



Datang Environment Industry Group Co., Ltd.*

大唐環境產業集團股份有限公司

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

(Stock Code: 1272)

Articles of Association

Important Note: **The original version of the Articles of Association of the Company is in Chinese, and the English version is translated from the Chinese original. Should there be any discrepancies or inconsistencies between the Chinese and English versions, the Chinese version shall prevail.**

Considered and passed at the 2015 Fourth Extraordinary General Meeting of the Company, considered and amended at the 2021 First Extraordinary General Meeting, the 2022 Annual General Meeting, the 2023 Annual General Meeting, the 2024 First Domestic Share Class Meeting and the 2024 First H Share Class Meeting of the Company

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For identification purpose only.

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Datang Environment Industry Group Co., Ltd.

Articles of Association

Chapter I General Provisions

- Article 1** To safeguard the legitimate rights and interests of Datang Environment Industry Group Co., Ltd. (the “**Company**”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association are formulated 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 Provisional Measures for the Administration of Overseas Offering and Listing of Securities by Domestic Enterprises, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Reply of the State Council on Adjusting the Notice Period for the General Meeting of Shareholders and Other Matters Applicable to Companies Listed Abroad, the All-China Federation of Trade Union’s Opinions on Strengthening the Construction of Employee Directors System and Employee Supervisors System of Incorporated Enterprises and other relevant regulations.
- Article 2** The Company is a joint stock limited company incorporated pursuant to the Company Law and other relevant laws and administrative regulations of the People’s Republic of China (“**PRC**”).
- The Company was registered with the Beijing Administration for Industry and Commerce and was granted the Business License on June 26, 2015. The number of the Business License of the Company is: 100000000043855. The Unified Social Credit Code of the Company is: 91110000717830079A.
- The Company’s promoters are China Datang Corporation Ltd. and China Datang Group Capital Holding Co., Ltd..
- Article 3** The Company was approved by the China Securities Regulatory Commission (the “**CSRC**”) on October 19, 2016 for the initial issuance of 540,000,000 overseas-listed shares (H shares) with a par value of RMB1 each to overseas investors which were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on November 15, 2016; and the Company issued 27,542,000 ordinary H shares with a par value of RMB1 each under over-allotment.

Article 4 The registered name of the Company:

Chinese name (in full): 大唐環境產業集團股份有限公司

English name (in full): Datang Environment Industry Group Co., Ltd.

Article 5 Corporate Domicile: No. 120 Zizhuyuan Road, Haidian District, Beijing, PRC

Postcode: 100097

Telephone: 08-10-58389999

Facsimile: 08-10-58389810

Article 6 The Chairman of the Company is the legal representative of the Company.

Article 7 The Company is a joint stock limited company in perpetual existence.

The Company is an independent legal entity, owns independent properties of a legal entity, enjoys property rights of a legal entity, and possesses the civil rights and assumes the civil liabilities prescribed by law.

Article 8 All assets of the Company are classified as shares with same par value per share. The shareholders shall assume liability based on their shares subscribed, and the Company is liable for its debts to the extent of its entire assets.

Article 9 The Articles of Association shall come into effect from the date of approval at the general meeting of the Company through special resolution. The Articles of Association will replace the original one registered and filed with the industrial and commercial administration authorities by the Company.

From the date of the Articles of Association becoming effective, the Articles of Association constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations between the Company and each shareholder and among the shareholders inter se.

Article 10 The Articles of Association are binding on the Company and its shareholders, directors, supervisors, general managers and other senior management members, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.

The Articles of Association are actionable by a shareholder against the Company; by the Company against shareholders, directors, supervisors, general managers and other senior management members; by a shareholder against each other; and by a shareholder against directors, supervisors, general manager and other senior management members of the Company.

The actions referred to in the preceding clause include court proceedings and arbitration proceedings.

Other senior management members referred to in the preceding clause include deputy general managers, chief accountant, chief engineer, secretary of the board of directors (the "**Board**") and other personnel appointed by the Board.

Article 11 The Company may, based on its business development requirements, establish subsidiaries or branches, representative offices, offices, etc. in foreign countries and such regions as Hong Kong, Macau Special Administrative Region and Taiwan.

Article 12 The Company may invest in other enterprise(s), but, shall not be liable to such enterprise(s) for their liabilities as their investor, unless otherwise stipulated by laws.

Article 13 In accordance with the provisions of the Constitution of the Communist Party of China (《中國共產黨章程》), the Company shall establish an organisation of the Communist Party of China ("**Party Committee**"). The Party Committee shall play a leading role, supervising its direction of development, overlooking the whole picture and facilitating implementation as well as discussing and resolving on major issues of the Company as stipulated by its rules and regulations. The Company shall establish a working body of the Party, equip with sufficient staffs to manage party affairs and provide sufficient working expenses according to the proportion of 1% of the total amount of staff salaries of the Company for the previous year.

Chapter II Purposes and Scope of Business

Article 14 The business purpose of the Company are: to persist in guiding the development of environmental protection and energy conservation business by technological innovation, to provide conventional energy, new energy and water resource in a clean and efficient manner through advanced technologies, quality products and reliable services, to build a domestic and international famous environmental industry group, and to seek for economic benefits, perform social responsibilities and maximum interests for shareholders.

Article 15 The business scope of the Company shall be based on the items approved by the market regulation authority.

The business scope of the Company includes: development of environmental protection projects, investment and operating management of environmental facilities; research and development, design, production, examination, sales and technical services of flue gas desulfurization catalysts; research and development, manufacture and sales of self-controlled system; development and testing of environmental protection technologies; production and sales of environmental protection equipment; design, construction and general contracting of environmental protection engineering; treatment of sewage and seawater; design and contracting of power engineering system; energy saving techniques as well as development and usage of new energy technology; design and contracting of material transportation system and corrosion prevention engineering system; building materials and chemical products (excluding hazardous chemicals); sales of machinery equipment, electronic products and hardware; contracting of overseas projects; import and export business; consultation services in relation to above businesses; development, investment, construction and management of new energy power generation and related energy storage projects, such as wind power generation, photovoltaic power generation, and solar thermal power generation; research and development, application and marketing of low carbon technologies; generation of power; repair and maintenance of power engineering; technology development and consulting services related to new energy such as wind power generation and solar power. (For the projects subject to approval pursuant to the laws, the operation of which shall be commenced upon approval by the relevant authority).

According to the domestic and international market needs and its own growth capability and business needs, the Company may change its business scope according to law.

Chapter III Shares, Share Transfer and Registered Capital

Article 16 The shares of the Company are evidenced by share certificates. All shares issued by the Company are stocks with a par value of RMB1 each.

The Renminbi referred to in the preceding paragraph is the legal currency of the PRC.

Article 17 Shares of the Company shall be issued in an open, fair and just manner. Shares of the same class shall rank pari passu with each other.

For the same class of shares issued in the same tranche, each share shall be issued at same price and subject to same conditions. For the shares subscribed by any organisation or individual under the same offering, the price payable for each of such share shall be the same.

Article 18 Where the Company issues shares to domestic and foreign investors, it shall perform the procedures of registering or filing with the CSRC in accordance with the laws.

The foreign investors referred to in the preceding paragraph mean those investors from foreign countries and from the regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company. Domestic investors mean those investors within the territory of the PRC (excluding investors from the regions referred to in the preceding sentence) who subscribe for shares issued by the Company.

Article 19 Overseas-listed foreign invested shares issued by the Company and listed in Hong Kong shall be referred to as H shares for short. H shares refer to the shares approved to be listed on the Hong Kong Stock Exchange, denominated in Renminbi for par value, and subscribed and traded in Hong Kong dollar. Shares issued by the Company but not listed on any domestic or overseas stock exchanges shall be referred to as unlisted shares.

Article 20 The number of ordinary shares issued by the Company at the time of the Company's establishment totalled 1.2 billion shares, including 1,188 million shares subscribed and held by China Datang Corporation Ltd., representing 99% of total ordinary shares of the Company in issue; and 12 million shares subscribed and held by China Datang Corporation Capital Holding Co., Ltd., representing 1% of total ordinary shares of the Company in issue.

On June 30, 2015, the Company's share capital was increased by RMB1.2 billion to RMB2.4 billion. The shareholding structure of the Company comprised 2,376 million shares and 24 million shares subscribed and held by China Datang Corporation Ltd. and China Datang Corporation Capital Holding Co., Ltd., respectively, representing 99% and 1% of total ordinary shares of the Company in issue, respectively.

In accordance with the authorisation at the general meeting, the Board may, upon the determination of the number of unlisted shares and H shares placed or issued either separately or concurrently by the Company, appropriately adjust the number of the aforesaid shares within its scope of power.

Article 21 Subsequent to its establishment, the Company may issue not more than 1,182,857,142 H shares (including 154,285,714 shares upon the exercise of over-allotment option) upon approval by the securities regulatory authority under the State Council and other competent authorities, and the state-owned shareholders of the Company will transfer not more than 102,857,142 (or 118,285,714 if the over-allotment option representing 15% of the total new shares in issue is fully exercised) state-owned shares to the National Council for Social Security Fund of the PRC at the time of the issuance of the H shares pursuant to relevant PRC regulations regarding the disposal of state-owned shares.

Upon completion of the issuance of the H shares (including partial exercise of the over-allotment option) as aforementioned, the shareholding structure of the Company is as follows: 2,967,542,000 ordinary shares, of which 2,319,813,342 shares, 23,432,458 shares, 56,754,200 shares and 567,542,000 shares are held by China Datang Corporation Ltd., China Datang Corporation Capital Holding Co., Ltd., National Council for Social Security Fund and other public shareholders, respectively, representing 78.17%, 0.79%, 1.91% and 19.13% of the total share capital of ordinary shares of the Company, respectively.

Article 22 The registered capital of the Company is RMB2,967,542,000.

Article 23 The Company or its subsidiaries (including affiliates of the Company) shall not provide assistance to purchasers or potential purchasers of the Company's shares by way of gift, advance, guarantee, compensation or loans.

Article 24 The Company may, based on its operation and development requirements, pursuant to the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, and subject to separate resolutions of the shareholders' general meeting, increase its capital in the following ways:

- (1) public offering of shares;
- (2) non-public offering of shares;
- (3) distributing bonus shares to its existing shareholders;
- (4) transferring capital reserve to share capital;

- (5) other means as permitted by laws and administrative regulations and those approved by the securities regulatory authorities of the State Council and other competent authorities.

The Company's increase of capital by issuing new shares shall, after being approved pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

After increase of its capital, the Company shall file the change with the Company's original market regulation authority and make relevant announcement.

Article 25 Unless otherwise provided by laws, administrative regulations, the Hong Kong Stock Exchange or the Articles of Association, shares of the Company are freely transferable.

Article 26 The Company shall not accept any shares of the Company as the subject of a pledge.

Article 27 Shares of the Company held by the promoters shall not be transferred within one year from the date of the establishment of the Company. Shares issued prior to the public offering of shares by the Company shall not be transferred within one year from the date the shares of the Company were listed on the stock exchange(s).

During their tenure, directors, supervisors and senior management members of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer more than 25% of the total number of shares held by them per year. The shares held by them shall not be transferred within one year from the date on which the shares of the Company were listed and traded on the stock exchange(s). The aforesaid person(s) shall not transfer the shares of the Company held by them within six months commencing from the termination of their service.

Article 28 Any gains from sale of shares of the Company or other securities with equity nature by any directors, supervisors, senior management members or shareholders holding 5% or more of the shares of the Company within six months after their purchase of the same, and any gains from purchase of shares of the Company by any of the aforesaid parties within six months after sale of the same shall be disgorged to the Company. The Board shall forfeit such gains from the abovementioned parties. However, if a securities company holds 5% or more of shares by buying the remaining shares under an underwriting arrangement, the six-month limitation for selling the said shares shall not apply.

The shares or other securities with equity nature held by directors, supervisors, senior management members and natural person shareholders as mentioned in the preceding paragraph shall include the shares or other securities with equity nature held by their spouses, parents, children, and those held in the accounts of others.

Should the Board does not observe the preceding paragraph, shareholders shall be entitled to request the Board to effect the same within 30 days. If the Board fails to do so within the aforesaid time limit, the shareholders may directly initiate court proceedings in their own name for the interests of the Company.

Should the Board fail to comply with the requirements set out in the first paragraph, the responsible director(s) shall assume joint and several liabilities under laws.

Chapter IV Reduction of Capital and Repurchase of Shares

Article 29 The Company may reduce its registered capital. Where the Company reduces its registered capital, it shall be handled in accordance with the Company Law and other relevant provisions and procedures prescribed in the Articles of Association.

Article 30 The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within ten days from the date of the Company's resolution on reduction of its registered capital and shall publish an announcement in the newspaper as accepted by the stock exchange on which the shares of the Company are listed within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.

Article 31 The Company shall not acquire its own shares, except in the following circumstances:

- (1) reducing the issued shares and registered capital of the Company;
- (2) merging with another company that holds shares in the Company;
- (3) using the shares for employee stock ownership plans or equity incentives;
- (4) acquiring the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or demerger of the Company;
- (5) using the shares for converting corporate bonds issued by the Company that are convertible into shares;
- (6) where it is necessary for the Company to preserve its value and the interests of shareholders;
- (7) other circumstances as stipulated by laws and regulations, and securities regulatory rules of the place where the Company's shares are listed.

Article 32 The Company may acquire its own shares through public centralized trading, or through other means recognized by the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Where the Company acquires its own shares under any of the circumstances specified in the provisions set forth in subparagraphs (3), (5) and (6) of Article 31 of the Articles of Association, centralized trading shall be adopted publicly.

Article 33 If the Company acquires its own shares under the circumstances set forth in subparagraphs (1) and (2) of Article 31 of the Articles of Association, a resolution shall be passed at a general meeting; if the Company acquires its own shares under the circumstances set forth in subparagraphs (3), (5) and (6) of Article 31 of the Articles of Association, a resolution shall be passed at a meeting of the Board attended by two-thirds or more of the directors.

If the Company acquires its own shares in accordance with Article 31 of the Articles of Association, in the case of subparagraph (1), the shares shall be cancelled within ten days from the date of acquisition; in the case of subparagraphs (2) and (4), the shares shall be transferred or cancelled within six months; in the case of subparagraphs (3), (5) and (6), the total number of shares of the Company 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.

Notwithstanding the foregoing provisions of this Article, if the applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed have other provisions on the aforementioned matters involving the repurchase of shares of the Company, the Company shall comply with such provisions.

Chapter V Shareholders and General Meetings

- Article 34** The share certificates shall be signed by the Chairman of the Company. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by other senior management members, the share certificates shall also be signed by such senior management members. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman of the Company or other relevant senior management members on the share certificates may also be in printed form.
- Article 35** Where the Company issues registered shares, it shall establish a register of members in accordance with the evidence provided by the securities registration authority. Where bearer shares are issued, the register of members shall be sufficient evidence of the shareholders' holding of the Company's shares. Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.
- Article 36** Transfer of shares shall be recorded in the register of members. A duplicate copy of the register of members of H shares shall be maintained at the Company's place of domicile. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of members of H shares at all times. The register of members maintained in Hong Kong shall be available for inspection by shareholders. However, the register of members may be closed on terms equivalent to those set out in section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).
- Article 37** The Company shall maintain the register of shareholders and register the following particulars:
- (1) the name, address (residence), occupation or nature and residence of each shareholder;
 - (2) the class and number of shares held by each shareholder;
 - (3) the amount paid-up or payable in respect of shares held by each shareholder;
 - (4) the serial numbers of the shares held by each shareholder;
 - (5) the date on which a person registers as a shareholder;
 - (6) the date on which a person ceases to be a shareholder.

The register of shareholders shall be the sufficient evidence for the shareholders' shareholding in the Company, except in cases with evidence to the contrary.

All acts or transfer of H shares will be recorded in the register of members of H shares which is kept in the place of listing in accordance with the requirements of the Articles of Association.

Where two or more than two persons are registered as joint holders of any share, they shall be deemed as joint owner of such share and subject to the following restrictions:

- (1) the Company may not register more than four persons as joint shareholders of any share;
- (2) all joint holders of any share are jointly and severally assume obligation for all amounts payable for relevant shares;
- (3) if one of the joint holders dies, only the surviving joint holders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. The Board of the Company shall have the right, for the purpose of making amendments to the register of shareholders, to demand a death certificate where it deems appropriate to do so;
- (4) in case of any joint holders of shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of relevant shares and the Company's notices, and to attend and exercise voting rights at a general meeting of the Company. Any notice delivered to that person shall be deemed as having been delivered to all joint holders of the relevant shares.

Article 38

All fully paid-up H shares which are listed in Hong Kong are freely transferable pursuant to the Articles of Association; However, the Board may refuse to recognise any instrument of transfer without giving any reason, unless:

- (1) a fee (for each instrument of transfer) of HK\$2.50 or such higher fees as agreed by the Hong Kong Stock Exchange has been paid to the Company to register the instrument of transfer of shares and other documents relating to or which may affect the ownership of such shares;
- (2) the instrument of transfer involves only the H shares listed in Hong Kong;
- (3) the stamp duty payable on the instrument of transfer has been paid;

- (4) the relevant share certificates and evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been provided;
- (5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four;
- (6) the Company does not have any lien over the relevant shares;
- (7) any share shall not be transferred to a minor or those with mental incompetence or those without capacity of civil conduct at law.

If it refuses to register any transfer of shares, the Company shall provide the transferor and the transferee of the shares with a notification of refusal in relation to registration of shares within two months from the application for registration.

Article 39

All transfers of H shares listed in Hong Kong shall be effected by instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board (including the standard transfer form or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time); The instruments of transfer may only be signed by hand, or (where the transferor or transferee is a company) affixed with the common seal of the company. Where the transferor or transferee is a recognized clearing house (the “**Recognized Clearing House**”) as defined by relevant ordinances in force from time to time in accordance with Hong Kong laws or its nominee, the instruments of transfer may be signed by hand or in a machine-imprinted format.

All instruments of transfer shall be maintained at the legal address of the Company or such other places as the Board may specify from time to time.

Article 40

Where laws, administrative regulations and rules, departmental rules, normative documents and the relevant stock exchange or regulatory authority where the shares of the Company are listed stipulate on the period of closure of the register of members prior to the date of a general meeting or the record date set by the Company for the distribution of dividends, such provisions shall prevail.

Article 41

Where the Company convenes a shareholders’ general meeting, distributes dividends, liquidates or carries out other activities which would require the determination of shareholdings, the Board shall fix a date for ascertainment of the shareholding. Upon the close of business on the record date, the shareholders who remain on the register shall be deemed as the shareholders entitled to relevant interests.

Article 42

Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificates (hereinafter referred to as the “**Original Certificates**”) are lost, apply to the Company for a replacement share certificate in respect of such shares (hereinafter referred to as the “**Relevant Shares**”).

If a holder of the domestic non-tradable shares loses his/her share certificates and applies for their replacement, it shall be dealt with in accordance with relevant provisions of the Company Law.

If a holder of overseas-listed H shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed shares is maintained.

Chapter VI Rights and Obligations of Shareholders

Article 43 Shareholders of the Company shall have the following rights:

- (1) the right to dividends and other distributions in proportion to the number of share held;
- (2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and exercise corresponding voting rights at shareholders' general meetings in accordance with laws;
- (3) the right to supervise the Company's operations, and to put forward proposals and raise inquiries;
- (4) the right to transfer, gift or pledge shares held in accordance with laws, administrative regulations, departmental rules and provisions of the Articles of Association;
- (5) the right to inspect the Articles of Association, the register of members, the Company's bond stubs, minutes of the shareholders' general meetings, resolutions of the Board meetings and meetings of the Supervisory Committee, and financial and accounting reports announced and disclosed;
- (6) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company according to the number of shares held;
- (7) the shareholders voting against the merger or demerger resolution passed at a general meeting are entitled to request the Company to purchase their shares;
- (8) other rights conferred by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 44 Any shareholder requesting to inspect the relevant information or to obtain documents as set forth in the preceding paragraph shall furnish with the Company written document evidencing the class and number of shares held in the Company and the Company shall, upon verification of the shareholder's identity, provide such information or documents at the shareholder's request.

Article 45 If a resolution passed at the Company's general meeting or Board meeting violates the laws and administrative regulations, the shareholders shall have the right to submit a petition to the people's court to render the same as invalid.

If the procedures for convening, or the methods of voting at, a shareholders' general meeting or Board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall be entitled to submit a petition to the people's court to rescind such resolutions within sixty days from the date on which such resolution is passed.

Article 46 Where the Company incurs losses as a result of directors' and senior management members' violation of the laws, regulations or the Articles of Association in the course of performing their duties, shareholders individually or jointly holding 1% or more of the Company's shares for not less than 180 consecutive days shall be entitled to request in writing the Supervisory Committee to initiate proceedings in the people's court; where the Company incurs losses as a result of the Supervisory Committee's violation of any provision of laws, regulations or the Articles of Association in the course of performing its duties, the shareholders shall be entitled to make a request in writing to the Board to initiate proceedings in the people's court.

In the event that the Supervisory Committee or the Board refuses to initiate proceedings after receiving the written request of shareholders stated in the foregoing paragraph, or fails to initiate such proceedings within thirty days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the right to initiate proceedings in the people's court directly in their own names in the interest of the Company.

Shareholders described in the first paragraph of this Article may also initiate legal proceedings in the people's court in accordance with the preceding two paragraphs in the event that the lawful interests of the Company are infringed upon by any others.

Article 47 If any director or senior management member damages the shareholders' interests by violating any law, regulation or the Articles of Association, the shareholders may lodge a lawsuit in the people's court.

Article 48 Shareholders of the Company shall assume the following obligations:

- (1) to abide by the obligations stipulated in the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association;
- (2) to pay subscription monies according to the number of shares subscribed and the method of subscription;

- (3) to assume liability based on their shares subscribed;
- (4) not to divest the shares other than as provided by laws or regulations;
- (5) not to abuse their rights as shareholders to prejudice the interests of the Company or other shareholders; not to abuse the independence as a corporate body and the limited liabilities as shareholders to prejudice the interests of creditors of the Company;

Shareholders of the Company who abuse their rights as shareholders and thereby cause losses to the Company or other shareholders shall be liable for indemnity according to the law.

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

- (6) other obligations imposed by laws, administrative regulations and the Articles of Association.

Article 49 A shareholder holding more than 5% of the Company's shares with voting rights shall report in writing to the Company from the date of occurrence of such fact if the shares held by him/her are pledged.

Article 50 The controlling shareholders and de facto controllers of the Company shall not utilize their affiliations to harm the interests of the Company, otherwise they shall make compensation for the loss incurred to the Company.

The controlling shareholders and the de facto controllers of the Company have the duty to act in good faith to the Company and public shareholders of the Company. The controlling shareholders shall exercise its rights as a contributor in strict accordance with the laws; shall not jeopardize the legitimate rights and interests of the Company and the public shareholders through profit distribution, asset reorganization, external investment, fund appropriation or loan guarantee; and shall not take advantage of their controlling position to jeopardize the interests of the Company and the public shareholders.

Article 51

In addition to obligations imposed by laws, administrative regulations or required by the stock exchange on which shares of the Company are listed, a controlling shareholder (as defined in the Article 52 herein) shall not exercise his/her voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:

- (1) to exempt a director or supervisor from the duty to act in good faith in the best interests of the Company;
- (2) to authorize the directors or supervisors (for their own account or for the account of other parties) to deprive the Company of its assets in any manner, including, but not limited to, any opportunity favourable to the Company;
- (3) to authorize the directors or supervisors (for their own account or for the account of other parties) to deprive another shareholder of his personal interest, including, but not limited to, any allocation right, and voting right, but excluding any corporate restructuring proposal made at the shareholders' general meeting in accordance with the Articles of Association.

The controlling shareholders and de facto controllers of the Company shall not use connected relations to damage the interests of the Company; otherwise they shall make compensation for the loss incurred to the Company.

The controlling shareholder and the de facto controller of the Company have the duty to act in good faith towards the Company and public shareholders of the Company. The controlling shareholder shall strictly exercise its rights as a contributor in accordance with the laws and shall not take advantage of profit distribution, asset restructuring, external investment, capital appropriation and loan guarantee to the detriment of the interests of the Company and public shareholders. Nor shall he take the advantage of its controlling position to the detriment of the Company and public shareholders.

Article 52

For the purpose of the preceding Article, a controlling shareholder means a person who satisfies any one of the following conditions:

- (1) any person acting on his own or in concert with other parties has the power to elect not less than half of the directors;
- (2) any person acting on his own or in concert with other parties has the power to exercise or control the exercise of 30% or more of the voting rights of the Company;
- (3) any person acting on his own or in concert with other parties holds 30% or more of the outstanding shares of the Company;

- (4) any person acting on his own or in concert with other parties has actual control over the Company in any other manner.

The term of “acting in concert” referred to in this article represents an act that any of two or more persons obtains the voting right in a company by way of agreement thereon (whether in oral or in written), so as to realise or reinforce the purpose of controlling the Company.

Chapter VII General Meeting

Article 53 As the highest authority of the Company, the general meeting exercises its powers under the laws.

Article 54 The powers exercisable by the general meeting are as follows:

- (1) to decide the Company's operational guidelines and investment schemes;
- (2) to elect and replace directors not being staff representatives and to determine matters relating to the directors' remunerations;
- (3) to elect and replace supervisors not being staff representatives and to determine matters relating to the supervisors' remunerations;
- (4) to consider and approve the reports of the Board;
- (5) to consider and approve the reports of the Supervisory Committee;
- (6) to consider and approve the Company's annual financial budgets and final accounts;
- (7) to consider and approve the Company's profit distribution plan and plan for recovery of losses;
- (8) to resolve on increases or reduction in the Company's registered capital;
- (9) to resolve merger, demerger, dissolution, liquidation or change of corporate form of the Company;
- (10) to resolve on the issue of bonds and other securities by the Company and the listing proposal of the Company;
- (11) to resolve on the appointment and dismissal of the accounting firms;
- (12) to amend the Articles of Association;
- (13) to consider and approve the following external guarantee:
 - (i) any guarantee to be issued when the total amount of guarantees of the Company and its subsidiaries have reached or exceeded 50% of their latest audited net assets;

- (ii) any guarantee to be issued when the total amount of guarantees of the Company has reached or exceeded 30% of its latest audited total assets;
 - (iii) to provide guarantee to any entity with gearing ratio in excess of 70%;
 - (iv) any single guarantee in excess of 10% of the latest audited net assets;
 - (v) any guarantee provided to the Company's shareholders, actual controlling persons and their connected parties.
- (14) to consider and approve the purchases or sales of any material asset of the Company within a year the amount of which exceeds 30% of its latest audited total assets;
- (15) to consider and approve the change of use of proceeds;
- (16) to consider and approve the equity incentive scheme and employee share ownership plan;
- (17) to consider the resolutions put forward by shareholders representing 3% or more of the Company's shares with voting rights;
- (18) to resolve on any other matters as required by the laws, administrative regulations, departmental rules and the Articles of Association.

Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the general meeting may authorize or delegate the Board to handle the matters authorized or delegated by it.

Article 55 Except in exceptional circumstances, such as when the Company is in crisis, unless an approval by way of special resolution is obtained in a general meeting, the Company shall not enter into any contract with any party (other than the directors, supervisors, general manager and other senior management members) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business.

Article 56 A general meeting shall either be an annual general meeting or an extraordinary general meeting. The general meetings shall be convened by the Board. Annual general meetings are held once every year and within six months from the close of the preceding financial year.

Article 57 The Board shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances:

- (1) the number of directors is less than the quorum required by the Company Law or two-thirds of the number of directors specified in the Articles of Association;
- (2) when the unrecovered losses of the Company amount to one third of the total amount of its share capital;
- (3) where any shareholder holding severally or jointly 10% or more of the Company's issued and outstanding shares carrying voting rights requests in writing for the convening of an extraordinary general meeting;
- (4) when deemed necessary by the Board or when requested by the Supervisory Committee;
- (5) when proposed by one half or more of independent non-executive directors;
- (6) other situations stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed or the Articles of Association.

Article 58 The Company shall hold the general meeting at the domicile of the Company or such other place as notified by the convener of the general meeting.

A general meeting shall have a venue where it shall be held in the form of a physical meeting. Subject to the laws, regulations and mandatory provisions of the listing rules in the listing place, the Company may also provide online transmission or other ways for the convenience of shareholders. Shareholders who attend the meeting in the aforesaid manners shall be deemed as present.

On the premise of the lawfulness and validity of general meetings, the Company shall facilitate the participation of shareholders in general meetings by various means and ways, with priority first given to the modern information technology means, such as an online voting platform, etc.

Article 59 A twenty business days' prior written notice for convening the annual general meeting of the Company shall be given. A ten business days or fifteen days' (whichever is longer) prior written notice for convening the extraordinary general meeting of the Company shall be given. Business day refers to the day on which the Hong Kong Stock Exchange is open for securities trading.

The date of the general meeting and the date when the notice is dispatched shall not be included in the calculation of the period for issuing such notice.

Article 60 When the Company convenes a general meeting, the Board, the Supervisory Committee and the shareholders either individually or collectively holding 3% or more of the Company's shares may put up ad hoc proposals.

When the Company convenes a general meeting, shareholders either individually or collectively holding 3% or more of the Company's shares have the right to put up ad hoc proposals in writing to the Company, and the Company shall include such ad hoc proposals into the agenda for such general meeting if they are matters falling within the functions and powers of general meeting.

The ad hoc proposals raised by shareholders shall satisfy the following requirements:

- (1) free of conflicts with the provisions of laws and regulations, and fall into the terms of reference of the general meeting;
- (2) with definite topics to discuss and specific matters to resolve;
- (3) submitted or served to the Board in writing ten days prior to the date of the general meeting.

Article 61 Notice of a shareholders' general meeting shall:

- (1) be in writing;
- (2) specify the place, date, way and time of the meeting, and set out the voting time and voting procedures of the meeting (if any) for the online voting or other means of voting;
- (3) set out the matters and proposals to be considered at the meeting;
- (4) set out the record date for shareholders who are entitled to attend the general meeting;
- (5) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal shall be properly explained;

- (6) disclose the nature and degree of the material interest of any director, supervisor, general manager and other senior management member in the matters to be considered. In case that the impact of the matters to be considered on such director, supervisor, general manager and other senior management member as a shareholder is different from that on other holders of a class of shares, the difference shall be clarified;
- (7) set out the full text of any special resolution proposed to be passed at the meeting;
- (8) contain a striking statement that a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his behalf and that a proxy need not be a shareholder;
- (9) specify the time and place for lodging proxy forms for the relevant meeting;
- (10) name and telephone number of the contact person;
- (11) other requirements stipulated in the laws, administrative regulations, departmental rules, the Listing Rules of the Hong Kong Stock Exchange, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The interval between the record date and the date of the meeting shall be no more than seven working days. Once the record date is confirmed, it shall not be changed.

Article 62

Notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting), by personal delivery or in the form of a notice in the manner provided in the Articles of Association to the address of the shareholders as shown in the register of shareholders. Notices of general meetings of the Company can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under all applicable laws and regulations and the listing rules in the place where the Company's shares are listed. For the holders of unlisted shares, notice of the general meeting may also be given in the form of a notice in the manner provided in the Articles of Association.

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

The notice of a general meeting served on the holders of H shares may be published through the websites of the Hong Kong Stock Exchange and the Company. Upon the publication of the announcement, all holders of H shares shall be deemed to have received the notice of the relevant general meeting.

Article 63 Any shareholder (including Recognized Clearing House) who is entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf. Where a corporate shareholder appointed a representative to attend any meeting of the Company, it shall be treated as being present at any meeting in person. A proxy so appointed shall exercise the following rights pursuant to such authorization:

- (1) exercise such shareholder's right to speak at the meeting;
- (2) the right to demand a poll alone or jointly with others;
- (3) unless otherwise required by applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.

Where that shareholder is a Recognized Clearing House (or its nominees), it may authorise one or more persons as it thinks fit to act as its proxies at any shareholders' general meeting or creditors' meeting and those proxies must enjoy rights equivalent to the rights of other shareholders, including the right to speak and vote; However, if one or more persons are so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorised. The person(s) so authorised will be entitled to exercise the same power on behalf of the Recognized Clearing House (or its nominees) as if it was an individual shareholder of the Company.

Article 64 The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing; if the appointer is a legal entity or other organisations, either under seal or under the hand of a director or attorney duly authorized. The power of attorney shall state the number of shares represented by the said proxy; in the case that more than one proxy is appointed, the instrument shall state the number of shares respectively represented by each proxy of the shareholder.

Article 65 The proxy form shall be deposited at the address of the Company or another place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorised by the appointer, the power of attorney or other authorisation instruments shall be notarised. The notarised power of attorney and other authorisation instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice to the meeting.

Where the appointer is a legal entity or other organisations, 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 shareholders' general meeting of the Company as a representative of the appointer.

The Company is entitled to require the proxy attending the general meeting on behalf of a shareholder to produce his identification document.

If a shareholder of the legal entity or other organisations appoints its legal representative to attend the meeting, the Company is entitled to require the representative to present his own identification document and a notarially certified copy of the resolution or power of attorney authorized by the Board of such shareholder of the legal entity or other organisations or other competent authorities (except for the Recognized Clearing House or its proxies).

Article 66 Any form issued to a shareholder by the Board for appointing a proxy by him shall allow the shareholder to freely instruct the proxy to cast vote in favour of, against or abstain each resolution dealing with the businesses to be transacted at the meeting. Such a form shall contain a statement that, in default of instructions, the proxy may vote as he thinks fit.

Article 67 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 power of attorney 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 68 When convening a general meeting, all directors, supervisors and the secretary of the Board shall attend the meeting while the general manager and senior management members shall attend the meeting as non-voting participants unless there is reasonable ground.

Article 69 Chairman of the meeting should announce the number of shareholders and proxies present at the venue of the meeting and the total shares with voting rights held by them, and the number of shareholders and proxies present at the venue of meeting and the shares with voting rights held by them shall be subject to the register of the general meeting.

Article 70 Resolutions of general meetings are classified as ordinary resolutions and special resolutions.

To adopt an ordinary resolution, not less than one half of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution.

To adopt a special resolution, not less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favour of the resolution.

Article 71

Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right upon voting at the general meeting, unless individual shareholders are required to waive their voting rights in respect of individual matter in accordance with the laws, administrative regulations, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The shares held by the Company carry no voting rights and shall not be counted into the total number of shares with voting rights held by shareholders attending the meeting.

The Board, independent non-executive directors and shareholders who meet the relevant conditions may solicit the voting rights from shareholders. When soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.

For connected transactions to be considered at a general meeting, connected shareholders shall, as provided in the listing rules of the stock exchange where the Company's shares are listed, abstain from voting on such connected transactions and the number of shares they represent carrying voting rights shall not be counted into the valid votes.

Where any shareholder is, under the applicable laws and regulations and listing rules of the stock exchange where the Company's shares are listed, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution at any general meeting, any votes cast by such shareholder (or their proxies) in contravention of such requirement or restriction shall not be counted.

Voting at a general meeting shall be conducted in the form of open ballot.

Article 72 The cumulative voting system may be adopted for the election of directors and supervisors at the general meetings according to the requirement of the Articles of Association or as resolved by the shareholders' general meeting.

If the cumulative voting system was adopted by the shareholders' general meeting for election of directors and supervisors, the shareholders (including their proxies) will have the same number of votes which equals to the total number of directors to be elected. Shareholders may cast all their votes on a particular candidate or on multiple candidates with explanation as required.

Article 73 The following matters shall be resolved by ordinary resolutions at a general meeting:

- (1) work reports of the Board and the Supervisory Committee;
- (2) plans formulated by the Board for distribution of profits and for making up losses;
- (3) appointment or removal of a non-employee representative director and a non-employee representative supervisor, and remuneration of the director and supervisor and the method of payment thereof;
- (4) the Company's annual financial budgets and final accounts plan, balance sheets, income statements and other financial statements;
- (5) the Company's annual report;
- (6) matters other than these required by the laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed or by the Articles of Association to be approved by special resolution.

Article 74 The following matters shall be resolved by special resolutions at a general meeting:

- (1) increase or reduction of the share capital, repurchase of the Company's shares and issue of shares of any class, stock warrants or other similar securities;
- (2) issuance of bonds or other securities by the Company;
- (3) demerger, merger, dissolution, liquidation or change of corporate form of the Company;
- (4) amendments to the Articles of Association;
- (5) equity incentive scheme;

- (6) material assets purchased or sold within one year exceeding 30% of the latest audited total assets of the Company;
- (7) any other matter required by laws and regulations or the Articles of Association, approved as an ordinary resolution at a general meeting that may have material impact on the Company and is required to be approved by a special resolution.

Article 75

The minority shareholders who satisfied the requirements under the paragraph (1) of this Article 75 can add resolutions to meeting agenda of the extraordinary general meeting.

The following procedures shall be followed by shareholders or the Supervisory Committee requesting for convening of extraordinary general meetings:

- (1) two or more than two shareholders jointly holding not less than 10% of voting shares at such proposed meeting or the Supervisory Committee may request the Board to convene an extraordinary general meeting or class meeting by signing and submitting one or several written requests with the same format and contents and specifying the agenda of the meeting. An extraordinary general meeting or class meeting shall be convened by the Board as soon as practicable upon receipt of the aforesaid written request. The aforesaid proportion of shareholding shall be calculated on the date on which the relevant shareholders submit the written request.
- (2) if the Board fails to despatch a notice of convening such meeting within thirty days upon receipt of the aforesaid written request, shareholders individually or jointly holding 10 per cent or more of the shares carrying voting rights at the proposed meeting shall be entitled to propose to the Supervisory Committee to convene an extraordinary general meeting or class meeting, provided that such proposal shall be made in writing. The Supervisory Committee may convene such a meeting within four months upon receipt of the request by the Board. If the Supervisory Committee fails to convene and preside over an extraordinary general meeting or a class meeting, the shareholders individually or jointly holding 10% or more of the shares of the Company for not less than ninety consecutive days may convene such a meeting by themselves. The procedures for convening such meeting should follow those for convening a general meeting of shareholders by the Board as closely as practicable.

All reasonable expenses incurred by shareholders or the Supervisory Committee arising from convening and holding the aforesaid meeting by shareholders due to the Board's failure to hold such meeting in response to the aforesaid request shall be borne by the Company. Such expenses shall be deducted from the amounts due by the Company to the director(s) who have neglected their duties.

Except for those matters in relation to business secrets of the Company which cannot be made public at the general meeting, the Board and the Supervisory Committee shall make corresponding responses or statements in respect of inquiries and the suggestions of the shareholders.

Article 76 A general meeting shall be convened and presided over by the Chairman of the Company. If the Chairman is unable to attend the meeting, the Board may designate a director to convene and take the chair of the meeting. If no chairman of the meeting has been so designated, shareholders present may elect one person to be the chairman of the meeting. If for any reason, the shareholders fail to elect a chairman, then the shareholder (including proxy) present and holding the largest number of shares carrying the right to vote thereat shall be the chairman of the meeting.

Article 77 If the chairman of the meeting has any doubt as to the result of a resolution put to the vote of the meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, the chairman of the meeting shall have the votes counted immediately.

Article 78 Providing that the votes are counted at the general meeting, the counting results shall be recorded into the minutes of the meeting.

The meeting minutes together with the signatures of shareholders and proxy forms shall be kept at the address of the Company. Above minutes, attendance lists and proxy forms shall not be destroyed within ten years.

Article 79 Copies of the meeting minutes shall, during business hours of the Company, be open for inspection by any shareholder without charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within seven days following the receipt of reasonable charges.

Chapter VIII The Board of Directors

Section 1 Director(s)

Article 80 Directors are natural persons who are not required to hold any shares in the Company. The directors of the Company include executive directors, non-executive directors and independent non-executive directors. Executive directors refer to the directors who hold internal management positions of the Company. Non-executive directors refer to directors who do not hold any internal management positions of the Company and are not independent from the Company according to laws. Independent non-executive directors refer to directors as prescribed in section 2 of Chapter VIII in the Articles of Association. Directors shall be qualified for their positions as provided in laws. The Company shall have a board of directors which shall consist of 9 directors, including 1 chairman, 3 independent non-executive directors and 1 employee representative director.

Article 81 Non-employee representative directors shall be elected at the general meeting to hold office for a term of three years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and reappointment.

Employee representative directors shall be democratically elected or removed by employees at the employee representative meeting, employee meeting or other means. The chairman shall be elected and removed by more than one half of the directors.

The term of office of the chairman is three years, renewable upon re-election.

Article 82 A director may resign before expiration of his term of office. The directors who resign shall submit to the Board a written report in relation to their resignation.

In the event that a director resigns during his term of office, or the term of a director falls upon maturity whereas new member of the Board has not been re-elected in time, which results in the number of members of the Board falling below the quorum, the existing director shall continue to perform his duties in accordance with the laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until the re-elected director assumes his office.

In case that the number of directors falls short of the quorum of the Board as a result of a director's resignation, the resignation report of the said director shall not become effective until the vacancy resulting from his resignation is filled up by succeeding director. The remaining directors shall convene an extraordinary general meeting as early as possible to elect director and fill up the vacancy resulting from the said resignation.

In compliance with PRC laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, any person appointed by the directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election.

Other than the circumstances referred to in the preceding paragraph, the resignation of a director becomes effective upon submission of his resignation report to the Board.

Article 83 Upon submission of a resignation or maturity of the tenure, a director's confidentiality obligations in respect of commercial secrets and other confidential information of the Company shall remain effective after his resignation or the termination of his tenure until such secrets have become open information.

Article 84 No directors shall act, in their personal capacity, on behalf of the Company or the Board beyond provisions in the Articles of Association or without appropriate authorisation by the Board. A director shall, when acting in his personal capacity, state his standings and identities in advance if a third party has reasons to believe that the said director is acting on behalf of the Company or the Board.

Article 85 Any director who violates any laws, administrative regulations, rules from regulatory authorities or the Articles of Association during the performance of his duties and causes loss to the Company shall be liable for compensation to such loss.

Article 86 Any director who has withdrawn from his office without permission prior to the expiration of his term of office, and whereby a loss is incurred to the Company, shall be liable for compensation of such loss. Subject to the requirements of relevant laws, administrative regulations and the Listing Rules of Hong Kong Stock Exchange, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation based on any contract).

A non-independent director will be deemed to have failed to perform his duties if he cannot attend the meetings of the Board in person twice consecutively nor appointed other directors to attend the meetings on his behalf. The Board may make recommendations to shareholders' general meetings to replace such director.

Section 2 Independent Non-executive Director(s)

Article 87 The Company shall establish an independent non-executive director system. Independent non-executive directors are directors holding no posts other than that of directors in the Company, and having no relationship with the Company and its substantial shareholders as to hinder their independent and objective judgments.

The term of office for independent non-executive directors shall be three years, and renewable upon re-election and re-appointment, but shall not exceed nine years, unless otherwise provided by relevant laws, regulations and the listing rules of the stock exchange where the Company's shares are listed.

Article 88 Independent non-executive directors shall satisfy the following fundamental requirements:

- (1) to be qualified for directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;
- (2) to comply with the requirements on independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;
- (3) to be in command of the basic knowledge of the operations of listed companies, and familiar with relevant laws, administrative regulations, and rules and regulations;
- (4) having at least five years of work experiences in legal or economic areas, or other experiences indispensable for performing the duties as independent nonexecutive directors;
- (5) other criteria as may be provided in the Articles of Association.

Article 89 The independent non-executive directors shall be vested with the following special functions and powers in addition to those vested by the Company Law and other relevant laws, regulations, listing rules of the stock exchange where the Company's shares are listed and the Articles of Association:

- (1) to propose to the Board for the appointment or dismissal of accounting firms;
- (2) to propose to the Board to convene extraordinary general meetings;
- (3) to propose to convene the Board meetings;

- (4) upon unanimous consent of all independent non- executive directors, they may independently appoint external auditors or consultants for auditing and consultancy of specific matters relating to the Company, at the expenses of the Company.

Apart from the preceding subparagraph (4), to exercise the abovementioned powers, the independent non-executive director(s) shall secure the consent of not less than half of the independent non- executive directors of the Company. In the event that the above proposals have not been accepted or above powers can not be exercised in the normal course of business, the Company shall disclose relevant circumstance.

Article 90 Before expiry of their term, independent non-executive directors shall not be dismissed without proper reasons. In case of an independent director being dismissed before expiry of his term, the Company shall disclose it as a special discloseable matter.

Should an independent non-executive director fail to attend in person the Board meetings for three times in succession, the Board may propose to the general meeting for replacing such director.

Article 91 All matters not prescribed in this section for the independent non-executive director system shall be subject to relevant laws, administrative regulations, rules from regulatory authorities and listing rules of the stock exchange where the Company's shares are listed.

Section 3 The Board

Article 92 The Board reports to general meetings and exercises the following powers:

- (1) to convene the general meetings and report its work to the general meeting;
- (2) to implement the resolutions of the general meetings;
- (3) to decide on the Company's business plans, investment plans, detailed annual business objectives, and financing plans other than by ways of issue of corporate debentures or other securities and of listing;
- (4) to formulate the Company's annual financial budgets and final accounts;
- (5) to formulate the Company's profit distribution plan and plan for recovery of losses;
- (6) to formulate proposals for increases or reductions of the Company's registered capital and the issue of corporate debentures or other securities and listing;

- (7) to formulate plans for material acquisition, repurchase of the Company's shares or the proposals for merger, demerger, dissolution, liquidation or change of corporate form of the Company;
- (8) to decide on the establishment of the Company's internal management structure and on the establishment or cancellation of the Company's branches and other sub-branches;
- (9) to elect a chairman of the Company; to nominate, appoint or dismiss the general manager of the Company;
- (10) pursuant to the nominations of the chairman of the Board to appoint or dismiss the secretary of the Board, to appoint or dismiss members of all special committees under the Board;
- (11) pursuant to the general manager's nominations to appoint or dismiss officers including the deputy general managers, chief accountant and chief engineering of the Company and fix their remuneration, bonus and punishment;
- (12) to formulate the Company's basic management system;
- (13) to formulate proposals for amendment to the Articles of Association;
- (14) to formulate share incentive scheme of the Company;
- (15) to manage the information disclosure of the Company;
- (16) to determine the establishment of special committees;
- (17) to decide on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and monitor its implementation;
- (18) to propose to general meetings for the appointment or replacement of the auditors of the Company;
- (19) to hear the regular and non-regular work reports from the general manager of the Company or senior management members appointed by the general manager and to approve the work report of the general manager;
- (20) external guarantees provided by the Company other than those which shall be subject to approval by shareholders' general meeting as required by Articles of Association;

- (21) to decide on the external investment, acquisition and disposal of assets, charge or pledge on assets, external guarantee, trust asset management and connected transactions of the Company within the authorisation of the general meeting;
- (22) to exercise other functions and powers conferred by laws, regulations, listing rules of the stock exchange where the Company's shares are listed, general meetings and the Articles of Association.

Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.

Except for the matters specified in subparagraphs (6), (7) and (13) which shall be passed by two-thirds or more of the directors, the Board's resolutions in respect of any other aforesaid matters may be passed by half or more of the directors. The Board shall perform its duties in accordance with PRC laws, administrative regulations, the Articles of Association and resolutions of shareholders.

The Board shall make explanation to the general meeting in respect of non-standard auditors' report issued by the certified public accountants regarding the financial statements of the Company.

Article 93

The Board shall make inquiries with the Party Committee of the Company before making decisions on major issues of the Company. The Company shall establish a legal governance mechanism with developed governance practices, compliant operation, standardised management, legal compliance and integrity and shall adopt the general counsel system. Where the matters to be considered by the Board involve legal issues, the general counsel shall present at such Board meetings and provide his legal opinion.

Article 94

The Board shall formulate the rules of procedure for the Board to ensure the Board to implement the resolutions approved at the general meeting, improve efficiency and make scientific decisions. The rules of procedure for the Board, under which the convening and voting procedures of the Board meetings shall be specified, shall be prepared by the Board and approved at the general meeting.

The Board shall establish certain special committees such as Audit Committee, Remuneration and Assessment Committee and Nomination Committee, and may establish Strategic Committee to assist the directors in exercise their duties or provide consultation or advice for the Board in respect of its decisions under the leadership of the Board; the composition and rules of procedures for such committees shall be decided by the Board separately.

Article 95 Unless otherwise provided by laws, regulations and the listing rules of the stock exchange where the Company's shares are listed as well as the Articles of Association, the investments in other enterprises or guarantees provided by the Company shall be subject to the resolution of the Board. However, any guarantee to be provided by the Company in favour of shareholders or de facto controllers and its connected parties must be subject to the resolution of a general meeting.

The shareholders referred to in the preceding paragraph or shareholders controlled by the de facto controllers referred to in the preceding paragraph shall abstain from voting in respect of the matters as specified in the preceding paragraph. Such matter shall be approved upon more than one-half of the voting rights held by other shareholders present at the general meeting being cast in favour of it.

The Company shall establish a strict internal control system for external guarantees. All directors shall attach prudence to and exercise strict control on the debt risks resulting from external guarantees.

The other party shall provide risk precautionary measures such as counter-guarantee for the guarantees provided by the Company. The provider of the counter-guarantee shall be competent in accepting the liabilities.

The responsible director(s) shall assume joint and several liabilities for compensation to any loss caused to the Company for provision of external guarantees in violation of relevant laws, regulations, rules and the Articles of Association.

Article 96 The chairman of the Board is entitled to the following functions and powers:

- (1) to preside over general meetings and to convene and preside over the Board meetings;
- (2) to supervise and inspect the implementation of the resolutions of the Board and debrief relevant reports;
- (3) to supervise and organize formulation of rules and regulations on the operation of the Board, and to coordinate the operation of the Board;
- (4) to sign the share certificates, bonds and other marketable securities issued by the Company;
- (5) to sign important documents of the Board;
- (6) to sign important legally binding documents on behalf of the Company;

- (7) to exercise special disposal powers that are conferred compliant to the laws and regulations and benefits of the Company in the event of force majeure such as extraordinarily serious natural calamities or an emergency in which it is impossible to convene a Board meeting. A report shall be given to the Board after such event occurs;
- (8) to exercise any other powers specified in laws, regulations or the Articles of Association or conferred by the Board.

Article 97 If the chairman of the Company is unable or fails to perform his duties, a director jointly elected by not less than half of directors shall perform such duties.

Article 98 Meetings of the Board shall be held at least four times every year and convened by the chairman of the Board. Notice of the meeting shall be served on all directors fourteen days before the date of the meeting.

Extraordinary meetings of the Board shall be held in any of the following circumstances:

- (1) when proposed jointly by one-third or more of the directors;
- (2) when proposed by the Supervisory Committee;
- (3) when proposed jointly by one half or more of the independent non-executive directors;
- (4) when deemed as necessary by the chairman of the Board;
- (5) when proposed by the shareholders representing one tenth or more of voting rights.

Article 99 Notice convening the Board meeting and extraordinary Board meeting shall be sent through phone, facsimile or email. The notice of Board meeting shall be dispatched fourteen days prior to the date of the meeting. The notice requirement is not applicable to extraordinary Board meetings.

The time and venue of an ordinary Board meeting can be provided by the Board in advance and recorded in the minutes. If such notice of the meeting has been provided to all the Directors fourteen days prior to the date of the next meeting, there is no need to despatch separate notice for the convening of meeting to the Directors.

Should a director attend a meeting, and does not raise a contention regarding non-receipt of notice of the meeting prior to or at the meeting, such notice shall be deemed as sent out to him.

Board meetings can be held by way of teleconference meeting or by virtue of similar telecommunication device. In such meetings, so long as the participating directors can hear and communicate with each other, all participating directors are deemed as if they had participated in the meeting in person.

Article 100 The Board meeting may not be held unless half or more of the directors (including directors attending the meeting as proxies pursuant to requirements) are present.

Each director has a ballot for voting. Except for circumstance provided in Article 102 of the Articles of Association where the Board considers connected transactions, resolutions of the Board shall be passed by more than half of all directors.

The resolution signed respectively by all the directors and to which the affirmative opinions reaching the quorum stipulated by laws, regulations and the Articles of Association, shall be deemed as valid as resolutions passed at the Board meeting legally convened. Such written resolution may consist of documents in counterparts, each having been signed by one or more directors. A resolution signed by a director or with his signature and sent to the Company by mail, facsimile or by hand, for the purpose of this article, shall be deemed as a document signed by him.

Article 101 A director shall attend the Board meetings in person, If a director are not able to attend the meeting due to certain reasons, he may appoint in written other directors to attend the meeting on his behalf. The name of the proxy, the matters for entrustment, the scope of authorization and the validity period shall be specified in the power of attorney which shall be signed and sealed by the appointer.

The appointed director attending the meeting shall only exercise the rights within the power of attorney. Should a director neither attend a Board meeting nor appoint another director to attend on his behalf, the said director shall be deemed as waiving his voting rights at the meeting.

Article 102 If any director is associated with the enterprises that are involved in the matters to be resolved by the Board meetings (serving as director or senior management members of the counterparty, or serving as director or senior management members of a legal entity directly or indirectly controlling the counterparty or directly or indirectly controlled by the counterparty), he shall not exercise his voting rights for such matters, nor exercise voting rights on behalf of other directors. Such Board meetings shall be convened by a majority of the non-connected directors present thereat. Resolutions made at the Board meetings shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the Board meetings is less than three, such matters shall be submitted to the general meeting for approval.

Article 103 If a substantial shareholder (holding 10 percent or more shares) or a director has a material conflict of interest in a matter to be considered by the Board, the matter should be dealt with by way of the meeting of the Board (rather than by written resolution). Also, the independent non-executive directors who do not have material interest in such matter should attend the meeting.

Article 104 The Board shall keep minutes of resolutions on matters discussed at meetings, on which directors present and the secretary of the Board (minutes taker) shall sign.

The directors shall be liable for the resolutions of the Board. If a resolution of the Board violates laws, administrative regulations or the Articles of Association, and results in the Company sustaining serious losses, the directors participating in the resolution are liable to compensate the Company. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability.

The minutes of the Board shall record the following contents:

- (1) the date, venue and name of the convener of the meeting;
- (2) the names of the directors present at the meeting and names of the directors (proxies) present at the meeting on behalf of other director(s);
- (3) agenda of the meeting;
- (4) gist of directors' speech;
- (5) voting method and results on each resolution (the voting results shall state the number of affirmative votes, dissenting votes and abstention votes);
- (6) signatures of directors and the secretary of the Board (minutes taker).

The minutes of Board meetings shall be kept for a period of 10 years.

Article 105 In respect of any matter which needs to be passed at an extraordinary Board meeting, if the Board has already sent out the written proposals to be resolved at such meeting (including through facsimile and email) to all directors and each director was ensured to fully express his opinions, resolutions of extraordinary meeting of the Board may be made by means of telecommunication and no on-site meeting of the Board is required. Such resolution is deemed effectively passed provided that the number of directors who sign and approve such a resolution satisfies the number of directors as required to make such decision under Article 92 of the Articles of Association.

Article 106 In principle, the Board meetings shall be held at the legal address of the Company. However, it can be held at any other places inside or outside China as approved by a resolution of the Board.

Article 107 The Company shall bear the reasonable expenses incurred when directors attend meetings of the Board. Such expenses may include costs for transportation to the venue of the meeting (if other than the residence location of directors), accommodation expenses and local transportation costs during the duration of the meeting.

Chapter IX Secretary of the Board

Article 108 The Company shall have a secretary of the Board. As a senior management member of the Company, the secretary of the Board shall report to the Board.

Article 109 The secretary of the Board shall be a natural person with the requisite professional knowledge and experience, and shall be appointed or dismissed by the Board. His primary duties include:

- (1) communicate and liaise between the Company and related parties and the stock exchange and other regulatory authorities; and to ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities;
- (2) to administer the Company's information disclosure affairs, urge the Company to formulate and implement Management Rules on Information Disclosure and Internal Material Information Reporting System, procure the Company and related parties to perform the disclosure obligation according to law, and disclose regular reports and extraordinary reports to the stock exchange in accordance with relevant regulations;
- (3) to coordinate the relationship between the Company and investors, receive visits of investors, reply to enquiries of investors and provide information disclosed by the Company to investors;
- (4) to organize and prepare the Board meetings and general meetings pursuant to statutory procedures, and prepare and deliver relevant meeting documents and materials;
- (5) to attend the Board meetings, prepare meeting minutes and sign thereon;
- (6) to be responsible for the confidentiality work related to information disclosure of the Company, formulate confidentiality measures, and procures the directors, supervisors, senior management members and relevant insiders to keep secret prior to disclosure of information and timely takes remedial measures as soon as insider information is revealed and report to the stock exchange;
- (7) to be responsible for keeping the Company's register of shareholders, name list of directors, shareholding particulars of substantial shareholders and directors, supervisors, general manager and other senior management members, and resolutions, documents and minutes of general meetings and Board meetings, to ensure that the Company has complete organisational documents and records; to ensure that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;

- (8) to assist the directors, supervisors, the general manager and other senior management members to apprehend provisions of relevant laws, regulations, rules, listing rules of the stock exchange, other regulations and the Articles of Association, and the content regarding their legal liabilities in the listing agreement;
- (9) to procure the Board to exercise its duties under the law, remind directors present where resolutions made by the Board are in contravention of the laws, regulations, rules, listing rules of the stock exchange and other regulations or the Articles of Association; and request supervisors present to express their opinions; make a record of the opinions of relevant supervisors and persons in the minutes if the Board insists on making the aforesaid resolutions, and report to the stock exchange;
- (10) to perform other duties as provided in applicable laws, regulations, rules, listing rules of the stock exchange, other regulations and the Articles of Association.

Article 110

The director or other senior management members (excluding the general manager and the chief accountant) of the Company may concurrently act as the secretary of the Board. The accountant(s) of the accounting firm appointed by the Company shall not act as the secretary of the Board.

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

Chapter X Party Committee

Article 111 The Company shall establish the Party Committee consisting of a secretary and several other members. Eligible members of the Party Committee may be considered and appointed as members of the Board, the Supervisory Committee and the management through legal procedures. Eligible members in the Board, the Supervisory Committee and the management who are members of the Communist Party of China may be considered and appointed as members of the Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established as required.

Article 112 Pursuant to the Constitution of the Communist Party of China and other party rules, the Party Committee shall perform the following responsibilities:

- (1) to guarantee and supervise the implementation of guidelines and policies of the Party and the PRC government within the Company and implement the material strategic decisions of the Communist Party of China Central Committee and the State Council and make deployment for the relevant material works of the Party Committee of State-Owned Assets Supervision and Administration Commission of the State Council and the superior Party Committee;
- (2) to insist on the combination of the principles of management of cadres by the Party and the selection of operation managers by the Board according to laws as well as the right of employment by the operation managers. The Party Committee shall consider and suggest on the candidates proposed by the Board or the general manager, or recommend candidates to the Board or the general manager; and, together with the Board, conduct investigation on the proposed candidates and discuss jointly to provide opinions and suggestions thereon;
- (3) to study and discuss reform, development and stability of the Company, material operation and management matters and material matters with respect to the immediate interests of staff, and provide opinions and suggestions thereon;
- (4) to undertake the main responsibility to overall and strictly administer the party, lead the Company's ideological and political work, united front work, spiritual civilization construction, enterprise cultural construction and the work of organisations such as the labor union and the communist youth league, and lead the construction of the party conduct and of an honest and clean government and support the fulfillment of the supervision responsibility of the discipline inspection committee.

Chapter XI General Manager of the Company

Article 113 The Company shall have one general manager and certain deputy general managers, who assist the general manager in his work; as well as one chief accountant and one chief engineer. The general manager, deputy general managers, chief accountant and chief engineer shall be appointed or dismissed by the Board.

The term of office of each of the general manager and other senior management members shall be 3 years, renewable upon re-appointment.

Article 114 General manager of the Company reports to the Board, and exercises the following functions and powers:

- (1) to preside over the production, operation and management of the Company and report to the Board;
- (2) to organise resources to implement resolutions of the Board;
- (3) to organise resources to implement the Company's annual business, investment and financing plans;
- (4) to propose plans for the establishment of the Company's internal management structure;
- (5) to propose plans for the establishment of branch companies and other branches of the Company;
- (6) to formulate the Company's basic management system;
- (7) to formulate specific rules and regulations for the Company;
- (8) to propose to the Board for appointment and removal of deputy general manager, chief accountant or chief engineer; and provide suggestions on remuneration;
- (9) to appoint or remove the management members (other than those required to be appointed or removed by the Board) and determine their appraisal, remuneration, awards and punishments;
- (10) to exercise other powers conferred by the Articles of Association or the Board.

Article 115 The general manager of the Company shall attend the Board meetings as non-voting participant.

Article 116 The general manager of the Company shall, as required by the Board or the Supervisory Committee, report to the Board or the Supervisory Committee on the execution and performance of material contracts entered into by the Company and utilisation of fund. The general manager shall ensure authenticity of such reports.

The general manager shall, when making decisions on such matters of vital interests of the employees of the Company as salaries, welfare, safe production, labour insurance, and dismissal (or disciplinary dismissal), shall consult the trade union and the meeting of staff representatives in advance.

Article 117 The general manager of the Company shall formulate the work rule of the general manager and submit it to the Board for approval before implementation.

Article 118 In the exercise of his powers, the general manager shall observe laws, administrative regulations and the Articles of Association, and fulfill the obligation of integrity and diligence.

Chapter XII Supervisory Committee

- Article 119** The Company shall establish the Supervisory Committee.
- Article 120** The Supervisory Committee comprises three supervisors. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.
- The Supervisory Committee shall consist of one chairman. The appointment of the chairman of the Supervisory Committee shall be passed by more than a half of the members of the Supervisory Committee in voting.
- Article 121** Supervisors who are not employee representatives shall be elected and removed by shareholders at general meetings, while supervisors as staff representatives shall be elected and removed democratically by employees at the employee representative meeting, employee meeting, or other means through democratic means. The number of supervisors as staff representatives of the Company shall not be less than one third of the number of all the supervisors.
- Article 122** Directors, general manager and other senior management members of the Company shall not assume the position as supervisors.
- Article 123** The Supervisory Committee shall convene at least two meetings each year and one meeting every six months, which shall be convened and presided over by the chairman of Supervisory Committee. The supervisors may propose convening of extraordinary meeting of the Supervisory Committee. Should the chairman of the Supervisory Committee be unable to, or fail to perform his duties, a supervisor elected by half or more of the supervisors shall preside over the meeting.
- Article 124** The Supervisory Committee shall be accountable to the general meeting and exercise the following powers in accordance with laws:
- (1) to examine the Company's financial situation;
 - (2) to supervise acts of directors and senior management members during their performance of duties and to propose dismissal of directors and senior management members violating laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or resolutions of general meetings;
 - (3) to demand rectification from a director, the general manager or other senior management members when the acts of such persons are harmful to the Company's interest;

- (4) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board to the shareholders' general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practising auditors;
- (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;
- (6) to submit proposals to the general meeting;
- (7) to represent the Company in negotiation with directors and senior management members or bringing an action against a director and senior management member;
- (8) to propose convening of an extraordinary meeting of the Board;
- (9) to exercise other powers specified in the Articles of Association.

Supervisors shall attend the Board meetings as non-voting participants.

Article 125

With legitimate grounds, supervisors are entitled to request the chairman of the Supervisory Committee to convene an extraordinary meeting of the Supervisory Committee. The notice shall be dispatched to all supervisors ten days prior to the date of meeting through phone or facsimile. The notice shall include the date and venue of meeting, duration of the meeting, topics of the meeting and the date on which the notice is served.

The meeting of the Supervisory Committee may not be held unless two thirds or more of supervisors are present. Voting on resolution at a meeting of the Supervisory Committee may be conducted by registered poll. Each supervisor has a ballot of voting right. A supervisor shall attend the meetings of the Supervisory Committee in person, or appoint in written other supervisor to attend the meeting on his behalf if he is not able to attend the meeting due to certain reasons. The scope of authorities shall be specified in the power of attorney.

The resolutions of the Supervisory Committee shall be passed by more than a half of the members of the Supervisory Committee.

Article 126 The Supervisory Committee shall maintain minutes for each meeting. Supervisors are entitled to request to make descriptive statements for his speech at the meeting in the minutes, and the supervisors present and minutes taker(s) shall sign on the minutes.

The minutes of meetings of Supervisory Committee shall be kept by secretary of the Board as corporate archives. The minutes of the meetings shall be kept for a period of 10 years.

Article 127 The Supervisory Committee shall adopt a recording system for the implementation of the resolutions of the Supervisory Committee. Each resolution of the Supervisory Committee shall be implemented or supervised over its implementation by designated supervisor(s). The designated supervisor(s) shall record the implementation of each resolution, and file its final result to the Supervisory Committee.

Article 128 The supervisors and the Supervisory Committee shall not be liable for the resolutions of the Board. Should the Supervisory Committee be of opinion that a resolution of the Board violates the laws, regulations or Articles of Association or may result in serious losses to the interests of the Company, the Supervisory Committee may resolve to propose to the Board for re-consideration of the said resolution.

Article 129 In order to excise its powers, the Supervisory Committee may engage experts such as lawyer, public certified accountants and practising auditors. The reasonable expenses arising therefrom shall borne by the Company.

Reasonable expenses incurred when supervisors attend meetings of the Supervisory Committee shall be borne by the Company. Such expenses may include costs for transportation to the venue of the meeting (if other than the residence location of supervisors), accommodation expenses, rental for the meeting venue and local transportation costs during the duration of the meeting.

Article 130 A supervisor shall carry out his duties honestly and faithfully in accordance with laws, administrative regulations and the Articles of Association.

Chapter XIII Qualifications and Obligations of Directors, Supervisors, General Managers and Other Senior Management Members

Article 131 A person in any of the following circumstances may not serve as the Company's director, supervisor, general manager or other senior management member:

- (1) a person who does not have or who has limited capacity for civil conduct;
- (2) a person who has been sentenced for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, where less than a term of five years has lapsed since the sentence was served, or who has been deprived of his political rights and not more than five years have lapsed since the sentence was served;
- (3) a person who is a former director, factory manager or president of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the winding up of such company or enterprise, where no more than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;
- (4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked and ordered to close down due to violation of law and who is personally liable for such revocation, where no more than three years have elapsed since the date of the revocation of the business licence;
- (5) a person who holds a relatively large amount of debts which have fallen due and outstanding;
- (6) a person who has been prohibited from entering the securities market by the CSRC, where such prohibition period has not yet expired;
- (7) other circumstances as stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.

Persons assuming offices other than directors and supervisors in the controlling shareholder and in the de facto controller shall not assume the offices of senior management of the Company.

Any election or appointment of directors or supervisors or employment of senior management in breach of this article shall be invalid. The Company shall remove any directors, supervisors and senior management if they are involved in the circumstances stated in this article during their term of office.

Article 132 In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchanges where the Company's shares are listed, each of the Company's directors, supervisors, general manager and other senior management members owes a duty to each shareholder, in the exercise of the functions and powers entrusted by the Company to him: (1) not to cause the Company to exceed the scope of the business stipulated in its business license; (2) to act bona fide in the best interests of the Company; (3) not to expropriate in any guise the Company's property, including (but not limited to) usurpation of opportunities advantageous to the Company; (4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, but excluding a restructuring of the Company which have been submitted to, and approved at the general meeting in accordance with the Articles of Association.

Article 133 Each of the Company's directors, supervisors, general manager and other senior management member owes the duty that in the exercise of his powers or discharge of his obligations, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Article 134 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall faithfully perform their following obligations to the Company:

- (1) not to abuse his position to accept bribes or other illegal income, misappropriate the Company's funds or expropriate the Company's property in any way, including (but not limited to) any opportunity which may benefit the Company;
- (2) not to deposit any assets or funds of the Company in any accounts under their names or in the names of other persons;
- (3) not to violate the Articles of Association and not to lend the funds of the Company to others or provide guarantee for others by charging the Company's property without approval of the general meetings or the board of directors;
- (4) not to enter into contracts or transactions with the Company in violation of the Articles of Association or without approval of the general meeting;
- (5) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, or to run their own or others' business which is similar to the Company's business without approval of the general meeting;
- (6) not to take as their own any commission for any transaction with the Company;
- (7) not to disclose the secrets of the Company without consent;

- (8) not to use their connected relationships to harm the interests of the Company;
- (9) to be bound by other duties of loyalty stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.

The Company shall be entitled to the income gained by the directors in violation of this Article. The director shall be liable for compensation for any loss incurred to the Company.

Article 135 Directors shall fulfill the following obligations of diligence in accordance with the laws, administrative regulations and the Articles of Association:

- (1) to exercise the rights conferred by the Company with discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company;
- (2) to treat all shareholders impartially;
- (3) to keep informed of the operation and management conditions of the Company;
- (4) to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;
- (5) to honestly provide the Supervisory Committee with relevant information and data, and not to prevent the Supervisory Committee or supervisors from exercising their functions and powers;
- (6) to fulfill other obligations of diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.

Paragraphs (4), (5) and (6) of this Article on the obligations of diligence shall also apply to the senior management.

Article 136 Each director, supervisor, general manager and other senior management member of the Company shall not cause the following persons or institutions (“**associates**”) to do what he is prohibited from doing:

- (1) the spouse or minor child of that director, supervisor, general manager and other senior management member;

- (2) a person acting in the capacity of trustee of that director, supervisor, general manager and other senior management member or any person referred to in paragraph (1) of this Article;
- (3) a person acting in the capacity of partner of that director, supervisor, general manager or other senior management member or any person referred to in paragraphs (1) and (2) of this Article;
- (4) a company in which that director, supervisor, general manager or other senior management member, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above or other directors, supervisors, general manager and other senior management members of the Company have a de facto controlling interest; and
- (5) the directors, supervisors, general manager and other senior management members of the controlled company referred to in paragraph (4) of this Article.

Article 137

The fiduciary duties of the directors, supervisors, general manager and other senior management members of the Company do not necessarily cease upon termination of their tenure. The confidentiality liability in relation to commercial secrets of the Company survives the termination of their tenures. Other liabilities may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.

Article 138

In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager and other senior management members of the Company is in breach of his duties to the Company, the Company has a right to:

- (1) claim damages from the director, supervisor, general manager and other senior management members in compensation for losses sustained by the Company as a result of such breach;
- (2) rescind any contract or transaction entered into by the Company with the relevant director, supervisor, general manager and other senior management members or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, general manager and other senior management members);
- (3) demand the relevant director, supervisor, general manager and other senior management members to surrender the profits made by him in breach of his duties;

- (4) recover any monies received by the director, supervisor, general manager and other senior management members which should have been otherwise received by the Company, including (without limitation) commissions;
- (5) demand payment of the interest earned or which may have been earned by the relevant director, supervisor, general manager and other senior management members on the monies that should have been paid to the Company;
- (6) take legal proceedings to claim the properties arising from the breach of duties by directors, supervisors, general manager and other senior management members.

Chapter XIV Financial and Accounting System, Profit Distribution and Audit

Article 139 The Company shall establish its financial and accounting system in accordance with the Accounting Law of the People's Republic of China and other laws and administrative regulations, as well as the regulations of the relevant state departments.

Article 140 At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by an accounting firm according to law.

The fiscal year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.

Article 141 The Board shall place before the shareholders at every shareholders' annual general meeting such financial reports which the relevant laws, administrative regulations and directives promulgated by competent regional and central governmental authorities require the Company to prepare.

Article 142 The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of the annual general meeting. Each shareholder has the right to receive such financial reports mentioned in this Chapter.

A copy of the financial report, together with balance sheets (including each document as prescribed by applicable laws to be attached to the balance sheets) and profit and loss statement or statement of income and expenditure, or summary of the financial report shall be sent to each H shareholder in the form of a notice specified in the Articles of Association. Notices of general meetings of the Company can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under all applicable laws and regulations and the listing rules in the place where the Company's shares are listed.

Article 143 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards, or that of the place outside the PRC where the Company's shares are listed.

Article 144 Any interim results or financial information published or disclosed by the Company shall be prepared and presented in accordance with PRC accounting standards and regulations, and also in accordance with either international accounting standards or that of the place overseas where the Company's shares are listed.

Article 145 The Company shall publish its financial reports twice every fiscal year, that is, the interim financial report shall be published within sixty days after the expiration of the first six months of each fiscal year and the annual financial report shall be published within one hundred and twenty days after the expiration of each fiscal year.

Article 146 The Company shall not maintain accounts other than those provided by law. The Company's Assets shall not be deposited in an account maintained in the name of any individual.

Article 147 The Company establishes the Board Fund, which shall be appropriated once a year and not exceed 0.1% of the profit before tax for the year. The Board Fund is mainly used for awarding directors, supervisors, general manager, other senior management members and staffs with special contributions or as the source of risk fund for directors, supervisors, general manager and other senior management members. The specific management method for the fund shall be otherwise formulated by the remuneration committee of the Board.

Article 148 Capital reserve fund includes the following items:

- (1) premium received when shares are issued at a premium to their par value;
- (2) any other income required to be included in the capital reserve fund by the governing finance department of the State Council.

Article 149 In distributing the current year's profit after taxation, 10% of the profit shall be allocated into the Company's statutory reserve fund. When the aggregate amount of the statutory surplus reserve has reached 50% of the Company's registered capital, further appropriations are not required.

When the statutory surplus reserve of the Company is not sufficient to cover its losses incurred in the previous years, the profit of the current year shall be used to make up for such losses before allocations are made to the statutory surplus reserve in accordance with the preceding paragraph.

After the Company has allocated statutory surplus reserve from its profit after taxation, it may also appropriate discretionary reserve fund from the profit after taxation upon approval at a general meeting.

The remaining profit after taxation after recovery of losses and appropriation of reserve fund shall be distributed to shareholders in proportion of their shareholdings unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with shareholdings.

If the general meeting has, in violation of the preceding paragraph, distributed profit to shareholders before the Company has covered the losses and allocated statutory surplus reserve, the shareholders shall return to the Company the profit distributed in violation of regulations.

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

After the profit distribution plan has been resolved at the general meeting of the Company, or after the Board of the Company has formulated a specific plan based on the conditions and cap of next year's interim dividend approved at the general meeting, the Board of the Company shall complete the distribution of dividends (or shares) within two months from the date of the general meeting.

Article 150 The Company may distribute dividends by the following ways (or a combination of both):

- (1) cash;
- (2) stocks.

Dividends or other payments payable by the Company to holders of unlisted shares shall be denominated and declared in RMB and paid in RMB; dividends or other payments payable by the Company to H shareholders shall be denominated and declared in RMB and paid in foreign currency. The exchange rate adopted for conversion shall be the average closing exchange rate of relevant foreign currency against Renminbi as quoted by the People's Bank of China for the five business days prior to the declaration date. The foreign currency payable by the Company to H shareholders shall be subject to the relevant regulations on foreign exchange control in the PRC. The Board shall be authorised by way of an ordinary resolution at the general meeting to implement dividend distribution of the Company.

Article 151 Any amount paid up in advance of calls on any share may carry interest but shall not entitle the relevant shareholder to participate in respect thereof in a dividend subsequently declared.

Article 152 The receiving agent appointed by the Company for holders of overseas-listed foreign-invested shares shall be a trust company registered under the Trustee Ordinance of Hong Kong. The receiving agent shall receive on behalf of such shareholders any dividends or other amounts payable by the Company to them in respect of the overseas-listed foreign-invested shares.

The receiving agent appointed by the Company shall satisfy the requirements under the laws of the jurisdiction where the Company's shares are listed or the rules of relevant stock exchange.

Subject to the relevant laws and regulations of the PRC and the provisions of the Hong Kong Stock Exchange, the Company may exercise its right of forfeiture over unclaimed dividends, provided that such right cannot be exercised prior to the expiration of the applicable statute of limitation.

The Company has the right to terminate the despatch of dividend warrants to holders of overseas-listed foreign-invested shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is undelivered to the addressee and returned, the Company may also exercise such right.

In case of exercising general mandate to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms the physical loss of the original warrants.

The Company has the right to sell, in such manner as the Board thinks fit, any shares of a holder of overseas-listed foreign-invested shares who is untraceable, subject to and conditional upon:

- (1) the Company has distributed dividends for at least three times to such shares within twelve years, but none of such dividends was claimed;
- (2) the Company, after the expiry of twelve years, made the public announcement on newspaper(s), stating its intention to sell such shares, and notified the stock exchange on which such shares were listed.

Article 153 The Company implements the internal audit system with full-time auditors to conduct internal audit and supervision of the Company's financial income and expenditure and economic activities.

Article 154 The internal audit system of the Company and the duties of the auditors shall be implemented upon approval by the Board. The person in charge of auditing shall be responsible to and report to the Board.

Chapter XV Appointment of Accounting Firm

- Article 155** The Company shall, by ordinary resolution, decide to engage an accounting firm that complies with the Securities Law and the listing rules of the place of listing for the purpose of auditing of accounting statements, verification of net assets and offering other related advisory services for a period of one year, which may be renewed.
- Article 156** The employment or dismissal of the accounting firm by the Company must be decided by the shareholders in general meeting, and the Board shall not appoint accounting firm before obtaining approval by the shareholders at general meeting.
- Article 157** The Company undertakes to provide true and complete accounting documents, accounting books, financial accounting reports and other accounting information to the appointed accounting firm, and shall not make any refusal, concealment or misrepresentation.
- Article 158** Before the convening of the general meeting, the Board may fill any casual vacancy in the office of the accounting firm, but while any such vacancy continues, other incumbent accounting firm of the Company, if any, may act.
- Article 159** The shareholders in general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its term, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the accounting firm's right to claim, if any, for damages in respect of such removal.
- Article 160** The audit fee of an accounting firm shall be determined by the shareholders at the general meeting.
- Article 161** The Company's appointment, removal of an accounting firm shall be resolved upon by shareholders in shareholders' general meeting.

Where a resolution at a general meeting is passed to appoint an accounting firm other than the incumbent accounting firm of the Company to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the Board to fill a casual vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall apply:

- (1) A copy of the appointment or removal proposal shall be sent (before notice of meeting is given to the shareholders) to the accounting firm proposed to be appointed or proposing to leave its post or the accounting firm which has left its post in the relevant fiscal year.

Leaving includes leaving by removal, resignation and retirement.

- (2) If the accounting firm leaving its post makes representations in writing and requests the Company to notify its shareholders of such representations, the Company shall (unless the representations are received too late) take the following measures:
 - (i) in notice of meeting held for making the resolution, state the fact of the representations having been made by the leaving accounting firm;
 - (ii) attach a copy of the representations to the notice and send it to the shareholders in the manner stipulated in the Articles of Association.
- (3) If the firm's representations are not sent in accordance with subparagraph (2) of this Article, the relevant firm may require that the representations be read out at the general meeting and may lodge further complaints.
- (4) An accounting firm which is leaving its post shall be entitled to attend:
 - (i) the general meeting at which its term of office would otherwise have expired;
 - (ii) the general meeting at which it is proposed to fill the vacancy caused by its removal;
 - (iii) the general meeting convened on its resignation.

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

Article 162 If the Company proposes to dismiss or not to continue the re-appointment of the accounting firm, it shall notify the accounting firm 15 days in advance, and the accounting firm shall be permitted to state its opinion when the general meeting of the Company votes on the dismissal of the accounting firm.

If the accounting firm resigns, it should explain whether the Company has improper affairs to the general meeting.

Chapter XVI Insurance

Article 163 The Company shall take out the insurance as required by the applicable insurance laws of China upon discussion and decision by the Board.

Chapter XVII Labour System

- Article 164** The Company may at its discretion employ and dismiss employees and enter into employment contracts with all employees based on the business development needs of the Company and in accordance with the requirements of the laws and regulations of the State.
- Article 165** The Company shall determine the labour wages system and way of payment according to the relevant requirements of the State, the Articles of Association and the Company's profit status.
- Article 166** The Company shall endeavour to improve the staff welfare, and continue to better the working and living conditions of the staff.
- Article 167** The Company shall set aside staff medical, retirement and unemployment insurance funds, and set up labour insurance system in accordance with the relevant laws and regulations of the State.

Chapter XVIII Trade Union

- Article 168** The Company's staff shall have the right to form a trade union and organize trade union activities to preserve their legal rights. The Company shall provide the trade union with necessary conditions for its activities.

Chapter XIX Merger and Demerger of the Company

- Article 169** In the event of the merger or demerger of the Company, a plan shall be proposed by the Board and shall be approved in accordance with the procedures stipulated in the Articles of Association before relevant approval formalities are gone through with relevant authorities according to the law. Shareholders who oppose the plan for merger or demerger of the Company shall have the right to request the Company or the shareholders consenting such plan to purchase their shares at a fair price. A special document should be prepared in respect of the Company's resolution on the merger or demerger, for shareholders' inspection.

The aforesaid document should also be dispatched to the H shareholders by mail. It also can be given by way of public announcement (including publication on the website of the Company) to the extent permitted under laws, administrative regulations and the listing rules in the place where the Company's shares are listed.

Article 170 The Company may be merged through merger by absorption or through the establishment of a newly merged entity.

Where there is a merger of the Company, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and lists of property. The Company shall notify its creditors within ten days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.

After the merger of the Company, claims and liabilities of parties to the merger shall be borne by the subsisting or newly established company.

Article 171 Properties of the Company under a demerger shall be divided accordingly.

Where there is a demerger of the Company, the parties to the demerger shall enter into a demerger agreement, and prepare its balance sheet and list of properties. The Company shall notify its creditors within ten days from the date of the Company's resolution on demerger and shall publish an announcement in the newspaper as accepted by the stock exchange on which the shares of the Company are listed within thirty days from the date of such resolution.

Debts of the Company prior to the demerger are jointly assumed by the companies which exist after the demerger. Unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to such demerger.

Article 172 In the merger or demerger of the Company, the Company shall make the change registered with the company registration authority according to law if a change occurs with any of the registered matters. If the Company is dissolved, the registration of the Company shall be cancelled according to law. If a new company is established, a company establishment registration shall be completed according to law.

Chapter XX Dissolution and Liquidation of the Company

Article 173 The Company shall be dissolved and liquidated in accordance with relevant laws under situations as follows:

- (1) the term of business expires;
- (2) the general meeting resolves to dissolve the Company;
- (3) dissolution is necessary as a result of a merger or demerger of the Company;
- (4) the business licence has been withdrawn, the Company has been ordered to close, or it has been wound up;
- (5) the Company has experienced material difficulties in operation and management, and the continuous operation would cause substantial loss to the interest of its shareholders. In the event that this cannot be solved by other methods, shareholders representing 10% or more of the voting rights of the Company may request the people's court to dissolve the Company;
- (6) other circumstances in which the Company is required to dissolve according to laws and regulations.

Article 174 In case of occurrence of the circumstance described in paragraph (1) of Article 173 of the Articles of Association, the Company may continue to subsist by amending the Articles of Association.

Amendments to the Articles of Association in accordance with the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 175 Where the Company is dissolved under subparagraphs (1), (2), (4) and (5) of Article 173 of the Articles of Association, a liquidation committee shall be formed to commence liquidation within fifteen days from the date on which the cause of dissolution arises. The liquidation committee shall be composed of directors or persons determined at the general meeting.

If the liquidation committee is not formed to carry out the liquidation after the expiration date, the creditor may apply to the people's court to designate relevant persons to form the liquidation committee to carry out the liquidation.

Article 176 Where the Board decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board is of the opinion that the Company will be able to pay its debts in full within twelve months from the commencement of the liquidation.

Upon passing of the resolution on the liquidation of the Company by the shareholders in general meeting, all functions and powers of the Board shall cease.

The liquidation committee shall act in accordance with the instructions of the general meeting to make a report at least once every year to the general meeting on the committee's income and expenses, the business of the Company and the progress of the liquidation and to present a final report to the general meeting on completion of the liquidation.

Article 177 The liquidation committee shall notify creditors within ten days from the date of its establishment and publish announcements in newspapers within sixty days. The creditors may declare their claims to the liquidation committee within thirty days of the receipt of the above notice or within forty-five days after the announcements are made if no such notice is received. Claims shall be registered by the liquidation committee according to law. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

Article 178 During the liquidation period, the liquidation committee shall exercise the following functions and duties:

- (1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (2) to notify creditors by sending a notice or by making an announcement;
- (3) to deal with and settle the Company's outstanding business deals in relation to the liquidation;
- (4) to settle outstanding taxes as well as taxes arising in the course of liquidation;
- (5) to ascertain all claims and debts;
- (6) to dispose of the remaining assets of the Company after the repayment of debts;
- (7) to represent the Company in civil proceedings.

Article 179 After it has sorted out the Company's assets and prepared a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the people's court for confirmation.

After the general meeting resolves to dissolve the Company or the Company declares bankruptcy or has been ordered to close down in accordance with the law, no one shall dispose of the Company's assets without approval of the liquidation committee.

The assets of the Company shall be applied for liquidation in the following order: payment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts.

The remaining assets of the Company after repayment of its debts in accordance with the provisions above shall be distributed to the shareholders of the Company in proportion to their respective shareholdings.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities not relating to liquidation. The property of the Company will not be distributed to the shareholders until it has been liquidated in accordance with the preceding paragraph.

Article 180 If after sorting out the Company's assets and preparing a balance sheet and an inventory of assets in connection with the liquidation of the Company due to its dissolution, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to the people's court for a declaration of bankruptcy.

After the Company is declared bankrupt by a ruling of the people's court, the liquidation committee shall transfer all matters arising from the liquidation to the people's court.

Article 181 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, and report it to the general meeting or the people's court for confirmation, and report it to the company registration authority for application for deregistration of the Company and announce the termination of the Company.

Article 182 The members of the liquidation committee perform their duties faithfully and fulfill their liquidation obligations in accordance with the law.

The members of the liquidation committee shall not take advantage of his/her position and power to accept bribes or other illegal income, and shall not encroach on the Company's property. Members of the liquidation committee are liable to indemnify the Company or its creditors in respect of any loss arising from their willful or material default.

Article 183 Where the Company is legally declared bankrupt, the bankruptcy and liquidation shall be implemented in accordance with the laws on corporate bankruptcy.

Chapter XXI Procedures for Amendments to the Articles of Association

Article 184 The Company may amend the Articles of Association according to the provisions of laws, administrative regulations and the Articles of Association.

The Board of the Company shall amend the Articles of Association in accordance with the resolutions of the shareholders' general meeting and the approval opinions of the competent authority.

The Company shall amend the Articles of Association under one of the following circumstances:

- (1) the Company Law or the relevant laws or administrative regulations are amended and the Articles of Association are in conflict with the amended laws or administrative regulations;
- (2) there is change to the Company which makes it not consistent with the Articles of Association;
- (3) it has been approved by the shareholders' general meeting to amend the Articles of Association.

Article 185 The amendments to the Articles of Association shall be reported to the competent authorities for approval if the approval by the competent authorities is required. If there is any change relating to the registered particulars of the Company, application shall be made for alteration of registration in accordance with the laws.

Where disclosure of the revision of the Articles of Association is required under laws and regulations, it shall be announced in accordance with the relevant provisions.

Chapter XXII Notices

Article 186 The Company's notices may be delivered by the following means:

- (1) by personal delivery;
- (2) by mail;
- (3) by facsimile or email;
- (4) by publication on the website of the Company and websites designated by the Hong Kong Stock Exchange, to the extent permitted under the laws and regulations and the listing rules of the stock exchange in the place where the Company's shares are listed;
- (5) by public announcement;
- (6) by other ways as agreed in advance by the Company or the addressee or as accepted by the addressee after the notice is received;
- (7) by any other means as accepted by relevant regulatory authority in the place where the Company's shares are listed or as prescribed in the Articles of Association.

In respect of the manner in which the Company provides and/or distributes corporate communications to shareholders as required by the Listing Rules, subject to compliance with the relevant provisions of laws, regulations, normative documents and the securities regulatory rules in the place where the Company is listed, the Company is required to (1) send or otherwise make available the corporate communications to the relevant holders of its securities in electronic form, or (2) publish the corporate communications through the Company's website and the website of the Hong Kong Stock Exchange (the Company should indicate on its website how it adopts the manner described in (1) and/or (2) to publish the corporate communications).

Shareholders of the Company may also choose in written form to obtain a printed copy of the above corporate communications by post. The corporate communications include but not limited to: circular, annual report, interim report, notice of a general meeting and other corporate communications set out in the Listing Rules.

Unless the context otherwise requires, the “announcement” referred to herein means the publication on the media that meet the conditions prescribed by the CSRC for the purpose of the announcement made to holders of domestic non-tradable shares or the announcement required to be published in the PRC according to the relevant provisions and the Articles of Association. In respect of the announcement sent to holders of overseas listed H shares of the Company or required to be sent in Hong Kong pursuant to relevant regulations and the Articles of Association, the announcement shall be issued in accordance with the requirements of the Listing Rules or other applicable regulations.

Chapter XXIII Supplementary Provisions

Article 187 In the Articles of Association, the meaning of “not less than”, “within”, “not more than” includes the underlying number, while “more than”, “less than”, “beyond” does not include the underlying number.

Article 188 Senior management members referred to in the Articles of Association include the general manager, deputy general managers, chief accountant, chief engineer, chief economist, secretary of the Board and other senior management members appointed by the Board. References to “general manager”, “deputy general managers” and “chief accountant” in the Articles of Association are to “manager”, “vice manager” and “financial controller” in the Company Law.

Article 189 In the Articles of Association, the meaning of an accounting firm is the same as that of “auditors”.

The Articles of Association are written in Chinese. Whenever difference in meaning arises between the Articles of Association and the Articles of Association in other languages or inconsistencies in the meaning arise among different versions of the Articles of Association, the latest Chinese version approved/filed with competent authorities of market regulation shall prevail. The Articles of Association shall be interpreted by Board. Any matters not covered in the Articles of Association shall be proposed by the Board at the general meeting for approval.