

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

This appendix contains a summary of the main provisions of the Articles of Association of the Company adopted on May 11, 2023, which will take effect from the date of [REDACTED] of H shares on the Hong Kong Stock Exchange. The main purpose of this appendix is to provide potential [REDACTED] with an overview of the Articles of Association of the Company, so it may not contain all the information that is important to potential [REDACTED].

1. SHARES AND REGISTERED CAPITAL

The total number of shares at the time of incorporation was 120,000,000 and the capital structure of the Company was: 120,000,000 ordinary shares and no other classes of shares.

The shares of the Company shall be issued in the form of share certificates.

The Company shall issue shares in an open, fair and just manner, and each share of the same class shall enjoy the same rights.

2. INCREASE AND REDUCTION OF CAPITAL AND REPURCHASE OF SHARES

(1) Increase of Capital

The Company may, based on its business and development needs and in accordance with the laws and regulations, increase its capital in the following manners upon resolutions being adopted by the general meetings:

- (i) public offering of shares;
- (ii) non-public offering of shares;
- (iii) distributing bonus shares to its existing shareholders;
- (iv) conversion of capital reserve to share capital;
- (v) other means required by the laws, administrative regulations and approved by CSRC.

The Company’s increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated in the national laws, administrative regulations, departmental rules, normative documents and the requirements of the listing rules of the places where the shares of the Company are listed.

(2) Reduction of Capital

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the Company Law, other relevant regulations and the Articles of Association.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

(3) Repurchase of Shares

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

- (i) to reduce the registered capital of the Company;
- (ii) to merge with other companies which own shares in the Company;
- (iii) to utilize its shares in employee stock ownership plans or share incentive;
- (iv) where the shareholders, who disagree with the resolution in relation to merger or division of the Company made at the general meeting, require the Company to repurchase the shares held by such shareholders;
- (v) to use the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (vi) to safeguard the value of the Company and the interests of the shareholders when necessary.

The Company may acquire its shares by open centralized transaction method or other method approved by laws, administrative regulations and the CSRC as well as the securities regulatory authorities of the place where the shares of the Company are listed. The acquisition of the Company's shares under the circumstances of utilizing its shares in employee stock ownership plans or share incentive, using the shares for conversion of corporate bonds issued by the Company which are convertible into shares and safeguarding the value of the Company and the interests of the shareholders when necessary, shall be carried out through open centralized transaction. Any Company's purchase of its own shares for any reason specified in the case of (i) and (ii) above shall be subject to a resolution of the general meeting; any Company's purchase of its own shares for any reason specified in the case of (iii), (v) and (vi) may be subject to a resolution of the board meeting with more than two thirds of directors present, according to the provisions of the articles of associations or upon authorization by the general meeting.

If the Company acquires its shares, the shares shall be cancelled within ten days from the date of acquisition if the Company's registered capital is reduced; shall be transferred or cancelled within six months if the Company merges with other companies which own shares in the Company, and the shareholders, who disagree with the resolution in relation to merger or division of the Company made at the general meeting, require the Company to repurchase the shares held by such shareholders; the total number of shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and shall be transferred or cancelled within three years if the shares are used for employee stock ownership plans or share incentive, used to satisfy the conversion of corporate bonds issued by the Company which are convertible into shares and safeguard the value of the Company and the interests of the shareholders when necessary.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

3. TRANSFER OF SHARES

The shares of the Company held by the promoters shall not be transferred within one year after the incorporation of the Company. The shares issued before the Company's public offering of shares shall not be transferred within one year from the date when the Company's shares are listed and traded on the stock exchange.

The Directors, Supervisors and senior management of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25% of the total number of their shares of the same class in the Company per annum during their terms of office. These shares of the Company held thereby shall not be transferred within one year from the date when the Company's shares are listed and traded on the stock exchange. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company.

4. FINANCIAL ASSISTANCE FOR THE PURCHASE OF THE SHARES OF THE COMPANY

The Company or its subsidiaries (including the subsidiary enterprises of the Company) shall not, by any means of gifts, advances, guarantees, compensation, or loans, provide any financial assistance to purchasers or potential purchasers of the Company's shares.

5. SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

(1) Share Certificates

For shares of the same type issued at the same time, the issuance conditions and price of each share shall be the same. Each share subscribed by any unit or individual shall be paid for the same price.

The shares of the Company are issued in RMB at a nominal value of RMB1 each.

(2) Register of Shareholders

The Company shall establish a register of shareholders in accordance with certificates from the share registrar. The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Company. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class of shares he/she holds. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

In respect of the register of shareholders of overseas-listed H shares, the original register of shareholders of shares listed in the Hong Kong Stock Exchange shall be maintained in Hong Kong.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

6. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

The shareholders of the Company shall enjoy the following rights:

- (1) the right to receive dividends and other distributions in proportion to their shareholdings;
- (2) the right to request, convene, preside over, attend or appoint a proxy to attend general meetings and to exercise the voting rights in accordance with the law;
- (3) the right to supervise the Company's business operations, to present proposals and to raise enquiries;
- (4) the right to transfer, give as a gift or pledge shares held by them in accordance with laws, administrative regulations and the Articles of Association;
- (5) the right to inspect the Articles of Association, the register of shareholders, the corporate bond counterfoils, minutes of general meetings, resolutions of Board meetings, resolutions of Board of Supervisors and financial accounting reports;
- (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of remaining assets of the Company in proportion to the shareholdings;
- (7) for shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to buy back their shares; and
- (8) other rights under laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the shares of the Company are listed and the Articles of Association.

7. RESTRICTIONS ON THE RIGHTS OF CONTROLLING SHAREHOLDER

The controlling shareholder or the de facto controller of the Company shall not make use of his/her connected relationship to harm the interests of the Company. If a breach of the regulations causes losses to the Company, they shall be liable for compensation.

The controlling shareholder and the de facto controller of the Company shall have an obligation of fiduciary to the Company and the shareholders of the Company's public shares. The controlling shareholder shall exercise their rights as capital contributors in strict accordance with the law. The controlling shareholder shall not use profit distribution, asset restructuring, external investment, capital occupation or loan guarantee to undermine the legitimate rights and interests of the Company and the shareholders of public shares, and shall not use their control position to undermine the interests of the Company and the shareholders of public shares.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

8. GENERAL MEETINGS

(1) General Provisions for Convening General Meetings

The general meeting shall be the authority of power of the Company and shall exercise the following functions and powers in accordance with laws:

- (i) to decide on the business operation guidelines and investment plans for the Company;
- (ii) to elect and change Directors and Supervisors who are not employees' representatives, and decide on the remunerations of Directors and Supervisors;
- (iii) to consider and approve reports of the Board;
- (iv) to consider and approve reports of the Board of Supervisors;
- (v) to consider and approve the annual financial budgets and final accounts of the Company;
- (vi) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (vii) to resolve on the increase or reduction of the registered capital of the Company;
- (viii) to resolve on the issuance of corporate bonds;
- (ix) to resolve on the merger, division, dissolution, liquidation or change in the form of the Company;
- (x) to amend the Articles of Association and the relevant rules and procedures for the general meeting, the Board of Directors and the Board of Supervisors in the Appendix to the Articles of Association;
- (xi) to resolve on the Company's appointment or dismissal of accounting firms;
- (xii) to consider and approve the change of [REDACTED];
- (xiii) to consider share incentive schemes and employee stock ownership plans;
- (xiv) to consider and approve the guarantees or purchases or sales of assets which shall be approved at the general meeting;
- (xv) to consider and approve external investments which shall be approved at the general meeting;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (xvi) to consider and approve connected transactions which shall be approved at the general meeting in accordance with the securities regulatory requirements of the places where the shares of the Company are listed;
- (xvii) to consider other matters which shall be resolved at the general meeting in accordance with laws, administrative regulations, departmental rules, normative documents, relevant requirements of securities regulatory authorities of the places where the shares of the Company are listed or the Articles of Association.

The general meeting may delegate or entrust its matters to be handled by the Board of Directors, including but not limited to granting a general mandate to the Board in general meeting to issue, allot and deal with additional shares up to 20% of the total issued shares (or such other percentage as may be prescribed by applicable laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares are listed) subject to the applicable laws, administrative regulations, departmental rules, normative documents and the listing rules of the place where the shares are listed.

General meetings consist of annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the end of the previous accounting year.

The Company shall convene an extraordinary general meeting within two months upon occurrence of the following events:

- (1) when the number of Directors falls below the minimum requirement of the Company Law, or is less than two thirds of the number specified by the Articles of Association;
- (2) when the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;
- (3) when shareholder(s) severally or jointly holding more than ten percent of the Company's shares request(s) to convene such meeting;
- (4) when the Board considers necessary;
- (5) when the Board of Supervisors proposes to convene such meeting;
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules, normative documents and the listing rules of the places where the shares of the Company are listed or the Articles of Association.

Any independent director may propose to the board of directors to hold an extraordinary general meeting. For the aforesaid proposal, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written feedback on whether or not it agrees to hold an extraordinary general meeting within 10 days of receipt of

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

the proposal. Where the board of directors agrees to hold an extraordinary general meeting, it will send out a notice thereon within 5 days after the relevant resolution of the board of directors is made. If the board of directors does not agree to hold an extraordinary general meeting, it shall state reasons.

The board of supervisors may propose to the board of directors to hold an extraordinary general meeting and shall put forward the proposal to the board of directors in written form. The board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written feedback on whether or not it agrees to hold an extraordinary general meeting within 10 days of receipt of the proposal.

Where the board of directors agrees to hold an extraordinary general meeting, it shall send out a notice thereon within 5 days after the relevant resolution of the board of directors is made; any change to the original proposal in the notice is subject to the consent of the board of supervisors.

Where the board of directors does not agree to hold an extraordinary general meeting or fails to give a written feedback within 10 days of receipt of the proposal, it shall be deemed that the board of directors is unable or fails to perform its duty to convene a shareholders' general meeting, and the board of supervisors may convene and preside over an extraordinary general meeting itself.

Shareholder(s) severally or jointly holding more than ten percent of the shares of the Company shall be entitled to request the Board to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting, and shall put forward such request to the Board in writing. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten days upon receipt of the request.

If the Board of Directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the Board of Directors and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Directors does not agree to convene such meeting, or fails to give a response within ten days after receipt of the request, shareholders holding 10% or more of the shares of the Company separately or in aggregate shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting, and shall put forward such request to the Board of Supervisors in writing.

If the Board of Supervisors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after receipt of the request and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

If the Board of Supervisors fails to issue a notice convening the shareholders' general meeting by the prescribed period, the Board of Supervisors shall be deemed to refuse to convene and preside over such meeting, and shareholders holding 10% or more of the shares of the Company separately or in aggregate for no less than 90 consecutive days shall have the right to convene and preside over the meeting on their own.

(2) Proposals of General Meetings

The proposals put forward to the shareholders' general meetings shall fall within the scope of functions and powers of the shareholders' general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws, administrative regulations and the Articles of Association.

When the Company convenes a general meeting, the Board of Directors, the Board of Supervisors and shareholders holding 3% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.

Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposals to the convener of a shareholders' general meeting in writing ten days prior to shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting to provide information of such ad hoc proposals after receipt thereof in accordance with the listing rules of the places where the shares of the Company are listed.

Except as provided in the preceding paragraph, the convener of a shareholders' general meeting shall not amend the proposals set out in the notice of the shareholders' general meeting or put up any new proposals after the issuance of the notice of the shareholders' general meeting.

(3) Notices of General Meetings

Subject to the relevant provisions of the laws and administrative regulations and the listing rules of the places where the shares of the Company are listed, the Company shall convene an annual general meeting by notifying the shareholders in writing 21 days prior to the meeting and an extraordinary general meeting by notifying the shareholders in writing 15 days prior to the meeting.

When calculating the time limit of the notice, neither the date of the general meeting convened nor the issue date of such notice shall be included.

After the notice of the shareholders' general meeting is issued, the 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 explain the reasons in accordance with the listing rules of the places where the shares of the Company are listed.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

(4) Holding of General Meetings

All shareholders registered on the record date or their proxies shall be entitled to attend the general meeting. They shall exercise their voting rights in accordance with the relevant laws and regulations and the Articles of Association of the Company.

Shareholder may attend the general meeting in person, or appoint a proxy to attend and vote on his/her behalf.

If such shareholder is a recognized clearing house (or its nominee(s)) as defined in the relevant regulations from time to time in Hong Kong, the clearing house shall be entitled to appoint a proxy or corporate representative to attend general meetings of the issuer and meetings of creditors, and such proxy or corporate representative shall have the same statutory rights as other shareholders, including the right to speak and vote.

A general meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable or fails to discharge his/her duties, half or more of the directors shall designate a director to preside over the meeting.

If a general meeting is convened by the Board of Supervisors, the chairman of the Board of Supervisors shall preside over the meeting. If the chairman of the Board of Supervisors is unable or fails to discharge his/her duties, half or more of the supervisors shall designate a supervisor to preside over the meeting.

If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to preside over the meeting.

When a general meeting is convened, if the chairman of the meeting contravenes the Rules of Procedure, rendering the meeting impossible to proceed, with the consent from more than half of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the chairman and the meeting may proceed.

Individual shareholders attending a general meeting in person shall produce their identity cards or other valid proof or evidence of their identities or stock account card, and in the case of attendance by proxies, the proxies shall produce valid proof of their identities and the proxy forms from shareholders.

For a corporate shareholder, its legal representative or a proxy appointed by such legal representative shall attend the general meeting. In the case of attendance by legal representatives, they shall produce their identity cards and valid proof of their capacities as legal representatives and, in the case of attendance by proxies of such legal representatives, such proxies shall produce their identity cards and the letters of authorization issued by such legal representatives according to the laws.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

(5) Voting at and Resolutions of the General Meetings

Resolutions of the general meetings include ordinary resolutions and special resolutions.

Ordinary resolution at a general meeting shall be adopted by more than one half of the voting rights held by shareholders (including their proxies) attending the general meeting. Special resolution at a general meeting shall be adopted by more than two thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

The following matters shall be resolved by way of ordinary resolutions at a general meeting:

- (1) the work reports of the Board of Directors and the Board of Supervisors;
- (2) the profit distribution plans and plans for making up losses drafted by the Board of Directors;
- (3) the dismissal and remuneration of the members of the Board of Directors and the Board of Supervisors and the method of payment of the remuneration;
- (4) the annual budgets and final accounts of the Company;
- (5) the annual report of the Company;
- (6) the matters other than those that laws, administrative regulations, the listing rules of the places where the shares of the Company are listed or the Articles of Association require to be adopted by special resolution.

The following matters shall be resolved by way of special resolutions at a general meeting:

- (i) increase or reduction of the registered capital of the Company;
- (ii) division, merger, dissolution and liquidation of the Company;
- (iii) amendments of the Articles of Association;
- (iv) purchase or disposal of major assets or guarantee of the Company within one year with the amount exceeding 30% of the latest audited total assets of the Company;
- (v) share incentive schemes;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (vi) other matters as required by laws, administrative regulations or the Articles of Association, and matters which, as resolved by way of an ordinary resolution at a general meeting, will have a material impact on the Company and need to be approved by way of special resolutions;
- (vii) other matters as may be required by the listing rules of the places where the shares of the Company are listed to be passed by special resolution.

Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share.

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

When the general meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not be counted in the total number of valid voting shares. The resolution of the general meeting shall fully disclose the voting by the unconnected shareholders.

9. DIRECTORS AND BOARD OF DIRECTORS

(1) Directors

Directors shall be elected or replaced by the general meeting, and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. Directors shall have a term of three years, renewable upon expiry if re-elected. The term of office of independent Directors is the same as other Directors, and the term is renewable upon re-election when it expires, but the cumulative term of office for independent Directors shall not exceed six years.

A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the Board of Directors. The existing director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association after the expiry of his/her term if no re-election is held in time.

The general manager and senior management members may concurrently serve as directors, provided that the total number of directors who concurrently serve as the general manager and senior management members and the directors who are employees' representatives shall not be more than half of the total number of directors of the Company.

No employee representatives shall serve as a Director.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

(2) Board of Directors

The Company shall have a Board of Directors which shall be accountable to the general meeting.

The Board consists of eight Directors, of whom three shall be independent Directors. The number of independent Directors shall be no less than three and shall account for more than one-third of the total number of members of the Board.

The Board shall have a chairman.

The Board shall exercise the following powers and duties:

- (1) to convene a general meeting and report its work to such meeting;
- (2) to implement the resolutions of a general meeting;
- (3) to decide on the operation plans and investment plans for the Company;
- (4) to prepare the annual financial budgets and final accounts of the Company;
- (5) to prepare the Company's profit distribution plans and loss recovery plans;
- (6) to prepare the plan for the Company to increase or reduce its registered capital, issue bonds or other securities and listing plans;
- (7) to prepare plans of the Company with respect to material acquisitions and acquisitions of the Company's shares or merger, division, dissolution or change in the form of the Company;
- (8) to decide on the establishment of the internal organizations and staffing plan;
- (9) to decide to appoint or remove the general manager and other senior management of the Company, and decide on the remunerations and rewards and punishments thereof; to decide to appoint or remove the deputy general manager, financial controller and other senior management members of the Company nominated by the general manager, and decide on the remunerations and rewards and punishments thereof;
- (10) to formulate the Company's basic management system;
- (11) to prepare plans to amend the Articles of Association;
- (12) to manage the disclosure of information of the Company;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (13) to propose to the general meeting with respect to the appointment or replacement of the accounting firm for the audit of the Company;
- (14) to receive the work report of the general manager of the Company and examine such work;
- (15) to determine the appointment of directors, supervisors and relevant senior management of the Company's subsidiaries;
- (16) to decide the Company's annual remuneration budget plan;
- (17) to decide on external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrustment of financial management, connected transactions, external donations, etc. that require decisions by the Board of Directors in accordance with the listing rules of the places where the shares of the Company are listed;
- (18) to exercise any other duties and powers specified in laws, administrative regulations, departmental rules, normative documents, the listing rules of the places where the shares of the Company are listed or the Articles of Association.

When the Board of Directors considers and decides on major issues, the Party Committee of the Company shall be consulted if it is involved in the decision-making process of major issues.

A Director shall not enter into contracts with the Company or carry out transactions with the Company in violation of the provisions of the Articles of association of the Company or without the consent of Shareholders or a Shareholders' general meeting.

The Shareholders' general meetings have the duties and powers to elect and remove Directors and supervisors who are not representatives of the employees and decide on the remuneration of Directors and supervisors.

A Director shall be entitled to lend Company funds to others or provide a guarantee for others with Company assets within the scope of authorization by the Shareholders' general meeting or the meeting of board of Directors and without in violation of the provisions of the Articles of association of the Company.

10. SECRETARY TO THE BOARD

The Company shall have a secretary to the Board, who is responsible for the preparation of general meetings and meetings of the Board, the keeping of documentation as well as the management of shareholders' information, handling the matters relating to information disclosure and other matters.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The secretary to the Board shall comply with relevant provisions of laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association.

The secretary to the Board shall be a natural person with necessary professional knowledge and experience. His or her main duties shall be as set forth below:

- (1) to ensure that the Company has complete organizational documents and records; to keep and manage shareholder's information; to assist the directors in addressing the routine tasks of the Board of Directors;
- (2) to ensure the proper maintenance of the Company's register of shareholders, and to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;
- (3) as the contact person of the Company with the securities regulatory authorities, to be responsible for organizing the preparation and prompt submission of the reports and documents required by the regulatory authorities and ensure that the Company prepare and submit the reports and documents required by the power authorities according to laws, and for accepting and organizing the implementation of any assignment from the regulatory authorities;
- (4) to organize and arrange for the board meetings and general meetings, prepare meeting materials, handle relevant meeting affairs, be responsible for keeping minutes of the meetings and ensure their accuracy, keep meeting documents and minutes and take initiative to keep abreast of the implementation of relevant resolutions. Any important issues occurring during the implementation shall be reported and relevant proposals shall be put forward to the Board of Directors;
- (5) to be responsible for coordinating and organizing the Company's disclosure of information, to establish and improve the information disclosure system, to participate in all of the Company's meetings involving the disclosure of information, and to keep informed of the Company's material operation decisions and related information in a timely manner;
- (6) to be responsible for keeping price-sensitive information of the Company confidential and to work out effective and practical confidentiality systems and measures. Where there is any disclosure of price-sensitive information of the Company due to any reason, necessary remedial measures shall be taken; timely explanation and clarification shall be made; and relevant reports shall be submitted to the regulatory authorities of securities;
- (7) to deal with and coordinate public relationship among the Company and related regulatory authorities, intermediaries and news media;

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

- (8) to coordinate the provision of relevant information necessary for the Company's Supervisor and other auditing authorities to discharge their duties; and to assist in carrying out investigations on the performance of the chief financial officer, directors and the general manager of the Company of their fiduciary duties;
- (9) to exercise other functions and powers as conferred by the Board of Directors, as well as other functions and powers as required by laws and regulations, and the stock exchange of the place where the Company's shares are listed.

Directors or other senior management members of the Company may serve concurrently as the secretary to the Board of the Company. The accountants of the accounting firm engaged by the Company shall not serve concurrently as the secretary to the Board of the Company.

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

11. SUPERVISORY COMMITTEE

The directors, the general manager and the senior management officers of the Company shall not act concurrently as supervisors.

The term of office of a supervisor shall be 3 years, renewable upon re-election and re-appointment.

The Company shall have a Supervisory Committee. The Supervisory Committee shall consist of three supervisors. A supervisory chairperson will be appointed by election by all supervisors in a majority vote. The chairman of the Supervisory Committee shall convene and preside over a meeting of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor selected by more than one half of all supervisors shall convene and preside over the meeting of the Supervisory Committee.

The Supervisory Committee shall consist of shareholder representatives and an appropriate proportion of the Company's employee representatives and the percentage of employee representatives shall not be less than one-third. The employee representatives of the Supervisory Committee shall be elected by employees of the Company at the employee representatives' meeting, the employee meeting or otherwise democratically.

The appointment and removal of the chairman of the Supervisory Committee shall be determined by the affirmative votes of more than half of the members of the Supervisory Committee.

APPENDIX V**SUMMARY OF ARTICLES OF ASSOCIATION**

The Supervisory Committee shall exercise the following duties and powers:

- (1) to review the regular reports of the Company prepared by the Board of Directors and to submit written review opinions thereon;
- (2) to review the financial position of the Company;
- (3) to supervise the performance of Directors and senior management members of their duties to the Company, and propose dismissal of Directors and senior management members that have violated the laws, administrative regulations, the Articles of Association or the resolutions of the general meetings;
- (4) to demand rectification by Directors and senior management members when the acts of such persons are prejudicial to the Company's interest and, if necessary, report to the general meeting or relevant national competent authorities;
- (5) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board fails to perform such duties as specified by the Company Law;
- (6) to put forward proposals to general meetings;
- (7) to initiate litigations against Directors and senior management members in accordance with provisions of Article 151 of the Company Law;
- (8) to initiate investigations into any irregularities identified in the operation of the Company and, where necessary, may engage an accounting firm and a law firm to assist their work at the Company's expense;
- (9) to exercise other duties and powers conferred by laws, administrative regulations, departmental rules, normative documents, listing rules of the places where the Company is listed and the Articles of Association.

12. GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS

The Company shall have one general manager, who shall be appointed or dismissed by the board of directors. The Company shall have several vice general managers, who shall be appointed or removed by the board of directors.

The Company's general manager, vice general manager, the chief financial officer, the secretary to the board of directors and the assistant to the general manager are members of the senior management of the Company.

The general manager serves for a term of three years, subject to re-appointment upon the expiry of the term.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The general manager shall report to the Board and have the following duties and powers:

- (1) To take charge of the production operations and management tasks of the Company and organize the implementation of the Board's resolutions, and to report his work to the Board;
- (2) To organize the implementation of the Company's annual operating plan and investment plan;
- (3) To devise the set-up of the Company's internal management structure;
- (4) To devise the basic management policy of the Company;
- (5) To formulate the specific rules of the Company;
- (6) To propose the appointment or removal of deputy managers, financial officers, and assistant to the general manager of the Company;
- (7) To appoint or remove management personnel, aside from those requiring the Board in approving their appointment or removal;
- (8) Other duties as granted by the Company's Articles of Association and the Board.

The general manager shall attend the board meetings.

When the decision on major affairs should be made by the Communist Party Committee of the Company in the course of study on the decision on major affairs by the general manager, the general manager should accept advises from the Communist Party Committee in priory.

13. FINANCIAL AND ACCOUNTING SYSTEM

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations and requirements of relevant authorities in the PRC.

The Company shall adopt the Gregorian calendar year for its accounting year, i.e. the accounting year shall be from 1 January to 31 December.

At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.

Annual financial reports including annual accounts and accountant reports prepared by accountants in connection with these accountant reports, or financial highlights shall be dispatched to every member and every other holder of the Company's listed securities (not being bearer of securities), within four months of the end of the relevant accounting year and no later than at least 21 days prior to the convene of the general annual meeting.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

The Company should lay its annual financial statements before its members at its annual general meeting within the period of 6 months after the end of the financial year or accounting reference period to which the annual financial statements relate.

The Company shall prepare an interim financial report for the first 6 months of the accounting year which shall be audited and verified according to law.

Interim financial statement shall be dispatched to every member and every other holder of the Company's listed securities (not being bearer of securities) within 3 months after the first 6 months after the accounting year.

The Company shall publish its initial result announcement within 3 months after the end of each accounting year, in accordance with the governing rules which prevail in the place where the shares are listed, based on the financial statements agreed between the Company and its accountant in the relevant accounting year.

The Company shall publish interim financial report within two months after the end of the first six months in each accounting year of the accounting year, according to the requirements of listing rules of the place in which its shares are listed.

The financial report of the Company shall be kept at the Company for shareholders to inspect 21 days before the annual general meeting is held.

14. PROFIT ALLOCATION

The Company shall allocate 10% of the annual after-tax profits as the statutory reserve fund of the Company. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up the said losses before any statutory reserve fund is withdrawn as per the provision of the preceding paragraph.

After withdrawing the statutory reserve fund out of its after-tax profits, the Company may also allocate some of its after-tax profits into its discretionary reserve if so resolved by the shareholders' general meeting.

After making up for the losses and making contributions to the common reserve fund, any remaining profits after tax shall be distributed to the shareholders in proportion to their respective shareholdings, except it is stipulated in the Articles of Association of the Company that profit distributions shall not be made in accordance with the shareholding proportion.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

If the shareholders' general meeting has, in violation of the provisions of the preceding paragraphs, distributed profits to the shareholders before the Company has made up for its losses and made allocations to the statutory reserve fund, the shareholders must return the profits distributed in violation of the provision to the Company.

No profits shall be distributed in respect of the shares held by the Company.

Reserves of the Company are used for offsetting losses of the Company, expanding the Company's production and operation or increasing the capital of the Company. However, capital reserve shall not be used to offset losses of the Company.

If the statutory reserve is converted into capital, the balance of the statutory reserve shall not fall below 25% of the Company's registered capital before the increase of the capital.

After the profit distribution plan has been adopted at the Company's general meeting, the board of directors of the Company shall complete the dividend (or share) distribution within two months after the general meeting.

The profits of the Company net of income tax and allocation to the statutory common reserve funds and any common reserve funds according to laws shall be distributed in proportion to shareholders' paid-in capital injection.

15. DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company shall be dissolved for the following reasons:

- (1) the business term stipulated in the Articles of Association has expired or other circumstances for dissolution specified in the Articles of Association arise;
- (2) the general meeting has resolved to dissolve the Company by way of special resolution;
- (3) the merger or division of the Company requires a dissolution;
- (4) the business license is revoked, or the Company is ordered to close down or is dissolved according to laws;
- (5) if the Company suffers significant hardship in its operation and management, and the ongoing existence would bring significant losses for shareholders that cannot be resolved through other means, the shareholders holding more than ten percent of the total voting rights of the Company may request the People's Court to dissolve the Company.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

In the case of item (1), the Company may survive by amending its Articles of Association, which shall be approved by more than two-thirds of the voting rights represented by the shareholders present at the general meeting.

Where the Company is dissolved under the circumstances set out in items (1), (2), (4) and (5) above, the Company shall establish a liquidation group to commence liquidation within fifteen days upon the occurrence of the circumstances for dissolution. The composition of the liquidation group shall be determined by Directors or general meeting. If the Company fails to establish a liquidation group on time, creditors may request the People's Court to designate certain persons to form a liquidation group to perform liquidation.

The liquidation team shall exercise the following functions and power during the period of liquidation:

- (1) liquidating the properties of the Company, and preparing the balance sheets and asset checklists separately;
- (2) informing creditors by a notice or public announcement;
- (3) disposing of and liquidating the unfinished businesses of the Company;
- (4) clearing off the outstanding taxes and the taxes incurred from the process of liquidation;
- (5) clearing off credits and debts;
- (6) disposing of the residual properties after settling such debt;
- (7) participating in the civil litigation on behalf of the Company.

The liquidation team shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make public announcements on newspapers. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation team.

After the liquidation team has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the shareholders' general meeting or the people's court for confirmation.

The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not for purposes of carrying out liquidation.

Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.

Should the liquidation team find that the properties of the Company are insufficient for clearing off the debts after liquidating the properties of the Company and preparing the balance sheets and checklists of properties, it shall apply to the people's court to declare the Company's bankruptcy pursuant to laws.

Once the people's court declares the bankruptcy of the Company, the liquidation team shall hand over the liquidation matters to the people's court.

Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, and submit the same to the shareholders' general meeting or the people's court for confirmation and to the company registration authority to apply for de-registration of the Company, and to announce that the Company is terminated.

16. AMENDMENT TO ARTICLES OF ASSOCIATION

Under any one of the following circumstances, the Company shall amend its Articles of Association:

- (1) After amendment has been made to the Company Law or the relevant laws or administrative regulations, the contents of the Articles of Association shall conflict with the amended laws or administrative regulations;
- (2) The changes that the Company have undergone are not in consistence with the records made in the Articles of Association;
- (3) The shareholders' general meeting decides that the Article of Association should be amended.