ of the voting rights at a general meeting of the non-wholly-owned subsidiary; this 10% level does not include any indirect interest in the non-wholly-owned subsidiary held by the connected person through the Company; 2. a subsidiary which is a non-wholly-owned subsidiary within the meaning of the preceding article; 	<p>(4) a non-wholly-owned subsidiary of the Company in one of the following circumstances:</p> <ol style="list-style-type: none"> 1. a connected person of the Company may exercise or control $\geq 10\%$ of the voting rights at a general meeting of the non-wholly-owned subsidiary; this 10% level does not include any indirect interest in the non-wholly-owned subsidiary held by the connected person through the Company; 2. a subsidiary which is a non-wholly-owned subsidiary within the meaning of the preceding article;
		<p>(5) A person deemed to be connected by the Stock Exchange.</p>	<p>(5) A person deemed to be connected by the Stock Exchange.</p>

No.	Chapter	Original system presentation	New system presentation
12.	Article 12 under Chapter II of Administration System of Related Party Transactions	<p>In accordance with the Hong Kong Listing Rules, associates are divided into two categories depending on whether the connected person is an individual or a legal person and, where the connected person is a legal person, the associates mainly include:</p> <ol style="list-style-type: none"> (1) a holding company (being a company which holds more than 50% of the equity or voting rights of the connected person); (2) a subsidiary (being a company in which the connected person holds more than 50% of the equity or voting rights); (3) an affiliated company (being a company in which the holding company of the connected person holds more than 50% of the equity or voting rights); (4) any other company in which $\geq 30\%$ of the equity is held or controlled by the connected person and/or its holding company, subsidiary, or affiliated company; (5) a trustee (and a company in which the trustee holds or controls, directly or indirectly, $\geq 30\%$ of the equity in the capacity as trustee). 	<p>In accordance with the Hong Kong Listing Rules, associates are divided into two categories depending on whether the connected person is an individual or a legal person and, where the connected person is a legal person, the associates of it mainly include:</p> <ol style="list-style-type: none"> (1) a holding company (being a company which holds more than 50% of the equity interest or voting rights of the connected person); (2) a subsidiary (being a company in which the connected person holds more than 50% of the equity interest or voting rights); (3) an affiliated company (being a company in which the holding company of the connected person holds more than 50% of the equity interest or voting rights); (4) any other company in which $\geq 30\%$ of the equity interest is held or controlled by the connected person and/or its holding company, subsidiary, or affiliated company; (5) a trustee (and a company in which the trustee holds or controls, directly or indirectly, $\geq 30\%$ of the equity interest in the capacity as trustee).

No.	Chapter	Original system presentation	New system presentation
13.	Article 13 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Related party transactions for the purpose of this system are any transactions (including one-off related party transactions and continuing related party transactions) between the Company and its holding subsidiaries and related parties, or any transactions with independent third parties for the acquisition of interests in the Company, or any transactions involving the acceptance or provision of financial assistance by a jointly held entity. Except as otherwise provided for by the listing rules of the stock exchange on which the Company's shares are listed, related party transactions mainly include the following:</p> <p>(1) the purchase or sale of assets, including those deemed disposal as set out in the Hong Kong Listing Rules;</p> <p>.....</p> <p>(23) matters that may result in the transfer of resources or obligations through agreement determined by the stock exchange where the shares of the Company are listed on the basis of the principle of substance over form, including the financial assistance and guarantee provided for companies as jointly invested with the related persons exceeding its shareholding percentage or investment percentage, and waiver of capital increase or pre-emptive rights of companies as jointly invested with the related persons on a pro rata basis, etc.</p>

No.	Chapter	Original system presentation	New system presentation
			<p>Waivers of rights mentioned in this system refers to the Company's voluntary waivers of the following rights over companies, non-corporate entities and other cooperative projects over or in which the Company controls or invests, except under administrative allocations, judicial decisions or other circumstances:</p> <p>(1) waiver of the right of first refusal stipulated in the Company Law;</p> <p>.....</p> <p>(5) other waivers of legitimate rights.</p>
14.	Article 14 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	The directors, supervisors, senior management, shareholders holding 5% or more of shares (and their concert parties) and actual controllers of the Company shall inform the Company of their related party relationships with the Company in a timely manner, and the Company shall report the same to the SZSE for filing.
15.	Article 15 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	The audit committee of the Company shall identify the list of related persons of the Company, and shall report the same to the Board of Directors and Supervisory Committee in a timely manner.
16.	Article 16 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall maintain a list of related parties, update the list of the related parties in a timely manner and report or update the information of the said related parties on the website of the stock exchange where the shares of the Company are listed in a timely manner.
17.	Article 17 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall prepare a declaration form for related parties, send and collect the declaration form for related parties on a regular basis and urge the related parties to report the relevant information to the office of the Board of the Company as soon as they hold office in or become substantial shareholders of the Company.

No.	Chapter	Original system presentation	New system presentation
18.	Article 18 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>A related natural person of the Company shall report the following information:</p> <ol style="list-style-type: none"> (1) its name and identity number; (2) description of its related party relationship with the Company. <p>A related legal person of the Company shall report the following information:</p> <ol style="list-style-type: none"> (1) name and the organization code of the legal person; (2) description of its related party relationship with the Company.
19.	Article 19 under Chapter II of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>The Company shall reveal its relationship with a related party layer by layer and state:</p> <ol style="list-style-type: none"> (1) full name and organization code (if any) of the controlling party or the party holding the shares; (2) full name and organization code (if any) of the controlled party or the investee; (3) the proportion of the total share capital held by the controlling party or the investing party in the controlled party or the investee.
20.	Article 20 of Chapter II of Administration System of Related Party Transactions	The continuing connected transaction is a transaction involving the provision of goods or services or financial assistance, which is expected to extend over a period of time on an ongoing or recurring basis, and is usually conducted in the ordinary and usual course of business.	The continuing related party transaction is a transaction involving the provision of goods or services or financial assistance, which is expected to extend over a period of time on an ongoing or recurring basis, and is usually conducted in the ordinary and usual course of business of the Company.

No.	Chapter	Original system presentation	New system presentation
21.	Article 21 of Section I of Chapter III of Administration System of Related Party Transactions	Pursuant to the requirements of the Listing Rules, unless there are applicable waivers, the company shall make disclosure of all of its connected transactions or obtain the prior approvals from the independent shareholders before the occur of the connected transactions, while the specific disclosure or approval requirements will dependent on the nature and size of individual transaction. In accordance with the requirements of the Listing Rules, this article constitute a liability which a listing company shall comply with for a long term.	<p>The Company shall distinguish the types of connected transactions in accordance with the testing methods under the Hong Kong Listing Rules and comply with or obtain exemption from the requirements of reporting, announcement and independent shareholder's approval when entering into agreements.</p> <p>Pursuant to the requirements of the Hong Kong Listing Rules, unless there are applicable waivers, the company shall make disclosure of all of its connected transactions or obtain the prior approvals from the independent shareholders before the occurrence of the connected transactions, while the specific disclosure or approval requirements will depend on the nature and size of individual transaction. In accordance with the requirements of the Hong Kong Listing Rules, this article constitute a liability which a listing company shall comply with on a long-term basis.</p>

No.	Chapter	Original system presentation	New system presentation
22.	Article 22 of Section I of Chapter III of Administration System of Related Party Transactions	<p>Article 7 The connected transactions or continuing connected transactions that conform with the following conditions (de minimis waivers) shall be waived from the reporting, announcement and independent shareholders' approval requirements (and the annual review in terms of the continuing connected transactions):</p> <p>the transaction is a connected transaction conducted on normal commercial terms or more favorable terms, and each ratio of percentage ratios (namely, total assets ratio, profit ratio, earnings ratio, consideration ratio and share capital ratio, similarly hereinafter) is:</p> <p>(1) less than 0.1%;</p> <p>(2) equivalent to or more than 0.1% but less than 1%, while the relevant transaction is classified as a connected transaction solely because it involves the following connected person: this person is a connected person of the Company by virtue of its relationship with one or more than one subsidiary of the Company;</p> <p>(3) equivalent to or more than 0.1% but less than 5%, and the total transaction consideration/annual consideration (as the case may be) (if being financial assistance, the total amount of the financial assistance together with any financial gains paid to the connected persons or the jointly held entities) is less than HK\$3 million.</p>	<p>Pursuant to the requirements of the Hong Kong Listing Rules, the connected transactions or continuing connected transactions that meet the following conditions (de minimis waivers) shall be exempt from the reporting, announcement and independent shareholders' approval (and annual review in terms of the continuing connected transactions) requirements:</p> <p>the transaction is a connected transaction conducted on normal commercial terms or more favorable terms, and each size test (namely, total assets ratio, profit ratio, revenue ratio, consideration ratio and equity capital ratio, similarly hereinafter) is:</p> <p>(1) less than 0.1%;</p> <p>(2) equivalent to or more than 0.1% but less than 1%, while the relevant transaction is classified as a connected transaction solely because it involves the following connected person: this person is a connected person of the Company by virtue of its relationship with one or more than one subsidiary of the Company;</p> <p>(3) equivalent to or more than 0.1% but less than 5%, and the total transaction consideration/annual consideration (as the case may be) (if being financial assistance, the total amount of the financial assistance together with any monetary advantage paid to the connected persons or the jointly held entities) is less than HK\$3 million.</p>

No.	Chapter	Original system presentation	New system presentation
23.	Article 23 of Section I of Chapter III of Administration System of Related Party Transactions	<p>Article 8 The following connected transactions or continuing connected transactions shall only make announcement and disclosures in the financial statements (and the annual review in terms of the continuing connected transactions), while the independent shareholders' approval is not required:</p> <p>the transaction is a connected transaction conducted on normal commercial terms or more favorable terms, and each ratio of percentage ratios is:</p> <p>less than 5%;</p> <p>equivalent to or more than 5% but less than 25%, and the total transaction consideration/annual consideration (as the case may be) (if being financial assistance, the total amount of the financial assistance together with any financial gains paid to the connected persons or the jointly held entities) is less than HK\$10 million.</p>	<p>Pursuant to the requirements of the Hong Kong Listing Rules, the following connected transactions or continuing connected transactions shall only be subject to announcement and disclosures in the financial statements (and annual review in terms of the continuing connected transactions), while the independent shareholders' approval is not required:</p> <p>the transaction is a connected transaction conducted on normal commercial terms or more favorable terms, and each size test is:</p> <p>less than 5%;</p> <p>equivalent to or more than 5% but less than 25%, and the total transaction consideration/annual consideration (as the case may be) (if being financial assistance, the total amount of the financial assistance together with any monetary advantage paid to the connected persons or the jointly held entities) is less than HK\$10 million.</p>
24.	Article 24 of Section 1 under Chapter III of Administration System of Related Party Transactions	The serial number in the original system is Article 9.	<p>For one-time non-exempt connected transactions, the following provisions shall be complied with:</p> <ol style="list-style-type: none"> (1) setting out the basis for calculating the payables when an agreement is entered into with connected persons; (2) publishing an announcement; (3) obtaining approvals from independent shareholders; (4) advice from the independent financial adviser to the independent board committee or/ and independent shareholders (as the case may be) on whether the independent shareholders should vote in favour of the transactions.

No.	Chapter	Original system presentation	New system presentation
25.	Article 25 of Section 1 of Chapter III of Administration System of Related Party Transactions	The serial number in the original system is Article 10.	<p>For non-exempt continuing connected transactions, the following provisions shall be complied with:</p> <ol style="list-style-type: none"> (1) setting out the basis for calculating the payables when an agreement (with the term generally not more than 3 years) is entered into with connected persons; (2) setting the annual caps of the transactions and disclosing the calculation basis thereof; (3) publishing an announcement (only one time needed); (4) obtaining approvals from independent shareholders; (5) validity period of the exemption being three years; (6) independent non-executive Directors reviewing the continuing connected transactions each year; (7) advice from the independent financial adviser to the independent board committee or/and independent shareholders (as the case may be) on whether the independent shareholders should vote in favour of the transactions.

No.	Chapter	Original system presentation	New system presentation
26.	Article 26 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Article 26 The related party transactions which shall be approved by the Board</p> <p>The following related party transactions shall be considered and disclosed in a timely manner by the Board:</p> <ol style="list-style-type: none"> 1. pursuant to the ChiNext Market Listing Rules, the related party transactions of a value of more than RMB300,000 by the Company with related natural persons (other than the circumstances where the Company provides guarantee); 2. pursuant to the ChiNext Market Listing Rules, the related party transactions of a value of more than RMB3 million with related legal persons and such value represents more than 0.5% of the absolute value of the last audited net assets of the Company (other than the circumstances where the Company provides guarantee); 3. certain exempt connected transactions and non-exempt connected transactions stipulated in the Hong Kong Listing Rules. <p>The Company shall not directly or indirectly provide any borrowings to supervisors, Directors or senior management.</p>

No.	Chapter	Original system presentation	New system presentation
27.	Article 27 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Article 27 The related party transactions which shall be approved at the General Meetings</p> <p>Pursuant to the Hong Kong Listing Rules as amended from time to time, after being considered and passed by the Board, the non-exempt connected transactions shall be submitted to the general meeting for consideration and approval. In accordance with the existing Hong Kong Listing Rules, when the results of a non-exempt connected transaction in the ratio test conducted under Article 21 of this system fail to be (i) less than 5%, or (ii) less than 25% and the transaction consideration of each year is less than HK\$10 million, the transaction is subject to the reporting, announcement and independent shareholders' approval requirements.</p>

No.	Chapter	Original system presentation	New system presentation
			<p>Pursuant to the relevant business rules of Shenzhen Stock Exchange, where the related party transactions proposed to be entered into between the Company and the related parties meet one of the following standards, such transactions shall be submitted to the Board and the general meeting for consideration in addition to being disclosed in a timely manner:</p> <p>(1) material related party transaction with an amount of over RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company (save for the Company's provision of guarantee, being gifted with cash assets and indebtedness for the mere reduction of or exemption from the Company's obligations). Where the Company proposes to enter into a material related party transaction abovementioned, it shall provide an audit or assessment report which is issued by a securities services institution in compliance with the requirements of the Securities Law, in respect of the object of the transaction. For the object involved in the related party transaction which is relevant to the daily operations, there can be no audit or assessment.</p> <p>(2) provision of guarantee to the related parties by the Company.</p>
28.	Article 28 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	When the Company and the related parties jointly make contributions to establish a company, the contribution of the Company shall be taken as the transaction amount, and the above mentioned Articles 26 and 27 shall apply.

No.	Chapter	Original system presentation	New system presentation
29.	Article 29 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Where the scope of consolidated statements is changed as the Company directly or indirectly waives the right of first refusal or the right of capital commitment or other rights to a controlled subsidiary, the financial indicators of the controlled subsidiary shall be taken as calculation standard, and the above mentioned Articles 26 and 27 shall apply.</p> <p>Where the waiver or partial waiver of the right of first refusal or the right of capital commitment or other rights to its controlled subsidiary or investee company does not result in any change in the scope of the consolidated statement, but a decrease in the shareholding in that controlled subsidiary or investee company, relevant financial indicators calculated based on the percentage of the change of the equity interests held and the assigned or contributed amount (whichever is higher) shall be taken as calculation standard, and the above mentioned Articles 26 and 27 of shall apply.</p> <p>Where the Company waives or partially waives the right of first refusal or the right of capital commitment or other rights to its subordinate non-corporate entities, cooperation projects, the provisions of the above two articles shall apply mutatis mutandis.</p>

No.	Chapter	Original system presentation	New system presentation
30.	Article 30 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	Where the Company conducts a related party transaction in the form of “provision of financial funding” or “entrusted wealth management”, the actual amount concerned shall be deemed as the transaction price, and the above mentioned Articles 26 and 27 shall apply.
31.	Article 31 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Pursuant to the ChiNext Market Listing Rules, where the Company conducts any of the following related party transactions, the related party transaction price shall be computed on an aggregate basis for consecutive 12 months, and the above mentioned Articles 26 and 27 shall apply, respectively:</p> <p>(1) transactions with the same related person;</p> <p>(2) transactions entered into with different related persons in respect to the same subject matter.</p> <p>The above same related person includes any legal persons or other organizations which are under direct or indirect control with such related person by the same entity or have mutual share control relationship with such related person and in which the same related natural person acts as director or senior management.</p>

No.	Chapter	Original system presentation	New system presentation
			<p>Where procedures for decision-making at the general meeting have been performed in the above principle of accumulative calculation, relevant related party transaction amounts will no longer be included in the relevant accumulative calculation scope.</p> <p>For transactions or related party transactions for which the Company has made disclosure but has not performed procedures for consideration at the general meeting, relevant amounts shall remain included in the accumulative calculation scope to determine consideration procedures to be performed. If matters of a related party transaction meet the disclosure standards due to application of the principle of accumulative calculation for twelve consecutive months, they may only be disclosed in accordance with relevant requirements, and a brief description of the cumulative transactions or related party transactions which did not meet the disclosure standards in the previous period shall be made in the announcement; if matters of a related party transaction are required to be submitted to the general meeting for consideration due to application of the principle of accumulative calculation for twelve consecutive months, such transaction or related party transaction may only be submitted to the general meeting for consideration, and a brief description of the matters of related party transactions for which procedures for consideration at the general meeting have not been performed in the previous period shall be made in the announcement.</p>

No.	Chapter	Original system presentation	New system presentation
32.	Article 32 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	Where the Company proposes to enter into a major related party transaction (except the Company receiving cash assets as gift, transaction purely for the purpose of granting debt reduction or relief to the Company and receiving guarantee) with a related person, independent Directors shall issue their approval in advance and submit the transaction to the Board for its consideration. The independent Directors may, prior to their decision, engage independent financial consultants to issue a report which shall serve as the basis for the decision.
33.	Article 33 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The audit committee of the Company shall also conduct a review of such related party transaction and form a written decision, and submit the transaction to the Board for its consideration as well as report the same to the Supervisory Committee. The audit committee may engage independent financial consultants to issue a report which shall serve as the basis for the decision.
34.	Article 34 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The related Directors shall refrain from the voting on the related party transaction when such transaction is reviewed and considered by the Board, and they shall not exercise the voting rights on behalf of other Directors. The related Directors shall not be included in the quorum. Such board meetings may be held if more than half of the non-related Directors are present. Resolutions by the Board shall be passed by the affirmative vote of more than half of non-related Directors; but if the matters considered are those shall be passed by more than two thirds of the members of the Board, they shall be passed by more than two thirds of non-related Directors. Where the number of non-related Directors present at the board meeting is less than three, the Company shall submit the transaction to the general meeting for its consideration.

No.	Chapter	Original system presentation	New system presentation
			<p>A related Director mentioned in the preceding paragraph shall mean a Director involved in any of the following circumstances:</p> <p>(1) being counterparty of a transaction;</p> <p>(2) being employed by the counterparty of a transaction, by a legal person or other organization which can directly or indirectly control the counterparty of a transaction, or by a legal person or other organization which is under direct or indirect control of the counterparty of a transaction;</p> <p>(3) having direct or indirect control of the counterparty;</p> <p>(4) being a close family member of the counterparty or any of its direct or indirect controllers;</p> <p>(5) being a close family member of a Director, supervisor or senior officer of the counterparty or its direct or indirect controllers;</p> <p>(6) being deemed by the China Securities Regulatory Commission, Shenzhen Stock Exchange, Stock Exchange or the Company to have potential to affect their independent commercial judgment for other reasons;</p> <p>(7) other circumstances in which the Director himself/herself or any of his/her related persons has a significant interest in the transaction in accordance with the ChiNext Market Listing Rules or the Hong Kong Listing Rules.</p>

No.	Chapter	Original system presentation	New system presentation
35.	Article 35 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Related shareholders shall refrain from voting on the related party transaction that is considered at the general meeting, and they shall not exercise the voting right on behalf of other shareholders.</p> <p>A related shareholder mentioned in the preceding paragraph shall mean a shareholder involved in any of the following circumstances:</p> <ol style="list-style-type: none"> (1) being counterparty of a transaction; (2) having direct or indirect control over the counterparty of a transaction; (3) being under direct or indirect control of the counterparty of a transaction; (4) being directly or indirectly controlled by the same legal person or natural person as the counterparty of a transaction; (5) being a close family member of the counterparty of a transaction or of such counterparty's direct or indirect controllers; (6) being employed by the counterparty of a transaction, by a legal entity which can directly or indirectly control the counterparty of a transaction, or by a legal entity which is under direct or indirect control of the counterparty of a transaction (applicable for the circumstances that the shareholder is a natural person);

No.	Chapter	Original system presentation	New system presentation
			<p>(7) having a share transfer agreement or other agreement with the counterparty to the transaction or its related persons that is not fully fulfilled and may impose restrictions or influence on his voting rights;</p> <p>(8) being a legal person or natural person regarded by the China Securities Regulatory Commission, the Shenzhen Stock Exchange, the Stock Exchange or the Company as likely to be treated favorably by the Company;</p> <p>(9) other circumstances in which the Director himself/herself or any of his/her related persons has a significant interest in the transaction in accordance with the ChiNext Market Listing Rules or the Hong Kong Listing Rules.</p>
36.	Article 36 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Supervisory Committee of the Company shall supervise the consideration, voting, disclosure and implementation of the related party transactions and shall issue its opinion in the annual report.
37.	Article 37 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall perform information disclosure obligations for related party transactions according to the provisions of the applicable laws and regulations, the regulatory documents and the stock exchange rules and requirements of the places where the shares of the Company are listed.
38.	Article 38 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The related party transactions stated in this system between the Company and related persons shall be disclosed in the form of provisional reports.

No.	Chapter	Original system presentation	New system presentation
39.	Article 39 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall disclose major related party transactions which occurred during the reporting period as significant matters in annual report and interim reports in a separate manner by type.
40.	Article 40 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The announcements, notices and annual reports in which the Company discloses related party transactions on the Hong Kong Stock Exchange shall include the information as required under the Hong Kong Listing Rules.
41.	Article 41 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	Where the Company conducts daily related party transactions with related persons as listed in items (16) to (19) of Article 13 of this system, it shall perform corresponding decision-making procedures and disclosure obligations as the case may be.
42.	Article 42 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	Where the main terms of a daily related party transaction agreement which has been considered and approved at the general meeting or by the Board and is being implemented do not change materially during the implementation, the Company shall disclose the actual implementation of each agreement in annual reports and interim reports as required and indicate if provisions under such agreement are met. In case there occur material changes in the main terms of such agreement during the implementation or such agreement expires and needs to be renewed, the Company shall submit a newly revised or renewed related party transaction agreement to a Board meeting or the general meeting for consideration based on the total transaction amount involved therein, or submit the same to the general meeting for consideration if there is no specific total transaction amount.

No.	Chapter	Original system presentation	New system presentation
43.	Article 43 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	In the case of the first daily related party transaction, the Company shall enter into a written agreement with the related person and make disclosure in a timely manner, and submit the same to the Board or the general meeting for consideration based on the total transaction amount involved therein, or submit the same to the general meeting for consideration if there is no such total transaction amount. Upon consideration and approval and disclosure, such agreement shall be handled in accordance with the provisions in the preceding article based on the daily related party transaction contemplated thereunder.
44.	Article 44 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>If the Company enters into many new daily related party transactions of various types each year, the Company may, based on the type of transactions, make reasonable estimation of the aggregate amount of such daily related party transactions to be entered into in the year prior to the disclosure of the annual report for the preceding year, and submit the transactions to the Board or the general meeting for consideration and make disclosure with reference to the estimated amount.</p> <p>For daily related party transactions within the expected scope, the Company shall disclose the same in annual reports and interim reports.</p> <p>If the actual amount of the transactions exceeds the estimated aggregate amount, the Company shall resubmit the transactions to the Board or the general meeting for consideration and disclosure in respect of the excessive amount.</p>

No.	Chapter	Original system presentation	New system presentation
45.	Article 45 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	Where there occur material changes in the main terms of a daily related party transaction agreement during the implementation process or such agreement needs to be renewed after expiry, the Company shall submit a newly revised or renewed agreement to the Board of or the general meeting for consideration based on the total transaction amount involved therein and make disclosure in a timely manner. In case there is no such total transaction amount in the agreement, the Company shall submit the agreement to the general meeting for consideration and make disclosure in a timely manner.
46.	Article 46 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	Subject to the requirements (if any) of the stock exchange in the place where the Company's shares are listed, if the term of a daily related party transaction agreement signed by the Company with its related person exceeds three years, the Company shall perform relevant decision-making procedures and disclosure obligations in accordance with the provisions in this system every three years.

No.	Chapter	Original system presentation	New system presentation
47.	Article 47 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>According to the relevant business rules of the SZSE, approval and disclosure requirements for related party transactions may be waived for the following related party transactions entered into between the Company and the related persons:</p> <p>(1) either party subscribes in cash for the shares, company bonds or corporate bonds, convertible company bonds or other types of derivatives publicly issued by another party;</p> <p>(2) either party, as a member of the underwriting syndicate, underwrites the shares, company bonds or corporate bonds, convertible company bonds or other types of derivatives publicly issued by another party;</p> <p>(3) either party receives dividend, bonus or reward in accordance with the resolutions passed at the general meeting of another party;</p> <p>(4) other transactions determined by the SZSE.</p>

No.	Chapter	Original system presentation	New system presentation
48.	Article 48 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>According to the relevant business rules of the SZSE, a waiver from the approval and disclosure requirements for related party transactions may be applied to the SZSE for the following related party transactions entered into between the Company and the related persons:</p> <ol style="list-style-type: none"> (1) the related party transactions in which one party participates via public tenders, public auctions and other activities targeting non-specific objects; (2) the transactions in which the Company receives unilateral benefits, including receiving cash assets, obtaining debt reduction or relief, accepting guarantees and funding, etc.; (3) when the prices involved in the daily related party transactions conducted between the parties are determined by the state; (4) A related person provides funds to the Company at an interest rate no higher than the benchmark interest rate for loans of the same period stipulated by the People's Bank of China; (5) Where the Company provides products and services to Directors, supervisors and senior management on the same trading terms as non-related persons.

No.	Chapter	Original system presentation	New system presentation
49.	Article 49 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	In accordance with the relevant business rules of the SZSE, the Company and its related persons may exempt from audit or evaluation in accordance with the relevant provisions of the Rules Governing the Listing of Shares if the Company and its related parties increase their capital in cash at the same consideration and in the same proportion to the related joint investment enterprises controlled by the listed company, and meet the standard that is required to be submitted to and considered at the general meeting.
50.	Article 50 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall not provide funds and other financial assistance to related persons such as Directors, supervisors, senior management, controlling shareholders, de facto controllers and its controlled subsidiaries, and shall be prudent in providing financial assistance or entrusting wealth management to its related parties.

No.	Chapter	Original system presentation	New system presentation
51.	Article 51 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	According to the relevant business rules of the SZSE, where a guarantee is provided by the Company to the related persons, it shall be disclosed in a timely manner after being considered and approved by the Board and submitted to the general meeting for consideration. Where a guarantee is provided by the Company to the controlling shareholders, de facto controllers and its related parties, such controlling shareholders, de facto controllers and related parties shall provide counter guarantee.
52.	Article 52 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	According to the relevant business rules of the SZSE, where the same natural person serves as the independent director of both the Company and other legal person or organization and there are no other circumstances which make such person a related person, when such legal person or organization enters into transactions with the Company, the Company may apply to the SZSE for a waiver from consideration and disclosure requirements of a related party transaction.
53.	Article 53 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	According to the relevant business rules of the SZSE, where the related party transaction to be disclosed by the Company is a national secret, trade secret or other situations recognized by the SZSE, and any disclosure made or performance of relevant obligations may result in a breach of the national laws and regulations on confidentiality or a material prejudice to the Company's interest, the Company may apply to the SZSE for a waiver from disclosure or performance of relevant obligations.

No.	Chapter	Original system presentation	New system presentation
54.	Article 54 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Where a company adds a new related person due to a change in the scope of the consolidated statements, the transaction under conduction, for which an agreement has been entered into with such related person before the change, may be exempted from performance of procedures for consideration of a related party transaction, and shall not be applied with the principle of calculating of related party transactions for 12 consecutive months in aggregate, but shall be fully disclosed in the relevant announcement, and the new related party transactions thereafter shall be disclosed and the corresponding procedures shall be performed in accordance with the relevant provisions of the ChiNext Listing Rules.</p> <p>The above regulation shall not apply to the related guarantee formed due to changes in the scope of the consolidated financial statements of the Company.</p>
55.	Article 55 of Section 1 of Chapter III of Administration System of Related Party Transactions	No relevant content in the original administration system.	The exemption from disclosure of related party transactions on the Hong Kong Stock Exchange shall be executed in accordance with the relevant provisions of the Hong Kong Listing Rules.
56.	Article 56 of Chapter IV of Administration System of Related Party Transactions	No relevant content in the original administration system.	The Company shall enter into an agreement in writing with respect to the related party transactions, which specifies the pricing policies of the related party transactions. Where, during the implementation process of the related party transactions, there are significant changes to the transaction prices and other key terms of agreements, the Company shall perform the corresponding examination and approval procedures again based on the revised transaction amounts.

No.	Chapter	Original system presentation	New system presentation
57.	Article 57 of Chapter IV of Administration System of Related Party Transactions	No relevant content in the original administration system.	<p>Pricing for related party transactions shall be fair and equitable, and not deviate from the market prices, rates or other transaction conditions from independent third parties, and shall be conducted with reference to the following principles:</p> <ol style="list-style-type: none"> (1) where the government pricing applies to the transaction, such price determined under the government pricing may be applied; (2) where the government-guided price applies to the transaction, the transaction price may be determined reasonably within the range of the government-guided prices; (3) except where the government pricing or government-guided price applies, if a comparable independent third party market price or charging rate exists, the transaction price may be determined by reference to such price or rate; (4) where no comparable independent third party market price exists for the related party transaction, the transaction price may be determined by reference to the price of non-related party transaction between the related party and a third party independent of such related party; (5) if no independent third party market price or independent non-related party transaction price exists, the pricing may be based on the reasonable price composition which shall be reasonable costs or expenses plus reasonable profits.

No.	Chapter	Original system presentation	New system presentation
58.	Article 58 of Chapter V of Administration System of Related Party Transactions	Original Article 17 The office of the Board of the Company is specifically responsible for the identification of connected parties and connected relationships, the coordination and guidance of the work of the various departments of the Company's head office and relevant subsidiaries in relation to connected transactions, and the disclosure of information on connected transactions that may occur or have occurred in the Company.	The office of the Board of the Company is specifically responsible for the identification of related parties and related party relationships, the coordination and guidance of the work of the various departments of the Company's head office and relevant subsidiaries in relation to related party transactions, and the disclosure of information on related party transactions that may occur or have occurred in the Company.
59.	Article 59 of Chapter V of Administration System of Related Party Transactions	Original Article 18 The Finance Department is responsible for the daily data statistics, feedback, regular supervision, proposal drafting and various fees calculation of connected transactions.	The finance department of the Company is responsible for the daily data statistics, feedback, regular supervision, proposal drafting and various fees calculation of related party transactions.
60.	Article 60 of Chapter V of Administration System of Related Party Transactions	Original Article 19 The Investment Operating Department is responsible for the drafting and signing of contracts for various connected transactions as well as supervising and urging the implementation of agreements for connected transactions.	Competent Contract Department of the Company is responsible for the drafting and signing of contracts for various related party transactions as well as supervising and urging the implementation of agreements for related party transactions.
61.	Article 61 of Chapter V of Administration System of Related Party Transactions	Original Article 20 Each relevant unit (including each relevant subsidiary, branch plant, etc.) shall be responsible for the execution of the relevant agreements for its connected transactions, and works such as the newly added connected transactions shall be reported in advance to the Investment Operating Department and Finance Department, and shall not be carried out until the Company has completed the relevant procedures.	Each relevant unit (including each relevant subsidiary, branch plant, etc.) shall be responsible for the execution of the relevant agreements for its related party transactions, and works such as the newly added related party transactions shall be reported in advance to the Competent Contract Department of the Company and the Finance Department of the Company, and shall not be carried out until the Company has completed the relevant procedures.
62.	Article 62 of Chapter VI of Administration System of Related Party Transactions	Original Article 21 Internal workflow of connected transactions mainly includes: (1) management of continuing connected transactions; (2) management of one-off connected transactions.	Internal workflow of related party transactions mainly includes: (1) management of continuing related party transactions; (2) management of one-off related party transactions.

No.	Chapter	Original system presentation	New system presentation
63.	Article 63 of Chapter VI of Administration System of Related Party Transactions	<p>Original Article 22 The approval of independent shareholders is required for connected transactions that are required to be entered into by the Company on an ongoing basis. The monitoring of the amount of continuing connected transactions refers to strict control the amount of each continuing connected transaction not to exceed the upper limit approved by the shareholders. The specific internal workflow is as follows:</p> <p>(1) the Finance Department shall monitor and control the amount of connected transactions not to exceed the approved upper limit. At the end of the first, second and third quarters and at the end of each month in the fourth quarter of each year (from the end of first and second quarters and the end of each month in third and fourth quarters in the 2012), the Finance Department shall summarise the amounts of all connected transactions of the Company (including its subsidiaries) as at the end of the period and submit copies to the Investment Operating Department and the office of the Board, respectively. The Finance Department shall analyse the amount of each connected transaction that has occurred in each period and inform the Investment Operating Department of any items that may exceed the limit in a timely manner.</p>	<p>In accordance with the Hong Kong Listing Rules, the approval of independent shareholders is required for connected transactions that are required to be entered into by the Company on an ongoing basis. Under the ChiNext Market Listing Rules, the Company may reasonably estimate the annual amount of daily related party transactions by category, perform the deliberation procedures for and disclose them; if the actual execution exceeds the estimated amount, the relevant deliberation procedures and disclosure obligations shall be re-performed based on the excess amount.</p> <p>.....</p> <p>(1) the Finance Department of the Company shall monitor and control the amount of related party transactions not to exceed the approved upper limit. At the end of the first, second and third quarters and at the end of each month in the fourth quarter of each year, the Finance Department of the Company shall summarise the amounts of all related party transactions of the Company (including its subsidiaries) as at the end of the period and submit copies to the Competent Contract Department of the Company and the office of the Board, respectively. The Finance Department of the Company shall analyse the amount of each related party transaction that has occurred in each period and inform the Competent Contract Department of the Company of any items that may exceed the limit in a timely manner.</p>

No.	Chapter	Original system presentation	New system presentation
		<p>(2) The Investment Operating Department is responsible for the contract management of various connected transactions and supervising the implementation of various connected transaction agreements. For connected transaction projects that may exceed the limit, timely measures shall be taken to avoid the occurrence of such situation.</p> <p>(3) The office of the Board is responsible for the disclosure of connected transactions in accordance with the requirements of the Stock Exchange.</p> <p>.....</p> <p>(5) the main points of the follow-up work on continuing connected transactions are that the relevant departments of the Company and each of its subordinate units should conscientiously implement the terms of the signed Connected Transaction Agreement. In addition, continuous attention should be paid to connected transactions, mainly including:</p> <p>.....</p> <p>3. Housing and land leases: for the new plant leases, the leasing unit shall report to the Investment Operating Department and the office of the Board in a timely manner after the property licenses are in order. The lease can be carried out only after the necessary approval or disclosure procedures have been completed.</p>	<p>(2) The Competent Contract Department of the Company is responsible for the contract management of various related party transactions and supervising the implementation of various related party transaction agreements. For related party transaction projects that may exceed the limit, timely measures shall be taken to avoid the occurrence of such situation.</p> <p>(3) The office of the Board is responsible for the disclosure of related party transactions as required.</p> <p>.....</p> <p>(5) the main points of the follow-up work on continuing related party transactions are that the relevant departments of the Company and each of its subordinate units should conscientiously implement the terms of the signed Related Party Transaction Agreement. In addition, continuous attention should be paid to related party transactions, mainly including:</p> <p>.....</p> <p>3. Housing and land leases: for the new plant leases, the leasing unit shall report to the Competent Contract Department of the Company and the office of the Board in a timely manner after the property licenses are in order. The lease can be carried out only after the necessary approval or disclosure procedures have been completed.</p>

No.	Chapter	Original system presentation	New system presentation
		4. Trademark license: the Finance Department of the Company shall pay the trademark license fee to IRICO Group Company Limited* in a timely manner after the audit (or review) report is issued by the auditor.	4. Trademark license: the Finance Department of the Company shall pay the trademark license fee (if applicable) to related parties in a timely manner after the audit (or review) report is issued by the auditor.
64.	Article 64 of Chapter VI of Administration System of Related Party Transactions	<p>Original Article 23 Management of new continuing connected transactions</p> <p>(1) each relevant unit shall try to avoid new continuing connected transactions. If new connected transactions are necessary due to business needs, the transactions shall be reported to the Investment Operating Department, the Finance Department and the office of the Board in a true, accurate, complete and timely manner prior to the occurrence, and shall be carried out only after the approval and disclosure procedures have been completed.</p> <p>(2) the Investment Operating Department shall be responsible for drafting or supervising and urging relevant units to draft agreements on new connected transactions of the Company, while the Finance Department shall be responsible for the statistics on relevant data and drafting proposals, as well as assisting the office of the Board in the compliance approval and disclosure of new continuing connected transactions in accordance with the Listing Rules.</p>	<p>Management of new continuing related party transactions</p> <p>(1) each relevant unit shall try to avoid new continuing related party transactions. If new related party transactions are necessary due to business needs, the transactions shall be reported to the Competent Contract Department of the Company, the Finance Department of the Company and the office of the Board in a true, accurate, complete and timely manner prior to the occurrence, and shall be carried out only after the approval and disclosure procedures have been completed.</p> <p>(2) the Competent Contract Department of the Company shall be responsible for drafting or supervising and urging relevant units to draft agreements on new related party transactions of the Company, while the Finance Department of the Company shall be responsible for the statistics on relevant data and drafting proposals, as well as assisting the office of the Board in the compliance approval and disclosure of new continuing related party transactions in accordance with the Hong Kong Listing Rules, the ChiNext Market Listing Rules and other relevant provisions.</p>

No.	Chapter	Original system presentation	New system presentation
65.	Article 65 of Chapter VI of Administration System of Related Party Transactions	<p>Original Article 24 Management of one-off connected transactions</p> <p>(1) for one-off connected transactions, the unit where the connected transaction occurs shall report the relevant information to the Finance Department, the Investment Operating Department and the office of the Board in a true, accurate, complete and timely manner prior to the occurrence of the transaction.</p> <p>(2) the Investment Operating Department shall be responsible for drafting or supervising and urging relevant units to draft agreements on one-off connected transactions of the Company.</p> <p>(3) the Finance Department shall be responsible for the statistics on relevant data and drafting proposals.</p> <p>(4) the office of the Board shall conduct compliance approval and disclosure of one-off connected transactions in accordance with the Listing Rules. The one-off connected transactions can be carried out only after the approval and disclosure procedures have been completed.</p>	<p>Management of one-off related party transactions</p> <p>(1) for one-off related party transactions, the unit where the related party transaction occurs shall report the relevant information to the Finance Department of the Company, the Competent Contract Department of the Company and the office of the Board in a true, accurate, complete and timely manner prior to the occurrence of the transaction.</p> <p>(2) the Competent Contract Department of the Company shall be responsible for drafting or supervising and urging relevant units to draft agreements on one-off related party transactions of the Company.</p> <p>(3) the Finance Department of the Company shall be responsible for the statistics on relevant data and drafting proposals.</p> <p>(4) the office of the Board shall conduct compliance approval and disclosure of one-off related party transactions in accordance with the Hong Kong Listing Rules, the ChiNext Market Listing Rules and other relevant provisions. The one-off related party transactions can be carried out only after the approval and disclosure procedures have been completed.</p>

No.	Chapter	Original system presentation	New system presentation
66.	Article 66 of Chapter VII of Administration System of Related Party Transactions	Original Article 25 The Directors, secretary to the Board, other senior management personnel and other staff members who have access to information on discloseable connected transactions due to their work shall be under an obligation of confidentiality with respect to the connected transactions of the Company and shall not disclose the information in any way before they are officially disclosed by the Company in accordance with the relevant provisions of the state and this system.	The Directors, secretary to the Board, other senior management personnel and other staff members who have access to information on discloseable related party transactions due to their work shall be under an obligation of confidentiality with respect to the related party transactions of the Company and shall not disclose the information in any way before they are officially disclosed by the Company in accordance with the relevant provisions of the state and this system.
67.	Article 67 of Chapter VII of Administration System of Related Party Transactions	No relevant content in the original administration system.	Matters not covered herein shall be executed in accordance with relevant laws, regulations, regulatory documents, the business rules of the stock exchange on which the shares of the Company are listed, and provisions of the Articles of Association. If the system is inconsistent with the laws and regulations, the business rules to be promulgated in the future of the stock exchange on which the shares of the Company are listed or the Articles of Association after being revised by legal procedures, such laws and regulations, regulatory documents, the business rules of the stock exchange on which the shares of the Company are listed, and provisions of the Articles of Association shall prevail.
68.	Article 68 of Chapter VII of Administration System of Related Party Transactions	No relevant content in the original administration system.	The terms “or above”, “within” herein are all inclusive terms, whereas “exceed”, “less than”, “more than” are exclusive terms.
69.	Article 69 of Chapter VII of Administration System of Related Party Transactions	No relevant content in the original administration system.	The term “close family members” herein including spouses, parents and parents-in-law, siblings and their spouses, sons and daughters aged 18 or above and their spouses, siblings of spouses and parents-in-law of sons and daughters.

No.	Chapter	Original system presentation	New system presentation
70.	Article 70 of Chapter VII of Administration System of Related Party Transactions	The system shall come into effect on the date of its approval by the Board of the Company and shall be interpreted and amended by the Board of the Company, and the original system shall be abolished immediately.	Amendments to the system shall be proposed by the Board. After considered and approved at the general meeting, the system shall become effective from the date of the Company's initial public offering of RMB ordinary shares (A shares) and being listed on Shenzhen Stock Exchange. After the system takes effect, the original Administration System for Connected Transactions of IRICO Group New Energy Company Limited* shall be automatically invalidated.
71.	Article 71 of Chapter VII of Administration System of Related Party Transactions	No relevant content in the original administration system.	The system shall be subject to the interpretation of the Board of the Company.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

ADMINISTRATION SYSTEM FOR EXTERNAL INVESTMENT OF IRICO GROUP NEW ENERGY COMPANY LIMITED*

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the external investment activities of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “**Company**”), strengthen the management of the external investment of the Company, take precaution against external investment risks, ensure the security of external investment, increase the returns on external investment and safeguard the image of the Company and the interests of investors, this system has been formulated in accordance with the relevant requirements of the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (hereinafter referred to as the “**ChiNext Market Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”) and the Articles of Association of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

Article 2 External investment mentioned herein refers to various forms of investment activities of the Company aimed to obtain future earnings by making investments with certain amount of monetary capitals, equities as well as the valuated physical and intangible assets, including but not limited to equity investment, asset investment, securities investment and other forms of external investment as stipulated by laws and regulations.

In particular, the fixed assets investment shall be carried out in accordance with the Administration System for Fixed Assets Investment Project of IRICO Group New Energy Co., Ltd.

Article 3 All external investment activities of the Company shall comply with relevant national laws and regulations and industrial policies, be in line with the long-term development plans and development strategies of the Company, benefit the expansion of the principal business and rational allocation of enterprise resources, be conducive to the sustainable development of the Company, have expected returns on investment and be conducive to improving the Company’s overall economic benefits.

Article 4 This system shall be applicable to all external investment activities of the Company and its wholly-owned subsidiaries and holding subsidiaries (hereinafter referred to as the “**Subsidiaries**”).

CHAPTER II EXAMINATION AND APPROVAL AUTHORITY FOR EXTERNAL INVESTMENTS

Article 5 The Company adopts professional management and a step-by-step examination and approval system in external investments.

Article 6 The examination and approval of the Company's external investments shall be carried out in strict accordance with the authorities stipulated in the Company Law and other relevant laws and regulations, regulatory documents, the listing rules of the stock exchange of the places where the Company's shares are listed, the Articles of Association and the Rules of Procedures for General Meetings of IRICO Group New Energy Co., Ltd. and the Rules of Procedures for the Board of IRICO Group New Energy Co., Ltd., etc.

Article 7 External investments of the Company reaching one of the following standards shall be submitted to the Board for consideration and approval and disclosed in a timely manner:

- (1) the total assets involved in the transaction account for more than 10% of the total audited assets of the Company in the latest period, and if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation;
- (2) the operating income of the transaction subject (such as equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in that year, with absolute amount exceeding RMB10 million;
- (3) the net profit related to the transaction subject (such as equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in that year, with absolute amount exceeding RMB1 million;
- (4) the transaction amount (including liabilities and expenses incurred) accounts for more than 10% of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million;
- (5) the profits from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million;
- (6) transactions that meet the following standards in accordance with the definition of a transaction under the Hong Kong Listing Rules and the relevant calculations:
 1. share transaction;
 2. discloseable transaction;
 3. major transaction;

4. very substantial disposal;
5. very substantial acquisition;
6. reverse takeover.

If any data involved in the above mentioned indices is negative, the absolute value of such data shall apply.

Article 8 External investments of the Company reaching one of the following standards shall be submitted to the general meeting for consideration in addition to the consideration of the Board and timely disclosure:

- (1) the total assets involved in the transaction account for more than 50% of the total audited assets of the Company in the latest period, and if the total assets involved in the transaction have both book value and appraised value, the higher of which shall be used for calculation;
- (2) the operating income of the transaction subject (such as equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in that year, with absolute amount exceeding RMB50 million;
- (3) the net profit related to the transaction subject (such as equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in that year, with absolute amount exceeding RMB5 million;
- (4) the transaction amount (including liabilities and expenses incurred) accounts for more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50 million;
- (5) the profits from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million;
- (6) transactions that meet the following standards in accordance with the definition of a transaction under the Hong Kong Listing Rules and the relevant calculations:
 1. major transaction;
 2. very substantial disposal;
 3. very substantial acquisition;
 4. reverse takeover.

If any data involved in the above mentioned indices is negative, the absolute value of such data shall apply.

Article 9 If the amount of the Company's external investments does not reach the standards stipulated in the preceding two articles, the general manager shall conduct review and approval. If the amount of investment made by Subsidiaries of the Company fails to reach the standards stipulated in the preceding two articles, the Subsidiaries shall perform their own internal decision-making procedures in accordance with their articles of associations and submit to the general manager of the Company for approval.

Article 10 Unless otherwise stipulated and stated in this Articles of Association, the transaction amounts involved in this chapter shall be calculated by reference to the relevant provisions of Chapter 7 of the Listing Rules of Shenzhen Stock Exchange.

Article 11 If an external investment of the Company constitutes a related party transaction, such investment shall be handled in accordance with the approval procedures for related party transactions of the Company.

CHAPTER III EXTERNAL INVESTMENT DECISIONS AND MANAGEMENT

Article 12 The general meeting, the Board and the general manager of the Company, as the decision making bodies for the Company's external investment, shall make decisions on the Company's external investment within their respective scope of authority. No other department or individual has the right to make decisions on external investment.

Article 13 The strategy committee under the Board of the Company is mainly responsible for researching and making recommendations on major external investment decisions.

Article 14 When the Company makes external investment, a feasibility analysis shall be conducted by the business department that puts forward the investment proposal. The business department shall report the feasibility analysis information and other relevant information to the general manager's office. If such proposal has been approved by the general manager's office, it shall be reported to the Board or the general meeting for review and approval in accordance with the provisions of this system regarding the review and approval authority.

Article 15 The general manager of the Company shall be the principal person responsible for planning, organizing and monitoring the staff, money and materials for the implementation of external investments, reporting the progress of the investment to the Board in a timely manner so as to allow the Board and the general meeting to make timely decisions on the investment.

Article 16 The business departments and subsidiaries that put forward the investment proposals shall be responsible for the implementation of the investment decisions made after review and approval, and they shall formulate practical and specific implementation plans, steps and measures for the investment projects based on the investment decisions made by the general meeting, the Board or the general manager.

Article 17 In case of significant investment projects, the Company shall employ experts or intermediary for evaluation and feasibility analysis.

Article 18 For investment projects that meet the requirements of submission to the general meeting for consideration as stipulated in this system, where the subject matter is equity, the Company shall engage an accounting firm that meets the requirements of the Securities Law to audit the financial accounting reports of the subject matter for the most recent year and period, and the period between the closing date of audit and the date of the general meeting shall not exceed six months; where the subject matter is an asset other than equity, the Company shall engage an asset appraisal institution that meets the requirements of the Securities Law to appraise the asset and the period between the benchmark date for appraisal and the date of the general meeting shall not exceed one year. If an accountant's report must be prepared for the transaction under the Hong Kong Listing Rules, it shall also be prepared in accordance with the rules thereof.

Article 19 The secretary to the Board of the Company is responsible for organizing the Board and the general meeting to consider external investment projects, and conducting corresponding information disclosure.

Article 20 The Audit and Legal Affairs Department of the Company is responsible for the preparation or legal compliance review of agreements, contracts, articles of associations or other important legal documents for the Company's investment projects.

Article 21 Other functional departments of the Company or special working institutions designated by the Company shall participate in and assist and support the Company in external investment work in accordance with their functions.

Article 22 The supervisory committee of the Company shall supervise investment projects based on its responsibilities and make correction proposals on irregular activities in a timely manner. For significant problems, it shall make special reports and submit them to the investment approval authorities for discussion and treatment.

Article 23 The audit department of the Company shall be responsible for the internal audit and supervision of the investment projects.

CHAPTER IV TRANSFER AND RECOVERY OF EXTERNAL INVESTMENTS

Article 24 The Company may recover its external investment in any of the following circumstances:

- (1) in accordance with the provisions of the Articles of Association, the operation of the investment project (enterprise) expires;
- (2) insolvent and declared bankrupt in accordance with the law due to failure to repay maturing debts as a result of poor management of investment projects (enterprises);
- (3) inability to continue the operation of the projects (enterprises) due to force majeure;
- (4) existence or occurrence of other conditions of termination of investment as stipulated in the contract.

Article 25 The Company may transfer its external investment in any of the following circumstances:

- (1) the investment project is obviously not in line with the operation direction of the Company;
- (2) continuous losses recorded in investment projects and no realistic prospect of reversing the losses and with market prospect;
- (3) in urgent need of capital supplement due to short of operating funds;
- (4) other circumstances deemed necessary by the Company.

Article 26 The transfer of investment shall be conducted strictly in accordance with the Company Law and other relevant laws and regulations on the transfer of investment. The disposal of external investment shall comply with the relevant provisions of the state laws and regulations.

Article 27 The procedures and authorities for approving the disposal of external investment shall be the same as those for approving the implementation of external investment.

CHAPTER V PERSONNEL MANAGEMENT OF EXTERNAL INVESTMENTS

Article 28 For the establishment of cooperative or joint venture company with external investment, the Company shall appoint directors and supervisors elected through valid procedures to participate in and supervise the operating decisions of the newly established company.

Article 29 For the establishment of subsidiary with external investment, the Company shall appoint the chairman elected through valid procedures and relevant management personnel to exert significant influence on operation and decision of the holding company.

Article 30 The expatriate personnel shall perform duties according to the Company Law and Article of Association of the company being invested in, safeguard the Company's interests in operating management activities of the invested company, and realize maintenance and increase of investment value. Relevant personnel appointed by the Company as directors of the company being invested in shall obtain more information about such company by taking part in Board meetings, and report investment situation to the Company timely.

CHAPTER VI REPORTING AND INFORMATION DISCLOSURE OF SIGNIFICANT EVENTS

Article 31 The subsidiaries shall report in a timely manner the following significant events to the Finance Department and the chief financial officer of the Company:

- (1) acquisition and disposal of assets;
- (2) material litigation and arbitration;
- (3) the conclusion, amendment and termination of material contracts (borrowings, entrusted operation, commissioned operation, entrusted wealth management, donations, contracting and leasing);
- (4) large amount cheques rejected by banks;
- (5) material operating or non-operating loss;
- (6) suffering material losses;
- (7) being imposed of material administrative punishment;
- (8) other events under the provisions of laws and regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association.

Article 32 The subsidiaries shall designate a person and a department to take charge of significant events reporting and responsible for information communication between the subsidiaries and the Finance Department, the chief financial officer and the office of the Board of the Company.

Article 33 The subsidiaries are required to fulfill basic obligations of information disclosure in accordance with relevant provisions of the Rules of Information Disclosure Management and Rules of Internal Reporting of Material Information, and the information provided by the subsidiaries shall be true, accurate, complete and reported to the office of the Board of the Company in the first instance to enable timely external disclosure by the secretary to the Board.

After an investment project is considered and approved by the decision-making bodies, the relevant departments that are responsible for the implementation of the investment project shall report the basic information and progress of the project to the secretary to the Board in a timely manner in accordance with the aforementioned provisions.

Article 34 Each insider shall be under an obligation of confidentiality prior to the disclosure of the external investment.

Article 35 The external investments of the Company shall be disclosed in strict accordance with the relevant provisions of the China Securities Regulatory Commission, the Securities and Futures Commission of Hong Kong, the stock exchange where the shares of the Company are listed and the Articles of Association.

CHAPTER VII SUPPLEMENTAL PROVISIONS

Article 36 Matters not covered in this system shall be executed in accordance with relevant laws, regulations, regulatory documents, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association. In the event of any contradiction of this system among the laws, regulations, regulatory documents, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association as amended by lawful procedures, such implementation shall be subject to the provisions of these laws, regulations, regulatory documents, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association.

Other policies on external investments formulated by the Company may continue to apply to the extent that they are not inconsistent with this system.

Article 37 This system shall be prepared by the Board and amendments to it shall be proposed by the Board for consideration and approval at a general meeting.

Article 38 The terms “or above”, “within” herein are all inclusive terms, whereas “exceed”, “less than”, “more than” are exclusive terms.

Article 39 This system shall take effect from the date of the Company’s initial public offering of RMB ordinary shares (A Shares) and listing on the Shenzhen Stock Exchange upon consideration and approval by the general meeting.

Article 40 This system shall be interpreted by the Board.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

IRICO GROUP NEW ENERGY COMPANY LIMITED MANAGEMENT POLICIES FOR EXTERNAL GUARANTEES

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the external guarantees of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “**Company**”), strictly control risks of external guarantees of the Company and protect the legitimate rights and interests of investors, in accordance with Company Law of the People’s Republic of China, the Civil Code of the People’s Republic of China, the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange, Notice on Regulating Funds Flows between Listed Companies and Related Parties and Several Issues Concerning External Guarantees by Listed Companies (No. 56 [2003] of the CSRC), Notice on Regulating External Guarantee Behaviors of Listed Companies (No. 120 [2005] of the CSRC), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. (hereinafter referred to as the “**Hong Kong Listing Rules**”) and other relevant laws and regulations, and the “Articles of Association of IRICO Group New Energy Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), formulate this system.

Article 2 This system applies to the external guarantees of Company and its wholly-owned subsidiaries and its controlled subsidiaries (hereafter referred to as the “**Subsidiaries**”).

Article 3 External guarantee in this system refers to guarantees provided by the Company for others, including the guarantees provided by the Company for its controlled subsidiaries. The external guarantees of the Company and its controlled subsidiaries shall be regarded as the activities of the company and shall apply to this system. The subsidiaries shall promptly notify the Company to fulfill its obligation to disclose information upon the passing of the resolutions by the board or the general meeting.

The total amount of external guarantees of the Company and its controlled subsidiaries in this system is the sum of the total amount of the Company’s external guarantees including the Company’s guarantees to its controlled subsidiaries and the external guarantees of its controlled subsidiaries.

Article 4 The Company shall follow the principles of equality, voluntariness, fairness, integrity and mutual benefit when providing guarantees to others. No unit or individual may force the Company to provide guarantees to others, and the Company has the right to refuse such act.

Article 5 All Directors of the Company shall cautiously treat and strictly control the debt risks arisen from the provision of guarantee to any other party and shall bear several and joint liabilities in accordance with the law for the losses caused by irregular or inappropriate provision of guarantee to any other party. The controlling shareholders and other stakeholders shall not compel the Company to provide a guarantee for others.

Article 6 When providing guarantees to others, the Company shall adopt counter-guarantees and other necessary measures to prevent risks to the extent that they are commercially reasonable and feasible.

Article 7 When providing guarantees to related parties, the Company shall have reasonable business logic. Where the Company provides guarantees to its controlling shareholder, de facto controller and their related parties, the controlling shareholder, de facto controller and their related parties shall provide counter-guarantees.

CHAPTER 2 APPROVAL PERMIT AND PROCEDURES FOR EXTERNAL GUARANTEES

Article 8 The Company's general meetings, the Board are the decision-making bodies of external guarantees, the Company's external guarantees shall be in accordance with the procedures of this system reviewed by the Board of Directors or the general meeting. Without the approval by the general meeting of the Company or the Board of Directors, no external guarantees may be provided by the Company.

Article 9 Before deciding to provide guarantees for guarantees targets other than subsidiaries, the Company shall understand the credit and financial standing of the guarantees targets, and the Finance Department of the Company shall make a full analysis of the credit and financial standing of the guaranteed enterprises, the interests and risks of the guarantee, and conduct site visits to the production and operation, financial conditions, investment projects progress and personnel situation of the guaranteed enterprises (if necessary), evaluate the profitability, the repayment ability and growth ability of the guaranteed enterprises, and make recommendations on whether to issue the security, the actual way of providing the counter-guarantee and the guaranteed amount, and report it to the Board upon review and approval by the general manager.

The Company shall provide guarantees for others (except for the guarantees for subsidiaries within the scope of the merger), and shall adopt necessary measures such as counter-guarantee to prevent risks to the extent that it is commercially reasonable and feasible.

Article 10 External guarantee considered and approved by The Board of Directors require the affirmative vote of not less than two-thirds of all the Directors attending, in addition to the affirmative vote of a simple majority of all the Directors

When the Board of Directors consider the resolution of guarantee to shareholders, actual controllers and their related/connected parties, shall not vote on the said resolution for himself or on behalf of another director. Such a Board meeting may be held in the presence of a majority of the non-related/non-connected directors and a resolution passed at a Board meeting shall require the approval of a majority of the non-related/non-connected directors; while resolutions requiring approval of over two-thirds of the Board of Directors shall be passed by over two-thirds of the non-connected directors. If the number of non-connected directors attending the meetings is less than three, the issue shall be submitted to the general meeting for consideration.

Article 11 Pursuant to the Articles of Association and others provisions, external guarantees that should be approved by the general meeting of shareholders must be considered and approved by the Board of Directors before they are submitted to the general meeting of shareholders for approval. The following external guarantees shall be subject to approval by the general meeting:

- (I) a single guarantee for an amount in excess of 10% of the Company's latest audited net assets;
- (II) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlling subsidiary exceeds 50% of the Company's latest audited net assets;
- (III) a guarantee to be provided to a party which has an asset-liability ratio in excess of 70%;
- (IV) any guarantee with an amount in twelve consecutive months exceeding 50% of the audited net assets for the most recent period and the absolute amount exceeding RMB50 million;
- (V) any guarantee with an amount in twelve consecutive months exceeding 30% of the audited total assets for the most recent period;
- (VI) guarantee to be provided to shareholders, actual controllers and their related parties;
- (VII) other circumstances as stipulated by Shenzhen Stock Exchange or the Articles of Association occur.

The guarantee in item (V) above shall be approved by more than two-thirds of voting rights held by the shareholders attending the general meeting.

When considering the resolution of providing guarantee to shareholders, actual controllers and their connected parties at the general meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution. Voting shall be approved by more than half of the voting rights held by other shareholders present at the general meeting of shareholders.

Article 12 After the external guarantee is approved by the general meeting or the Board of Directors of the Company, the Audit and Legal Affairs Department shall review the relevant legal filings such as the principal creditor's rights contract, the guarantee contract and the counter-guarantee contract, and the Company shall sign a written guarantee contract with the principal creditor, and sign a written counter guarantee contract (if any) with the counter guarantee provider.

CHAPTER 3 RISK MANAGEMENT OF EXTERNAL GUARANTEES

Article 13 The Company shall adhere to the principle of risk control in the process of providing a guarantee and shall strictly control the limit of guarantee liabilities to the guaranteed enterprise while conducting risk evaluation on the guaranteed enterprise.

Article 14 The Company shall improve its internal control system. Directors, other senior management officers and branches of the Company shall not sign guarantee contracts on behalf of the Company without approval by the general meeting or the Board within their respective scope of authority.

Article 15 The Company shall strengthen the management of guarantee contracts. A written contract shall be entered into for securities in favour of others. The guarantee contract shall be properly kept by the financial department in accordance with the internal management provisions of the Company and shall be promptly reported to the supervisory committee, the secretary to the Board.

Article 16 Any director, manager and other senior management officer of the Company who sign a guarantee contract beyond their authority without prior consent and without abiding by the provisions hereof and causing damage to the Company shall be held accountable.

Article 17 For a project loan granted to the guaranteed enterprise, the Company shall request to open a joint account with the guaranteed enterprise so as to earmark funds for its specified purposes.

Article 18 The Company shall, within commercially reasonable and practicable scope, request the guaranteed enterprise to provide assets of real substance, including fixed assets, equipment, machinery and real estate for pledge or charge to faithfully implement the counter-guarantee measures.

During the guarantee period, the Company shall track and monitor any change in the financial position and assets pledged/charged of the guaranteed enterprise and shall pay visits to the guaranteed enterprise on a regular or irregular basis. The Company shall issue a repayment reminder to the guaranteed enterprise one month before the expiry of the debts of the guaranteed enterprise.

Article 19 If the guaranteed party fails to perform its repayment obligation within 10 business days after expiry of its debts, the Company shall implement the counter-guarantee measures. During the guarantee period, if the guaranteed party is subject to organizational change, cancellation, bankruptcy or liquidation, the Company shall exercise its right of recourse in accordance with the relevant laws.

CHAPTER 4 DISCLOSURE OF INFORMATION FOR EXTERNAL GUARANTEES

Article 20 The Company must seriously perform its obligation to disclose information for external guarantees, and provide certificated public accountants with truthful reports on the Company's whole provision of external guarantees in accordance with the listing rules of the stock exchange on which the shares of the Company are listed, the Articles of Association, the Administrative Measures on Information Disclosure and other relevant provisions;

Article 21 The independent directors of the Company shall, in the annual report, give specific descriptions on the status of the accrued and prevailing external guarantees of the Company as well as the status of executing the relevant guarantees requirements, and express independent opinions.

Article 22 Any external guarantee considered and approved by the Board or the general meeting of the Company shall be disclosed in newspapers designated by the CSRC and the stock exchange of the place where the Company's shares are listed for information disclosure in a timely manner (if required). The information disclosed shall include but not limited to the resolutions of the Board or the general meeting, the total sum of the guarantees provided by the Company and its controlling subsidiaries as at the date of information disclosure, the total sum of the guarantees provided by the Company to its controlling subsidiaries.

Article 23 For financial assistance provided to affiliated companies by the Company (as defined under the Hong Kong Listing Rules) and guarantee provided as financing for affiliated companies by the Company, the following data shall be disclosed as soon as reasonably practicable when the sum of the two has exceeded 8% of the assets ratio as defined in No. 14.07(1) of the Hong Kong Listing Rules:

- (I) analysis by individual affiliated company as follows: Amount of financial assistance provided to the affiliated company by the Company, amount of capital committed for injection made by the Company and the amount of guarantee provided for financing the affiliated company;
- (II) terms of financial assistance, including interest rate, method of repayment, maturity and collaterals (if any);
- (III) source of capital committed for injection; and
- (IV) amount of financing received from the bank by the affiliated company as guaranteed by the Company which has been spent.

Article 24 When dealing with the loan guarantee business, the Company shall submit the Articles of Association, originals of the resolutions of the Board or the resolutions of the general meetings in relation to the guarantee, and materials such as designated newspapers for publishing the information on the guarantee to the banking financial institutions.

Article 25 For any guarantee that meets the disclosure criteria, if the guaranteed party fails to perform its repayment obligations within 15 trading days upon maturity of the indebtedness, or the guaranteed party enters into bankruptcy, liquidation or other circumstances that materially affect its insolvency, the Company shall make disclosure in a timely manner.

Article 26 The external guarantee of the holding subsidiaries of the Company shall be implemented in accordance with the above regulations. The holding subsidiaries of the Company shall inform the Company to perform the relevant information disclosure obligation in a timely manner after resolutions made in its Board of Directors or general meeting.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 27 If the Company or a director, supervisor general manager and other senior management officer of the Company violates the provisions of the Rules or relevant laws and regulations, the CSRC shall order for remedy and impose punishment in accordance with the laws. Where a crime is suspected, the party concerned shall be transferred to the judiciary for handling.

Article 28 Matters not covered herein shall be executed in accordance with relevant national laws, regulations, regulatory documents, the listing rules of the stock exchange on which the shares of the Company are listed, and the relevant provisions of the Articles of Association. If the rules is inconsistent with the laws and regulations, regulatory documents, the listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association after being revised by legal procedures, it shall be implemented in accordance with the provisions of relevant laws and regulations, regulatory documents, the listing rules of the stock exchange on which the shares of the Company are listed and the Articles of Association, and shall be revised immediately.

Article 29 Amendments to the rules shall be proposed by the Board of Directors and submitted for consideration and approval at the general meeting.

Article 30 The terms “or above”, “within” herein are all inclusive terms, whereas “exceed”, “less than”, “more than” are exclusive terms.

Article 31 The rules shall be reviewed and passed by the general meeting of the Company and shall take effect from the date of the Company’s initial public offering of RMB ordinary shares (A shares) and listing on the Shenzhen Stock Exchange. After the rules take effect, the original Guarantee Management System of IRICO Group New Energy Company Limited* shall be automatically invalidated.

Article 32 The rules shall be interpreted by the Board.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

MANAGEMENT MEASURES FOR PROCEEDS OF IRICO GROUP NEW ENERGY COMPANY LIMITED*

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the management and use of proceeds raised by IRICO Group New Energy Company Limited (hereinafter referred to as the “**Company**”) and protect the rights and interests of investors, in accordance with the relevant requirements of the Company Law of the People’s Republic of China, Securities Law of the People’s Republic of China, Management Approach for the Securities Issuance by Listed Companies, the Guidelines for the Regulation of Listed Companies No. 2 – Regulatory Requirements for the Management and Use of Proceeds by Listed Companies, the Measures for the Administration of Registration of Initial Public Offering of Shares on the ChiNext (Trial), the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange and the Articles of Association of the IRICO Group New Energy Company Limited (hereinafter referred to as the “**Articles of Association**”), the Measures are hereby formulated.

Article 2 The proceeds herein refer to the funds raised by the Company through public offerings of securities (including initial public offering of shares, allotment of shares, additional issuance, issuance of convertible corporate bonds, issuance of convertible corporate bonds with separate transactions, etc , the same below.) and non-public offerings of securities to investors, excluding the funds raised by the Company through implementation of equity incentive plan.

Article 3 The Board of the Company shall fully demonstrate the feasibility of investment projects to be funded by the proceeds, and be convinced that the investment projects have favorable market prospects and profitability, so as to prevent investment risks effectively, and improve the efficiency of the use of proceeds.

Article 4 The Directors, supervisors, and senior executives of the Company shall exercise due diligence, urge the Company to use the proceeds in compliance with the regulatory requirements, consciously maintain the safety of the proceeds by the Company, and shall not participate in, assist or connive at the Company’s unauthorized or disguised change in the use of the proceeds.

Article 5 The controlling shareholder and de facto controller of the Company shall not directly or indirectly occupy or misappropriate the proceeds, and shall not use the proceeds and investment project to be funded by the proceeds (hereinafter referred to as the “**Investment Project**”) to obtain illegitimate interests.

CHAPTER II CUSTODY OF PROCEEDS

Article 6 The proceeds shall be deposited in the special account (the “**Special Account for Proceeds**”) approved by the Board for centralized management, and the Special Account for Proceeds shall not be used to deposit other funds or for other purposes.

Article 7 The Company shall sign a tripartite supervision agreement with the sponsor agency and the commercial bank where the proceeds are deposited (the “**Commercial Bank**”) within one month after the arrival of the proceeds.

The Company shall report it to the Shenzhen Stock Exchange (hereinafter referred to as “**SZSE**”) for filing and make an announcement in a timely manner after the signing of the above agreement.

If the said agreement is terminated prematurely before the expiry date due to the change of sponsor agency or commercial bank, the Company shall enter into a new agreement with the relevant parties as soon as possible, and make an announcement after filing with the SZSE after the new agreement is entered into.

CHAPTER III PURPOSES OF USE OF PROCEEDS

Article 8 The Company should follow the following requirements to raise funds :

- (1) the Company shall make clear provisions on the application, hierarchical approval authority, decision-making procedures, risk control measures and information disclosure procedures for the use of proceeds;
- (2) the Company shall use the proceeds in accordance with the plan in the application documents for the issuance;
- (3) if circumstances arise that seriously affect the normal conduct of the plan for the use of the proceeds, the Company shall report to SZSE in a timely manner and make an announcement;
- (4) if one of the following circumstances occurs in the Investment Project, the Company shall re-evaluate the feasibility and expected returns of the project, decide whether to continue the project, and disclose the progress of the project, the reason of abnormal conditions and the adjusted Investment Project (if any) in the latest periodical report:
 1. significant changes in the market environment involved in the Investment Project;
 2. the Investment Project has been on hold for more than one year;

3. the completion period of the latest investment plan has been exceeded and the amount of proceeds invested has not reached 50% of the planned amount;
4. other abnormal circumstances of the Investment Project.

Article 9 The proceeds raised by the Company shall, in principle, be used for its main business. The use of the proceeds shall not violate the following rules:

- (1) the Investment Projects are financial investment such as financial assets held for trading and available-for-sale financial assets, lending to others, entrusting wealth management, and investing directly or indirectly in any company which mainly engages in the buying and selling securities;
- (2) the use of the proceeds shall not be changed in disguise by pledging, entrusting loans or other means;
- (3) the proceeds shall not be made available directly or indirectly to controlling shareholders, de facto controllers and other connected persons for utilization, and facilitate the use of the Investment Project by connected persons to obtain improper benefits;
- (4) the Company shall not violate any other provisions of the regulations on the management of proceeds.

Article 10 If the Company pre-invests in the Investment Project with self-owned capital, it may, within six months after the arrival of the proceeds, use such proceeds for replacing the self-owned capital applied in such Investment Project. The replacement shall be reviewed and approved by the Board, with an assurance report issued by an accounting firm and published with the explicit consent from independent Directors, the Supervisory Committee, and the sponsor agency. The Company shall report it to the SZSE and make an announcement in a timely manner after the Board meeting.

Article 11 The Company's temporarily idle proceeds may be subject to cash management, and the products in which they are invested shall meet the following conditions:

- (1) high security and shall meet the guaranteed principal requirement, and product issuers can provide the commitments on guaranteed principal;
- (2) good liquidity and shall not affect the normal conduct of the investment plan of the proceeds.

The investment products shall not be pledged, and the product-specific settlement account (if applicable) shall not be used to deposit other funds or for other purposes. In case of opening or cancellation of a product-specific settlement account, the Company shall report it to the SZSE for filing and make an announcement in a timely manner.

Article 12 Utilization of idle proceeds in investment products is subject to the approval of the Board of the Company, with the explicit consent of independent Directors, the Supervisory Committee and the sponsor agency. The Company shall make an announcement in a timely manner after the Board meeting:

Article 13 Where the Company uses idle proceeds to temporarily replenish its working capital, it shall comply with the following requirements:

- (1) the Company shall not change the use of the proceeds in disguise and shall not affect the normal conduct of the investment plan of the proceeds;
- (2) the use of the replenishment shall be limited to production and operation related to the main business, and shall not be used through direct or indirect arrangements for the placing or subscriptions of new shares, or for transactions in shares and their derivatives, convertible bonds, etc.;
- (3) the duration of a single working capital replenishment shall not exceed 12 months;
- (4) the previous proceeds used for replenishing the working capital temporarily that are due have been repaid (if applicable).

Utilization of idle proceeds in working capital replenishment is subject to the approval of the Board of the Company, with the explicit consent of independent Directors, the Supervisory Committee and the sponsor agency. The Company shall report it to the SZSE and make an announcement in a timely manner after the Board meeting.

Prior to the maturity date of the working capital replenishment, the Company shall repay such part of the proceeds to the Special Account for Proceeds, and report it to the SZSE and make an announcement in a timely manner after all the funds have been repaid.

Article 14 The part of the actual net proceeds of the Company in excess of the planned amount of proceeds (hereinafter referred to as the “**Over-raised Funds**”) , may be used for permanent replenishment of working capital or repayment of bank loans, provided that the cumulative amount used within each 12-month period shall not exceed 30% of the total Over-raised Funds and the Company shall undertake not to make high-risk investments or provide financial assistance to others within 12 months after the replenishment.

Article 15 Utilization of Over-raised Funds for permanent replenishment of working capital or repayment of bank loans is subject to the approval of the Board and the general meeting of the Company with the provision of online voting methods for shareholders, with the explicit consent of independent Directors, the Supervisory Committee and the sponsor agency. The Company shall report it to the SZSE and make an announcement in a timely manner after the Board meeting.

Article 16 Where the Company applies the Over-raised Funds in projects under construction and new projects (including asset acquisition, etc.), such projects shall fall within the Company's principal businesses, and the Company shall scientifically and prudently make feasibility analysis on the investment projects, and perform its internal consideration procedures and information disclosure obligations (if necessary) in a timely manner, in accordance with the requirements under the relevant applicable laws and regulations, the requirements of SZSE and relevant provisions under the Measures.

Article 17 After the completion of a single Investment Project, if the Company uses the remaining proceeds (including interest income) for other projects, such use shall be subject to the approval of the Board, and explicit consent issued by the independent Directors, the sponsor agency and the Supervisory Committee. The Company shall report it to the SZSE and make an announcement in a timely manner after the Board meeting.

In case the remaining proceeds (including interest income) is less than RMB1 million or less than 5% of the promised investment volume of the project, the Company may be excused from performing the preceding procedures, and the usage of such funds shall be disclosed in the annual report.

In case the remaining proceeds (including interest income) of a single project are used for projects other than Investment Projects (including supplementing working capital), the Company shall perform corresponding procedures and obligation of disclosure by reference to the alteration of the Investment Projects.

Article 18 After the completion of all Investment Projects, in case the remaining proceeds (including interest income) reach or exceed 10% of the net proceeds for the projects and are more than RMB10 million, the Company may use the remaining amount subject to the approval of the Board and general meeting, and the explicit consent issued by the independent Directors, the sponsor agency and the Supervisory Committee. The Company shall report it to the SZSE and make an announcement in a timely manner after the Board meeting.

In case the remaining proceeds (including interest income) is less than 10% of the net proceeds for the projects, the Company may use the remaining amount subject to the approval of the Board, and the explicit consent issued by the independent Directors, the sponsor agency and the Supervisory Committee. The Company shall report it to the SZSE and make an announcement in a timely manner after the Board meeting.

In case the remaining proceeds (including interest income) is less than RMB5 million or 5% of the net proceeds, the Company may be excused from performing the preceding procedures, and the usage of such funds shall be disclosed in the latest periodic report.

CHAPTER IV CHANGE IN USE OF PROCEEDS

Article 19 The proceeds of the Company shall be used for the purposes as set forth in the prospectus, the raising statement or non-public issue proposal. In case there is any change to Company's Investment Projects, such change shall be subject to the approval of the Board and general meeting, and the explicit consent declared by the independent Directors, the sponsor agency and the Supervisory Committee.

If the Company only changes the project site, it may be excused from performing the procedures in the preceding clause, but it shall be subject to the approval of the Board. And the Company shall report it to the SZSE and make an announcement regarding the reasons for the change and opinions of the sponsor agency in a timely manner.

Article 20 The altered use of proceeds shall invest in the main business. The Company shall carry out the feasibility analysis for the new projects in a scientific and prudent manner, to make sure the investment projects are with good market prospects and profitability, to effectively guard against the investment risks and improve the use efficiency of raised funds.

Article 21 Where the Company proposes to change the Investment Projects, it shall report it to the SZSE and make an announcement in a timely manner after the deliberation of the Board:

Article 22 If the Company changes the Investment Projects to acquire the assets (including equity) of controlling shareholder or the de facto controller, it shall ensure that the horizontal competition could be avoided and the connected transactions can be reduced effectively after the acquisition.

Article 23 If the Company intends to transfer or replace the projects (excluding projects have been transferred or replaced during the material assets restructuring of the Company), it shall report it to the SZSE and make an announcement in a timely manner after the deliberation of the Board:

CHAPTER V ADMINISTRATION AND SUPERVISION OF THE USE OF PROCEEDS

Article 24 The Company shall truly, accurately and completely disclose the actual usage of proceeds.

Article 25 The Board of the Company shall fully check the progress of the Investment Projects every half a year, and issue the Special Report on the Deposit and Actual Usage of Proceeds (hereinafter referred to as the "Special Report of Proceeds").

If there is deviation between the actual investment progress and the investment plan of the Investment Project, the Company shall explain the specific reasons in the Special Report of Proceeds. If there are idle funds invested in products in current period, the Company shall disclose the earnings of the period and the investment shares, contracting parties, product names, terms and other information at the end of the period in the Special Report of Proceeds.

The Special Report of Proceeds shall be subject to the consideration and approval of the Board and the Supervisory Committee, and shall be reported to the SZSE and an announcement shall be made in a timely manner after it is submitted to the Board for consideration. When carry out the annual audit, the Company shall engage an accounting firm to issue authentication report for the deposit and usage of proceeds. The annual report shall be submitted to the SZSE when it is disclosed, and meanwhile, it shall be disclosed on the website of the SZSE.

Article 26 The independent Directors, audit committee of the Board and the Supervisory Committee of the Company shall continue to focus on the actual administration and usage of the proceeds. More than one-half of independent Directors, audit committee of the Board or the Supervisory Committee may engage an accounting firm to issue the authentication report for the deposit and usage of the proceeds. The Company shall provide active cooperation and bear necessary costs.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 27 If the Investment Projects are carried out by the Company's subsidiaries or other companies controlled by the Company, the Measures shall apply.

Article 28 The term "above" referred to in the Measures includes the number, "less than" excludes the number.

Article 29 Any matters not covered herein shall be carried out in accordance with relevant laws and regulations, regulatory documents and the Articles of Association; where the principles conflict with laws and regulations, regulatory documents or the legally revised Articles of Association, the said laws and regulations, documents and Articles of Association shall prevail. And it should be revised promptly and be reported to the Board for consideration and approval.

Article 30 The Measures do not apply to the usage and administration of the funds raised by the issuance of overseas listed foreign shares of the Company. The use of the funds raised by the issuance of overseas listed foreign shares shall be implemented in accordance with the relevant laws and regulations, regulatory documents and the listing rules of the stock exchanges of the places where the shares are listed.

Article 31 The Measures shall go into force from the date of the initial public offering of RMB ordinary shares (A shares) of the Company and its listing on the SZSE after the adoption by the general meeting.

Article 30 The formulation and modification of the Measures shall be reviewed and approved by the general meeting of the Company.

Article 33 The Measures shall be interpreted and amended by the Board.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

IMPLEMENTATION RULES FOR THE ACCUMULATIVE VOTING MECHANISM OF IRICO GROUP NEW ENERGY COMPANY LIMITED*

Article 1 To further improve the corporate governance system of the IRICO Group New Energy Company Limited (hereinafter referred to as the “**Company**”), and to safeguard the interests of minority shareholders, in accordance with the relevant requirements including the Company Law of the People’s Republic of China, Code of Corporate Governance for Listed Companies, the Guidelines on the Articles of Association of Listed Companies, the Guidelines for the Standard Operation of Companies Listed on the ChiNext Market of the Shenzhen Stock Exchange (2020 Revision), the Detailed Implementing Rules for Online Voting at Shareholders’ Meetings of Companies Listed on the Shenzhen Stock Exchange (2020 Revision) and Articles of Association of the IRICO Group New Energy Company Limited (hereinafter referred to as the “**Articles of Association**”), the Rules are hereby formulated.

Article 2 For the purpose of the Rules, the accumulative voting mechanism means when Directors or supervisors are elected at a general meeting, each share shall own the voting rights in the number same as the Directors or supervisors to be elected. The voting rights owned by shareholders may be available for centralized use. The Board shall announce the resumes and basic details of the candidates for Directors and supervisors to shareholders.

Article 3 The accumulative voting mechanism is used in the election of Directors (including the independent Directors) and supervisors (refers to non-employee representative supervisors) of the Company.

Shareholders may freely allocate their voting rights among the candidates for Directors and supervisors, either by dispersing their votes among several persons or by concentrating their votes on one person. According to the order of the number of votes (from the most to the least) received by the candidates for Directors and supervisors, the ones who receive more votes will be elected depending on the proposed number of Directors and supervisors to be elected.

Article 4 After the Company has issued the notice for a general meeting regarding the election of Directors and supervisors, shareholders individually or jointly holding 3% or more of the total number of the voting shares of the Company may propose the election of candidates for Directors and supervisors before the meeting, which will be submitted to the general meeting for consideration after being reviewed by the Board according to the procedures for extempore motion at the general meeting.

Article 5 Under the accumulative voting mechanism, the independent Directors shall be elected separately from other members of the Board.

Article 6 The voting under accumulative voting mechanism shall be conducted as follows:

- (1) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the number of independent Directors upon whom he/she can vote, when electing independent Directors. Such votes may only be casted for the candidates of the independent Directors. Each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the number of non-independent Directors upon whom he/she can vote, when electing non-independent Directors. Such votes may only be voted for the candidates of the non-independent Directors.
- (2) each shareholder shall be entitled to such number of votes as shall be equal to the number of shares held by him/her multiplied by the number of supervisors upon whom he/she can vote, when electing supervisors. Such votes may only be voted for the candidates of the supervisors.

Article 7 The number of votes for the accumulative voting system shall be determined in accordance with the following methods:

- (1) the product of the number of shares with voting rights held by each shareholder multiplied by the number of Directors or supervisors to be elected at the general meeting shall be equal to the number of the accumulative votes cast by the shareholder at this time (e.g. if a shareholder owns 100 shares and the Company intends to elect 9 Directors, the total accumulative voting rights of that shareholder shall be $100 \times 9 = 900$ votes);
- (2) in case of multiple-round elections at a general meeting, the accumulative votes of shareholders shall be recalculated based on the number of Directors or supervisors to be elected in each round of election;
- (3) the secretary to the Board of Directors of the Company shall announce the accumulative votes of shareholders before each round of accumulative voting. Any shareholders, independent Directors or supervisors of the Company, scrutineer or witness attorney of the general meeting who disagrees with the results shall immediately check the number of accumulative votes.

Article 8 Directors and supervisors are elected under the accumulative voting mechanism as follows:

- (1) shareholders may cast their accumulative voting rights to a single candidate or alternatively, cast to different candidates or all candidates provided that the total number of their votes does not exceed the total number of votes cast. When dispersing voting rights, it does not have to be an integral multiple of the number of shares held by them it (e.g. if the shareholder as described in **Article 7(1)** casts his/her cumulative voting rights to three candidates, 305 votes to one of them and 208 votes to another one, then only $900 - 305 - 208 = 387$ votes to the last one);
- (2) after the voting process ends, Directors or supervisors shall be elected by winning more than a half of the total number of valid votes held by the shareholders attending and voting, according to the number of votes received by each candidate and subject to the number of Directors or supervisors to be elected in descending order;
- (3) if the number of candidates for Directors or supervisors who receive more than a half of the total number of valid votes held by the shareholders voting exceeds the number of Directors or supervisors to be elected and the two or more candidates ranked last receive the same number of votes, the other candidates ranked before them shall be elected. A new ballot shall be conducted for those candidates who have received the same number of votes by applying the accumulative voting mechanism. The candidates who ranks first in descending order of votes number shall be elected;
- (4) in the event that the number of candidates for Directors or supervisors receiving more than a half of the total number of valid votes held by the shareholders voting in the first round of voting is less than the number of Directors and supervisors to be elected, a new ballot shall be conducted for the unelected candidates by applying the accumulative voting mechanism. The candidates who ranks first in descending order of votes number shall be elected to fill the number of candidates to be elected. In the event of failure to determine the elected candidate due to a tie vote, a new ballot shall be held in accordance with the above-mentioned rules;
- (5) in the event of failure to elect Directors and supervisors with the number specified in the Articles after three rounds of voting at the general meeting, the original Directors and supervisors shall not leave office and the Board shall convene an extraordinary meeting within 15 days to determine the time for convening another general meeting to elect the missing Directors and supervisors and report the situation in writing to the dispatch authorities of the CSRC and the Stock Exchange. The Directors and supervisors elected at this general meeting shall remain valid, but their terms of office shall be postponed until the number of newly elected Directors and supervisors reaches the number stipulated in the Articles.

Article 9 Prior to the application of the accumulative voting mechanism to elect Directors and supervisors, the Company shall issue a written statement to shareholders on the explanation and specific operation of the accumulative voting mechanism and, if necessary, arrange staff to be on hand to instruct them on how to vote.

Article 10 If the number of votes cast by shareholders exceeds the number of votes entitled to shareholders, the casted votes shall be deemed invalid. If the votes casted by shareholders does not exceed the number of votes entitled to shareholders, the casted votes shall be deemed valid and the difference shall be regarded as abstaining from voting.

Article 11 Any matters unmentioned herein these Implementation Rules shall be implemented in accordance with the relevant national laws and regulations, normative document and the Articles of Association of the Company; if these Implementation Rules are in conflict with laws and regulations, normative document or the Articles of Association as amended by legal procedures, they shall be implemented in accordance with the relevant laws and regulations, normative document and the Articles of Association, and amended immediately and the amendments shall be reported to the Board and the general meeting for consideration and approval.

Article 12 The Rules shall take effect from the date of the initial public offering of RMB ordinary shares (A shares) of the Company and listing on the Shenzhen Stock Exchange upon the approval by a resolution of the general meeting.

Article 13 The power to interpret and revise the Implementation Rules shall rest with the Board.

Note: In case of any discrepancy between the Chinese and English versions of this appendix, the Chinese version shall prevail.

WORKING RULES FOR INDEPENDENT DIRECTORS OF IRICO GROUP NEW ENERGY COMPANY LIMITED*

CHAPTER I GENERAL PROVISIONS

Article 1 This rules are formulated in accordance with the relevant requirements of Company Law of the People's Republic of China (《中華人民共和國公司法》) (hereinafter as the “**Company Law**”), Code of Corporate Governance for Listed Companies (《上市公司治理準則》), Guidelines for Introducing Independent Directors to the Board of Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》) (hereinafter as the “**Guidelines**”), Guidelines for Governance of Listed Companies (《上市公司治理準則》), Guidelines on the Duty Performance of Independent Directors of Listed Companies (《上市公司獨立董事履職指引》), Guidelines for Independent Directors to Promote Internal Control of Listed Companies (《獨立董事促進上市公司內部控制工作指引》), Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》), the Guidelines for the Standard Operation of Companies Listed on the ChiNext Market of the Shenzhen Stock Exchange (2020 Revision) (《深圳證券交易所創業板上市公司規範運作指引(2020年修訂)》), Guidelines on Information Disclosure of Listed Companies on the Shenzhen Stock Exchange No. 8- Filing of Independent Directors (《深圳證券交易所上市公司信息披露指引第8號—獨立董事備案》), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) (hereinafter referred to as “**Hong Kong Listing Rules**”) and the Articles of Association of IRICO Group New Energy Company Limited (hereinafter as the “**Company**”) (《彩虹集團新能源股份有限公司章程》) (hereinafter as the “**Articles of Association**”), in order to further optimize the corporate governance structure and the structure of the Board of the Company, while strengthening the restraint and supervision mechanism for internal directors and senior managers, protecting the interests of medium and minority shareholders and stakeholders and facilitating the regulatory operation of the Company.

Article 2 The Company establishes an Independent Director system.

- (1) Independent Directors refer to those directors who perform duties other than directorships out of the Company and are in no relationship with the Company and its substantial shareholders which may interfere with their exercise of independent and objective judgment.

- (2) Independent Directors shall assume their obligations of integrity and diligence towards the Company and all shareholders. Independent Directors shall duly perform their duties, safeguard the overall interests of the Company, particularly to be attentive to prevent the legal interests of medium and minority shareholders from being infringed, in accordance with relevant laws, regulations, and the listing rules of stock exchange of the place of listing of the Company's shares, as well as the requirements within the Articles of Association and this Rules. The Independent Directors shall perform his/her duties and responsibilities independently, and shall not be influenced by the Company's principal shareholders or the actual controller, or other entities or individuals having interests in the Company. In principle, Independent Directors can take their roles as Independent Directors in up to five companies concurrently, and shall ensure their effective performance of duties as Independent Directors with sufficient time and efforts devoted.
- (3) The Company shall appoint suitable persons as Independent Directors. Among which: at least one accounting professional (the candidate nominated to be an Independent Director as accounting professional, shall have extensive knowledge and experience in the accounting profession, and shall at least fulfill one of the following requirements: 1. qualified as Certified Public Accountant (CPA); 2. qualified as senior professionals, associate professor or obtained doctorate degree in accounting, auditing or financial management; 3. qualified as senior professionals in economics management and with more than 5 years full time working experience in professional posts such as accounting, auditing or financial management); at least one Independent Director shall ordinarily reside in Hong Kong. No less than one-third of the Board members and no less than three Board members of the Company shall be Independent Directors.
- (4) The Company should fill the vacancy of Independent Directors in the event that the number of Independent Directors falls below the level required by this Rules due to the non-compliance of the independent requirements by any Independent Directors or the inappropriateness of any Independent Directors in discharging their obligations.
- (5) Independent Directors or potential Independent Directors should participate as required by CSRC in the training organised by China Securities Regulatory Commission (hereinafter referred to as "CSRC") or its authorized organizations.

Article 3 Independent Directors shall be qualified for executing their duties.

Acting as an Independent Director, basic conditions as follows shall be fulfilled:

- (1) in accordance with laws, administrative regulations, and other relevant provisions, such person shall be qualified to be a director of the company; if a candidate for Independent Director fails to obtain a qualification certificate of Independent Director at the time of nomination, he/she shall undertake in writing to attend the nearest Independent Director qualification training and obtain such qualification certificate of Independent Director;
- (2) be independent within the meaning of the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed;
- (3) having the basic knowledge on the operation of listed companies, knowing well relevant laws, administrative regulations, rules and regulations;
- (4) having more than five years of legal, economic or other work experience required by the execution of duties of Independent Directors;
- (5) other conditions stipulated in the Articles of Association.

In the event of failure to satisfy the qualification requirements for Independent Directors after assuming office, such Independent Directors shall resign within thirty days from the date of occurrence of such circumstances. If such resignation is not tendered as required, the Board of the Company shall convene the meeting in a timely manner after the expiration of the one-month period to review and submit the matter to the general meeting to replace the Independent Director, and complete the by-election of Independent Directors within two months.

Article 4 Independent Directors must be independent.

The following persons may not hold the position of Independent Director:

- (1) persons holding a position in the Company or a subsidiary thereof and their lineal relatives and major social relations lineal relatives refer to spouse, father, mother, children, etc.; major social relations refer to brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouses of brothers and sisters, brothers and sisters of spouse, etc.; holding a position means holding a position as director, supervisor, senior management and other staff);
- (2) natural person shareholders who directly or indirectly hold over 1% of the issued shares of the Company or who rank in the top ten shareholders of the Company, and their lineal relatives;

- (3) persons who hold positions in entities that directly or indirectly hold over 5% of the issued shares of the Company or that rank in the top five shareholders of the Company, and their lineal relatives;
- (4) the person that serves in the controlling shareholders, de facto controllers of the Company and their respective subsidiaries and their lineal relatives;
- (5) persons who provide financial, legal, consulting services, etc. for the Company and the controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to the entire project team of the intermediary agency that provide services, reviewers at all levels, persons who sign the report, partners and principals in charge;
- (6) persons who hold office in units that have significant business transactions with the Company and the Company's controlling shareholders, de facto controllers or their respective subsidiaries, or persons who hold office in units that have such significant business transactions;
- (7) persons who in the most recent twelve months have fallen into any of the six circumstances above;
- (8) the person whose independence was otherwise affected by the candidate of Independent Director, the companies he/she works or worked with during the recent 12 months;
- (9) other personnel identified as having no independence by the CSRC and the stock exchange in the place where the shares of the Company are listed.

The subsidiaries of controlling shareholders and de facto controllers of the Company in (4), (5) and (6) do not include the subsidiaries that do not constitute a connected relationship with the Company under Rule 7.2.4 of the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange.

Article 5 An Independent Director shall have no bad records:

- (1) the person who was restricted to security market by CSRC and was still in the period of restriction;
- (2) the person who was publicly identified by a stock exchange as inappropriate to act as director, supervisor and senior management of listed company and was still in the period of restriction;

- (3) the person who was convicted on criminal charges of securities and futures dealing subject to administrative punishment by CSRC or criminal penalties by judicial authority in the recent 36 months;
- (4) the person who was suspected on criminal charges of securities and futures dealing subject to inspection by CSRC or judicial inspection, conclusion has not been certain;
- (5) the person who was publicly condemned or informed criticism for more than three times by any stock exchange within the last 36 months;
- (6) the person being punished for dishonesty was restricted by, among others, the National Development and Reform Commission, to act as director of any listed company;
- (7) the former Independent Director who was removed by the Board at a general meeting for a period of 12 months due to failure to attend in person for three consecutive board meetings or failure to attend in person for two consecutive board meetings without alternative director appointed to attend the meetings on his/her behalf;
- (8) other circumstances recognized by the stock exchange where the shares of the Company are listed.

Article 6 The nomination, election and replacement of the Independent Directors shall be carried out lawfully and formally.

- (1) the Independent Directors shall be nominated by the Board, the Supervisory Committee, shareholders who solely or jointly hold 1% or more of issued shares of the Company, and shall be decided on election of general meeting.
- (2) the nominator of Independent Directors shall be approved by nominees before nomination. The nominator shall fully understand the occupation, education, job title, the detailed working experience, all and any part-time jobs of nominees and shall give opinions on their qualification and independence as an Independent Director. The nominee shall make a public statement which indicating that there is no relation between such nominee and the Company which could affect any independent objective judgment of the nominee. The Board shall disclose this as required before convening a general meeting for election of Independent Directors.

- (3) when issuing the notice of the general meeting on the election of Independent Directors, the Company shall submit the relevant materials of the candidates for Independent Directors to the CSRC, the local branches of the CSRC where the Company is located and the stock exchange where the Company's shares are listed (if required). Where there are any objections to the candidates for Independent Directors from the Board of the Company, such written opinions of the Board shall also be sent. The nominee who is disagreed by the CSRC may be the candidate for Directors of the Company, but not the candidate of the Independent Directors. During the general meeting for electing the Independent Directors, the Board of the Company shall make statement as to whether CSRC and Securities and Futures Commission of Hong Kong has any objections to the candidate for Independent Directors.
- (4) the length of each tenure of Independent Directors shall be the same as that of other directors of the Company, and subject to re-election upon the expiry of tenure, provided that the length of tenure upon re-election shall not be more than six years. Those who have been serving as Independent Directors in the Company for six consecutive years shall not be nominated as a candidate for Independent Director for 12 months from the expiry date of six years for being Independent Director.
- (5) any Independent Director failed to attend the Board meetings for three consecutive times in person might be replaced by a general meeting as proposed by the Board. Notwithstanding the above case and other case of unavailable to act as directors as specified in Articles of Association and Company Law, no Independent Director shall be removed from office for no reason before expiry of the term. For early removal the Company shall disclose this as a special disclosure, and any Independent Director removed held that the Company had improper reason for removal could make a public statement.
- (6) an Independent Director may resign before the term of his/her office expires. He/she shall submit a written resignation report to the Board and spell out the circumstances related to the resignation or those that need to be brought to the attention of shareholders and creditors of the Company. If the number of Independent Directors falls below the statutory minimum requirement as a result of the resignation of any Independent Director before the expiry of his term of office, the incumbent directors shall continue to perform his duties as an Independent Director until a new Independent Director is elected and appointed, except for resignation due to loss of independence or dismissal according to laws. If the number of Independent Directors falls below the statutory minimum requirement as a result of the resignation of any Independent Director due to the loss of his independence or dismissal of any Independent Director according to laws, the Company shall elect Independent Directors as soon as practicable to meet the statutory minimum requirement of the number of Independent Directors.

CHAPTER II THE OBLIGATIONS AS THE INDEPENDENT DIRECTORS**Article 7** General obligations

Independent Directors shall assume general obligations of directors as stipulated in the Company Law, the Securities Law, Code of Corporate Governance for Listed Companies and other laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed, normative documents, self-regulatory rules, and the Articles of Association.

Article 8 Obligations to maintain independence

Independent Directors shall maintain the independence of identity and performance of duties. In the process of performing their duties, they should not be affected by the Company's controlling shareholders, de facto controllers, and other units or individuals that have a stake in the Company; in case of any situation affecting the independence of identity, the Independent Directors shall timely notify the Company and eliminate it, and resign if failing to satisfy the independence conditions.

Article 9 Contact for daily work and minimum workday requirement

Independent Directors shall timely and fully communicate with the management of the Company, in particular the secretary to the Board, to ensure smooth duty performance.

An Independent Director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects.

Article 10 Attending trainings

In principle, the proposed Independent Director shall attend at least one job training organized by relevant institutions recognized by the securities regulatory authorities before being employed as an Independent Director of the Company for the first time. Within two years after initial employment, Independent Directors shall attend the follow-up training at least once a year, and subsequently attend the follow-up training at least once every two years.

After receiving the trainings, Independent Directors shall fully understand the basic principles of corporate governance, the legal framework of the Company's operation, the duties and responsibilities of Independent Directors, the Company's information disclosure and related party transaction supervision and other specific rules, and have the awareness of internal control and risk prevention and the basic ability to read and understand financial statements.

Article 11 Attending Board meetings and general meetings

Independent Directors shall attend the Board meetings in person, and if they are unable to attend for certain reasons, they shall review the meeting materials in advance to form a clear opinion, and entrust other Independent Directors of the Company to attend the meeting on his/her behalf in writing.

The power of attorney shall specify:

- (1) the name of the principal and proxy;
- (2) the scope of authorization to the proxy;
- (3) the instructions of the principal on the voting intention of each proposal;
- (4) signature of the principal, and date.

Independent Directors shall not issue a blank power of attorney, nor shall they delegate discretionary power to the proxy. The delegation shall be granted on a case-by-case basis.

The Independent Director who is appointed as a proxy for the Board meeting shall submit to the chairman the written power of attorney and specify in the attendance record that he/she attends the meeting as a proxy. An Independent Director shall not accept the delegation of more than two Independent Directors at a Board meeting.

Where other Independent Directors are entrusted to sign written confirmation opinions on the Company's periodic reports, special delegation shall be given in the power of attorney.

Independent Directors shall attend the general meeting in person and communicate with the Company's shareholders on site.

Article 12 Paying attention to the matters of the Company

Independent Directors shall pay special attention to the connected transactions, external guarantees, the use of proceeds, the protection of public shareholders, mergers and acquisitions, material investment and financing activities, financial management, remuneration of the senior management, profit distribution, information disclosure and other matters and shall propose to convene a Board meeting, propose resolutions to general meeting for consideration and approval or engage an accounting firm, law firm and other intermediaries to conduct audit and verification and provide opinions for relevant matters according to relevant rules when necessary.

Independent Director shall review the board resolutions included in the announcements of the Company and pay special attention to the reports and information relating the Company, and shall make inquiry to the Company in writing concerning the reports or rumor that may have a significant impact on the development and trading price of securities of the Company in a timely manner and urge the Company to provide written statement or clarification if necessary. Where the Company fails to do so in a timely manner as required by Independent Directors, Independent Directors may carry out investigation and report to the local branch of China Securities Regulatory Commission in the place where the Company operates, Securities and Futures Commission of Hong Kong and stock exchanges in the place where the stocks of the Company are listed.

In case of disagreement between shareholders and directors which may have material effects on the operation of the Company, Independent Directors shall perform their duties and protect the interest of the Company as a whole and report to the local branch of China Securities Regulatory Commission and stock exchanges in the place where the stocks of the Company are listed.

Article 13 Supervising and investigating the Company and related entities

Independent Directors shall perform their due diligence obligations and, if necessary, engage an intermediary to carry out special inspections if they find that the Company or related entities:

- (1) have not submitted the significant matters to the Board or general meeting for deliberation in accordance with the relevant provisions;
- (2) fail to timely or properly perform the obligation of information disclosure;
- (3) may release information with false records, misleading statements or major omissions;
- (4) may violate laws, regulations or the Articles of Association in production and operation of the Company;
- (5) are otherwise suspected of violating laws and regulations or damaging the rights and interests of public shareholders or public interests.

In the event that any of the above situations is substantiated, the Independent Directors shall urge the Company or related entities to make rectification and report to the local branch of China Securities Regulatory Commission and stock exchanges in the place where the stocks of the Company are listed (if required).

Article 14 Preparing work records

Independent Directors shall record their performance of duties in the Work Records of Independent Directors, including examination of the establishment and implementation of systems for production and operation, management an internal control and execution of Board resolutions, discussion with the management, and independent opinions provided at Board meetings. The email, telephone conversation, short message, WeChat message and other electronic communication records shall constitute a part of the work records.

The work records of Independent Directors and information provided by the Company to Independent Directors shall be properly kept by Independent Directors for at least five years. The information provided by the Company to Independent Directors shall be kept for five years by the Company and such Independent Director.

Article 15 Submitting yearly work reports

At the annual general meeting of the Company, Independent Directors shall submit their yearly work reports, make a statement on their fulfilment of duties, and pay special attention to the internal control and standardized operation of the Company, protection of rights and interests of medium and small investors, and other matters relating to the governance of the Company.

Independent Directors' work report shall contain the following items:

- (1) attendance at the Board meetings and general meetings in the previous year, including times and reasons for failure to present in person;
- (2) presentation and vote at the Board meetings, including circumstances of and reasons for waiver or veto;
- (3) investigations on the Company's production operation, institutional improvement and implementation of Board meetings' resolutions; discussions with the Company's management; field researches on the Company's major investment, production and construction projects;
- (4) the work done to protect the legitimate rights and interests of public shareholders;
- (5) participation in training;
- (6) other work done for performing Independent Directors' duties in accordance with relevant rules, regulations, normative documents and the Articles of Associations;

- (7) self-examination conclusion on whether it is still in compliance with provisions of independence and whether there is any change in its candidates' statements and commitments.

Independent Directors' work reports shall be based on their work records, specifically describing the time, place, work content and follow-up of performing duties, signed and confirmed in person, then together with materials of AGM submitted to the Company for preserving and archiving.

CHAPTER III DUTIES OF INDEPENDENT DIRECTORS

Article 16 General powers

Independent Directors shall have the general powers as stipulated by the Company Law, the Securities Law, and other laws, administrative regulations, departmental rules, normative documents, self-regulatory rules and the Articles of Association.

Article 17 Special powers of Independent Directors

An Independent Director shall have the following special powers:

- (1) to give prior approval for significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below);
- (2) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;
- (3) to propose to convene an extraordinary general meeting;
- (4) to propose to convene a Board meeting;
- (5) to openly collect voting rights from shareholders before a general meeting is held;
- (6) to independently appoint intermediaries to provide professional opinions if necessary at the expenses of the Company;
- (7) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, normative documents, self-regulatory rules and the Articles of Association.

Independent Directors shall seek the consent of more than half of all the Independent Directors before exercising the powers under (1) – (7) above, except for the powers independently exercised by Independent Directors according to the relevant regulations.

Article 18 Providing independent opinions on the relevant matters of the Company

Independent Directors shall give opinions to the Board of the Company or the general meeting in relation to, among others, the following matters:

- (1) the nomination and dismissal of directors;
- (2) the appointment of senior management officers;
- (3) remunerations for directors and senior management officers;
- (4) formulation, adjustment, decision-making procedures, implementation and information disclosure of the Company's cash distribution policy, and whether the profit distribution policy will damage the legitimate rights and interests of small and medium investors;
- (5) related party transactions that are required to be disclosed, provision of guarantees (except for those provided to subsidiaries within the scope of consolidated statements), entrusted wealth management, provision of financial assistance, matters related to the use of proceeds, change of accounting policies by the Company at its sole discretion, investments in stocks and derivatives, and other material matters;
- (6) material asset restructuring plans, equity incentive plans, employee stock ownership plans and share repurchase plans;
- (7) proposal on cessation of dealing in the Company's shares on the stock exchange or on application for dealing in or transfer of the shares at other trading venues instead;
- (8) other matters which Independent Directors deem likely to damage the legitimate rights and interests of the minority shareholders;
- (9) other matters stipulated by laws, administrative regulations, departmental rules, normative documents, business rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association or ascertained by the China Securities Regulatory Commission.

Independent Directors shall give opinions regarding the above matters in one of following way: agree; qualified opinion and the reasons; adverse opinion and the reasons; disclaimer of opinion and the relevant obstacles.

The opinions of Independent Directors on the “major connected transactions” mentioned in (2) above shall at least include the following:

- (1) whether the terms of the connected transactions are fair and reasonable;
- (2) whether the connected transactions are conducted on normal commercial terms or more favourable terms and in the ordinary course of business of the Company;
- (3) whether the connected transactions are in the interests of the Company and its shareholders as a whole;
- (4) whether the voting procedures of the Board and the general meeting on related connected transactions are legal and compliant.

If relevant matter is a matter requiring disclosure, the Company shall make a public announcement of the Independent Directors’ opinions. If the Independent Directors fail to reach a consensus, the Board shall disclose the opinion of each of the Independent Directors.

Before the Independent Directors express their independent opinions on matters relating to the Company’s voluntary delisting, they should fully consult the medium and minority shareholders on whether the matter is beneficial to the Company’s long-term development and the interests of the shareholders as a whole. The Independent Directors’ opinions formed on this basis should be announced together with the notice of the shareholders’ meeting.

Article 19 Before making a judgment on major connected transactions, an Independent Director may appoint an independent financial advisor to provide reports as a basis for his/her judgment.

Article 20 Participating in the Board committees

Independent Directors shall have the right to participate in special committees such as audit, nomination, remuneration and assessment under the Board, and act as convener and account for more than half of the members of the committees.

Article 21 The information rights of relevant information of the Company

Independent Directors are entitled to the same information rights as other directors. For any matter to be considered by the Board, the Company must notify the Independent Directors as stipulated and provide true, accurate and complete information at the same time. If the Independent Directors consider the information is insufficient, they may request supplementary information.

Article 22 Requiring the Company and relevant personnel to provide support and assistance for performing duties

Independent Directors shall have the right to require other directors, supervisors, senior management officers to ensure their legal exercise of functions and have the right to demand the secretary to the Board of the Company to communicate and contact with them, deliver materials as well as provide support and assistance for their performance of duties.

Support and assistance include:

- (1) regularly report and timely submit the Company's operating status, introduce the development status of the Company related market and industries, provide other related materials and information, ensure that Independent Directors enjoy the equal right to know as other directors do, organize Independent Directors to conduct field researches (if necessary);
- (2) provide Independent Directors with information disclosure publications or corresponding electronic materials about the public information released by the Company;
- (3) cooperate with Independent Directors to carry out duty performance related investigations;
- (4) provide Independent Directors with meeting places in case they deem it necessary to convene a meeting of Independent Directors only;
- (5) voluntarily cooperate with Independent Directors to assess relevant materials, and provide them with necessary support and convenience for their performance of duties by arranging on-site inspection, organizing intermediaries to conduct regular reports;
- (6) require the Company's relevant responsible persons to offer cooperation in signing and confirming major issues involved in Independent Directors' work records relating to their performance of duties;
- (7) other convenience and cooperation that the Company is required to provide by Independent Directors for their performance of duties;
- (8) all necessary expenses incurred from engaging intermediaries or required for duty performance by Independent Directors shall be borne by the Company.

In case of any obstruction while exercising the power conferred by laws and regulations, Independent Directors may report the relevant situation to the Board of the Company and require the management or the secretary to the Board to offer cooperation, and record the fact of encountering obstructions and solutions into work records and may report to the local branches of the CSRC or the stock exchange in the place where the shares of the Company are listed.

Article 23 Requiring the Company to pay allowances and bear performance expenses

Unless laws and policies provide otherwise, Independent Directors are entitled to receive appropriate allowances from the Company. In addition to the above allowances, Independent Directors shall not acquire any additional and undisclosed benefits, including equity incentives, from the Company where he/she holds a position and its affiliates, controlling shareholders, or interested institutions and personnel.

The expenses of hiring an intermediary by Independent Directors and other reasonable expenses in the course of performing duties shall be borne by the Company they work for. Independent Directors are entitled to borrow reasonable expenses related to the performance of duties from the Company.

Independent Directors are entitled to require the Company to purchase liability insurance for performing the duties of Independent Directors.

Article 24 Requiring the Company to disclose the proposals not adopted by the Company

For proposals related to the (I) item of the Article 16 duly proposed by Independent Directors but not adopted by the Company, Independent Directors have the rights to require the Company disclose the relevant issues and specify the reasons for not adopting relevant proposals.

Independent Directors may request the Company to file the specific situation about the above resolution to the local branches of the CSRC or the stock exchange in the place where the shares of the Company are listed as filing (if required), otherwise the Independent Directors may report to the local branches of the CSRC or the stock exchange in the place where the shares of the Company are listed in writing on the specific situation (if required).

Article 25 Right to report and make public statements

Independent Directors shall report to the CSRC, the local branches of the CSRC or the stock exchange in the place where the shares of the Company are listed upon occurrence of the following circumstances in the Company that seriously hinder Independent Directors from performing duties and exercising powers:

- (1) being removed by the Company and the removed director believes the reason for such removal is inappropriate;
- (2) resignation due to a situation in the Company that hinders the discharging of duties of Independent Director as per law;
- (3) insufficient material for the Board meeting and the written proposal by more than two Independent Directors to postpone the convening of the Board meeting or the examination of relevant matters is not adopted;

- (4) the Board fails to adopt effective measures after receiving report that the Company is suspected to have violated any law or regulation;
- (5) Other matters that constitute a material obstruction against the performance of duties by Independent Directors.

CHAPTER IV EXERCISE OF INDEPENDENT DIRECTORS' POWERS

Article 26 Carrying out work of special committees of the Board

Special committees of the Board act as an important form for Independent Directors to exercise powers.

An Independent Directors who acts as the as chairman of special committees of the Board shall organize and carry out the work of special committees in accordance with duties and powers, convene meetings of special committees in a timely manner in accordance with regulations to form committees' opinions, or provide deliberative opinions on special matters under the authorization of the Board.

An Independent Director who acts as a member of special committees of the Board shall continue to follow up the Company's operations and management related matters within the scope of the special committee's duties, participate in special committee meetings, put forward relevant opinions in accordance with the rules of procedure and submit to the special committees for consideration.

Article 27 Considering and approving external guarantees

Independent Directors shall understand the basic information of the guaranteed party including operating and financial status, credit status and taxation when reviewing external guarantees, and make prudent judgments on the guaranteed party's ability to repay debts and the counter guarantee's actual capacity. Independent Directors may request the Company to provide relevant information needed to make a judgment if necessary.

Independent Directors shall pay special attention to whether the relevant review content and procedures of the Board meeting meet the requirements of the normative documents issued by the relevant regulatory agencies.

Independent Directors shall provide independent opinions on the Company's external guarantees, and in particular, make special explanation on the Company's accumulated and current external guarantees and the implementation of the above provisions in the annual report, and provide independent opinions. An accounting firm or other securities intermediary service agencies may be engaged to check the Company's accumulated and current external guarantees if necessary. When the Company's illegal external guarantees are corrected, the Independent Directors shall issue special opinions. In the course of reviewing the Company's external guarantees, Independent Directors shall promptly report to the Board of the Company to take corresponding measures if any abnormalities are discovered, or report to the local branches of the CSRC or the stock exchange in the place where the shares of the Company are listed when necessary (if required).

Article 28 Considering and approving connected transactions

Independent Directors shall pay attention to the transactions and financial transactions between the Company and its connected parties to determine whether there exists any misappropriation or transfer of the proceeds, assets and other resources of the Company by the controlling shareholders, the de facto controllers or its connected parties. Any irregularities found by the Independent Directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the CSRC or the stock exchange in the place where the shares of the Company are listed when necessary (if required).

All major connected transactions shall be endorsed by Independent Directors before being submitted to the Board for consideration. The endorsement of Independent Directors shall be approved by the majority of Independent Directors and disclosed in announcement on the connected transaction.

For specific connected transaction, Independent Directors shall make prudent judgement on the necessity, actual intention and the impact of the connected transaction on the Company and pay special attention to the pricing policy and basis of pricing, the fairness of the valuation, and the inter relationship between the transaction price and carrying amount or valuation of the transaction subject.

Where the Board considers any connected transaction, Independent Directors shall pay special attention to whether the transaction complies with the requirements imposed by the relevant regulatory authorities, listing rules of the stock exchange or self-regulatory rules. Independent Directors may engage intermediaries to issue a special report as the basis of their judgement before making judgement.

Article 29 Considering and approving the projects and use of raised proceeds

Independent Directors shall pay attention to the use of the raised proceeds of the Company and urge the Company to establish a system for the management and use of raised proceeds so as to control investment risks and ensure the safety of proceeds.

Independent Directors shall pay attention to any discrepancy between the actual use of the proceeds and the information disclosure of the Company. More than half of Independent Directors may engage an accounting firm to produce a verification report on the deposit and use of the raised proceeds.

Where the Company needs to change the use of raised proceeds, utilize idle proceeds for investment, temporarily utilize to supplement liquidity and utilize raised proceeds to replace self-raised proceeds invested in advance in projects, Independent Directors, before providing independent opinions, shall request relevant personnel to conduct analysis and demonstration on the feasibility of the new investment project, project returns and risk forecasts.

Independent Directors shall provide independent opinions on the Company's change of the use of raised proceeds on the basis of the above work.

Article 30 Considering and approving profit distribution

Independent Directors shall participate in formulating the profit distribution policy and pay attention to whether the profit distribution plan and cash dividend distribution plan are beneficial to the long-term development of the Company and in the interest of medium and minority investors. When the Company formulates the specific plan for cash dividends, Independent Directors shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company's decision-making procedure and other matters and provide definite opinions.

Independent Directors may solicit the opinions of medium and minority shareholders, present cash dividend proposals and submit them directly to the Board for deliberation.

If no cash dividend plan has been proposed for the annual profit of the Company, Independent Directors shall urge the Company to disclose the reasons in the annual report and the use of undistributed profits retained in the Company.

Independent Directors shall express independent opinions on the Company's formulation of profit distribution policies, profit distribution plans and cash dividend distribution plans. Independent Directors shall express independent opinions as required by regulatory authorities on situations where no cash dividends are paid even the Company is able to do so, the level of cash dividends is low or the proportion of cash dividends is large.

Article 31 Considering and approving the appointment and dismissal of accounting firm

Where the Company appoints or dismisses an accounting firm, Independent Directors shall pay attention to whether the accounting firm so appointed is qualified for securities related business or has relevant experience, whether the reasons for dismissing the accounting firm is justified, whether the proposal has been endorsed by the majority of Independent Directors in advance, whether the audit committee of the Board has provided its opinions and whether the proposal has been proposed at the general meeting for approval after being considered and approved by the Board meeting, and record above items.

Article 32 Considering and approving the acquisition of the management

When the directors, supervisors, senior management officers, employees of the Company or its controlled or entrusted corporation, other organizations or natural person propose for acquisition of the Company, the Independent Directors shall engage an independent financial advisor to issue professional opinions on the acquisition before providing their opinions. The opinions of the Independent Directors and independent financial advisor shall be published jointly.

Article 33 Considering and approving the annual report

Independent Directors shall supervise and urge the Company to establish working rules on annual report of Independent Directors, including reporting and communication systems.

In the course of preparing and disclosing the Company's annual report, Independent Directors shall, in conjunction with the Company's audit committee, perform their duties earnestly and be diligent and responsible in accordance with the law. Specifically:

- (1) Independent Directors shall debrief the Company's management and chief financial officer on the production and operation, standardized operation and financial aspects of the Company for the year, as well as the progress of major issues including investment and financing activities, and try to personally participate in field inspections of relevant major projects.

Independent Directors shall attach importance to whether the report of the Company's management includes but not limited to the following content, and include the information in the work record upon debriefing:

1. the production and operation of the year, especially the changes in the operating conditions or the environment;
2. the Company's financial position;
3. use of raised proceeds;

4. major investments;
 5. financing;
 6. connected transactions;
 7. external guarantees;
 8. other conditions related to standardized operation.
- (2) Independent Directors shall participate in the meeting with the certified public accountant of annual audit in conjunction with the Company's audit committee to communicate with the certified accountants on the members of audit team, audit plan, risk judgment, the testing and evaluation of risks and corruption, key points of annual audit, etc. before the commencement of annual audit by the certified public accountants, especially focusing on the Company's performance forecast and corrections thereof. Independent Directors shall attach importance to whether the Company arranges the above meeting in a timely manner and provides relevant support, and include the information in the work record.
- (3) Upon preliminary auditing opinions issued by such certified public accountants and prior to the convening of the Board meeting at which the annual report is to be considered, Independent Directors shall attend the meeting with the certified public accountants again to communicate the preliminary auditing opinions. Independent Directors shall pay attention to whether the Company timely arranges the aforementioned meeting and provides relevant support, and include the information in the work record.
- (4) For the Board meeting to consider the annual report, Independent Directors need to pay attention to the procedures for convening the Board meeting, the proposal procedures for relevant matters, decision-making authority, voting procedures, withdrawal matters, submission time and completeness of proposal materials. If inconsistency with the rules of the Board and deficiencies of the information are discovered, Independent Directors shall suggest the Board to supplement the information, rectify the inconsistencies or postpone the meeting.

The communication procedures, opinions and requirements mentioned above shall be recorded in writing and signed by the persons involved.

Article 34 Considering and approving other matters

- (1) For the scope of authorization of the Company's Board, Independent Directors need to make prudent judgement on the scope, legitimacy, rationality and risk of authorization, and pay full attention to whether they exceed the scope of authorization specified in the Articles of Association, rules of procedure of the general meeting and rules of procedure of the Board, and whether there are significant risks in the scope of authorization.
- (2) Independent Directors shall express independent opinions on the nomination, appointment and removal of the Company's directors. When considering the nomination, appointment and removal of the Company's directors, Independent Directors shall pay attention to whether the procedures for the nomination, appointment and removal of relevant personnel may have a significant impact on the Company's operation, development and corporate governance, and whether the procedures are complete.
- (3) Independent Directors shall express independent opinions on the Company's appointment or dismissal of senior management officers. When considering the appointment or dismissal of senior management officers, Independent Directors shall pay attention to whether the procedures for the nomination, appointment and removal of relevant personnel may have a significant impact on the Company's operation, development and corporate governance, and whether the procedures are complete.
- (4) Independent Directors shall provide independent opinions on the remuneration of directors and senior management officers of the Company and the equity incentive plans. When considering the remuneration of directors and senior management officers of the Company and the draft of equity incentive plans, the Independent Directors shall pay attention to whether the remuneration of directors and senior management officers and the equity incentive plans are beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors. When the Company convenes general meeting for the approval of the equity incentive plans, the Independent Directors shall solicit voting rights from all shareholders for the equity incentive plans. If the Independent Directors deem necessary, they may suggest the Company to engage an independent financial advisor to provide professional opinions on the feasibility of the equity incentive plans, whether it is beneficial to the sustainable development of the Company and whether it will damage the interests of the Company as well as the impact on the interests of shareholders. If no independent financial advisor has been engaged based on the suggestion, the Company shall provide special explanation in this regard.
- (5) Where independent opinions from the Independent Directors shall be provided on the formulation of plan for conversion of capital reserve into share capital, the Independent Directors shall pay attention to whether the plan is beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors.

- (6) Where independent opinions from the Independent Directors shall be provided on the changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting policies, the Independent Directors shall pay attention to whether the Company is misleading the investors with the above adjustments of profit in each period. If the Independent Directors deem necessary, they may suggest the Company to engage an independent financial advisor to provide professional opinions on the feasibility of the changes in accounting policies and accounting estimates and correction of significant accounting errors, and whether it is beneficial to the sustainable development of the Company.
- (7) Independent Directors shall express independent opinions on the Company's material assets reorganization. For material assets reorganization and related assets appraisal, Independent Directors need to pay attention to the independence of assets appraisal firms, the reasonableness of evaluation assumptions, the fairness of pricing of the evaluation and the rationality and compliance of reorganization plans on the basis of full understanding of relevant information; if such material assets reorganization constitute a related party transaction, the Independent Directors may engage an independent financial advisor to give opinions regarding the impacts of such transaction on non-related shareholders.
- (8) Independent Directors shall provide independent opinions on the share repurchase of the Company by means of centralized bidding. For repurchase of the Company, the Independent Director shall pay attention to whether the repurchase proposal is in compliance with the relevant laws, regulations, provisions and rules, and may analyse the necessity of repurchase based on factors including the purpose of share repurchase, performance of share price and value analysis of Company, as well as the feasibility of the share repurchase proposal based on factors including the amount and sources of the capital required for share repurchase.
- (9) Independent Directors shall express independent opinions on the internal control evaluation report of the Company. For the internal control evaluation report of the Company, the Independent Directors shall pay attention to whether the content of the report is complete and whether the relevant information is true.
- (10) Independent Directors shall express independent opinions on the plan for change of undertakings made by the Company to related parties. Regarding to the commitments made by the Company to related parties (the Company and its de facto controllers, shareholders, related parties and acquirers) in the process of IPO, refinancing, share reforms, mergers and acquisitions and special corporate governance activities to resolve horizontal competition, asset injection, equity incentives, and property rights defects, except for those which are indeed unable to be fulfilled or the fulfillment of which is not conducive to safeguarding the Company's rights and interests due to relevant laws and regulations, policy changes, natural disasters and other objective reasons beyond control, the Independent Directors shall express their opinions on the plan for change of undertakings made by the Company to related parties. When expressing opinions, Independent Directors shall pay attention to whether the relevant plan for change of undertakings is legal and compliant, and whether it is conducive to protecting the interests of the Company or other investors.

Article 35 Independent opinions issued by the Independent Directors

Independent opinions offered by Independent Directors with regard to relevant matters of the Company shall include at least the followings:

- (1) basic information of the relevant matters;
- (2) basis for giving opinions, including the procedures performed, the documents for review, the content of the on-site inspection, etc. ;
- (3) compliance of the relevant matters;
- (4) impacts on the rights and interests of the Company or the small and medium investors, any potential risks and whether the measures taken by the Company work;
- (5) conclusive opinions given. In case of qualified opinion or dissenting opinion, or in case no opinions can be given with regard to the relevant matters, the Independent Director concerned shall clearly state the reasons.

Independent Directors shall sign the independent opinions for confirmation and submit the same to the Board in a timely manner.

CHAPTER V PERFORMANCE REQUIREMENTS FOR ATTENDING BOARD MEETINGS**Article 36** Review of meeting notices

After receiving the notice of the Board meeting, Independent Directors shall review the legality of the procedure, form and content of the notice of the meeting. Once non-conformity is identified, they may ask the secretary to the Board to explain or correct them.

Article 37 Understanding of meeting materials

Independent Directors shall be fully aware of the matters to be considered at the meeting and understand the relevant accounting and legal knowledge before the meeting. Independent Directors have the right to require the Company to notify relevant matters in advance in accordance with the provisions of the Articles of Association, and to provide complete finalized materials at the same time. Independent Directors who believe that the Company shall provide other materials required for the performance of their duties have the right to urge the Company to supplement. Independent Directors have the right to request the secretary to the Board and other responsible personnel to provide assistance on relevant matters.

Independent Directors may obtain the information required for decision-making from the Company's management, each of the special committees of the Board, the office of the Board, intermediary service institutions related to the matters under consideration and other institutions and personnel, or suggest the meeting host to invite representatives of relevant institutions or relevant personnel to the meeting to explain the relevant situation before the meeting.

Article 38 Pre-meeting enquiries and research

Independent Directors who believe that the content of the proposal at the Board meeting is unclear, unspecific, or the relevant materials are insufficient may directly or through the secretary to the Board request the proponent to supplement information or make further explanations.

Independent Directors may understand or investigate the Company's relevant matters before making judgments on the matters considered by the Board meeting, and require the Company to actively cooperate.

Article 39 Appointment of intermediary service providers

Independent Directors may employ an accounting firm or other intermediary service agencies to verify the Company's relevant situations. In case of any abnormal situations, they shall promptly ask the Company's Board to take corresponding measures, and if necessary, report to the local branches of the CSRC where the Company is located or the stock exchange where the Company's shares are listed (if required).

Article 40 Postponement of the meeting or scrutiny

Where two or more than two Independent Directors conclude that the information on matters to be considered and approved in the meeting is insufficient or the reasoning is unclear, they may jointly request the Board in writing for postponement of the Board meeting or scrutiny of such resolution.

For the Board meeting for considering and approving the annual report, if the postponement of the meeting or scrutiny may result in the failure to disclose annual report as scheduled, Independent Directors shall require the Company to immediately report to the stock exchange where the Company's shares are listed (if required).

Article 41 Attending the meeting

Independent Directors shall attend the Company's Board meeting in person.

If Independent Directors are not able to attend the meeting in person due to certain reasons, they shall read the meeting materials in advance, form clear opinions and appoint other Independent Directors of the Company in written to attend the meeting on their behalf. Please see the related content in Article 10 of this Rules for relevant requirements.

If Independent Directors do not attend the Board meeting in person and do not appoint other Independent Directors to attend the meeting on their behalf, they shall review the resolutions and minutes of the meeting in a timely manner after the meeting. If Independent Directors have doubts about the legality of the content or procedures of the meeting resolutions, they shall raise enquiries to relevant personnel; if the resolutions of the Board meeting are found to be illegal, they shall immediately request the Company to correct; if the Company refuses to make corrections, they shall promptly report to the local branches of the CSRC in the region where the Company is located or the stock exchange where the Company's shares are listed (if required).

Article 42 Supervision on proceedings of meetings

In the course of the Board meeting, Independent Directors shall pay attention to the legality of the proceedings of meetings so as to prevent defects in the proceedings of meetings. Independent Directors shall pay special attention to whether the following procedural rules of the Board meeting are strictly observed:

- (1) Resolutions that need to be approved in advance by Independent Directors or reviewed in advance by the special committees of the Board as required by regulations shall not be considered and approved at the Board meeting without the written approval of Independent Directors or the written review opinions submitted by the special committees to the Board meeting;
- (2) Once the specific agenda of a meeting is determined, it shall not arbitrarily add or remove the subject matters or change the order of them, nor should it arbitrarily merge or split up the subject matters;
- (3) Except with the unanimous consent of all directors present at the meeting, the Board meeting shall not vote on resolutions which are not presented in the meeting notice.

Article 43 Supervision on forms of meetings

Independent Directors shall pay attention to whether the form of Board meetings meets the following relevant requirements:

- (1) Board meetings shall in principle be held by the way of on-site meetings;
- (2) For any resolution which is to be considered and approved by way of a Board resolution but does not really need on-site communication and discussion among directors, relevant resolution can be made by way of telecommunications. If laws, regulations, normative documents and Articles of Association provide otherwise or regarding material resolutions that shall be approved by more than two-thirds of directors, it is not appropriate to hold meetings by way of telecommunications;
- (3) In principle, the matters related to telecommunications shall be delivered to all directors within five (5) days before the voting, and relevant background information on the subject matters of the meeting and relevant information and data which are conducive to the decision-making shall be provided. When the meeting is convened by telecommunications, the principle of voting separately shall be adopted provided that full express of opinions of directors is guaranteed. The directors shall not be required to make only one vote upon multiple matters.

Article 44 Expressing opinions on the meetings

Independent Directors shall carefully read the relevant materials of the meetings, express opinions independently, objectively and prudently on the basis of full understanding, and ensure that the opinions expressed or their key points are recorded in the minutes of the Board meetings.

Independent Directors shall express one of the following types of opinions on matters considered and approved at the meetings: agree; abstain and reasons; adverse opinion and the reasons; disclaimer of opinion and the relevant obstacles.

Article 45 Suspension of voting

Where more than two Independent Directors determine that they cannot make decisions with respect to a resolution because the relevant resolution is not clear nor specific or the meeting documents are inadequate, they may require the meeting to suspend voting on the resolution.

The Independent Directors proposing suspension of voting shall provide definite requirements for the conditions to be met for resubmitting the resolution for consideration.

Article 46 Minutes of the meetings

Independent Directors shall supervise and urge the Company to prepare minutes of Board meetings. Upon completion of the proceedings of the Board meeting, Independent Directors shall sign their names on the minutes and resolution of meeting for confirmation on behalf of themselves or the directors who appoint them to attend the meeting. If any Independent Director holds dissenting opinions to the minutes or resolution of meeting, he/she may make a written note when signing his/her name.

Article 47 Materials management

The inquiries, investigations, and discussions conducted by the Independent Directors on the resolutions of the meeting and related matters shall be filed, and various correspondence, faxes, e-mails and other materials with the Company shall be kept, and work-related communication with the staff of the Company shall be recorded afterwards.

If the Board meeting is held by telephone or video, Independent Directors shall require sound recording and video recording, and shall review and save electronic copies after the meeting.

The aforementioned materials, together with the paper and electronic materials provided by the Company to Independent Directors, shall be sorted out in a timely manner and properly kept by Independent Directors, and the Company may be required to provide corresponding assistance when necessary.

Article 48 Information disclosure after the meetings

After the Board meeting or the relevant general meeting, Independent Directors shall urge the Company and other information disclosure obligators to timely perform the disclosure obligations required by laws, regulations, provisions and other normative documents.

Independent Directors may require the Company to notify them of the name of the newspaper containing the public information and the location of the information published or the text of the information disclosed on the Internet and its network address within two days after the public disclosure of the information.

Independent Directors shall review the information publicly disclosed by the Company, and shall promptly notify, inquire and urge the Company to make clarifications or corrections if they find out there is any inconsistency between the information disclosed and the resolutions of the Board meetings or the facts, irregular method or other doubts. If the Company fails to provide cooperation in a timely manner, Independent Directors may report to the local branch of the CSRC, the Securities and Futures Commission of Hong Kong or the stock exchange where the Company's shares are listed (if required).

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 49 Matters not covered in the Rules shall be executed in accordance with relevant laws, regulations, normative documents and the Articles of Association. In the event of any contradiction between the laws, regulations, regulatory documents, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association as amended by lawful procedures, such implementation shall be subject to the provisions of these laws, regulations, normative documents, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association, and such rules shall be amended accordingly and reported to the Board and the general meeting for consideration and approval.

Article 50 The terms “or above”, “within” herein are all inclusive terms, whereas “exceed”, “less than”, “more than” are exclusive terms.

Article 51 Upon being considered and approved at the general meeting, the Rules shall become effective from the date of initial public offering of the Company’s RMB ordinary shares (A shares) and their listing on the Shenzhen Stock Exchange.

Article 52 These Rules shall be subject to the interpretation of the Board.

NOTICE OF EXTRAORDINARY GENERAL MEETING



IRICO

彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of IRICO Group New Energy Company Limited* (the “**Company**”) will be held at 9:00 a.m. on Wednesday, 15 December 2021 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 19 November 2021 (the “**Circular**”):

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the plan of Proposed A Share Offering:

- 1.1 Type of Shares to be issued;
- 1.2 Nominal value of Shares to be issued;
- 1.3 Pricing methodology;
- 1.4 Method of offering;
- 1.5 Offering size;
- 1.6 Target subscribers;
- 1.7 Use of proceeds;
- 1.8 Method of underwriting;
- 1.9 Place of listing;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 1.10 Time of offering;
 - 1.11 Conversion into a joint stock company with domestic and overseas offering and listing of Shares; and
 - 1.12 Validity period of the resolution.
- 2. To consider and approve the proposal on the grant of authorization to the Board and its authorized persons to deal with matters related to the Proposed A Share Offering and Listing at their full discretion;
 - 3. To consider and approve the proposal on the investment projects to be funded by the proceeds from the Proposed A Share Offering and the feasibility analysis report;
 - 4. To consider and approve the proposal on the accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed A Share Offering and Listing;
 - 5. To consider and approve the proposal on the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing;
 - 6. To consider and approve the proposal on the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing;
 - 7. To consider and approve the proposal on the relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing;
 - 8. To consider and approve the proposal on the dilution of current returns due to the Proposed A Share Offering and the remedial measures;
 - 9. To consider and approve the proposal on the amendments to the Articles of Association of the Company;
 - 10. To consider and approve the proposal on the formulation of the Rules of Procedure for General Meeting;
 - 11. To consider and approve the proposal on the formulation of the Rules of Procedure for the Meeting of Board of Directors;
 - 12. To consider and approve the proposal on the formulation of the Rules of Procedures for the Meeting of Supervisory Committee;

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS

13. To consider and approve the proposal on the amendments to the Administration System for Related Party Transactions;
14. To consider and approve the proposal on the formulation of the Administration System for External Investment;
15. To consider and approve the proposal on the formulation of the Administration System for External Guarantee;
16. To consider and approve the proposal on the formulation of the Administrative Measures for the Proceeds Raised;
17. To consider and approve the proposal on the formulation of the Implementation Rules for the Accumulative Voting Mechanism;
18. To consider and approve the proposal on the formulation of the Working Rules for Independent Directors;
19. To consider and approve the proposal on the confirmation of related party transactions under the A share regulatory rules during the reporting period;
20. To consider and approve the proposal regarding the proposed adjustment of the business scope;

SPECIAL RESOLUTION

21. To consider and approve the proposal regarding the amendments to the Articles of Association in respect of the adjustment of the business scope.

By order of the Board

IRICO Group New Energy Company Limited*

Si Yuncong

Chairman

Shaanxi Province, the PRC

19 November 2021

As at the date of this notice, the Board consists of Mr. Si Yuncong and Mr. Tong Xiaofei as executive Directors, Mr. Fan Laiying and Mr. Ni Huadong as non-executive Directors, and Mr. Feng Bing, Mr. Wang Jialu and Mr. Wang Zhicheng as independent non-executive Directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021 (both days inclusive), during which no transfer of Shares will be effected. Holders of H Shares intending to attend the EGM are required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 9 December 2021.
2. Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 9 December 2021 are eligible to attend the EGM after completing the registration procedures for attending the EGM, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the EGM according to the Articles of Association. A proxy need not be a Shareholder.
3. The appointment of the proxy by completing the enclosed "Proxy Form for the EGM to be held on 15 December 2021" (the "**Proxy Form**") must be in writing by hand of the appointer or his attorney duly authorized in writing. If the Proxy Form is signed by the attorney or any other person authorized by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorized person. In respect of the holders of H Shares, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for holding the EGM (i.e. no later than 9:00 a.m. on Tuesday, 14 December 2021) or any adjournment thereof. In respect of the holders of Domestic Shares, the above documents should be delivered to the office of the secretary of the Board of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC within the same period.
4. A Shareholder or proxy attending the EGM should produce his/her identity certificate.
5. Voting at the EGM will be taken by poll.
6. The EGM (together with the relevant Class Meetings) is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

* *For identification purpose only*

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES



彩虹集團新能源股份有限公司 IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting of the holders of H Shares (the “**H Shareholders’ Class Meeting**”) of IRICO Group New Energy Company Limited* (the “**Company**”) will be held at 10:00 a.m. (or immediately after conclusion of the EGM or any adjournment thereof) on Wednesday, 15 December 2021 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 19 November 2021 (the “**Circular**”):

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the plan of Proposed A Share Offering:
 - 1.1 Type of Shares to be issued;
 - 1.2 Nominal value of Shares to be issued;
 - 1.3 Pricing methodology;
 - 1.4 Method of offering;
 - 1.5 Offering size;
 - 1.6 Target subscribers;
 - 1.7 Use of proceeds;
 - 1.8 Method of underwriting;

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

- 1.9 Place of listing;
- 1.10 Time of offering;
- 1.11 Conversion into a joint stock company with domestic and overseas offering and listing of Shares; and
- 1.12 Validity period of the resolution.
2. To consider and approve the proposal on the grant of authorization to the Board and its authorized persons to deal with matters related to the Proposed A Share Offering and Listing at their full discretion;
3. To consider and approve the proposal on the investment projects to be funded by the proceeds from the Proposed A Share Offering and the feasibility analysis report;
4. To consider and approve the proposal on the accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed A Share Offering and Listing;
5. To consider and approve the proposal on the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing;
6. To consider and approve the proposal on the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing;
7. To consider and approve the proposal on the relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing;
8. To consider and approve the proposal on the dilution of current returns due to the Proposed A Share Offering and the remedial measures.

By order of the Board

IRICO Group New Energy Company Limited*

Si Yuncong

Chairman

Shaanxi Province, the PRC

19 November 2021

As at the date of this notice, the Board consists of Mr. Si Yuncong and Mr. Tong Xiaofei as executive Directors, Mr. Fan Laiying and Mr. Ni Huadong as non-executive Directors, and Mr. Feng Bing, Mr. Wang Jialu and Mr. Wang Zhicheng as independent non-executive Directors.

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

Notes:

1. The register of the holders of H Shares will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021 (both days inclusive), during which no transfer of H Shares will be effected. Holders of H Shares intending to attend the H Shareholders' Class Meeting are required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 9 December 2021.
2. Holders of H Shares whose names appear on the Company's register of the holders of H Shares at the close of business on Thursday, 9 December 2021 are eligible to attend the H Shareholders' Class Meeting after completing the registration procedures for attending the H Shareholders' Class Meeting, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the H Shareholders' Class Meeting according to the Articles of Association. A proxy need not be a Shareholder.
3. The appointment of the proxy by completing the enclosed "Proxy Form for the Class Meeting of the Holders of H Shares to be held on 15 December 2021" (the "**Proxy Form**") must be in writing by hand of the appointer or his attorney duly authorized in writing. If the Proxy Form is signed by the attorney or any other person authorized by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorized person. In order to be valid, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for holding the H Shareholders' Class Meeting (i.e. no later than 10:00 a.m. on Tuesday, 14 December 2021) or any adjournment thereof.
4. A Shareholder or proxy attending the H Shareholders' Class Meeting should produce his/her identity certificate.
5. Voting at the H Shareholders' Class Meeting will be taken by poll.
6. The H Shareholders' Class Meeting (together with the relevant EGM and the Domestic Shareholders' Class Meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the H Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.

* *For identification purpose only*



IRICO

彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting of the holders of Domestic Shares (the “**Domestic Shareholders’ Class Meeting**”) of IRICO Group New Energy Company Limited* (the “**Company**”) will be held at 10:30 a.m. (or immediately after conclusion of the H Shareholders’ Class Meeting or any adjournment thereof) on Wednesday, 15 December 2021 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 19 November 2021 (the “**Circular**”):

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the plan of Proposed A Share Offering:
 - 1.1 Type of Shares to be issued;
 - 1.2 Nominal value of Shares to be issued;
 - 1.3 Pricing methodology;
 - 1.4 Method of offering;
 - 1.5 Offering size;
 - 1.6 Target subscribers;
 - 1.7 Use of proceeds;
 - 1.8 Method of underwriting;

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

- 1.9 Place of listing;
 - 1.10 Time of offering;
 - 1.11 Conversion into a joint stock company with domestic and overseas offering and listing of Shares; and
 - 1.12 Validity period of the resolution.
- 2. To consider and approve the proposal on the grant of authorization to the Board and its authorized persons to deal with matters related to the Proposed A Share Offering and Listing at their full discretion;
 - 3. To consider and approve the proposal on the investment projects to be funded by the proceeds from the Proposed A Share Offering and the feasibility analysis report;
 - 4. To consider and approve the proposal on the accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed A Share Offering and Listing;
 - 5. To consider and approve the proposal on the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing;
 - 6. To consider and approve the proposal on the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing;
 - 7. To consider and approve the proposal on the relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing;
 - 8. To consider and approve the proposal on the dilution of current returns due to the Proposed A Share Offering and the remedial measures.

By order of the Board

IRICO Group New Energy Company Limited*

Si Yuncong

Chairman

Shaanxi Province, the PRC

19 November 2021

As at the date of this notice, the Board consists of Mr. Si Yuncong and Mr. Tong Xiaofei as executive Directors, Mr. Fan Laiying and Mr. Ni Huadong as non-executive Directors, and Mr. Feng Bing, Mr. Wang Jialu and Mr. Wang Zhicheng as independent non-executive Directors.

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

Notes:

1. The register of the holders of Domestic Shares will be closed from Friday, 10 December 2021 to Wednesday, 15 December 2021 (both days inclusive), during which no transfer of Domestic Shares will be effected. Holders of Domestic Shares intending to attend the Domestic Shareholders' Class Meeting are required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's registered office at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC by 4:30 p.m. on Thursday, 9 December 2021.
2. Holders of Domestic Shares whose names appear on the Company's register of the holders of Domestic Shares at the close of business on Thursday, 9 December 2021 are eligible to attend the Domestic Shareholders' Class Meeting after completing the registration procedures for attending the Domestic Shareholders' Class Meeting, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the Domestic Shareholders' Class Meeting according to the Articles of Association. A proxy needs not be a Shareholder.
3. The appointment of the proxy by completing the enclosed "Proxy Form for the Class Meeting of the Holders of Domestic Shares to be held on 15 December 2021" (the "**Proxy Form**") must be in writing by hand of the appointer or his attorney duly authorized in writing. If the Proxy Form is signed by the attorney or any other person authorized by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorized person. In order to be valid, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company's registered office at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC, no less than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting (i.e. no later than 10:30 a.m. on Tuesday, 14 December 2021) or any adjournment thereof.
4. A Shareholder or proxy attending the Domestic Shareholders' Class Meeting should produce his/her identity certificate.
5. Voting at the Domestic Shareholders' Class Meeting will be taken by poll.
6. The Domestic Shareholders' Class Meeting (together with the relevant EGM and the H Shareholders' Class Meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the Domestic Shareholders' Class Meeting are responsible for their own transportation and accommodation expenses.

* *For identification purpose only*