THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

(香港 ' C 香港)

(Stock code: 6865)

(1) PROPOSED DECLARATION OF 2023 FINAL DIVIDEND
(2) PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES
(3) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES
(4) THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2023 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2024
(5) PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(6) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS
(7) NOTICE OF 2023 AGM
AND
(8) NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

Notices convening the 2023 AGM and the 2024 First H Share Class Meeting to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China, at 1:30 p.m. on Monday, 17 June 2024 are set out on pages 134 to 140 of this circular.

Proxy forms for use at the 2023 AGM and the 2024 First H Share Class Meeting are also enclosed with this circular. If you intend to attend the meeting by proxy, you are required to complete and return the enclosed proxy form(s) in accordance with the instructions printed thereon to the Company's H shares registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China (for A Shareholders) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the relevant meeting or any adjourned meeting should you so wish.

23 May 2024

CONTENTS

DEFINITIONS 1

LETTER FROM THE BOARD 4

APPENDIX I – EXPLANATORY STATEMENT 14

APPENDIX II – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION 18

APPENDIX III – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF GENERAL MEETINGS 113

NOTICE OF 2023 AGM 134

NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING 138

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"2023 AGM"	the annual general meeting of the Company to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, PRC, at 1:30 p.m. on Monday, 17 June 2024, or any adjournment thereof
"2024 First A Share Class Meeting"	the class meeting of A Shareholders to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 17 June 2024 (or adjournment thereof), or immediately after the conclusion of the 2023 AGM, whichever is later
"2024 First Class Meetings"	the 2024 First A Share Class Meeting and the 2024 First H Share Class Meeting
"2024 First H Share Class Meeting"	the class meeting of the H Shareholders to be held at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC on 17 June 2024 (or any adjournment thereof), or immediately after the conclusion of the 2024 First A Share Class Meeting, whichever is later
"A Share(s)"	Renminbi-denominated ordinary share(s) of the Company which were issued in the PRC and subscribed in RMB and are listed on the Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Company"	福萊特玻璃集團股份有限公司 (Flat Glass Group Co., Ltd.*), a joint stock company established in the PRC with limited liability, the H Shares and A Shares of which are listed on the main board of the Stock Exchange and Shanghai Stock Exchange, respectively
"Company Law"	the Company Law of the PRC
"CSRC"	China Securities Regulatory Commission
"Directors"	the directors of the Company

"Effective Term"	the effective term of the General Mandate
"H Share(s)"	ordinary share(s) in the share capital of the Company with nominal value of RMB0.25 each, which are subscribed for and traded in Hong Kong dollars, and listed on the Stock Exchange (stock code: 6865)
"H Shareholders"	holder(s) of H Shares
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	16 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	the A Share(s) and the H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s) of the Company
"Supervisor(s)"	the supervisor(s) of the Company
"Supervisory Committee"	the supervisory committee of the Company
"%"	percent

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福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

(, C)

(Stock code: 6865)

E D :
Mr. Ruan Hongliang *(C)*
Ms. Jiang Jinhua
Ms. Ruan Zeyun
Mr. Wei Yezhong
Mr. Shen Qifu

I - D :
Ms. Xu Pan
Ms. Hua Fulan
Ms. Ng Yau Kuen Carmen

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23 May 2024

(1) PROPOSED DECLARATION OF 2023 FINAL DIVIDEND
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AND
(8) NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information in connection with, among other things, considering and approving (i) the proposed declaration of 2023 final dividend; (ii) the proposed provision of guarantees by the Group for its potential credit facilities; (iii) the proposed grant of general mandate to the Board to repurchase H Shares; (iv) the implementation of daily related party transactions for 2023 and the estimate on daily related party transactions for 2024; (v) the proposed changes of registered capital and amendments to the Articles of Association; (vi) the proposed amendments to the rules of procedures of general meetings; and (vii) to give you notices of the 2023 AGM and the 2024 First H Share Class Meeting.

II. PROPOSED DECLARATION OF 2023 FINAL DIVIDEND

As disclosed in the announcement of the Company dated 26 March 2024 relating to the final results of the Group for the year ended 31 December 2023, the Board recommended the payment of a final dividend of RMB0.38 per Share (before tax) for the year ended 31 December 2023 to Shareholders (the "**2023 Final Dividend**"). The 2023 Final Dividend is subject to the Shareholders' approval at the 2023 AGM.

Subject to Shareholders' approval, the 2023 Final Dividend for the year ended 31 December 2023 will be distributed on or before Friday, 30 August 2024 to the Shareholders.

For determining the Shareholders' entitlement to the proposed 2023 Final Dividend, the register of members of the Company will be closed from Friday, 21 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. The record date for entitlement to the proposed 2023 Final Dividend is Friday, 28 June 2024. In order to qualify for the proposed 2023 Final Dividend, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to Company's registered office in the PRC at 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC (for A shareholders) no later than 4:30 p.m. on Thursday, 20 June 2024.

III. PROPOSED PROVISION OF GUARANTEES BY THE GROUP FOR ITS POTENTIAL CREDIT FACILITIES

In order to meet the financial needs of the ordinary business activities and investment plans of the Company, it is proposed that the Company and its subsidiaries apply to financial institutions for composite credit facilities of not exceeding RMB26 billion (subject to the limit actually approved by such financial institution) in 2024. During the validity period of the authorization, the credit facilities may be applied on a revolving basis. The Company and its subsidiaries will provide corresponding guarantees for the composite credit facilities within the above-mentioned limit in accordance with the credit requirements of each financial institution.

In accordance with 6.1.10 of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the provision of guarantees to be provided shall be proposed at the 2023 AGM for the Shareholders to consider and, if thought fit, to be approved by way of a special resolution.

In order to improve the efficiency and timely handle the financing business, a resolution will be proposed at the 2023 AGM for the Shareholders to consider and, if thought fit, to authorize the chairman and its authorized persons to sign all legal documents including contracts, agreements, and vouchers related to all credit facilities within the above-mentioned credit limit, the law and economic responsibility arising therefrom shall be borne by the Company. The validity period of the resolution if so approved by the Shareholders at the 2023 AGM, shall be from the date of resolution passed at the 2023 AGM to the date of the next annual general meeting of the Company.

IV. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE H SHARES

Reference is made to the announcement of the Company dated 26 March 2024, the Company believes that the repurchase of H Shares is in the interests of the Company and Shareholders as a whole. The Board therefore proposes to seek approval from the Shareholders at the 2023 AGM and the 2024 First Class Meetings to authorise the Board and any of its authorised persons to deal with all matters in connection with the repurchase of a portion of H Shares (the "**General Mandate**"). Details of the General Mandate are as follows:

1. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB0.25 each within the Effective Term in accordance with all applicable laws, regulations, rules and/or requirements of the governmental or regulatory authorities of the People's Republic of China (the "**PRC**") in charge of securities matters, the Hong Kong Stock Exchange or any other governmental or regulatory authorities.

2. The Board shall be authorised to repurchase H Shares in an amount not exceeding 10% of the total number of H Shares in issue at the date of passing of such resolution at the 2023 AGM and the 2024 First Class Meetings within the Effective Term, and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price of H Shares for the five preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.

3. The General Mandate shall include, without limitation, authority to:

   (i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;

   (ii) open an offshore stock-ffs90.1(shalf)-41-414.2(a1-414.22rchasc2rel.7(e)0(340.-)-41264(ulatory)-9(o90

4. The Board shall be authorised to:

   (i) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares as described in paragraphs 1 and 2 above, and as are expedient, necessary or desirable to give effect to such repurchase as it thinks fit, in accordance with the relevant laws, regulations and rules; and

   (ii) make such amendments to the Articles of Association of the Company as it thinks fit to reduce the registered capital and reflect the new capital structure of the Company, and to deal with the relevant statutory registration and filing formalities both within and outside the PRC.

Subject to the approval and authorisation of the General Mandate being granted to the Board at the 2023 AGM and the 2024 First Class Meetings, the Board proposes to authorise the Chairman and any of his authorised persons to exercise the authority granted to it at the 2023 AGM and the 2024 First Class Meetings to deal with the General Mandate and all other matters which may be authorised by the Board in connection with the repurchase of H Shares.

If, during the Effective Term, the Board or the authorised person of the Board has signed the necessary documents, completed the necessary formalities, and such documents, formalities may need to be performed, carried out or continued after the end of the Effective Term, the Effective Term will be extended accordingly.

An explanatory statement required under the Listing Rules to be issued to the Shareholders is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote in favour of or against the resolution.

V. THE IMPLEMENTATION OF DAILY RELATED PARTY TRANSACTIONS FOR 2023 AND THE ESTIMATE ON DAILY RELATED PARTY TRANSACTIONS FOR 2024

The daily related party transactions between the Company and relevant related parties involve leasing staff dormitories, factory buildings, terminal berths and acceptance of logistics services and gas supply services provided by relevant related parties mainly for the ordinary production and operation needs of the Company.

Details of the implementation of the daily related party transactions of the Company in 2023 are set out in the table below:

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Types of related party transactions	Related parties	Amount expected to be incurred in 2023 (including tax)	Actual amount incurred in 2023 (including tax)	Actual amount incurred in 2023 (before tax)	Reason for material difference between estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Yihe Investment Co., Ltd. (義和投資有限公司)	901.66	901.66	849.96	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	180.00	180.00	165.14	–
Acceptance of logistics services	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	35,000.00	35,984.82	33,947.95	–
Acceptance of gas supply services	JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司)	50,000.00	40,461.18	37,120.35	supply tension of natural gas
Total		86,081.66	77,527.66	72,083.40	

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1. The estimated amount of related party transaction with Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. ("**Kaihong Flat**") in the above table also includes the amount of related party transaction with its subsidiary Kaihong Flat Logistics (Vietnam) Co., Ltd. (凱鴻福萊特物流(越南)有限公司) ("**Kaihong Flat Vietnam**"). In 2023, Kaihong Flat and the Company have housing rental and other related services, and the actual amount incurred excluding tax is RMB420,000. Therefore, the amount of the Company's actual excluding tax related party transactions with related parties in 2023 was RMB721.254 million (unaudited).

2. The expected excess between the Company and Kaihong Flat and its subsidiary has been reviewed and approved by the General Manager's office meeting in accordance with the Company's Decision system for affiliated transactions.

3. The actual amounts incurred in 2023 are unaudited, and the final amounts are subject to the figures to be audited by the auditors during the annual audit.

Details of the estimated amounts and types of daily related party transactions for 2024 are set out in the table below:

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Types of related party transactions	Related parties	Amount expected to be incurred in 2024	Actual amount of transactions incurred with related party in January 2024	Actual amount incurred in 2023	Reason for material difference between estimated amount and actual amount incurred
Leasing staff dormitories, factory buildings	Yihe Investment Co., Ltd. (義和投資有限公司)	849.96	70.83	849.96	–
Leasing terminal berths	Fengyang Hongding Port Co., Ltd. (鳳陽鴻鼎港務有限公司)	165.14	13.76	165.14	–
Providing related services such as housing, venue and container leasing to related parties	Jiaxing Kaihong Flat Supply Chain Management Co., Ltd. (嘉興凱鴻福萊特供應鏈管理有限公司)	800.00	25.04	42.00	Kaihong Flat and its subsidiary Kaihong Flat Vietnam accept leasing and other related services provided by the Company for business development
Acceptance of logistics services		34,000.00	3,066.67	33,947.95	–
Acceptance of gas supply services	JiaXing Gas Group Co., Ltd. (嘉興市燃氣集團股份有限公司)	38,000.00	2,308.72	37,120.35	–
Total		73,815.10	5,485.02	72,125.40	

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1. The estimated amount of related party transaction with Kaihong Flat in the above table also includes the amount of

The price for the Company's leasing of staff dormitories, factory buildings, terminal berths and acceptance of gas supply services provided by relevant related parties is determined with reference to the prevailing market prices. The pricing method for the Company to accept logistics services provided by related parties is the same as that for the Company to accept logistics services provided by other logistics service providers. The pricing principle for related party transactions between the Company and the above related parties are based on the principle of fairness and just, and the relevant agreement is made with reference to the market price of the same type of transactions in the current period. The prices of such related party transactions are in line with the prevailing market price levels for the same period or are in the normal price range compared to similar transactions.

The Board believes that the above related party transactions between the Company and related parties are necessary for the ordinary operation of the Company and will strengthen business development and reduce operational costs of the Company. Such related party transactions follow fair, justice and reasonable market-based pricing principles and play a positive role in the actual production and operation of the Company. They neither harm the Company and its Shareholders, especially the rights and interests of minority Shareholders, nor do they affect the independence of the Company or create dependence on related party as a result of such transactions.

The above related party transactions do not constitute any connected transactions under Chapter 14A of the Listing Rules.

VI. PROPOSED CHANGES OF REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to AoA related to New PRC Regulations

The Board proposes to amend the Articles of Association in view of the below and to make some other housekeeping amendments (the "**Amendments to AoA related to New PRC Regulations**").

On 17 February 2023, the State Council (the "**State Council**") of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents* (《國務院關於廢止部分行政法規和文件的決定》) and the China Securities Regulatory Commission (the "**CSRC**") issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》) and related guidelines (together, the "**New PRC Regulations**"), which came into effect on 31 March 2023. On the same date as the New PRC Regulations took effect, the Mandatory Provisions for Companies Listing Overseas* (《到境外上市公司章程必備條款》) (the "**Mandatory Provisions**") set forth in Zheng Wei Fa (1994) No. 21* (證委發(1994) 21號文件) issued on 27 August 1994 by the State Council Securities Policy Committee* (國務院證券委員會) and the State Commission for Restructuring the Economic System* (國家經濟體制改革委員會) and the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued on 4 August 1994 by the State Council were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》) issued by the CSRC in place of the Mandatory Provisions. In light of the above, the Stock Exchange has adopted certain consequential amendments to the Listing Rules which came into effect on 1 August 2023.

After the Amendments to AoA related to New PRC Regulations taking effect, the Company will continue to comply with the Listing Rules to meet the core shareholder protection standards through compliance with PRC laws in combination with its constitutional documents pursuant to Appendix A1 of the Listing Rules and will further monitor its ongoing compliance with these standards and notify the Stock Exchange if it becomes unable to comply with any of these standards.

Amendments to AoA Related to Registered Capital

The Company issued 40 million A Share convertible bonds at a par value of RMB100 each on 20 May 2022, with the total amount of capital raised at RMB4,000 million. From 20 July 2023 to 31 March 2024, there were accumulative 519 A Shares converted from A Share convertible bonds of the Company. In light of the change of share capital of the Company as a result of the conversion of A Share convertible bonds, the registered capital of the Company shall be changed

H Shareholders can attend and vote in person or appoint a proxy to attend and vote at the 2023 AGM and the 2024 First H Share Class Meeting. H Shareholders who intend to appoint a proxy to attend the 2023 AGM and the 2024 First H Share Class Meeting are requested to complete the proxy form in accordance with the instructions set out therein and return it to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event, not less than 24 hours before the time appointed for holding the 2023 AGM and the 2024 First H Share Class Meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 AGM and the 2024 First H Share Class Meeting should you so wish.

IX. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 AGM and the 2024 First H Share Class Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2023 AGM and the 2024 First H Share Class Meeting.

Yours faithfully
By order of the Board
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

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REASONS FOR REPURCHASING H SHARES

To safeguard the Company's value and Shareholders' interests and facilitate the Company's healthy development, the Directors believe that the grant of the General Mandate provides the Company with the flexibility to repurchase H Shares, which is beneficial to and in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had a total share capital of 2,351,324,281 Shares, comprising 450,000,000 H Shares with a nominal value of RMB0.25 each and 1,901,324,281 A Shares with a nominal value of RMB0.25 each.

EXERCISE OF THE GENERAL MANDATE

Subject to the passing of the relevant special resolutions to approve the grant of the General Mandate to the Board to repurchase H Shares at the 2023 AGM and the 2024 First Class Meetings, respectively, the Board will be granted the General Mandate to be effective until the earlier of: (i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2024; or (ii) the date on which the General Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting. The exercise of the General Mandate is subject to relevant approval(s) by and/or filings with SAFE and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC to be obtained and/or conducted.

In accordance with the Listing Rules, the Company shall not repurchase H Shares if the purchase price is higher by 5% or more than the average closing market price on the Hong Kong Stock Exchange for 5 trading days preceding to the repurchase.

The exercise in full of the General Mandate (on the basis of 450,000,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the 2023 AGM and the 2024 First Class Meetings) would result in a maximum of 45,000,000 H Shares that may be repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

FUNDING OF H SHARES REPURCHASES

In repurchasing its H Shares, the Company intends to apply the Company's self-owned funds legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

GENERAL

The Directors consider that there would not be a material adverse impact on the working capital or the gearing position of the Company in the event that the General Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2023). However, the Directors do not propose to exercise the General Mandate to such extent as would, in the circumstances, the working capital needs or the gearing position of the Company would be materially and adversely affected by the repurchase of Shares. The number of H Shares to be repurchased, the Share price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the market circumstances then prevailing, in the best interests of the Company.

The Directors will exercise the powers of the Company to make repurchases under the General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest Price	**Lowest Price**
	HK$	*HK$*
2023		
May	25.08	20.61
June	27.24	21.05

DISCLOSURE OF INTERESTS

If as a result of Share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company or become obligated to make a mandatory

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital, and apply to the original registration authorities for registration of changes in registered capital.

Article 31 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:

(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

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(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

Chapter 6 Shares and Shareholders' Register

Article 35 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, president and senior management, and the Company acting on its behalf and for each director, supervisor, president and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the arbitration award shall be final and conclusive.

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital, and apply to the original registration authorities for registration of changes in registered capital.

Article 31 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:

(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

Article 2528 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations and CSRC~~by the following ways~~:

~~(I) Issuing a repurchase offer to all shareholders according to an equal percentage;~~

~~(II) Buying back through open transaction in the stock exchange;~~

~~(III) Buying back through agreement outside the stock exchange;~~

~~(IV) Other means stipulated by laws, administrative regulations and the CSRC.~~

Where the Company purchase its shares under the circumstances as mentioned in (III), (V) & (VI) of the first paragraph of Article 24 of the Articles of Association~~in (III), & (VI) of Article 27 of the Articles of Association~~, the repurchase shall be carried out by public concentrated transaction.

~~Article 29 In the repurchase of shares through agreement outside the stock exchange, the~~ Company ~~shall seek prior approval at a general meeting in accordance with the Articles of Association. With~~ prior ~~approval at the general meeting in the same way, the Company may cancel or change the contract~~ already ~~concluded in the aforesaid manner or waive any right under the contract~~.

~~The share repurchase contract mentioned in the preceding paragraph shall include (but not limited to) agreement to undertake share repurchase obligations and obtain share repurchase~~ rights.

~~The Company shall not transfer the share repurchase contract or any right thereunder. As~~ far as the ~~Company's right to repurchase the redeemable shares is concerned~~:

~~(I)~~ ~~The price shall not exceed certain upper limit if such shares are not repurchased in the~~ market ~~or by tender; and~~

~~(I)~~ ~~Whereas in the event of repurchase by tender, the relevant tender must be equally offered to all shareholders~~.

Article 2630 Repurchase of the Company's shares for circumstances~~reasons~~ set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association~~(I) into (II) of Article 27 of the Articles of Association~~shall be subject to resolution at a general meeting. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article~~(III), 24 & (VI) of Article 27~~ of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting.

After the Company has bought back its shares in accordance with the first paragraph of Article 24 ~~Article 27~~ of the Articles of Association, such shares shall be cancelled within 10 days after repurchase in the circumstance set out in (I), or shall be transferred or cancelled within six months in the circumstances set out in (II) and (IV). In case of circumstances set out in (III), (V) and (VI), the total shares held by the Company shall not exceed 10% of the total shares issued by the Company, and such shares shall be transferred or cancelled within 3 years.

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital, and apply to the original registration authorities for registration of changes in registered capital.

Article 31 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:

(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital, and apply to the original registration authorities for registration of changes in registered capital.

Article 31 Unless the Company is under liquidation, the Company shall observe the following regulations when buying back its outstanding shares:

(I) If the Company repurchases shares at nominal value, the payment shall be deducted from the book balance of its distributable profit and the proceeds from issuance of new shares for buying back old shares;

(I) If the Company repurchases shares above nominal value, the portion equivalent to the nominal value shall be deducted from the book balance of its distributable profit and the proceeds from

Chapter 6 Shares and Shareholders' Register

Article 35 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, president and senior management, and the Company acting on its behalf and for each director, supervisor, president and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the arbitration award shall be final and conclusive.

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

Except for the cumulative voting system for the election of directors and supervisors, each candidate of director or supervisor shall be proposed in a separate proposal.

Article 58 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement, together with the reasons for such delay or cancellation, at least two working days before the scheduled date of the meeting. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.

Section 5 Convening of General Meeting

Article 59 The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.

Article 60 All ordinary shareholders (including the preference shareholders with voting rights resumed) or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.

A shareholder may attend the general meeting in person, and may also appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.

Article 61 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.

Article 62 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

(I) the name of the proxy;

(II) whether the proxy has the right to vote;

(III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;

(IV) the signing date and validity of the power of attorney;

In the event that the records in the original and the copy of the register of holders of overseas-listed foreign shares are inconsistent, the original shall prevail.

Article 41 The Company shall keep a complete shareholders' register. The shareholders' register shall include the following parts:

(I) Shareholders' register kept at the domicile of the Company, save as specified in (II) and (III) herein;

(II) The Company's register of holders of overseas-listed foreign shares kept in the place of the overseas stock exchange where the shares are listed; and

(III) Shareholders' register that the board of directors decides to keep in other place for the purpose of listing the shares of the Company.

Article 42 The respective parts of the shareholders' register shall not overlap each other. In the event of transfer of shares registered in a specific part of the shareholders' register, the said shares shall not be registered in any other part of the shareholders' register in the duration of the registration of the said shares.

Alterations or corrections to each section of the register of shareholders shall be made in accordance with the laws of the place where such section of the register of shareholders is kept.

Article 43 All overseas-listed foreign shares listed on the Hong Kong Stock Exchange for which full payment has been made may be transferred freely in accordance with the Articles of Association; save that under the following conditions, the board of directors may refuse to recognize any transfer instrument without providing any reason:

(I) The transfer instrument and other instruments relating to the ownership of any share or affecting transfer of the share ownership shall be registered, and relevant payment shall be made to the Company according to the expense standard specified in the Listing Rules of the Stock Exchange to register the documents of share transfer and other share ownership documents with respect to or influence the ownership of the shares;

(II) The transfer instrument only involves overseas-listed foreign shares listed in Hong Kong;

(III) Stamp duty has been paid for the transfer instrument;

(IV) Relevant shares and other evidence reasonably required by the board of directors to prove that the transferor has the right to transfer the said shares have been submitted;

(V) If the shares are intended to be transferred to joint holders, the number of the registered joint shareholders shall not exceed four; and

(VI) The relevant shares are not subject to lien of any company.

Should the Company refuse to register any transfer of shares, it shall, within two months from the date of the formal application for the transfer, provide the transferor and the transferee with a written notice stating its refusal of registration of such transfer.

~~The aggregate par value of the cancelled shares shall be deducted from the Company's~~ registered ~~capital, and apply to the original registration authorities for registration of changes in registered~~ capital.

~~Article 31 Unless the Company is under liquidation, the Company shall observe the fol~~lowing ~~regulations when buying back its outstanding sh~~ares:

~~(I) If the Company repurchases shares at nominal value, the payment shall be deducted~~ from the ~~book balance of its distributable profit and the proceeds from issuance of new shares fo~~r buying ~~back old share~~s;

~~(I) If the Company repurchases shares above nominal value, the portion equivalent to the~~ nominal ~~value shall be deducted from the book balance of its distributable profit and the proceed~~s from

The Company or its subsidiaries shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or discharging their obligations.

The provisions herein do not apply to the circumstances set out in Article 34 of this Chapter.

Article 33 Financial assistance referred to in this Chapter shall include (but not limited to) the following:

(I) Gift;

(II) Guarantee (including the case where the guarantor undertakes liability or provides property to ensure fulfillment of obligations by the obligor), compensation (excluding compensation for the Company's own fault), termination or waiver of rights;

(III) Provision of loan or execution of contract under which the Company fulfils obligations prior to other parties, change of the said loan and the parties to the contract, and transfer of the said loan and rights under the contract;

(IV) Provision of any other form of financial assistance when the Company is insolvent, has no net assets or its net assets are likely to decrease significantly.

Obligations referred to herein shall include the obligations undertaken by the obligor for entering into a contract or making an arrangement (regardless whether the said contract or arrangement is enforceable or whether it is undertaken by the obligor individually or jointly with others) or for changing his financial position in any other form.

Article 34 The following acts are not deemed as prohibited under Article 32 of this Chapter:

(I) The Company provides the relevant financial assistance faithfully in the interest of the Company and the said financial assistance is not mainly intended for the repurchase of the Company's shares or the said financial assistance is part of a general plan of the Company;

(II) The Company distributes its properties as dividends in accordance with the law;

(III) The Company distributes shares as dividends;

(IV) The Company reduces the registered capital, buys back shares and adjusts the shareholding structure in accordance with the Articles of Association;

(V) The Company, within its business scope, provides loan for its normal business operations (but such financial assistance shall not give rise to a decrease in net assets of the Company, or despite of causing a decrease, such financial assistance is given out of the distributable profit of the Company);

(VI) The Company provides loan for the employee stock ownership plan (but such financial assistance shall not give rise to a decrease in net assets of the Company, or despite of causing a decrease, such financial assistance is given out of the distributable profit of the Company).

Chapter 6 Shares and Shareholders' Register

Article 35 A Share certificate refers to the certificate evidencing that the shares issued by the Company are held by the shareholder concerned. The Company's shares are all registered shares.

Matters specified in the Company's share certificates shall include:

(I) Company name;

(II) Date of incorporation of the Company;

(III) Shareholder's name and address;

(IV) Class of shares held by each shareholder, par value and the number of shares represented;

(V) Serial number of the share certificate held by each shareholder and the date on which the shares are acquired;

(VI) Other matters to be specified pursuant to the Company Law, Special Provisions, Rule 19A.52 of the Listing Rules of the Stock Exchange and as required by the stock exchange on which the Company's shares are listed.

During the period when the overseas-listed foreign shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all listing documents and ownership certificates of all its shares listed on the Hong Kong Stock Exchange (including overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange) shall include the following statements, and shall instruct and promote its share registrar to reject any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar the signed relating to the said shares, which shall include the following statements:

(I) The share purchaser agrees with the Company and each of its shareholders, and the Company agrees with each shareholder to observe and comply with the Company Law, Special Provisions, other relevant laws, administrative regulations and the Articles of Association.

(II) The share purchaser agrees with the Company and each of the Company's shareholders, directors, supervisors, president and senior management, and the Company acting on its behalf and for each director, supervisor, president and senior executive agrees with each shareholder, to refer all disputes or claims arising from the Articles of Association or from the rights or obligations specified in the Company Law or other relevant laws or administrative regulations with respect to the Company's affairs to arbitration in accordance with the Articles of Association, and that any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct a public hearing in open session and to publish its arbitration award, and the arbitration award shall be final and conclusive.

(III) The share purchaser agrees with the Company and each of its shareholders that the shares of the Company can be transferred freely by the holders.

~~The share purchaser authorizes the Company to conclude contract on his behalf with each~~ director, ~~president and senior executive, who shall undertake to observe and fulfill duties for shareholders as~~ specified ~~in the Articles of Association~~.

Section 3 Transfer of Shares

Article 27~~36~~ The Company's shares may be lawfully transferred~~, given as a gift, inherited and pledged pursuit to the relevant laws, administrative regulations, departmental rules and the Articles of Association~~

~~The transfer of shares requires registration at the shares registration organ entrusted by the~~ Company.

Article 28~~37~~ The Company does not accept shares of the Company as the subject of any pledge.

~~Article 38 Share certificates shall be signed by the chairman of the board of directors. Other~~ relevant ~~senior management of the Company shall also sign the share certificates if required by the stock~~ exchange ~~with which the Company's shares are listed. The share certificates shall come into effect after sta~~mping or ~~printing of the corporate seal thereon. The share certificates shall only be stamped with the corp~~orate seal ~~under the authorization of the board of directors. The signature of the chairman or other relev~~ant senior ~~executive of the Company may also be printed on the share certif~~icates.

~~Article 39 The Company shall maintain a shareholders' register recording the following m~~atters:

~~(I) Names (titles), addresses (domiciles), occupations or features of the share~~holders;

~~(II) Class and number of shares held by the shareho~~lders;

~~(III) Monies paid or payable for the shares held by the shareho~~lders;

~~(IV) The serial numbers of the shares held by the shareho~~lders;

~~(V) Date on which the shareholders are registered as shareholde~~rs; and

~~(VI) Date on which the shareholders terminate as shareho~~lders.

~~The shareholders' register is sufficient evidence of the shareholders' shareholdings in the~~ Company ~~unless there is evidence to the contr~~ary.

~~Article 40 The Company may keep the register of holders of overseas-listed foreign shares~~ overseas ~~and entrust it to the care of an overseas agency in accordance with the understanding and agreeme~~nt reached ~~between the securities regulatory authority under the State Council and the overseas securities~~ regulatory ~~authority. The original register of holders of Hong Kong-listed foreign shares shall be kept in Hon~~g Kong.

~~A copy of the register of holders of overseas-listed foreign shares shall be made availab~~le at the ~~Company's domicile; the appointed foreign agency shall at any time ensure the original and the co~~py of the ~~register of holders of overseas-listed foreign shares are cons~~istent.

In the event that the records in the original and the copy of the register of holders of overseas-listed foreign shares are inconsistent, the original shall prevail.

Article 41 The Company shall keep a complete shareholders' register. The shareholders' register shall include the following parts:

(I) Shareholders' register kept at the domicile of the Company, save as specified in (II) and (III) herein;

(II) The Company's register of holders of overseas-listed foreign shares kept in the place of the overseas stock exchange where the shares are listed; and

(III) Shareholders' register that the board of directors decides to keep in other place for the purpose of listing the shares of the Company.

Article 42 The respective parts of the shareholders' register shall not overlap each other. In the event of transfer of shares registered in a specific part of the shareholders' register, the said shares shall not be registered in any other part of the shareholders' register in the duration of the registration of the said shares.

Alterations or corrections to each section of the register of shareholders shall be made in accordance with the laws of the place where such section of the register of shareholders is kept.

Article 43 All overseas-listed foreign shares listed on the Hong Kong Stock Exchange for which full payment has been made may be transferred freely in accordance with the Articles of Association; save that under the following conditions, the board of directors may refuse to recognize any transfer instrument without providing any reason:

(I) The transfer instrument and other instruments relating to the ownership of any share or affecting transfer of the share ownership shall be registered, and relevant payment shall be made to the Company according to the expense standard specified in the Listing Rules of the Stock Exchange to register the documents of share transfer and other share ownership documents with respect to or influence the ownership of the shares;

(II) The transfer instrument only involves overseas-listed foreign shares listed in Hong Kong;

(III) Stamp duty has been paid for the transfer instrument;

(IV) Relevant shares and other evidence reasonably required by the board of directors to prove that the transferor has the right to transfer the said shares have been submitted;

(V) If the shares are intended to be transferred to joint holders, the number of the registered joint shareholders shall not exceed four; and

(VI) The relevant shares are not subject to lien of any company.

Should the Company refuse to register any transfer of shares, it shall, within two months from the date of the formal application for the transfer, provide the transferor and the transferee with a written notice stating its refusal of registration of such transfer.

~~Transfer of all overseas-listed foreign shares listed in Hong Kong shall be executed with a~~ written ~~transfer instrument in a general or common format or any other format accepted by the board of dir~~ectors; the ~~said transfer instrument may be signed by hand without seal. If the transferor or the transferee is a r~~ecognized ~~clearing house ("Recognized Clearing House") or proxy thereof as defined in the Securities and~~ Futures ~~Ordinance (Chapter 571 of the Laws of Hong Kong), the transfer form can be signed by hand or p~~rint. All ~~transfer instruments shall be kept at the legal address of the Company or other place designated by~~ the board ~~of directors from time to time~~.

Article 29~~44~~ No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange.

The directors, supervisors and senior management shall report to the Co~~mpany on a reg~~ular basis about their shareholdings and changes thereof and shall not transfer more than 25% of the total number of the same class of shares they hold in the Company per annum ~~during their terms of offic~~e, the shares they hold in the Company shall not be transferred within one year after the shares of the Company are listed. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company, except for the regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares ~~restrains of shares listed overseas as prescribed~~ in the ~~relevant regulations of the stock exchange at the location where the Company's shares~~ are listed

Article 30 When shareholders holding more than 5% of the shares, directors, supervisors and senior management officers of the Company sell their shares of the Company or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the resulting gains are owned by the Company and the board of directors of the Company shall recover its resulting gains. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of the outstanding shares acquired under underwriting, and other circumstances stipulated by the CSRC are excluded. If there are otherwise requirements of regulations at the location where the Company's shares are listed with respect to the restriction of transfer of H shares, then such regulations should be complied with.

The shares or other equity securities held by the directors, supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.

Shareholders may require the board of directors to comply with the requirement set out in the first paragraph of this Article within 30 days if the board of directors fails to do so. In the event that the board of directors fails to rectify the situation within the said timeline, shareholders may file a legal action to the court in their own name for safeguarding the interests of the Company.

If the board of directors of the Company fails to comply with the first paragraph of this Article, relevant responsible Directors shall bear joint liability pursuant to the laws.

Chapter 4 Shareholders and the General Meeting

Section 1 Shareholders

Article 31 The Company shall maintain a register of shareholders based on vouchers provided by securities registries. The register of shareholders shall be sufficient evidence of the shareholders' shareholding in the Company. A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

~~Article 45 No changes of registration in the shareholders' register arising from share transfer shall be made within 30 days before convening of a general meeting or within five days prior to the benchmark date on which the Company decides to distribute dividends. Where the relevant stock exchanges or regulatory authorities in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed.~~

Article 32~~46~~ If the Company convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring ~~recognition~~identification of shareholders~~shareholding~~ the board of directors or the convener of any such general meeting shall decide the date of registration of shareholding. The shareholders whose names appear on the register of shareholders at the close of trading on the date of registration of shareholding are entitled to the relevant rights~~the board of directors shall designate a certain date as shareholding determination date, at the end of which the shareholders in the register shall be shareholders of the Company~~.

~~Article 47 If any person objects to the shareholders' register and asks to have his name (title) recorded in or deleted from the shareholders' register, the said person may apply to the court of competent jurisdiction to correct the shareholders' register.~~

~~Article 48 If any shareholder in the shareholders' register or any person requesting to have his name (title) recorded in the shareholders' register has lost his share certificate (i.e. "the original share certificate"), the said shareholder or person may apply to the Company to reissue new share certificate for the said shares (i.e. "the relevant shares"). Regarding exercise of right to issue warrants to a bearer, the Company shall not issue any new warrant to replace the lost one, unless it is sure beyond reasonable doubt that the original warrant has been destroyed.~~

~~Application for reissuance of lost share certificates held by holders of domestic shares shall be processed in accordance with the Company Law.~~

~~Application for reissuance of lost shares by holders of overseas-listed foreign shares may be processed pursuant to the law, regulation of the stock exchange or other relevant regulation of the place where the original of the shareholders' register of overseas-listed foreign shares is kept.~~

~~Application for reissuance of lost shares held by holders of overseas-listed foreign shares~~ listed in ~~Hong Kong shall meet the following requirements~~:

(I) The applicant shall submit an application with the standard format designated by the Company and attach a notarial deed or statutory statement. The content of the notarial deed or statutory statement shall include the reason for application, information about how the share certificate is lost, and a statement that no other person may request to be registered as shareholder for the relevant shares.

(II) Before deciding to reissue new share certificate, the Company has not received a statement that anybody other than the applicant requests to be registered as shareholder for the said shares.

(III) After deciding to reissue new share certificate to the applicant, the Company shall publish announcement of reissuance of new share certificate on the newspapers designated by the board of directors for a period of 90 days, with at least one announcement in a 30-day period.

(IV) Before publishing the announcement of reissuance of new share certificate, the Company shall submit a copy of the draft announcement to the stock exchange with which the Company is listed, and may publish the announcement only after receiving reply from the said stock exchange confirming that the said announcement has been displayed in the stock exchange. The said announcement shall be displayed in the stock exchange for 90 days.

If the application for reissuing share certificate is not approved by the registered holder of the relevant shares, the Company shall send a copy of the draft announcement to the said shareholder.

(V) If, after expiry of the 90-day period of announcement and display specified in (III) and (IV) of this Article, the Company has not received any objection to reissuance of share certificate, the Company may reissue new share certificate as requested by the applicant.

(VI) When the Company reissues new share certificate pursuant to this Article, the Company shall immediately cancel the original share certificate, and record such cancellation and reissuance in the shareholders' register.

(VII) All the expenses for cancellation of the original share certificate and reissuing new share certificate shall be borne by the applicant. The Company may refuse to take any action before the applicant provides any reasonable guarantee.

Article 49 After the Company reissues new share certificate in accordance with the Articles of Association, the name (title) of the bona fide purchaser of the aforesaid new shares or the shareholder later registered as owner of the said shares (if he is a bona fide purchaser) shall not be deleted from the shareholders' register.

Article 50 The Company shall have no obligation to compensate any person for any loss arising from cancellation of the original share certificate or reissuance of new share certificate, unless the said person can prove that the Company has committed any fraud.

~~Chapter 7 Rights and Obligations of Shareholders~~

~~Article 51 Shareholders of the Company are persons lawfully holding shares of the Company, with names (titles) recorded in the shareholders' register.~~

~~Shareholders enjoy the rights and fulfill the obligations as per the class and number of shares they hold; shares of the same class enjoy the same rights and assume the same obligations.~~

~~The Company shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his shareholding to the Company.~~

~~Where two or more persons are registered as joint shareholders of any shares, they shall be deemed as the joint holders of the said shares subject to the following restrictions:~~

~~(I) The Company shall not have to register more than four persons as joint shareholders of any shares;~~

~~(II) The joint shareholders of any shares shall jointly and severally assume the responsibility for amounts of fees payable for the relevant shares;~~

~~(III) In the event that any one of the joint shareholders deceases, only the other remaining joint shareholders shall be deemed by the Company as the owners of the relevant shares.~~ However, ~~the board of directors may, for the purpose of modifying the shareholders' register, require the presentation of a death certificate of the relevant shareholder as it deems appropriate; and~~

~~(IV) Among the joint shareholders of any shares, only the joint shareholder listed first~~ in the ~~shareholders' register has the right to take the relevant share certificate from the Company and receive notices of the Company, and any notice served to the said person shall be deemed as having been served to all the joint shareholders of the relevant~~ shares.

Article 33~~52~~ The ~~ordinary~~ shareholders of the Company shall be entitled to the following rights:

(I) To receive dividends and other profit distributions in proportion to the shares they hold;

(II) To request, call, convene and attend general meetings either in person or by proxy in accordance with laws and speak at the general meeting and exercise the respective voting right (unless individual shareholders are required by the Listing Rules of the Stock Exchange to abstain from voting on a particular matter);

(III) To supervise, give suggestions on or make inquiries about ~~the business~~ operation of the Company;

(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association;

(V) Access to the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of the board of directors, resolutions of the board of supervisors and financial and accounting reports. ~~The shareholders shall have the right to obtain relevant information in accordance with the laws, administrative regulations and the Articles of Association upon providing written documents with respect to the class of shares held in the Company and number of shares held and after verification of the status of the shareholders by the Company, including~~:

~~1. Obtaining a copy of the Articles of Association upon payment of production~~ cost;

~~2. Being entitled to access and copy upon payment of reasonable expenses~~;

~~(1) Copies of all shareholders' registers~~;

~~(2) Personal information of the Company's directors, supervisors, president and other senior management, including~~:

~~(a) Present and former names and aliases~~;

~~(b) Principal address (domicile)~~;

~~(c) Nationality~~;

~~(d) Full-time and all part-time occupations and duties~~;

~~(e) Identity certificates and numbers thereof~~;

~~(3) Report of status of the issued share capital of the Company~~;

~~(4) Reports of the total par value, number of shares, and the highest and lowest prices of each class of shares repurchased by the Company since the last fiscal year~~, and ~~the total expenses paid by the Company for this purpose~~;

~~(5) Counterfoils of corporate bonds~~;

~~(6) The latest audited financial statements of the Company, and the reports~~ of the ~~board of directors, auditors and board of supervisors~~;

~~(7) Copy of the latest annual inspection report filed with the industry and commerce authority of China or other competent authorities~~; and

~~(8) Minutes of the general meetings (for inspection of shareholders~~ only).

~~The Company shall keep at its Hong Kong address the documents as referred to in (1) to (8) above (excluding (2)) and any other applicable documents as per the requirements of the Listing Rules of~~ the Stock ~~Exchange for free inspection of the public and shareholders~~.

(VI) In the event of termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to their shareholding;

(VII) For shareholders objecting to resolutions of the general meeting concerning merger or division of the Company, to require the Company to buy their shares;

~~(VIII) The shareholders separately or in aggregate holding more than three percent of the~~ shares ~~of the Company shall have the right to submit provisional proposals in writing~~ to the ~~board of directors ten days in advan~~ce;

~~(IX)~~ (VIII) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.

Article 34~~53~~ In the event that a shareholder wants to access the relevant information as described in the preceding Article~~Article 52~~ of the Articles of Association or to obtain information, he shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.

All shareholders shall fulfill their confidentiality obligation to the Company's trade secret while exercising the above mentioned right to know and reasonably use such information. The shareholders shall bear the liability for compensation in case of any damage caused to the Company.

Article 35~~54~~ In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition a people's court to establish such particulars as invalid.

In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or the Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition a court to make revocation within sixty days from the date of the resolution.

Article 36~~55~~ In the event that a director or a senior management officer violates laws, administrative regulations or the Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than one percent of voting shares of the Company for one hundred and eighty consecutive days or more shall have the right to request in writing that the board of supervisors bring legal action before a court. In the event that the board of supervisors violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, shareholders may request in writing that the board of directors bring legal action before a people's court.

In the event that the board of supervisors or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraph, or does not take legal action within thirty days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before a court in their own names in the interests of the Company.

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

Article 37~~56~~ In the event that a director or a senior management officer of the Company violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before a people's court.

Article 38~~57~~ The ~~ordinary~~ shareholders of the Company shall have the following obligations:

(I) To observe laws, administrative regulations and the Articles of Association;

(II) To pay subscription funds as per the shares subscribed and the method of subscription;

(III) Shall not withdraw as shareholder except as prescribed by the laws and administrative regulations;

(IV) Shall not abuse his rights as a shareholder to damage the interests of the Company or other shareholders, nor abuse the legal person status of the Company and the limited liability of the shareholders to damage the interests of creditors;

(V) To fulfill other obligations stipulated by the laws, administrative regulations and the Articles of Association.

A shareholder who abuses his shareholder's rights, resulting in losses to the Company and other shareholders should be liable for compensation in accordance with law. Shareholders who abuse the legal person status of the Company and limited liability of shareholders, in order to escape from liability and seriously damaging the interests of creditors, should be jointly and severally held liable to the Company;

~~(V) To fulfill other obligations stipulated by the laws, administrative regulations and the Articles of Association~~.

~~A shareholder does not have the obligation to contribute to any increase in share capital unless being a subscriber under the conditions accepted by him at the time of subscription~~.

Article 39~~58~~ If a shareholder holding 5% or more voting rights of the Company pledges his shares, he should report to the Company in writing on the day of such occurrence.

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The controlling shareholders and actual controllers have fiduciary duty towards the Company and shareholders holding public community shares of the Company. The controlling shareholders should strictly exercise their rights as capital contributors. The controlling shareholders shall not make use of methods such as distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee for damaging the legal interests of the Company and shareholders of public community shares. They shall not make use of their controlling position to damage the legal interests of the Company and shareholders of public community shares.

~~Article 60 Save for the obligations under the laws, administrative regulations or the Listing~~ Rules of ~~the Stock Exchange, the controlling shareholders, in exercising their rights as shareholders, shall~~ not make ~~any decision detrimental to the interests of all or some shareholders as a result of the exercise of t~~heir voting ~~rights on the following issue~~s:

~~(I) Exempting directors and supervisors from the obligation to act honestly in the best in~~terest of ~~the Company in good faith~~;

~~(II) Allowing directors and supervisors (for the interests of their own or others) to seize f~~rom the ~~Company its asset in any way, including (but not limited to) any opportunity in favour~~ of the ~~Company~~;

~~(III) Allowing directors and supervisors (for the interests of their own or others) to seize from~~ other ~~shareholders their personal rights and interests, including (but not limited to) any right t~~o profit ~~distribution and right to vote, but excluding corporate reorganization submitted for ado~~ption at ~~the general meeting pursuant to the Articles of Associa~~tion.

~~Article 61 A controlling shareholder, as referred to in the preceding article, is a person f~~ulfilling ~~any of the following conditions~~:

~~(I) When acting alone or acting in concert with other persons, such a person can select m~~ore than ~~half of the Company's director~~s;

~~(II) When acting alone or acting in concert with other persons, such a person can exerc~~ise more ~~than 30% (inclusive) of the voting rights of the Company or control the exercising of m~~ore than ~~30% (inclusive) of the voting rights of the Comp~~any;

~~(III) When acting alone or acting in concert with other persons, such a person holds more t~~han 30% ~~(inclusive) of the outstanding shares of the Comp~~any;

~~(IV) When acting alone or acting in concert with other persons, such a person has de facto~~ control ~~of the Company by other method~~s.

~~The term "acting in concert" means that two or more persons conclude an unanimously c~~onsent in ~~mode of agreement (regardless of oral or written form) to acquire the Company's right to vote via o~~ne of the ~~two persons in order to achieve or enhance the aim to control the Co~~mpany.

~~Chapter 8 General Meetings~~

Section 2 General Provisions for General Meetings

Article 41~~62~~ The general meeting shall be the organ of authority of the Company and shall exercise ~~its~~ the following functions and powers according to law:

~~Article 63 A general meeting shall exercise the following functions and powers:~~

(I) To decide on the business operation guideline and investment plan for the Company;

(II) To elect and replace directors and supervisors who are not employee representative and to decide on matters relating to remuneration of the directors and supervisors

~~(III) To elect and replace supervisors who are not employee representative and to decide on matters relating to remuneration of the supervisors;~~

~~(IV)~~ (III) To examine and approve reports of the board of directors;

~~(V)~~ (IV) To examine and approve reports of the board of supervisors;

~~(VI)~~ (V) To examine and approve the annual financial budgets and final accounting plans of the Company;

~~(VII)~~ (VI) To examine and approve the Company's profit distribution plan and loss recovery plan;

~~(VIII)~~ (VII) To resolve on the increase or reduction of the registered capital of the Company;

~~(IX) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;~~

~~(X)~~ (VIII) To resolve on the issuance of corporate bonds;

~~(XI) To resolve on the appointment, removal or termination of appointment of the accounting firm by the Company;~~

(IX) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;

~~(XII)~~ (X) To amend the Articles of Association;

(XI) To resolve on the appointment, removal of the accounting firm by the Company;

~~(XIII) To examine proposals made by shareholders severally or jointly representing more than 3% (inclusive) of the voting shares of the Company~~

~~(XIV)~~ (XII) To consider and approve other guarantee matters as prescribed in Article 42 ~~64~~;

~~(XV)~~ (XIII) To examine the Company's purchase or disposal of major assets within one year in an amount exceeding 30% of the total assets of the Company;

~~(XVI)~~ (XIV) To examine and approve changes in the use of proceeds;

~~(XVII)~~ (XV) To examine and approve equity incentive plan and employee shareholding plan;

~~(XVIII) To decide on matters where the Company purchase its shares under the circumstances as mentioned in (I) & (II) of Article 27 of these Articles of Association.~~

~~(XIX)~~ (XVI) To examine other matters on which resolutions shall be made by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules and the Articles of Association;

~~(XX) To examine other matters as requested in the Listing Rules.~~

The aforesaid authority of the general meeting shall not be exercised by the board of directors, other organizations or individuals through authorization.

~~Without violation of any laws and regulations and the statutory regulations as prescribed in the~~ Listing Rules, the general meetings may grant authorization or er 1 0 theluoary of directore t chadlen matters Witr

(VI) Any guarantee provided to shareholders, de facto controllers and their connected parties;

(VII) Other guarantees which shall be passed at the general meeting as prescribed by the relevant laws and regulations, the regulatory rules of local stock exchange where the Company's shares are listed and the Articles of Association of the Company. ~~Other guarantee as stipulated by Listing Rules of Stock Exchange and Articles of Associations of the Company~~.

The above external guarantees subject to the approval of the general meeting of the Company shall be considered and approved by the board of directors before they are submitted to the general meeting for approval. For matters of guarantee within the powers and extent of authority of the board of directors, in addition to passing a resolution by not less than one-half of all directors, consent is also required from not less than two-thirds of the directors who should attend the meeting of the board of directors. To consider the guarantees in (3) of the preceding paragraph at the general meeting, these guarantees shall be passed by votes representing not less than two-thirds of the voting rights of shareholders represented at the relevant meeting.

All the directors of the Company shall carefully consider and strictly control any debt risks arising from providing guarantee for any external party and shall be legitimately liable for any losses caused by any non- compliant or improper provision of such guarantee.

~~Article 65 The Company may not enter into any contract with anyone other than a director, supervisor, president or other senior executive to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis. Unless prior approval obtained by shareholders at a general meeting by way of special resolution.~~

Article 43~~66~~ General meetings are divided into annual general meetings and extraordinary general meetings. ~~General meetings shall be convened by the board of directors.~~ Annual general meetings shall be convened once a year within six months after the end of the preceding fiscal year.

Article 44 In any of the following circumstances, the Company ~~board of directors shall~~ would convene an extraordinary general meeting within two months upon occurrence of such circumstance if:

(I) When the number of directors falls short of the minimum number required by the Company Law or is less than two-thirds of the number required by the Articles of Association;

(II) When the accrued losses of the Company amount to one-third of its total share capital;

(III) When shareholder(s) individually or jointly holding more than 10% ~~or more~~ of the Company's issued shares ~~and outstanding shares carrying voting rights~~ request(s) ~~in writing for the convening of an extraordinary general meeting~~

(IV) When the board of directors deems it necessary;

(V) ~~or t~~The board of supervisors proposes to convene an extraordinary general meeting;

~~(V)~~(VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.

Article 45 The venue of the general meeting shall be the domestic of the Company or the venue explicitly notified in the notice of the general meeting.

A general meeting shall be conducted in the form of a physical meeting at the designated venue for meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. A shareholder who participates in a general meeting in the aforesaid means shall be deemed as being present.

After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least two working days prior to the physical meeting date.

~~A general meeting shall be conducted in the form of a physical meeting at the designated~~ venue for ~~meeting. In addition, the Company will provide online and other means for the convenience of par~~ticipation ~~by the shareholders. A shareholder who participates in a general meeting in the aforesaid mean~~s shall be ~~deemed as being prese~~nt.

Article 46 During the general meeting, the Company will retain an attorney to issue legal opinion on the following matters and publish the same:

(1) Whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and the Articles of Association;

(2) Whether the qualifications of the attendants and the convener are lawful and valid;

(3) Whether the voting procedure and results are lawful and valid;

(4) Other relevant issues as required by the Company.

~~Article 67 A written notice convening the annual general meeting shall be given by the co~~nvener ~~not less than 21 days before the date of the meeting to notify all shareholders of the meeting; w~~hereas a ~~written notice of the extraordinary general meeting shall be given not less than 15 days before th~~e date of ~~the meeting to notify all shareholders of the mee~~ting.

~~The calculation of the abovementioned period shall not include the date of publishing the anno~~uncement ~~and that of the meeting is convene~~d.

~~Article 68 Notice of general meeting shall meet the following requirement~~s:

~~(I) Is in written form~~;

~~(II) Specifies the venue, date and time of the mee~~ting;

Article 70 When the Company issues notice of shareholders' meetings in the manner as required by the relevant stock exchange(s) or regulatory authority(ies) of the place where the shares are listed, the accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions made at the meeting.

Article 71 After a notice of shareholders' general meeting is given, the shareholders' general meeting shall not be postponed or canceled, and the proposals set out in the notice of shareholders' general meeting shall not be canceled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date.

Article 72 Any shareholder entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one or more persons (whether a shareholder or otherwise) as his proxy/proxies to attend and vote on his behalf. The said proxy may exercise the following rights as granted by the said shareholder:

(I) The shareholder's right to speak at the general meeting;

(II) To severally or jointly request to vote on a poll;

(III) To exercise the right to vote by a show of hand or on a poll. Where there is more than one proxy, the said proxy shall only vote on a poll.

Article 73 The instrument appointing a proxy shall be in writing under the hand of the principal or his proxy duly authorized in writing or, if the principal is a legal person, it shall be under seal or under the hand of a director or a proxy duly authorized. Such instrument shall specify the number of shares to be represented by the proxy.

Article 74 The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where the relevant stock exchange(s) or regulatory authority(ies) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed.

Where such power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or other location as specified in the notice of the meeting.

Where the principal is a legal person, its legal representative or a person authorized by the board of directors or other decision making body shall attend the general meeting of the Company on his behalf.

If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any general meeting or class general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.

~~Article 75 Any instrument issued to a shareholder by the board of directors of the Com~~pany for ~~appointing a proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or~~ against, ~~and give instruction on each of the resolutions to be decided at the meeting. Such instrument shall~~ contain a ~~statement that, in the absence of any instruction, the proxy may vote as he th~~inks fit.

~~Article 76 A vote given by a proxy in accordance with the terms of the power of attorne~~y shall ~~be valid notwithstanding the death, loss of capacity, revocation of the power of attorney, revocati~~on of the ~~authority under which the proxy was executed, or the transfer of the share(s) in respect of which t~~he proxy ~~is given prior to voting, provided that no written notice of such death, loss of capacity, revocation or~~ transfer ~~has been received by the Company before the commencement of the m~~eeting.

Section 3 Convening of General Meeting

Article 47~~77~~ An independent director has the right to propose to the board of directors to convene an extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of these Articles of Association, within 10 days of receiving the proposal, submit written reply on its consent or disagreement to the convening an extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of meeting within 5 days after the decision of the board of directors is made. If the board of directors does not approve the convening of an extraordinary general meeting, it shall explain the reasons and make a public announcement.

Article 48~~78~~ The board of supervisors has the right to propose to the board of directors to convene an extraordinary general meeting in writing. The board of directors shall, in accordance with the laws, administrative regulations and the provisions of the Articles of Association, submit, within 10 days of receiving the proposal, written reply on his/her consent or disagreement to the convening an extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall issue a meeting notice within 5 days after the decision of the board of directors is made, which shall obtain the consent of the board of supervisors for the change(s) to the original proposal(s).

If the board of directors disagrees to convene an extraordinary general meeting or has not given a reply within 10 days of receiving the proposal, it is deemed that the board of directors is unable to perform or has not performed its duty of convening an extraordinary general meeting, and the board of supervisors shall then convene and preside over such general m~~eeting. For a general meeting convened by th~~e board of ~~supervisors, all necessary expenses of the meeting shall be borne by the C~~ompany.

~~Article 79 Shareholders who request the convening of an extraordinary shareholders' m~~eeting or ~~class meeting shall do so according to the following proced~~ures:

Article 49 ~~(I)~~ The shareholder(s) individually or jointly holding more than 10% of the Company's ~~total voting~~ shares ~~(inclusive) may sign one or several written requests with the same format and~~ content shall have the right to propose to the board of directors to convene an extraordinary general meeting which shall be in writing to the board of directors ~~or class general meeting, and specify the subjects of the meeting~~. The board of directors shall, in accordance with the laws, administrative regulations and the Articles of Association, submit a written reply on the consent or disagreement to convene an extraordinary ~~or~~ class ~~general meeting~~ within 10 days after receipt of the ~~aforesaid written request~~ request. ~~The aforesaid amount~~ of shareholding is calculated aral me0 0 0 10 429.0164tBT p6.i6oerceptual ri 0o 1 3qof rce

Article 52

If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

Article 56 Notice of the shareholders' meeting includes the following:

(I) The time, venue and duration of the meeting;

(II) Matters and proposals that shall be submitted to the meeting for consideration;

(III) Contains a clear statement that all ordinary shareholders(including preferred stock shareholders with voting rights restored)) entitled to attend such meeting and may appoint proxies in writing to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Company;

(IV) It shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;

(V) The names and telephone numbers of the standing contact persons for the meeting;

(VI) The time and procedure for voting online or through other means.

There shall be not more than 7 business days between the date of record and the date of the general meeting. The regulatory rule(s) authority(ies) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.

Details of all proposals shall be fully and completely disclosed in the notice of general meeting and its supplementary notice. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of general meeting or a supplementary notice shall, when given, disclose the opinions and reasons of the independent directors in advance or at the same time.

The starting time for voting online or by other means shall not be earlier than 3:00 pm on the day immediately preceding the date on which the general meeting is to be held or later than 9:30 am on the day the general meeting is held and shall not close earlier than 3:00 pm on the day the general meeting is concluded.

Article 57 In the event that the election of directors and supervisors is to be discussed at a general meeting, the notice of general meeting shall fully disclose details of candidates for the directors and supervisors, and shall at least include the following particulars:

(I) their educational backgrounds, work experiences, part-time jobs and other personal details;

(II) whether or not they have any connections with the Company or the Company's controlling shareholders and de facto controllers;

(III) the number of shares of the Company they hold;

(IV) whether or not they have been penalized by CSRC and other relevant departments, and disciplined by the stock exchange.

Except for the cumulative voting system for the election of directors and supervisors, each candidate of director or supervisor shall be proposed in a separate proposal.

Article 58 After issuance of the notice for the general meeting, the general meeting shall not be postponed or cancelled without proper reasons and the proposals specified in the notice shall not be withdrawn. In case of delay or cancellation, the convener shall make a public announcement, together with the reasons for such delay or cancellation, at least two working days before the scheduled date of the meeting. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.

Section 5 Convening of General Meeting

Article 59 The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of a general meeting. They shall take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.

Article 60 All ordinary shareholders (including the preference shareholders with voting rights resumed) or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.

A shareholder may attend the general meeting in person, and may also appoint other person as his/her proxy(ies) to attend the meeting and vote on his/her behalf.

Article 61 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.

Article 62 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

(I) the name of the proxy;

(II) whether the proxy has the right to vote;

(III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;

(IV) the signing date and validity of the power of attorney;

(V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.

Article 63

A general meeting convened by the board of supervisors on its own shall be chaired by the chairman of the board of supervisors. In the event that the chairman of the board of supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors of the Company shall chair the meeting.

A general meeting convened by shareholders on their own shall be chaired by a representative elected by the convener.

During a general meeting, in the event that the chairman of the meeting violates the procedural rules so that the general meeting cannot proceed, a person may be elected as the chairman of the meeting thereat to proceed with the meeting with the consent of shareholders with a simple majority of the voting rights present at the meeting.

~~If the board of directors cannot or fails to convene a general meeting, the board of supervisors~~ shall duly ~~convene and preside over such meeting; if even the board of supervisors cannot or fails to convene~~ and preside ~~over a general meeting, the shareholders individually or jointly holding more than 10% of the Co~~mpany's ~~shares for more than 90 consecutive days may by themselves convene and preside over a gener~~al meeting. ~~If for any reason the shareholders cannot elect a chairman for the meeting, the shareholder (includ~~ing proxy ~~thereof) holding the most voting shares among the attending shareholders shall preside over the~~ meeting.

Article 69 The Company shall formulate the rules of procedures for general meeting and specify in details the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, adoption of resolutions, minutes of meeting and their signing, public announcements, as well as principles of authorization to the board of directors by the general meeting. The scope of authorisation shall be specified in details. The rules of procedures for general meeting shall be appended to these Articles of Association. They shall be formulated by the board of directors and approved by the general meeting.

Article 70 In the annual general meeting, the board of directors and the board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.

Article 71 Directors, supervisors and senior management members shall explain and answer the enquiries and suggestions from shareholders at the general meeting.

Article 72 The chairman of the meeting shall announce, before voting takes place, the number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them. The number of shareholders and proxies physically present at the meeting as well as the total number of voting shares held by them shall be based on the registration of the meeting.

~~Article 83 Shareholders (including proxies thereof) who vote at a general meeting shall~~ exercise ~~their voting rights as per the number of voting shares they represent. Each share carries the right to~~ one vote.

~~When material issues affecting the interests of small and medium-sized investors are being~~ considered ~~by the A share shareholders at the shareholders' meeting, the votes by small and medium-sized inve~~stors shall ~~be counted separately. The separate voting results shall be disclosed publicly in a timely~~ manner.

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

~~Shareholders, who purchase the voting shares of the Company in violation of provisions of~~ the first ~~clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights~~ of the ~~shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares~~ shall not be ~~included in the total number of shares with voting rights at a general meeting~~.

~~The board of directors of the Company, independent directors and shareholders holding 1%~~ or more ~~shares with voting rights or investor protection agencies established pursuant to laws, administrative~~ regulations ~~or the provisions of CSRC may collect voting rights from the shareholders publicly. While collecting~~ votes ~~from the shareholders, sufficient information such as specific voting preference shall be disclosed~~ to the ~~persons whose voting rights are being collected. No consideration or other form of de facto consideration shall be offered to collect the voting rights from the shareholders. Save for statutory conditions, the~~ Company ~~shall not impose any restriction on minimum shareholdings in collecting the voting~~ rights.

~~Pursuant to the applicable laws and regulations or the Listing Rules of the Stock Exchange~~ and the ~~Listing Rules of SSE, whereas any shareholder is required to abstain from voting on any particular~~ resolution ~~or restricted to voting only for or against any particular resolution, any vote cast by or on behalf~~ of such ~~shareholder in contravention of such requirement or restriction shall not be~~ counted.

~~Article 84 When the board of supervisors or shareholders decides to convene a shareholders~~' meeting ~~by themselves, they should inform the board of directors in writing and at the same time, prepare a~~ filing at ~~the stock exchange~~.

~~Before publicly announcing the resolutions of the shareholders' meeting, the convening shareholders should not hold less than 10% of the shares~~.

~~When the board of supervisors or the convening shareholder issues the notice for shareholders~~' meeting ~~and publicly announce the resolutions of the shareholders' meeting, he should submit the relevant~~ proof to ~~the stock exchange~~.

~~Article 85 When a shareholders' meeting is convened by the board of supervisors or~~ by the ~~shareholders, the board of directors and the secretary to the board of directors should assist. The~~ board of ~~directors should provide the register of shareholders on the date of registration of share~~holding.

~~Article 86 Voting at general meetings shall be conducted by show of hands, unless the following persons require voting by poll before or after voting by show of hands~~:

~~(I) Chairman of the meeting~~;

~~(II) At least two shareholders with voting rights or their proxies~~;

~~(III) One or more shareholders present in person or by proxy and representing 10% or more of all shares carrying the right to vote, individually or jointly, at the meeting~~.

~~Unless the said persons require voting by poll according to the applicable securities listing rules~~ or other ~~regulations as prescribed in other securities laws and regulations, the chairman shall announce the~~ result of ~~voting by show of hands on proposals which voting shall be recorded in the minutes as concluding~~ evidence, ~~without specifying the number or percentage of voting for or against the resolutions passed at the~~ meeting.

~~The Company shall disclose relevant votes cast as required by the laws, administrative regulations, relevant regulatory authority or the Listing Rules of the Stock Exchange and the Listing Rules~~ of SSE.

~~The request for voting by poll can be withdrawn by the proposer~~.

~~Article 87 If the issue required to be voted by poll relates to election of chairman or termination of meeting, voting by poll shall be conducted immediately; in respect of other issues required to be~~ voted ~~by poll, the chairman may decide the time of voting by poll, and the meeting may proceed to consider~~ other ~~issues. The voting results shall still be deemed as resolutions passed at the said~~ meeting.

~~Article 88 Registered vote is used by the Company for A-shares meeting. At a poll taken~~ at the ~~meeting, a shareholder (including the proxy thereof) entitled to two or more votes need not cast all~~ his votes ~~in the same manner~~.

~~Article 89 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows~~:

~~(I) The board of directors and shareholder(s) holding or jointly holding more than 3%~~ of the ~~Company's shares shall nominate candidate(s) for director~~(s);

~~(II) The board of directors, the board of supervisors and shareholder(s) independently or~~ jointly ~~holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s)~~;

~~(III) The board of supervisors and shareholder(s) holding or jointly holding more than 3%~~ of the ~~Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative~~(s);

~~(IV) The supervisor(s) representing employees in the board of supervisors shall be elected~~ from the ~~general meeting of employee representative(s)~~; and

~~(V) When the shareholders nominate director(s), independent director(s) or supervisor~~(s), the ~~nomination proposal, details of the nominated candidates, declaration or undertaking~~ of the ~~candidate shall be submitted to the board of directors 10 days before convening the~~ general ~~meeting~~.

~~The board of directors shall issue an announcement or a circular on the biography and basic information of the candidate for director(s) and supervisor(s) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of the relevant stock exchanges or regulatory authorities at the place where the shares of the Company are~~ listed.

~~When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the c~~umulative ~~voting system may be used in accordance with the requirements of the regulatory authorities of~~ the place ~~where the shares are listed, provisions of the Articles of Association or the resolutions at the genera~~l meeting. ~~Under the cumulative voting system, the election of independent directors shall be conducted s~~eparately ~~from that of other members of the board of directors. When electing two or more directors or su~~pervisors, ~~the cumulative voting system shall be implemented. Where the cumulative voting system is impl~~emented ~~in electing directors, the voting of the independent directors shall be conducted separately form t~~hat of the ~~non-independent director~~s.

~~Cumulative voting mentioned in the preceding paragraph means that when directors or super~~visors are ~~being elected at a shareholders' meeting, each share has the same voting rights as the number of~~ candidates ~~for directors or supervisors, and the shareholders' voting rights may be used in a centralized~~ manner.

~~Save as those under the cumulative voting system, the shareholders' meeting shall resolve~~ on all the ~~proposals separately; in the event of several proposals for the same issue, such proposals shall b~~e voted on ~~and resolved in the order of time at which they are submitted. Unless the shareholders' meeting is~~ adjourned ~~or no resolution can be made for special reasons such as force majeure, voting of such proposals s~~hall neither ~~be shelved nor refused at the shareholders' mee~~ting.

~~Article 90 In the case of an equality of votes, whether on a show of hands or on a poll, the c~~hairman ~~of the meeting shall be entitled to one additional v~~ote.

Article 73 Minutes of the general meeting of shareholders shall be prepared by the secretary to the board of directors and the following shall be recorded therein:

(I) the time, the venue, the agenda and the name or the designation of the convener of the meeting;

(II) the names of the chairman of the general meeting of shareholders, and names of the directors, the supervisors, president and other senior management officers who are present at or attend the meeting;

(III) the number of shareholders and proxies, the total number of shares carrying voting rights held by them and the percentage to the total number of the shares of the Company;

(IV) the process of consideration, the summary of speeches and the voting results for each proposal;

(V) the enquiries or recommendations raised by the shareholders and the corresponding explanations or clarification;

(VI) the names of the lawyer, the vote counters and the vote scrutinizers;

(VII) any other matters that shall be recorded in the minutes as required by the Articles of Association.

Article 74 The convener shall ensure that the contents of the minutes are true, accurate and complete. The directors, the supervisors, the secretary to the board of directors, the convener or his/her representative and the chairperson shall sign on the minutes. The minutes shall be kept, together with other valid information such as the book of signatures of the shareholders present at the meeting and the power of attorney for the proxies, and the valid information regarding the voting via the Internet or other means, for no less than 10 years.

Article 75 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the regulatory rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

Section 6 Voting and Resolutions at General Meetings

Article 7691 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

~~Shareholders (including proxies thereof) present at the shareholders' meeting shall present~~ one of the ~~following comments for each issue that needs to be voted on: for, against or abstain. Securities~~ registration ~~and clearing institutions as the nominal holding of the Stock Connect Programme between Main~~land and ~~Hong Kong shall follow the intention of the beneficial holders of the shares on voting. Incomplete, wrongly filled, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the~~ voting ~~results representing the shares held by such voters shall be counted as "abst~~entions".

~~The same voting rights shall be exercised with only one of the voting methods, namely on-site~~, online ~~or other voting methods. The first voting result is considered as valid in case of multiple voting of the~~ same ~~voting rights~~.

Article 7792 The following matters shall be approved by ordinary resolutions at a general meeting:

(I) Work reports of the board of directors and the board of supervisors;

(II) Profit distribution plans and loss recovery plans formulated by the board of directors;

(III) Appointment and removal of the members of the board of directors and the members of the board of supervisors who are not employee representatives, their remuneration and the method of payment thereof;

(IV) Annual budget proposals, final account plans, ~~final accounts, balance sheet, profit statement, and other financial statements~~ of the Company;

(V) The Company's annual report;

(V) ~~(VI)~~ Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the Listing Rules ~~of the stock exchange where the shares of the Company are listed~~ or the Articles of Association.

Article 78 ~~93~~ The following matters shall be approved by special resolutions at a general meeting:

(I) Increase or reduction in registered share capital of the Company ~~and the issue of shares of any class, warrants and other similar securities~~;

~~(II) Issue of bonds of the Company;~~

~~(III)~~ (II) Division, spin-off, merger, dissolution and liquidation of the Company;

~~(IV)~~ (III) Revision of the Articles of Association;

~~(V) Examination and review and implementation of the equity incentive~~ plan;

~~(VI)~~ (IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;

(V) The equity incentive plans;

~~(VII)~~ (VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules ~~and provisions of the local securities regulatory authority at the place where the Company's share are listed~~ or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.

Article 79 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

When material issues affecting the interests of small and medium-sized investors are being considered at the shareholders' meeting, the votes on small and medium-sized investors shall be counted separately. The separate voting results shall be disclosed publicly in a timely manner. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

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

Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.

The board of directors of the Company, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may collect voting rights from the shareholders publicly. While collecting votes from the shareholders, sufficient information such as specific voting preference shall be disclosed to the persons whose voting rights are being collected. No consideration or other form of de facto consideration shall be offered to collect the voting rights from the shareholders. Save for statutory conditions, the Company shall not impose any restriction on minimum shareholdings in collecting the voting rights.

Pursuant to the regulatory rules of the place where the Company's shares are listed, whereas any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 8094 When the shareholders' general meeting considers matters relating to related parties transactions, the related shareholders shall not participate in the voting, and the number of the voting shares represented by them shall not be counted into the total number of valid voting shares; and a public announcement of the resolutions of the shareholders' general meeting shall be made to fully disclose the way of voting of unrelated shareholders.

For approval of related party transactions at the Company' general meeting, the related shareholders shall, prior to the approval at the general meeting, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to the general meeting prior to approval of the relevant case at the general meeting. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at the general meeting, examination and approval of such application shall be made first.

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.

Article 81 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

The meaning of “interested shareholder” in the preceding paragraph is:

~~(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares~~ at the time ~~of its establishment is carried out within 15 months from the date of approval of the~~ securities ~~regulatory authority under the State Coun~~cil;

~~(III) Shares of the Company already issued but not listed, after approval from the securities~~ regulatory ~~authority under the State Council, are converted to overseas listed~~ shares.

Chapter 5~~10~~ Board of Directors

Section 1 Directors

(III) Having been a former director, factory director or manager of a company or enterprise which was bankrupt and liquidated, whereby he was personally liable for the bankruptcy of such company or enterprise, and three years have not elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

(IV) Having been the legal representative of a company or enterprise, but the bu[(at090.5 (ga)0.5 (l)0.5 (re

(III) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;

(IV) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the board of directors in contravention of the provisions of the Articles of Association;

(V) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' general meeting;

(VI) not to, without the consent of the shareholders' general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons;

(VII) not to misappropriate commissions derived from transactions entered into by the Company;

(VIII) not to disclose confidential information of the Company without authorization;

(IX) not to damage the interests of the Company by taking advantage of his/her connections with the Company;

(X) other faithful obligations as required by the laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.

Income gained by Directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.

Article 98 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they:

(I) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;

(II) shall treat all shareholders fairly;

(III) shall stay abreast of the operations and management of businesses of the Company;

(IV) shall provide signatory confirmation for the periodic reports of the Company; ensure that the information disclosed by the Company is true, accurate, and complete;

(V) shall truthfully provide relevant information and data to the board of supervisors of the Company, and shall not obstruct the board of supervisors or supervisors from performing their duties;

(VI) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.

Prior to the maturity of his term, a director shall not be removed without reason from his office by a general meeting. Subject to all relevant laws and administrative regulations and without prejudice to any potential claim which may be made under any contract, the shareholders' general meeting may by ordinary resolution remove any director before the expiration of his term of office.

Article 99 If a director fails to attend meeting of the board of directors in person and fails to appoint any other director to attend on his behalf for two consecutive times, he shall be deemed to be unable to perform his duties, and the board of directors shall propose to the general meeting for replacement.

Article 100 A director may resign prior to the expiry of his term of service. When a director intends to resign, he shall submit a written resignation to the board of directors. The board of directors shall disclose the relevant circumstances within 2 days. ~~The independent directors shall explain their resignation or the situations that may cause the attention of the Company's shareholders and creditors at their d~~discretion.

In the event that the resignation of any Director during his term of office results in the number of members of the board of directors being less than the statutory minimum requirement, the existing Directors shall continue to perform their duties in accordance with the law, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association until the re-elected Directors assume their office.

~~Where the resignation of a director results in the number of directors falls below the m~~inimum ~~number prescribed in the regulations of the Company Law or two-thirds of the number as prescribed in the Articles of Association, or the independent directors fall below the number as prescribed in the~~ Articles ~~of Association, the resignation of such director shall come into effect only upon filling the vacancy~~ by the ~~succeeding director. Where the board of directors fails to convene a general meeting for the purpose~~ of re-~~election within two months after resignation of an independent director, such independent director~~ shall not ~~have further obligation to perform his duties~~.

~~Without violation of relevant laws and regulations and the regulatory rules of the place where~~ the ~~Company is listed, any director appointed to fill a casual vacancy or as an addition to the board of~~ directors ~~should hold office only until the next following annual general meeting of the Company and should~~ then be ~~eligible for re-election at the meeting~~.

Except under the aforesaid circumstances, the resignation of a director shall become effective when the report of resignation is served on the board of directors.

~~The chairman shall be elected and removed by more than half of all the directors, shall serve~~ a term ~~of three years and is eligible for re-election~~.

~~Article 117 The directors shall be natural persons and need not hold shares of the C~~ompany.

Article 101 When a director's resignation takes effect or when his term of service expires, the director shall complete all handover procedures with the board of directors. His or her fiduciary duty to the Company and the shareholders shall not, as a matter of course, terminate at the end of his or her term of office and shall continue in effect for a period of three years after the effective date of his resignation as a director or after the expiration of his term of office. However, the director's obligation to maintain the confidentiality of the Company's trade secrets shall survive until such secrets enter the public domain instead of being limited to three years.

Article 102 Unless otherwise duly authorized under these Articles of Association or by the board of directors, no director shall act in his personal capacity on behalf of the Company or the board of directors. When a director acts in his personal capacity, but a third party may reasonably believe that the director is acting for the Company or the board of directors, that director shall declare his position and capacity in advance.

Article 103 If a director violates the laws, administrative regulations, departmental regulations, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association when carrying out his duties and causes loss to the Company, he shall be held responsible for compensation.

Article 104 Independent directors shall act in accordance with the relevant provisions of laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Company's work system for independent directors.

Section 2 The Board of Directors

Article 105 The Company shall set up a board of directors, which shall be accountable to the general meeting.

Article 106 The board of directors consists of eight directors, including three independent directors.

The board of directors of the Company shall establish the audit committee, and establish relevant special committees such as the strategic committee, the nomination committee, the remuneration & evaluation committee, etc. Each special committee shall be accountable to the board of directors and perform the duties prescribed by the Articles of Association and the board of directors. Any proposals shall be submitted to the board of directors for consideration and approval. All member of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee, the remuneration & evaluation committee shall be independent directors who also convene the meeting of such committees. The convener of the audit committee shall be an accounting professional. The board of directors shall be responsible for formulating the working rules of the designated committees and governing the operation of the designated committees.

Article 107~~118~~ The board of directors sh~~all be accountable to the general meeting and~~ exercise the following functions and powers:

(I) To ~~be responsible for~~ convene~~ing~~ general meetings and reporting its work to the general meetings;

(II) To implement resolutions of general meetings;

(III) To resolve on the Company's business plans and investment plans;

(IV) To prepare the Company's annual financial budgets and final accounting plans;

(V) To prepare the Company's profit distribution plans and loss recovery plans;

(VI) To formulate the plan for increase or reduction of the Company's registered capital, and the plan for issue of the Company's bonds or other securities and listing plans;

(VII) To prepare plans for the material acquisitions, purchase of shares of the Company or Company's merger, division, dissolution and change of the Company form;

(VIII) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, creation of mortgage on the Company's assets, provision of guarantees, wealth management entrustment, connected transactions and external donations; ~~To decide on the internal management structure of the Company~~;

(IX) To decide on the internal management structure of the Company;

~~(IX)~~ (X) ~~To appoint or dismiss the Company's president; to appoint or dismiss the Company's deputy president(s), chief financial officer and secretary to the board of directors and determine their remunerations;~~ to decide to appoint or dismiss the president, secretary to the board of directors and other senior management officers of the Company, and to determine their remuneration and rewards and punishments; on the basis of nominations made by the president, to decide to appoint or dismiss the deputy president(s), chief financial officer and other officers and to determine their remuneration and rewards and punishments;

(XI) To work out the basic management system of the Company;

~~(XI)~~ (XII) To formulate the plan for any amendment to the Articles of Association;

(XIII) To manage the Company's information disclosure;

~~(XII)~~ (XIV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries;

~~(XIII) To decide on the structure of the special committees of the board of directors~~ and to ~~recruit and dismiss the person-in-charge of the committees~~;

~~(XIV) To propose the candidates of independent directors to the general meeting and~~ suggest ~~removal and replacement of independent directors~~;

(XV) To suggest appointment~~, renewal dismissal~~ replacement of the accounting firm responsible for the auditing of the Company to the general meeting;

(XVI) To receive the work report of the president and examine his work;

~~(XVII) To manage matters in respect of disclosure of the Company's information;~~

~~(XVIII) To formulate the equity incentive plan;~~

~~(XIX) The board of directors shall exercise the decision-making authority on foreign investment (including capital increase and equity transfer of the investment enterprises), financing, venture investment, entrust financing and external guarantee other than those to be determined by resolution of the general meeting in accordance with the laws and regulations and the Articles of Association;~~

~~(XX)~~(XVII) A single donation involving over RMB20 million but not more than RMB50 million, and involving a cumulative amount of not more than RMB60 million in a fiscal year shall be subject to consideration and approval by the board of directors. A single donation involving over RMB50 million or involving a cumulative amount of more than RMB60 million in a fiscal year shall be subject to consideration and approval at the general meeting of the Company.

~~(XXI) To determine on other major issues of the Company other than matters which shall be determined at the general meeting in accordance with the Company Law and the Articles of Association;~~

~~(XXII) To determine on the Company's risk management system, including risk assessment, financial control, internal audit and legal risk control, and implement supervision thereof;~~

~~(XXIII) Other power as prescribed in the Articles of Association or granted authorization by the general meeting;~~

~~(XXIV)~~(XVIII) Other ~~matters conferred~~ power as prescribed by the laws, administrative regulations, departmental rules ~~and the regulations of the~~ the Listing Rules, ~~or~~ the Articles of Association and the general meeting

Matters exceeding the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.

~~The board of directors may resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (VI), (VII) and (XI), and the regulations of the Listing Rule, of which approval of more than two-thirds of the directors is required.~~

~~If the uninterested directors who attend the meeting are less than three, the board of directors shall timely submit the relevant proposals to the shareholders' meeting for approval. The board of directors shall state the relevant situation of approval of such proposal when submitting and recording the opinion of the uninterested directors.~~

Article 108~~119~~ The board of directors shall explain to the general meeting any non- standard audit opinions issued by the registered accountant on the Company's financial statements.

Article 109~~120~~ The board of directors shall formulate the Rules of Procedures for Board Meetings in order to ensure that the board of directors can implement resolutions approved at the general meeting of shareholders, improve working efficiency and carry out scientific decision-making. The Rules of Procedures for Board Meetings stipulate the procedures for convening and voting of the board of directors, which are annexed to this Articles of Association and are drawn up by the board of directors and approved by the general meeting.

~~Article 121 The independent directors shall attend the meeting of the board of directors in a~~ timely ~~manner; understand the Company's production and business situation; actively investigate and~~ access to ~~information and data needed to make decisions; submit the annual report of all independent directors~~ to the ~~Company's annual general meeting and explain the performance of their~~ duties.

~~Article 122 The Company shall establish the working system of independent directors. The~~ secretary ~~to the board of directors shall actively cooperate with the independent directors to perform his d~~uties. The ~~Company should guarantee that the independent directors shall enjoy the same right of information~~; provide ~~relevant materials and information to the independent directors in a timely manner; regularly r~~eport the ~~Company's business operation to the independent directors and organize on-site inspection for t~~hem when ~~necessary~~.

~~Article 123 The independent directors shall also exercise the following special powers in ad~~dition to ~~the functions and power as prescribed in the Company Law, other relevant laws, administrative r~~egulations ~~and as granted in the Articles of Associat~~ion.

~~(I) All major related party transaction (as determined in accordance with the effective rule~~s issued ~~by the stock exchange where the Company's shares are listed from time to time) s~~ubject to ~~approval by the board of directors or general meeting shall be submitted to the board of d~~irectors ~~for discussion after approval by the independent directors. When the board of director~~s makes ~~any resolution on the Company's related party transactions, such resolution shall e~~nter into ~~force upon signature by the independent directors. Prior to making judgment by the in~~dependent ~~directors, an intermediary institution shall be appointed to issue independent financial c~~onsultant ~~report as the basis for judgm~~ent;

~~(II) To propose appointment or dismissal of the accounting firm to the board of dir~~ectors;

~~(III) To submit an application to the board of directors for holding an extraordinary general m~~eeting;

~~(IV) To propose the convening of meeting of the board of dir~~ectors;

~~(V) To publicly solicit proxies from shareholders before general mee~~tings;

~~(VI) To independently retain external auditing and consulting institutions to audit or to be a~~dvised ~~on specific matters concerning the Comp~~any.

When the independent directors exercise the functions and powers as prescribed in paragraph (I) and (II) of this Article, the matter shall be submitted to the board of directors for discussion only upon consent by more than half of the independent directors; for paragraph (I) to (V), it shall be approved by more than half of all independent directors; and for paragraph (VI), it shall be approved by all independent directors. All fees arising from exercising the aforesaid functions and powers by the independent directors shall be borne by the Company. If the above mentioned proposals are refused or the functions and powers are unable to be exercised, the Company shall disclose the information concerned.

For requirements prescribed in the laws, regulations, regulatory documents and relevant provisions of the stock exchange where the Company is listed and regulatory authority, those requirements shall prevail.

Article 124 In addition to the functions and powers as mentioned above, the independent directors shall issue their independent opinions to the board of directors or the shareholders' meeting with respect to the matters below:

(I) To nominate, appoint or remove directors;

(II) To appoint or dismiss senior management;

(III) To determine on the remuneration of the Company's directors and senior management;

(IV) When the total amount (as determined in accordance with the effective rules issued by the stock exchange where the Company's share are listed from time to time) of the existing or new loan or other money transactions between the Company's shareholders, de facto controller or other related enterprises is equal to the amount that must be approved by the board of directors or shareholders' meeting, and whether or not effective measures have been taken by the Company to recover those debts;

(V) Matters that might prejudice the interests of minority shareholders as deemed by the independent directors;

(VI) Other matters prescribed by the law, regulations, CSRC and Articles of Association of the Company.

The independent directors shall present one of the following comments on the aforesaid issues in writing:

(1) Consent;

(2) Reservation and reasons thereof;

(3) Objection and reasons thereof;

(4) Inability to make comments and reasons thereof.

If some of the issues shall be disclosed, the Company shall announce the opinions of the independent directors. Where consensus opinion cannot be obtained, the Company shall disclose the opinion of each independent director respectively.

~~Article 125 The board of directors shall not dispose of or agree to dispose of any fixed assets~~ without ~~approval by the general meeting if the sum of the expected value of the fixed assets to be disposed~~ of and ~~the value derived from the disposal of fixed assets within four months before such proposal to d~~ispose of ~~the fixed assets exceeds 33% of the value of the fixed assets as shown on the latest audited b~~alance sheet ~~considered and approved by the general mee~~ting.

~~Disposals of the fixed assets mentioned herein include transfer of certain asset interests, b~~ut do not ~~include guarantee provided by pledge of fixed a~~ssets.

~~The effectiveness of the Company's disposal of the fixed assets shall not be affected by a~~ny breach ~~of the foregoing provisions in Paragraph 1 her~~ein.

Article 110 The board of directors shall establish strict review and decision-making procedures in respect of the scope of authorities for external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations; organize relevant experts and professionals to conduct assessment and seek for approval of general meeting for major investment.

The Company shall, within the scope of authority stipulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed, the Articles of Association and the relevant rules and regulations of the Company, perform the above-mentioned decision-making and approval procedures on matters such as external investment, purchase and sale of assets, pledge of assets, external guarantee, entrusting finance, connected transaction and external donations, etc., and the board of directors has the authority to make decisions and approve matters which are not required to be submitted to the general meeting for deliberation.

Article 111 The board of directors shall have one chairman and one vice-chairman. The chairman and vice-chairman shall be elected by more than half of all directors of the board of directors.

Article 112~~126~~ The chairman of the board of directors shall exercise the following functions and powers:

(I) To preside over general meetings and to convene and preside over meetings of the board of directors;

(II) To supervise and examine the implementation ~~To examine the implementation~~ of the resolutions of the board of directors;

(III) To sign the share certificates issued by the Company;

(IV) To perform the duties of a legal representative;

(V) To exercise other functions and powers conferred by the board of directors;

(VI) To exercise other power as prescribed by the laws, administrative regulations, departmental rules, the Listing Rules, the Articles of Association.

Article 113 The vice chairman shall assist the chairman's work, if the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on his behalf, if the vice chairman is unable or fails to perform his duties, such duties shall be performed by a director who is nominated and elected by more than half of the directors.

Article 114~~127~~ Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to all directors and supervisors at least 14 days in advance. If there are special provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply. ~~It is expected that each regular meeting of the board of directors shall have a majority of directors who are entitled to attend the meeting attending in person, or participate actively through electronic communication methods.~~

~~An extraordinary meeting of the board of directors may be held within five days after receipt of the proposal, if it is:~~

~~(I) Proposed by shareholders representing more than 10% of the voting~~ rights;

~~(II) Jointly proposed by more than one-third of the directors;~~

~~(III) Deemed necessary by the chairman of the board of directors;~~

~~(IV) Jointly proposed by more than two independent directors;~~

~~(V) Proposed by the board of supervisors;~~

~~(VI) Proposed by the president.~~

~~A reasonable notice shall be given when the board of directors convenes other meetings of~~ the board ~~of directors~~.

Article 115 Shareholders representing more than 10% of the voting rights and more than one-third of the directors and supervisors may propose to held an extraordinary meeting of the board of directors. The chairman of the board of directors shall convene and preside over a board meeting within ten days after receipt of the proposal,

Article 116~~128~~ The notice of the convening of the extraordinary meeting by the board of directors may be delivered by special carrier, fax, mail or e-mail; The time limit for giving notice to all directors and supervisors is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors.~~The board of directors shall send notice of regular or extraordinary meeting by:~~

~~Notice of regular meeting of the board of directors shall be given at least 14 days in advance~~ and that of ~~an extraordinary meeting shall be given at least five days in advance to all directors, supervisors and~~ president. ~~The office of the board of directors is responsible for issuance of the written notice of meeting bearing with the seal of the office to all directors, supervisors and president by hand, via, fax, email or other modes. All notices sent other than by hand shall be confirmed by telephone and the corresponding records shall be kept.~~

Where an extraordinary meeting of the board of directors shall be convened as soon as possible in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations thereof at the meeting.

Directors who have attended a meeting and have not raised an objection before or at the time of attendance that notice of the meeting has not been received, shall be deemed to have been given notice of the meeting.

Article 117 Notice of meeting of the board of directors shall contain:

(1) date and place of the meeting;

(2) duration of the meeting;

(3) reasons for and discussion topics of the meeting;

(4) date of issuance of the notice.

Article 118~~129~~ ~~Unless otherwise regulated by the Listing Rules or these Articles of Association,~~ The meetings of the board of directors shall be held only if more than half of the directors (~~including alternate directors attending the meeting on behalf of others~~) are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed and the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.

The voting on the resolutions of the board of directors shall implement the one-person-one-vote system. ~~Each director shall have one vote. Unless otherwise provided in the Articles of Association, a resolution of the board of directors must be passed by a majority of the directors of the Company.~~

~~Where there is an equality of votes cast both for and against a resolution, the chairman of the board of directors shall have a casting vote.~~

Article 119 When a director is connected to companies which is the subject of a resolution to be decided at a board meeting, the connected director shall not vote on that resolution, and shall not vote on behalf of other directors. Such board meeting can be held if more than one half of the unconnected directors attends. Resolutions made by the board meeting shall be passed by more than one half of the unconnected directors. If less than three unconnected directors attend the board meeting, the matter shall be submitted to the general meeting for consideration.

Article 120 The board meeting shall vote by show of hands, by disclosed ballot or via other voting method recognized by regulatory authority(ies) of the place where the shares of the Company are listed.

Provided that the directors can fully express their opinions at the board meetings, such meetings can be held by means of vedio, telephone, fax, or email and resolutions could be passed thereof which shall be signed by the directors who attended the meeting.

Article 121~~130~~ Directors shall attend meetings of the board of directors in person. In the event that a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The authorization letter shall contain the name of the proxy, the matters entrusted, scope of authorization and validity period, and shall bear the signature or seal of the appointor~~The power of attorney shall set out the scope of the authorization.~~ The director attending the meeting as proxy shall exercise rights within the scope of authorization. Where a director is not present at a meeting of the board of directors and fails to authorize a proxy to act on his behalf, the said director shall be deemed to have waived his rights to vote at the meeting.

~~Article 131 Unless under the exceptional circumstances specified in laws and regulations~~ and in ~~respect of the following matters, a director shall not vote on any resolution of the board of directors~~ which ~~approves any contract, transaction or arrangement or any other relevant proposals where he or~~ his close ~~associates (as defined in the Listing Rules of the Stock Exchange) own a material interest; and s~~hall not be ~~included for determining whether there is a quorum for the mee~~ting:

~~(I) For directors or their close associates (as defined in the Listing Rules of the Stock E~~xchange) ~~lending money to the Company or any of its subsidiaries or Directors or their close asso~~ciates, or ~~inducing or assuming obligation under the requirements of the Company or any of its sub~~sidiaries ~~or for their benefit, the provision of any mortgage or indemnity guarantee for such di~~rector or ~~his close associate~~s;

~~(II) For the Company or any of its subsidiaries providing any mortgage or indemnity guaran~~tee for ~~third party in respect of the debts or obligations; the directors or their close associates p~~roviding ~~a mortgage according to an assurance or indemnity guarantee or warranty, having as~~sumed all ~~or part of such debt or obligation (whether alone or join~~tly);

~~(III) For any related proposals of offer made by others or the Company for subscription or pro~~curement ~~of shares, bonds or other securities of the Company or other company (initiated and e~~stablished ~~by the Company or the Company has interests therein), the directors or their close a~~ssociates ~~having or will have rights and interests by participating in the underwriting or sub-under~~writing ~~of offer;~~

~~(IV) Any proposals or arrangements related to employee benefits of the Company or a~~ny of its ~~subsidiaries, including~~:

~~(1) Adoption, revision or implementation of employee share scheme or any share a~~wards or ~~stock option plan, from which any directors or their close associates can b~~enefit; or

~~(2) Adoption, revision or implementation of pension plan, retirement plan, and d~~eath or ~~disability benefit plan related to the directors, their close associates and employe~~es of the ~~Company or any of its subsidiaries and generally the directors (or their close a~~ssociates) ~~and persons concerned with the plan or fund are not granted any special privi~~leges or ~~benefit; or~~

~~(V) any contract or arrangement in which the director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in the shares or debentures or other securities of the Company.~~

~~If less than three directors are able to resolve on such matter, the matter shall be submitted to the general meeting for voting~~.

Article 122~~132~~ The decisions on the matters considered at meeting of the board of directors shall be recorded as minutes, which shall be signed by the attending di~~rectors and recorders~~Members of the board meeting shall be kept as Company documents for ten years.

Article 123 The minutes of the board meeting shall include the following:

(I) date, venue and convener of the meeting;

(II) names of directors and representatives authorized by the directors (representative) present at the meeting;

(III) agenda of the meeting;

(IV) summary of key points made by the directors at the meeting;

(V) the voting methods and the voting results on each matter (the voting result shall clearly state the number of votes for, against and abstain).

The directors shall be responsible for the resolutions passed at meetings of the board of directors. Any director who votes for a resolution which is in breach of the relevant laws, administrative regulations or the Articles of Association, thereby causing serious losses to the Company shall be liable for compensation. A director who has been proved as having expressed dissenting opinion on the resolution and such opinion is recorded in the minutes of the meeting can be exempt from liability.

~~Chapter 11 Secretary to the Board of Directors~~

~~Article 133 The Company shall have a secretary to the board of directors of directors, who is~~ a senior ~~executive of the Company and shall be accountable to the Company and its board of~~ directors.

~~Article 134 The secretary to the Company's board of directors shall be a natural person~~ who has ~~the requisite professional knowledge and experience, and shall be appointed by the board of~~ directors. The ~~major duties of the secretary shall~~ be:

~~(I) To ensure that the Company has complete organization documents and~~ records;

~~(II) To ensure the lawful preparation and submission by the Company of reports and documents as required by relevant authorities~~;

~~(III) To ensure that the shareholders' register of the Company is properly maintained and~~ that the ~~persons who have the right of access to the relevant documents and records of the~~ Company ~~can obtain the same in due tim~~e.

~~Article 135 A director or other senior management of the Company may serve concurrent~~ly as ~~secretary to the board of directors. Any accountant of the accounting firm engaged by the Comp~~any shall ~~not act in the capacity of the secretary to the board of dire~~ctors.

~~In the event a director also acts in the capacity of the secretary to the board of directors, whe~~re any act ~~requires to be made by the director and the secretary to the board of directors separately, such d~~irector who ~~also acts in the capacity of the secretary to the board of directors shall not make such actions in both~~ capacities.

Chapter 6~~12~~ President and Other Senior Management of ~~the Company~~

Article 124~~136~~ The Company shall have one president, who shall be nominated ~~by the d~~irectors chairman and appointed and dismissed by the board of directors. The Company shall have four deputy presidents, including an executive deputy president. The deputy presidents shall be appointed or dismissed by the board of directors after being nominated by the president.

President, deputy president, chief financial officer and secretary to the board of directors are senior management of the Company.

Article 125 Article 95 of the Articles of Association on the circumstances under which a person shall not be a director shall also apply to the senior management.

Article 97 of the Articles of Association regarding the duty of loyalty of directors and Article 98(IV), (V) and (VI) regarding the duty of diligence shall also apply to the senior management.

Article 126 No person of the Company who assumes administrative duties other than as a director and supervisor in the operation of the controlling shareholder of the Company may undertake the role of a senior management in the Company.

Senior management of the Company shall receive remuneration from the Company only and shall not be paid by the controlling shareholder.

Article 127 Each term of office of the president shall be three years and may be extended if he/she is re-appointed.

Article 128~~137~~ The president ~~of the Company~~ shall be accountable to the board of directors and exercise the following functions and powers:

(I) To manage the production and business operations of the Company and arrange for the implementation of the resolutions of the board of directors, and report to the board of directors~~;~~

(II) To arrange for the implementation of the Company's annual business plans and investment plans;

(III) To formulate proposals for the establishment of the Company's internal management organs;

(IV) To formulate plans for the setup of the Company's branches;

~~(V)~~(IV) To formulate the fundamental management system of the Company;

~~(VI)~~(V) To formulate the Company's specific rules and regulations;

~~(VII)~~(VI) To propose to the board of directors to appoint or dismiss the deputy president(s), chief financial officer and other senior management of the Company;

~~(VIII)~~(VII) To decide to appoint or dismiss executives other than those decided to be appointed or dismissed by the board of directors;

~~(IX) To formulate system for employees' wages, welfare and rewards and determine their recruitment and dismissal;~~

~~(X) To propose for the convening of extraordinary meeting of the board of directors;~~

~~(XI)~~(VIII) To exercise other functions and powers conferred in the Articles of Association and by the board of directors.

The president shall be present at meetings of the board of directors.

The president shall be responsible for the overall management of the daily business operation, and disclose transactions with amounts meeting the disclosure standards of the requirements of regulatory rules in the place where the Company's shares are listed; with respect to transactions that do not belong to daily business operation such as acquisitions or sales of assets by the Company, except for those which require the review and approval by the general meeting and board of directors in accordance with the requirements of the Articles of Association, the president may make approval decisions.

Article 138 The president shall be present at meetings of the board of directors, seni m la2i q 1 0 0 1 70.86

Article 130 The working rules of the president include the following:

(I) Conditions, procedures and participants of the meetings of the president;

(II) The specific responsibilities and division of labor of the president and other senior management;

(III) The use of company funds and assets, the authority to sign material contracts, and the reporting system to the board of directors and the board of supervisors;

(IV) Other matters deemed necessary by the board of directors.

Article 131 The president may submit his resignation prior to the expiration of his term of office. The detailed procedures and methods for the president's resignation shall be set out in the labor contract entered into between the president and the Company.

Article 132 The vice president is nominated by the president and appointed or removed by the board of directors. The vice president is accountable to the president and works under the unified leadership of the president, and his or her terms of reference is reasonably determined by the president's meeting.

Article 133 The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of the general meetings and meetings of the board of directors, document keeping and management of information regarding the shareholders of the Company, and deal with information disclosure after the Company's listing and other matters.

The secretary to the board of directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, regulatory rules in the place where the Company's shares are listed and the Articles of Association.

Article 134 The senior management shall be liable for any losses caused to the Company by their breach of any law, administrative regulations, department rules or the Articles of Association in performing their duties on behalf of the Company.

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

~~Article 139 In exercising his functions and powers, the president of the Company shall fulfill the obligation of honesty and diligence in accordance with the laws, administrative regulations and the Articles of Association and shall not change the resolutions made by the shareholder meeting and the board of directors or act beyond the scope of authorization.~~

Chapter 7~~13~~ Board of Supervisors

Section 1 Supervisors

~~Article 140 The Company shall have the board of supervisors.~~

~~Article 141 The board of supervisors shall comprise five members, including a chairman. The term of office of a supervisor shall be three years, and is eligible for reelection.~~

~~The chairman shall be appointed or removed by votes of more than two-thirds of the members of the board of supervisors.~~

~~Article 142 The members of the board of supervisors shall comprise three shareholder representatives and two employee representatives. The shareholder representatives shall be elected and removed by the shareholders' meeting; and the employee representatives shall be elected and removed by the employees of the Company democratically.~~

Article 13~~6~~~~143~~ The circumstances of disqualification for directors prescribed in Article 95 of the Articles of Association shall also be applicable to supervisors. A director, the president~~, the secretary to the board of directors, chief financial officer~~ and other senior management shall not serve as supervisors concurrently.

~~Regular meetings of the board of supervisors shall be held at least once every six months,~~ and shall ~~be convened and presided over by the chairman of the board of supervisors. Any supervisor may propose that an extraordinary meeting of the board of supervisors be held. If the chairman of the board of supervisors fails to or is unable to perform and exercise his functions and powers, a meeting of the board of supervisors shall be convened and presided over by a supervisor jointly nominated by more than half of all supervisors.~~

Article 137 The supervisors shall abide by laws, administrative regulations and the Articles of Association. They shall perform their duties faithfully and diligently. They shall not abuse their authority of office to accept bribes or other illegal income and shall not misappropriate the properties of the Company.

Article 138 The term of office of a supervisor shall be three years. A supervisor may serve consecutive terms if re-elected upon expiration of the term of office.

Article 139 If the number of members of the board of supervisors falls below the quorum due to a failure of re-election upon expiration of the term of office or due to the resignation of a supervisor during his/her term of office, such supervisor shall continue to perform his/her duties as supervisor in accordance with laws, administrative regulations, departmental rules, the regulatory rules in the place where the shares of the Company are listed and the Articles of Association until a elected supervisor takes his office.

Article 140 The supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation opinions for regular reports.

Article 141 The supervisors may attend meetings of the board of directors and raise questions or make suggestions in respect of matters that are the subject of resolutions of the board of directors.

Article 142 A supervisor shall not use his/her connected relationships to cause damages to the Company and shall be liable for damages of the Company resulting therefrom.

Article 143 If a supervisor violates the laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.

Section 2 Board of Supervisors

Article 144 The Company shall have a board of supervisors. The board of supervisors shall consist of five supervisors, two of which are Employee's Representative Supervisors elected by the staff and workers of the Company through congress of staff and workers, three of which are Shareholders' Representative Supervisors elected by the general meeting of the Company. The board of supervisors shall have one chairman, who shall be elected by more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meeting of board of supervisors; and where the chairman of the board of supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.

Article 145~~144~~ the board of supervis~~ors shall be accountable to the general meeting and~~ shall exercise the following power~~s according to the la~~ws

(I) To examine the periodic reports of the company prepared by the board of directors and produce written examination opinions thereon;

(II) To review the financial operations of the Company;

(III) To supervise the performance of director~~s, president and other~~ and senior management of their duties to the Company, and propose dismissal of directors and senior management who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings;

(IV) To demand redress from the Company's directors, president and senior management should their acts be deemed harmful to the Company's interests;

(V) To propose the convening of extraordinary general meetings and, in case the board of directors does not perform the obligations to convene and preside over the general meetings;

(VI) To propose motions to the general meeting;

(VII) To sue directors or senior management in accordance with the Company law; ~~To propose the convening of extraordinary meeting of the board of directors;~~

~~(VIII) To coordinate with directors and senior management on behalf of the Company or bring legal proceedings against the Company's directors and senior management;~~

~~(IX)~~(VIII) To conduct investigation if there are any unusual circumstances in the Company's operations, and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expense of the Company;

~~(X)~~(IX) Other functions and powers specified in the Articles of Association.

~~The supervisors may attend meetings of the board of directors and make inquiries or suggestions in relation to the resolutions of meetings of the board of directors.~~

~~Article 145 The supervisors shall ensure that the information disclosed shall be true, accurate and complete, and sign a written confirmation for regular reports.~~

~~Article 146 The voting procedures of the board of supervisors: each supervisor shall have one vote for resolutions to be approved by the board of supervisors in registered form in writing.~~

~~The voting procedures are: The voting intention of each supervisor for a resolution shall be "for", "against" or "abstain". The attending supervisor at the meeting shall choose among the three and if no choice is made or a choice of two or more is made, the chairman of the meeting shall request the supervisor to make the choice again, and failing of which shall be deemed as abstained from voting, a supervisor who leaves the meeting without casting his vote shall also be deemed as abstained from voting.~~

~~The resolution of the board of supervisors shall be passed by the votes of two-thirds or more of all members of the board of supervisors.~~

Article 146 Meeting of the board of supervisors shall be held at least once every 6 months. A supervisor may propose to hold an extraordinary meeting of the board of supervisors.

A resolution made by the board of supervisors shall be passed by more than half of the members of the board of supervisors.

Article 147 The board of supervisors shall formulate rules of procedure for the board of supervisors, specifying the procedures for the discussion of matters and voting at such meetings so as to ensure the efficiency of the work and rationality of the decisions of the board of supervisors. It is stipulated in the rules of procedure for the board of supervisors about the convening of the meeting of the board of supervisors and the procedures of voting. The rules of procedure shall be attached to the Articles of Association and shall be formulated by the board of supervisors and approved at the general meeting.

Article 148~~147~~ The board of supervisors shall maintain minutes of the meetings so as to record the decisions on the matters considered~~have the business conducted at the meeting to be recorded in the minutes of meeting~~ and attending supervisors~~ and the record~~ shall sign on the minutes of meeting.

Supervisors can request to have the speech they make in the meeting recorded in the minutes. The meeting minutes of the board of supervisors shall be kept as a file of the Company for ten years.

Article 149 A notice of the board of supervisors shall include the following contents:

(1) date, venue, and duration of the meeting;

(2) reasons and issues of discussion;

(3) date of issuance of the notice.

~~Article 148 All reasonable fees incurred for retaining of such professionals as lawyers, registered accountants or practicing auditors by the board of supervisors in the exercise of its functions and~~ powers ~~shall be borne by the Company~~.

Article 149

(VIII) a person convicted of the contravention of provisions of relevant securities regulations by a relevant government authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than 5 years has elapsed since the date of the conviction;

(IX) other circumstances as prescribed in laws, administrative regulations or departmental rules.

Article 151 The independent directors shall comply with the following basic conditions:

(I) Qualifications serving as a director of a listed company as stipulated by laws, administrative regulations and other relevant regulations;

(II) Independence as required;

(III) Fundamental knowledge on operation of a listed company as well as mastery of relevant laws, administrative regulations, rules and stipulations;

(IV) More than five-years' working experience in law, economic or other fields deemed necessary for qualified performance as an independent director;

(V) Relevant requirements for independent director as prescribed by the Listing Rules of the Stock Exchange and the Listing Rules of SSE;

(VI) Other conditions as prescribed by the Articles of Association.

The independence of an independent director means that the following persons shall not assume the office of independent director, including:

(I) A person who holds a position in the Company or its affiliated enterprises, and direct relatives and has major social relations with such person (direct relatives refer to their spouse, father, mother and children etc.; major social relations refer to their brothers, sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, spouse of their brothers, sisters, and their spouse's brothers and sisters etc.);

(II) A person directly or indirectly holds more than 1% of the outstanding shares of the Company or is a natural person shareholder among the 10 largest shareholders of the Company, or such shareholder's direct relative;

(III) A person directly or indirectly holds a position in a company which holds more than 5% of the outstanding shares of the Company or of an entity which ranks as one of the 5 largest shareholders of the Company, or such employee's direct relative;

(IV) A person that was under the circumstances listed above in the previous year;

(V) A person who provides financial, legal or consulting services for the Company or its subsidiaries;

(VI) A person who is an independent director serving five listed companies;

(VII) A person who cannot act as independent director according to the securities regulatory authority under the State Council.

Article 152 The validity of an act of a director, the president or other senior management on behalf of the Company for a bona fide third party is not affected by any incompliance in the appointment, election or qualification thereof.

Article 153 In exercising the powers conferred by the Company, directors, supervisors, the president and other senior management of the Company shall fulfill the following obligations to each shareholder in addition to the obligations under the laws, administrative regulations, the Listing Rules of the Stock Exchange or the Listing Rules of SSE on which the shares of the Company are listed:

(I) Not to let the Company operate beyond the business scope specified in its business license;

(II) To sincerely act in the best interest of the Company;

(III) Not to seize from the Company the property in any form, including (but not limited to) opportunity favorable to the Company;

(IV) Not to seize from any shareholder any personal interests, including (but not limited to) right to profit distribution and right to vote, but excluding corporate reorganization submitted for adoption at the general meeting pursuant to the Articles of Association.

Article 154 In exercising rights or fulfilling obligations, the directors, supervisors, the president and other senior management of the Company have the duty to act with due care, diligence and skill as a reasonably prudent person should do in similar circumstances.

Article 155 In fulfilling duties, directors, supervisors, president and other senior management of the Company shall observe the principle of honesty and shall not place themselves in a position where their own interests may conflict with their obligations. The principle includes (but is not limited to) the following obligations:

(I) To sincerely act in the best interest of the Company;

(II) To exercise their powers within their terms of reference and not to act beyond such powers;

(III) To exercise personally the discretion vested in them and not to allow themselves to be manipulated by others and, save as permitted by laws, administrative regulations or the Listing Rules or with the informed consent of shareholders at a general meeting, not to delegate the exercise of their discretion to others;

(IV) To treat shareholders of the same class equally and shareholders of different classes fairly;

(V) Not to conclude any contract, conduct any transaction or make any arrangement with the Company saved as specified in the Articles of Association or the Listing Rules or unless approval is otherwise with the informed consent of shareholders at a general meeting;

(VI) Not to seek personal gains by using the property of the Company in any form without the informed consent of shareholders at a general meeting;

(VII) Not to exploit their positions and powers to accept bribes or other unlawful income, and not to expropriate the Company's property in any form, including (but not limited to) opportunity favorable to the Company;

(VIII) Not to accept commissions in connection with the Company's transactions without the informed consent of shareholders at a general meeting;

(IX) To observe the Articles of Association, fulfill duties honestly, protect the interests of the Company, and not to seek personal gains by using their positions and powers in the Company;

(X) Not to compete with the Company in any form without the informed consent of shareholders at a general meeting;

(XI) Not to embezzle the funds of the Company or lend the same to others, not to deposit the Company's assets in accounts in his own name or in any other name, and not to use the Company's assets as security for the personal debts of the shareholders of the Company or others;

(XII) Not to disclose any confidential information related to the Company acquired by them during their term of office without the informed consent of shareholders at a general meeting; not to use the said information save for the interest of the Company; however, they may disclose such information to a court or other government authorities in the following circumstances:

1. Required by law;

2. Public interest so warrants;

3. The interests of the relevant directors, supervisors, the president and other senior management so require.

Gains derived by any director, president, vice president and other senior management in violation of this Article shall be belong to the Company; the relevant executive shall indemnify the Company for its losses caused by such violation.

Article 156 Directors, supervisors, president and other senior management of the Company shall not cause the following persons or institutions ("connected persons") to do anything that the directors, supervisors, president and other senior management is prohibited to do:

(I) Spouses or minor children of directors, supervisors, president and other senior management of the Company;

(II) Trustees of directors, supervisors, president and other senior management of the Company or persons set out in (I) herein;

(III) Partners of directors, supervisors, president and other senior management of the Company or persons set out in (I) and (II) herein;

(IV) Companies over which a director, supervisor, president and other senior management of the Company, alone or jointly with any person set out to in (I), (II) and (III) herein or any other directors, supervisors, president and other senior management of the Company have de facto control;

(V) Directors, supervisors, president and other senior management of the companies as set out in (IV) herein.

Article 157 The honesty obligation of directors, supervisors, president and other senior management of the Company shall not necessarily end with the expiry of their terms of office, and their confidentiality obligation to the Company in respect of trade secrets shall continue after expiry of their terms of office. Other obligations may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the Company and them was terminated.

Article 158 The liability of directors, supervisors, president and other senior management of the Company for breaching a given obligation may be released by the informed consent of shareholders at a general meeting, save for the circumstances specified in Article 60 of the Articles of Association.

Article 159 If directors, supervisors, president and other senior management of the Company have any direct or indirect material interests in any contract, transaction or arrangement already concluded or planned by the Company (exclusive of engagement contract with the Company), they shall disclose the nature and extent of the said interests to the board of directors as soon as possible regardless whether the relevant matters are subject to approval by the board of directors in normal circumstances.

A director shall not vote on any resolution of the board of directors which approves the contract, transaction or arrangement or any other relevant proposals where he or his associate (as defined in the Listing Rules of the Stock Exchange) has a material interest; and shall not be included into the quorum of the meeting.

Unless the directors, supervisors, president and other senior management of the Company having material interests have disclosed to the board of directors as per aforesaid paragraph herein, and the said transaction is approved at the meeting of the board of directors at which they are not included into the quorum and do not vote, the Company shall have the right to cancel the said contract, transaction or arrangement, except as against a bona fide party thereto who does not have notice of the breach of duty by the relevant directors, supervisors, presidents and other senior management.

If the connected persons or associates of the directors, supervisors, president and other senior management of the Company have any interests in a given contract, transaction or arrangement, the said directors, supervisors, president and other senior management shall also be deemed as having interests.

~~Article 160 If, before the Company concludes relevant contract, transaction or arrangement~~ for the ~~first time, the directors, supervisors, president and other senior management of the Company have~~ notified ~~the board of directors in writing that they will have interests in the contract, transaction or arr~~angement ~~concluded by the Company in the future because of the reasons set out in the notice, they shall~~ be deemed ~~as having executed disclosure as specified in the preceding paragraph of this chapter to the exten~~t specified ~~in the notice~~.

~~Article 161 The Company shall not pay taxes in any form for its directors, supervisors, p~~resident ~~and other senior managemen~~t.

~~Article 162 The Company shall not directly or indirectly provide loan or loan guarantee~~ to the ~~directors, supervisors, president and other senior management of the Company or its parent com~~pany, or to ~~the connected persons of the aforesaid p~~ersons.

~~The preceding paragraph does not apply to the following circumst~~ances:

~~(I) The Company provides loan or loan guarantee for its subsidi~~aries;

~~(II) The Company, in accordance with the engagement contracts approved at the general~~ meeting, ~~provides loan, loan guarantee or other monies to the directors, supervisors, president~~ and other ~~senior management of the Company so that they may pay the expenses incurred for the~~ Company ~~or for fulfilling their duties for the Compan~~y;

~~(III) If the normal business scope of the Company includes provision of loan and loan guara~~ntee, the ~~Company may provide loan and loan guarantee to relevant directors, supervisors, p~~resident and ~~other senior management and their connected persons, but the conditions for providing~~ loan or ~~loan guarantee shall be normal commercial condit~~ions.

~~Article 163 If the Company provides loan in violation of the preceding article, the recipient~~ of the ~~loan shall repay the same immediately to the Company regardless of the conditions of t~~he loan.

~~Article 164 A loan guarantee provided by the Company in violation of Paragraph 1 of Artic~~le 162 ~~shall not be enforceable except in the following circumst~~ances:

~~(I) The lender does not know that it has provided loan to the connected persons of the d~~irectors, ~~supervisors, president and other senior management of the Company or its parent c~~ompany;

~~(II) The collateral provided by the Company has been sold by the lender lawfully to a bo~~na fide ~~purchase~~r.

~~Article 165 The guarantee as referred to in the preceding articles of this Chapter includes the a~~ct of the ~~guarantor to undertake the responsibility or provide property to ensure that the obligor fulfils the obl~~igations.

~~Article 166 If the directors, supervisors, president or other senior management fail to fulfill the obligations to the Company, the Company shall have the right to take the following actions in addition to the rights and remedial measures under the relevant laws and administrative regulations:~~

~~(I) Require the relevant directors, supervisors, president or other senior management to compensate the Company for the losses arising from their neglect of duty;~~

~~(II) Cancel the contracts or transactions concluded between the Company and the relevant directors, supervisors, president or other senior management, or between the Company and a third party (if the third party knows or is supposed to know that the directors, supervisors, president or other senior management representing the Company have breached their obligations to the Company);~~

~~(III) Require the relevant directors, supervisors, president or other senior management to surrender gains derived as a result of the breach of obligations;~~

~~(IV) Recover monies, including (but not limited to) commissions, received by the relevant directors, supervisors, president or other senior management which should have been received by the Company;~~

~~(V) Require the relevant directors, supervisors, president or other senior management to surrender interests earned or may be earned from monies which should have been paid to the Company.~~

~~Article 167 The Company shall conclude written contracts with its directors and supervisors in relation to their remunerations, subject to prior approval at a general meeting. The aforesaid remunerations include:~~

~~(I) Remunerations as directors, supervisors or senior management of the Company;~~

~~(II) Remunerations as directors, supervisors or senior management of subsidiaries of the Company;~~

~~(III) Remunerations for providing other services in connection with the management of the Company and its subsidiaries;~~

~~(IV) Compensations for the said directors or supervisors for lost of office or for retirement.~~

~~Save as pursuant to the aforesaid contracts, the directors or supervisors shall not pursue legal action against the Company for anything due to them in respect of the aforesaid matters.~~

~~The above mentioned written contract shall cover at least the following matters:~~

~~(I) Directors, supervisors or senior management shall undertake to the Company to observe Company Law, Special Provisions, the Articles of Association, and Code on Takeovers and Mergers and Code on Share Repurchase and other requirements of the Hong Kong Stock Exchange, and agree that the Company is entitled to remedial measures under the Articles of Association and that the said contracts and their positions as director, supervisor or senior executive shall not be transferred;~~

~~(II) Directors, supervisors or senior management shall undertake to the Company to fulfill~~ their due ~~obligations for the shareholders as specified in the Articles of Association~~; and

~~(III) Arbitration clauses specified in Chapter 21 of the Articles of Associa~~tion.

~~Article 168 The Company shall specify in the contracts concluded with the directors or sup~~ervisors ~~in relation to remunerations that if the Company is being taken over, the directors or supervisor~~s of the ~~Company have the right to seek compensations or other payment for lost of office or for retirement,~~ subject to ~~prior approved at the general meeting. The aforesaid takeover of the Company includes any of the~~ following:

~~(I) An offer made by any person to all the shareholde~~rs;

~~(II) An offer made by any person with the aim of causing the offeror to become a con~~trolling ~~shareholder of the Company. The definition of a controlling shareholder is the same a~~s that in ~~Article 61 of the Articles of Associatio~~n.

~~Any monies received by the relevant directors or supervisors in violation of this Article shall~~ belong ~~to those who accept the said offer and sell their shares, and the said directors or supervisors sha~~ll bear the ~~expenses for distributing the said monies in proportion, which shall not be deducted from the said~~ monies.

Chapter ~~8~~15 Financial Accounting System, ~~and~~ Profit Distribution and Auditing

Section 1 Financial Accounting System

Article 15~~0~~169 The Company shall formulate its financial accounting system in accordance with relevant laws, administrative regulations and the requirements of the competent authorities of China ~~accounting standards formulated by the competent financial authority of the State Council~~ and the ~~CSRC~~ securities regulatory authorities in the place where the shares of the Company are listed have special provisions, such provisions shall apply.

Article 15~~1~~170 The fiscal year of the Company is Gregorian calendar year, beginning on 1 January and ending on 31 December of each year.

~~The Company shall use Renminbi as the recording currency and the accounts shall be pr~~epared in ~~Chinese~~.

~~The Company shall prepare financial reports at the end of each fiscal year, which shall be~~ audited ~~according to law~~.

The Company shall submit and disclose its annual reports to the CSRC and the stock exchange(s) within four months from the ending date of each fiscal year, and submit and disclose its interim reports to the delegated authority of the CSRC and the stock exchange(s) within two months from the ending date of the first half of each fiscal year. If there are otherwise provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.

The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and the regulations of the CSRC and the stock exchange(s).

~~Article 171 The board of directors of the Company shall, at each annual general meeting~~, submit ~~to the shareholders the financial reports prepared by the Company in accordance with the relevant~~ laws, ~~administrative regulations, normative documents issued by local governments and competent au~~thorities.

~~Article 172 The financial reports of the Company shall be made available for shareholders' inspection at the Company 20 days before convening of the annual general meeting. Every shareholder of the~~ Company ~~shall have the right to access the aforesaid financial re~~ports.

~~The Company shall, at least 21 days before convening of the annual general meeting, send b~~y prepaid ~~mail to all holders of overseas-listed foreign shares the aforesaid reports, including directors' re~~ports and ~~the balance sheet (including each document required by laws and regulations to be attached to t~~he balance ~~sheet) and income statement or income and expenditure statement; and the addresses of addressees~~ shall be ~~those recorded in the shareholders' regi~~ster.

~~Article 173 The financial statements of the Company shall be prepared in accordance with t~~he PRC ~~accounting standards and regulations as well as the international accounting standards or the a~~ccounting ~~standards of the overseas listing place. If there is any material difference between the financial s~~tatements ~~prepared under the two accounting standards, such difference shall be stated in the notes to the~~ financial ~~statements. The Company shall distribute the after-tax profit of the relevant fiscal year based on th~~e smaller ~~amount shown in the aforesaid two financial statement~~s.

~~Article 174 The interim results or financial data announced or disclosed by the Compan~~y shall ~~be prepared in accordance with the PRC accounting standards and regulations as well as the in~~ternational ~~accounting standards or the accounting standards of the overseas listin~~g place.

~~Article 175 The Company shall release the annual results announcement within three mon~~ths after ~~the end of a fiscal year and release the interim results announcement within two months after the e~~nd of the ~~first six months of each fiscal year; publish annual report within four months after the end of a fis~~cal year, ~~and publish interim report within three months after the end of the first six months of each fis~~cal year.

Article 152~~176~~ The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in an account maintained in the name of any individual.

Article 153~~177~~ When the Company distributes its after-tax profits of the current year, it shall withdraw 10% of the profits as its statutory common reserve fund. Such allocation may be stopped when the statutory common reserve fund of the Company has accumulated to over 50% of the registered capital of the Company.

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

After statutory common reserve fund is withdrawn out of the after-tax profits, discretionary common reserve fund may also be withdrawn out of the same as per a resolution made at a general meeting.

After the Company has made up its losses and made allocations to its statutory reserve fund, the remaining profits are distributed in proportion to the number of shares held by the shareholders, save for distribution which is not made in proportion to shareholdings as specified in the Articles of Association

If the shareholders' general meeting violates the above provisions by distributing profits to the shareholders before the Company makes up losses and allocates funds to the statutory reserves, then the profits so distributed must be returned to the Company by the shareholders.

The shares of the Company held by the Company shall not participate in to profit distribution.

~~Article 178 Capital reserve includes the following:~~

~~(I) Premium arising from issue above the par value of shares;~~

~~(II) Other revenues required by the competent financial authority under the State Council to be appropriated to capital reserve.~~

Article 154~~179~~ The Company's reserve fund shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the capital of the Company by means of conversion. However, the Company shall not use its capital reserve fund to make up its losses.

When the statutory reserve fund is converted into share capital, the amount remaining in the reserve shall not be less than 25% of the Company's registered capital prior to the conversion.

Article 155 After the general meeting of the Company has made a resolution on the profit distribution plan, the board of directors of the Company shall complete dividends (or shares) distribution within two months after the general meeting.

~~Article 180 The Company may distribute dividends in the following forms:~~

~~(I) Cash;~~

~~(II) Shares;~~

~~(III) Other forms permitted by laws, administrative regulations, departmental rules or Listing Rules.~~

Article 156~~181~~ The policy of profits distribution of the Company is:

(I) The Company implements continuous and stable profit distribution policy. The profit distribution of the Company emphasizes on providing reasonable and stable return on investment of the investors while giving consideration to the Company's long term and sustainable development. The distribution of profit shall not exceed the scope of cumulative distributable profit.

(II) The Company's profit distribution policy and the specific dividend distribution plan shall be formulated, considered and approved by the board of directors and then reported to the general meeting of shareholders for approval; when the board of directors formulates the profit distribution policy and dividend distribution plan, it shall take full consideration of the opinions of the independent directors, the board of supervisors and the public investors.

The Independent Directors may solicit the opinions from minority shareholders and make a dividend distribution proposal to be submitted directly to the board of directors for deliberation.

Prior to the consideration of detailed cash dividend proposals by the general meeting of the Company, the Company may communicate and exchange opinions with shareholders and especially minority shareholders by different ways, thereby fully listening to opinions and appeals of minority shareholders and responsively answering questions that minority shareholders concern.

(III) The Company distributes the dividend in form of cash dividend, stock dividend or a combination of both.

(IV) The Company distributes its distributable profits (being the after-tax profit after the Company makes up the loss and withdraws the common reserve funds) on an annual basis. According to the profitability, the Company may distribute interim cash dividend which does not need to be audited.

(V) The Company should actively distribute the profit in cash. The profit distributed in form of cash annually shall not be less than 20% of the distributable profits realized in that year. For cash-based distribution, the Company must consider whether its cash is able to meet the needs of the Company's normal operation and long-term development after such distribution in order to ensure that the distribution plan is in the interest of shareholders as a whole:

(1) Where the Company is in a developed stage with no significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution;

(2) Where the Company is in a developed stage with significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution;

(3) Where the Company is in a developing stage with significant capital expenditure arrangements, the dividend distributed in the form of cash shall not be less than 20% of the total profit distribution.

In the case that it is difficult to distinguish the Company's stage of development but the Company has significant capital expenditure arrangements, the profit distribution may be dealt with pursuant to the preceding provisions.

The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.

Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with.

(VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such ,istributionaligovipliermines the 5 Tc 0 Tw 0 -1.the overall interests of the sharehd wit- o

~~Any amounts paid by shareholders for shares in advance of calls will be entitled to interest,~~ but such ~~prepaid amounts are not entitled to participate in any dividends declared subse~~quently.

~~Article 183 The dividends shall be distributed to shareholders by the Company in accordan~~ce with ~~the tax laws of the PRC. The tax payable of income from shareholder's dividends shall be withheld~~ subject ~~to the distributed amoun~~t.

~~Article 184 The Company shall appoint collection agents for holders of overseas- listed~~ foreign ~~shares. The collection agents shall, on behalf of the related shareholders, collect dividends distr~~ibuted by ~~the Company for the overseas-listed foreign shares and other p~~ayables.

~~The collection agents appointed by the Company shall meet the requirements of the laws or~~ the stock ~~exchange of the listing plac~~e.

~~The collection agents appointed by the Company for holders of overseas-listed foreign sha~~res listed ~~in the Hong Kong shall be trust companies registered pursuant to Trustee Ordinance of Ho~~ng Kong.

~~For receiving of dividends by shareholders, provided that the relevant regulations of stock~~ exchange ~~are observed, the Company may exercise the right to seize dividends not collected, but the said~~ right shall ~~not be exercised before expiry of the applicable validity pe~~riod.

~~The Company shall have the right to stop sending dividend warrants by post to a holder of~~ overseas-~~listed foreign shares when the dividend warrants are not cashed for two consecutive times. Ho~~wever, the ~~Company may also exercise such right when the dividend warrants are returned after they are~~ sent to the ~~addressee for the first tim~~e.

~~The Company shall have the right to sell the shares of the holders of overseas- listed foreig~~n shares ~~who cannot be reached under the following conditions, provided it is permitted by laws and re~~gulations:

~~(I) Dividends have been distributed for the said shares for at least three times in 12 years~~, but are ~~not claimed in the said period;~~ and

~~(II) Upon expiry of the 12-year period, the Company shall announce its intent to sell the s~~hares in ~~newspaper(s), and notify the stock exchange on which the said shares ar~~e listed.

Section 2 Internal Auditing

Article 157 The Company shall adopt an internal auditing system and engage professional auditors to conduct internal auditing and supervision of its financial revenues and expenditures, and economic activities.

Article 158 The internal auditing system of the Company and duties of the auditors shall be implemented upon approval by the board of directors. The person in charge of the audit shall be responsible to and report to the board of directors.

~~Chapter 16~~Section 3 Appointment of Accounting Firm

Article 15~~9~~185 ~~The Company shall appoint an independent accounting firm which is qualified~~ under ~~the relevant regulations of the State to audit the annual financial reports and other financial repo~~rts of the ~~Company. For the purpose of this Articles of Association, the certified public accountants entrust~~ed by the ~~Company at any time shall act as the accountant~~The Company engage an accounting firm in accordance with the Securities Law to audit its accounting statements, verify its net assets and provide other relevant consultancy services. The accounting firm so appointed shall hold office for one year and can be reappointed.

~~The Company's first accounting firm shall be appointed at the inaugural meeting prior to t~~he first ~~annual general meeting the accounting firm so appointed shall hold office until the conclusion of~~ the first ~~annual general meetin~~g.

~~If the inaugural meeting does not exercise the powers under the preceding paragraph, thos~~e powers ~~shall be exercised by the board of direct~~ors.

~~Article 186 The accounting firm appointed by the Company shall hold office from the conc~~lusion ~~of the annual general meeting at which they were appointed until the conclusion of the next annua~~l general ~~meeting~~.

~~Article 187 The accounting firm appointed by the Company shall have the following~~ rights:

~~(I) To access the account books, records or vouchers of the Company at any time, a~~nd to ask ~~directors, president or other senior management to provide relevant documents and exp~~lanations;

~~(II) To ask the Company to take all reasonable actions possible to obtain documents and exp~~lanations ~~from its subsidiaries needed for the performance of their d~~uties;

~~(III) To be present at general meetings, receive notice of general meeting that any sharehol~~der has ~~the right to receive or other information relating to general meetings, and deliver spee~~ches at ~~any general meeting in relation to the matters concerning its role as the Company's a~~ccounting ~~firm.~~

~~Article 188 In the event of vacancy of accounting firm, the board of directors may appo~~int an ~~accounting firm to fill the said vacancy before convening of a general meeting. During duration of~~ the said ~~vacancy, if the Company has any incumbent accounting firm, the said accounting firm may continu~~e to act.

~~Article 189 Regardless of the terms in the contract concluded between the accounting firm~~ and the ~~Company, the general meeting may, through an ordinary resolution, dismiss the said accounting f~~irm before ~~expiry of the term thereof. In the event of any rights claimed by the accounting firm against the C~~ompany, ~~the said rights shall not be affecte~~d.

Article 160 The appointment of accounting firms for the Company shall be subject to approval at the general meeting, prior to which the board of directors shall not appoint any accounting firm.

Article 161 The Company guarantees that the accounting documents, account books, financial and accounting reports and other accounting materials provided to the accounting firm are true and complete. The Company shall not refuse to provide or conceal information and shall not provide false information.

Article 162~~190~~ The auditing fee~~remunerations~~ of the accounting firm~~ or the method for determining the same~~ shall be subject to the decision of the general meeting~~. The remunerations of the accounting firm appointed by the board of directors shall be determined by the board of directors~~.

~~Article 191 Appointment, dismissal or non-reappointment of accounting firm by the Company shall be subject to decision at the general meeting and shall be filed with the securities regulatory authority under the State Council.~~

~~The general meeting shall comply with the following provisions in passing a resolution to appoint a non-incumbent accounting firm to fill any vacancy of an accounting firm or reappoint an accounting firm appointed by the board of directors to fill the vacancy or dismiss an incumbent accounting firm before the expiry of its term~~:

~~(I) The proposal for appointment or dismissal shall, before the notice of general meeting~~ is sent, ~~be served to the accounting firm to be appointed or which proposed to terminate or~~ having ~~terminated service in the relevant fiscal year. Termination of service shall include dismissal, resignation or retirement~~.

~~(II) If the accounting firm about to terminate service make a written statement and request the Company to notify the shareholders of the said statement, the Company shall take the following actions unless the statement is received too~~ late:

~~1. Describe in the notice issued for the resolution that the accounting firm about to terminate service have made a statement;~~

~~2. Send to the shareholders entitled to receive the notice of general meetings a~~ copy of ~~the statement as an attachment to the notice in the form specified in the Articles of Association~~.

~~(III) If the Company fails to send out the statement of the accounting firm as per (II) herein, the relevant accounting firm may require that the said statement be read at the general meeting and may further lodge a complaint~~.

~~(IV) The accounting firm about to terminate service have the right to attend the following meetings~~:

~~1. The general meeting at which their term of appointment expires;~~

~~2. The general meeting for filling vacancy because of their termination of service;~~

~~3. The general meeting held because of their resignation~~.

~~The accounting firm about to terminate service have the right to receive all the notices of the a~~foresaid ~~meetings or other information relating to the meetings, and deliver speeches at the meetings in r~~elation to ~~the matters concerning its role as the Company's former accounting~~ firm.

Article 163~~192~~ Where the Company dismisses or does not reappoint an accounting firm, a notice shall be given to the accounting firm 15 days in advance, and when the Company's general meeting of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its ~~the~~opinions ~~accounting firm shall have the right to state their opinions to the general m~~eeting

Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate.

~~An accounting firm may resign by placing a written notice of resignation at the legal address~~s of the ~~Company. The said notice shall take effect on the date of delivery to the legal address of the Com~~pany or on ~~a later date specified in the notice. The said notice shall include the following stat~~ements:

~~1. A statement that its resignation does not involve any information to be disclosed~~ to the ~~shareholders or creditors of the Company~~; or

~~2. A statement of any such information to be disclo~~sed.

~~The Company shall send a copy of the written notice mentioned in the preceding paragraph t~~o relevant ~~competent authority within 14 days after receipt of the said notice. If the notice contains the s~~tatement ~~mentioned in the two preceding paragraphs, the Company shall made a copy of the statement av~~ailable for ~~shareholders' inspection at the Company. The Company shall also serve, by means specified in th~~e Articles ~~of Association, or send a copy of such statement by prepaid mail to each holder of overseas-liste~~d foreign ~~shares at the address registered in the register of sharehol~~ders.

~~If the notice of resignation of an accounting firm contains the statement mentioned in the pa~~ragraphs ~~herein, the accounting firm may require the board of directors to convene an extraordinary gener~~al meeting ~~to receive an explanation about its resignat~~ion.

Chapter 9 Notices and Announcements

Section 1 Notices

Article 164 The notice of the Company, mailing and other written materials including but not limited to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder circular, proxy form and temporary announcement may be served as follows:

(I) by hand;

(II) by mail;

(III) by fax or email;

(IV) By announcement on the website designated by the Company, the Hong Kong Stock Exchange and the Shanghai Stock Exchange in accordance with the laws, administrative regulations, Listing Rules of the Stock Exchange and Listing Rules of SSE;

(V) By newspaper and other designated media;

(VI) By other means approved by the relevant securities regulatory authority at the location where the Company's shares are listed or stipulated in the Articles of Association.

Notwithstanding any other provisions contained in the Articles of Association in respect of the publishing or giving notice of any notices, communications or other written materials, the Company may choose to announce such corporate communications by means provided under (IV) of this Article in place of delivering written documents by hand or by prepaid post to each holder of H shares, subject to relevant requirements of the securities regulatory authority at the location where the shares of the Company are listed.

Article 165 Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.

Article 166 Unless otherwise provided in the Articles of Association, the various forms of sending notices stipulated in the preceding Article shall apply to notices of the general meeting, meeting of the board of directors and meeting of the board of supervisors convened by the Company.

Article 167 In the event that the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed requires such documents to be dispatched, mailed, distributed, issued, announced or by any other forms provided to the shareholders in both English and Chinese version, the Company may (in accordance with the preference of the shareholders concerned) dispatch only the English or the Chinese version to the shareholders concerned if the Company has made proper arrangements to confirm that the shareholders prefer to only receive either the English or the Chinese version and if such arrangements are within the scope and in accordance with the applicable laws and regulations.

Article 168 For notices of the Company delivered by hand, an acknowledgement of receipt shall be signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknowledgement is signed; for notices delivered by post, the date of delivery shall be 48 hours from the delivery of the mail to the post office; for notices delivered by fax or email or announcement on a website, the date on which the notice is sent shall be deemed to the date of delivery, and the date indicated in the fax report shall be taken as the delivery date; in the case of notice delivered by way of public announcement, the date of the first announcement shall be deemed to be the date of delivery. Such announcements shall be published in newspapers or websites which meet the requirements of the relevant rules.

Article 169 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of A shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.

The board of directors shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the relevant requirements stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange in the place where the stocks of the Company are listed.

Article 170 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Section 2 Announcements

Article 171 The Company has designated the website of Shanghai Stock Exchange (http://www.sse.com.cn), the website of The Stock Exchange of Hong Kong Limited (http:/www.hkex.com.hk) and the media which meet the conditions required by the CSRC as the media for the publication of announcements and other information required to be disclosed by the Company.

Chapter 1017 Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation ~~Merger and Division of the Company~~

Section 1 Merger, Division, Increase and Decrease of Capital

~~Article 193 In respect of the merger or division of the Company, the board of directors shall propose a plan and have it adopted following the procedures specified in the Articles of Association, and go through relevant examination and approval formalities pursuant to law. Any shareholder objecting to merger or division of the Company shall have the right to require the Company or the shareholders approving merger or division of the Company to buy his shares at a fair price. Resolution on merger or division of the Company shall be archived as special document for made available for shareholders' inspection.~~

~~The aforesaid document shall also be served by post to holders of overseas-listed foreign shares.~~

Article 172~~194~~ Merger of the Company may be ~~in two~~ forms: merger by absorption and merger by consolidation.

Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to establishing a new company by merging two or more companies, whereby the merging parties shall be dissolved.

Article 173 In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare the balance sheet and the property inventory. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers within 30 days.

Creditors should, within 30 days of being notified, or if they do not receive the notice, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.

Article 174 The creditor's rights and debts of the parties concerned after merger of the Company shall be inherited by the company subsisting after merger or by the newly established company.

Article 175~~195~~ Where the Company is divided, its properties shall be divided accordingly.

In the event of division of the Company, the parties concerned~~ shall conclude a division agree~~ment and prepare balance sheet and property inventory. The Company shall notify all creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers within 30 days.

Article 176 The companies after division shall bear joint liability for the debts of the Company before division. However, if before the division the Company and its creditors have entered into a written contract concerning the repayment of debts, then the former provision does not apply.

Article 177 In the event of a reduction in registered capital, the Company shall prepare a balance sheet and a list of assets.

The Company shall notify its creditors within ten days from the date of the resolution of the Company on the reduction of registered capital and shall publish a public notice in the newspaper(s) within 30 days from the date of the resolution of the Company on the reduction of registered capital. A creditor has the right, within 30 days from the receipt of such notice; or, for creditors who do not receive the notice, within 45 days of the date of the public notice, to demand the Company to pay its debts or to provide a guarantee for such debt(s).

The reduced registered capital of the Company will not fall below the statutory minimum amount.

Article 178~~196~~ Change to registered particulars arising from a merger or division of the Company shall be registered with the company registration authority according to law. If the Company is dissolved, a cancellation of its registration shall be effected according to law. If a new company is established, registration of such establishment shall be established and registered according to law.

Any increase or decrease in the registered capital of the Company shall be registered with the company registration authorities in accordance with the laws.

Section 2~~Chapter 18~~ Dissolution and Liquidation~~ of the Company~~

Article 179~~197~~ The Company ~~is~~shall b~~e~~dissolved~~ and liquidated according to law~~ in any of~~ the following circumstances:

(I) Expiration of business term as prescribed by the Articles of Association or any of the situations for dissolution prescribed in the Company's Articles of Association occurs;

(II) The general meeting has resolved to dissolve the Company;

(III) Merger or division of the Company entails dissolution;

(IV) The Company is revoked of business license, ordered to close or canceled according to lawThe Company is declared bankrupt according to law because it is unable to pay its debts as they fall due;

~~(V) The business license is cancelled, or the Company is ordered to close down or to be dissolved according to laws due the violation of laws and administrative regulations;~~

~~(VI)~~ (V) If the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of the Company may request the people's court to dissolve the Company.

Article 180~~198~~ If there is any circumstance as stated in paragraph (I) of Article 17997 of this Articles of Association, the Company may continue to exist through amendment of this Articles of Association.

If this Articles of Association is amended subject to the aforesaid provisions, it must be approved by shareholders representing two-thirds or above of the voting rights present at the general meeting.

~~To declare their creditor's rights, the creditors shall explain matters relating to their rights and~~ provide ~~relevant evidential documents. The liquidation committee shall register the creditor's rights according~~ to law.

~~During the period of declaration, the liquidation committee shall not make repayment to cr~~editors.

Article 182~~202~~ During liquidation, the liquidation committee shall exercise the following functions and powers:

(I) To examine and take possession of the assets of the Company and prepare a balance sheet and a property inventory;

(II) To inform creditors by notice and announcement;

(III) To deal with the outstanding businesses of the Company relating to liquidation;

(IV) To pay off the outstanding taxes and taxes payable during the liquidation process

(V) To settle creditor's rights and debts;

(VI) To dispose of the remaining assets of the Company after repayment of debts;

(VII) To represent the Company in civil proceedings.

Article 183 The liquidation committee shall notify the creditors within ten days after its establishment, and publish announcements in the newspaper(s) within 60 days. Creditors shall, within 30 days from the date of receiving the notice; or for creditors who do not receive the notice, within 45 days from the date of the public announcement, inform the liquidation committee of their creditors' rights.

The creditor shall provide a description and supporting evidence of the matters relating to their rights. The liquidation committee shall register the creditors' rights.

The liquidation committee shall not make any debt settlement during the period for registration of creditors.

Article 184~~203~~ After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or ~~the people's court relevant competent authority~~ for confirmation.

The assets of the Compa~~ny shall be applied in the following order of p~~riority

Liquidation expenses, employees' salaries, social insurance expenses, statutory compensations, outstanding taxes, and the Company's debts. The assets of the Company remaining after application for settlement in accordance with the foregoing provisions shall be distributed to the shareholders ~~the~~as per ~~types of their shares and~~ their shareholding percentages.

~~During the liquidation, the Company shall not carry out any new business operations.~~ The Company shall continue to exist during the liquidation period, although it cannot engage in business activities that are not related to the liquidation.

The property of the Company shall not be distributed to the shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

~~Article~~ Article 185~~204~~ ~~In the event of liquidation due to dissolution of the Company,~~ After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall ~~immediately~~ apply to the people's court to declare the Company bankrupt in accordance with the law.

Once the people's court makes a ruling declaring the Company bankrupt, the liquidation committee shall hand over the liquidation matters to the people's court.

Article 186~~205~~ After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from the general meeting or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company and announce termination of the Company.

(II) The change of the Company's situation conflicts with the matters as prescribed in the Articles of Association;

(III) The shareholder's meeting makes resolution to amend the Articles of Association.

~~Article 210 The amendment of the Articles of Association shall follow the procedures as~~ below:

~~(I) The board of directors draws up the amendment proposal in accordance with the Ar~~ticles of ~~Association~~;

~~(II) To notice the shareholders of the amendment proposal and convene shareholder's meeting~~ for ~~voting~~;

~~(III) To submit the amendment to be voted at the shareholder's meeting for passing as a~~ special ~~resolution~~.

~~The board of directors shall amend the Articles of Association in accordance with the resolut~~ion with ~~respect to the amendment of the Articles of Association passed at the shareholder's meeting and the~~ approval ~~opinions issued by the competent authority concer~~ned.

Article 190~~211~~ If any amendment to these Articles of Association passed by resolutions at the shareholders' general meeting is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval. ~~If the amendment to the Articles of Association involves any content of Mandatory Provisions, the said amendment shall be subject to a~~pproval by ~~the company examination and approval authority authorized by the State Council~~, if the amendment involves registration of the Company, the involved changes ~~are required to be~~ registered pursuant to law.

Article 191 The board of directors shall amend the Articles of Association according to the resolutions of the shareholders' general meeting and the opinions of the relevant competent authority.

Notwithstanding the foregoing paragraph, in the following circumstances, the shareholders' general meeting may pass a resolution to authorize the board of directors to amend the Articles of Association in accordance with the following principles:

(1) the board of directors may make non-substantial amendments to the Articles of Association as required for implementing a resolution passed by the general meeting, such as changes to registered capital, number of shares, company name or address as required by the resolution of the general meeting; and

(2) the board of directors may change the wordings or order of articles of these Articles of Association in accordance with the requirements raised by the competent authorities during their review of the draft of the Articles of Association passed by the general meeting.

Article 192~~212~~ Where the amendments to the Articles of Association involve matters requiring disclosure by laws and regulations, the amendments shall be announced in accordance with regulations.

~~Chapter 20 Notices~~

~~Article 213 The notice of the Company, mailing and other written materials including but not~~ limited ~~to annual report, interim report, quarterly report, meeting notice, listing documents, shareholder~~ circular, ~~proxy form and temporary announcement may be served as fo~~llows:

~~(I) By personal delivery~~;

~~(II) By post~~;

~~(III) By fax or email~~;

~~(IV) By announcement on the website designated by the Company, the Hong Kong Stock E~~xchange ~~and the SSE in accordance with the laws, administrative regulations, Listing Rules of th~~e Stock ~~Exchange and Listing Rules of SSE~~;

~~(V) By newspaper and other designated me~~dia;

~~(VI) By other means approved by the relevant securities regulatory authority at the locatio~~n where ~~the Company's shares are listed or stipulated in the Articles of Associ~~ation.

~~Notwithstanding any other provisions contained in the Articles of Association in respect~~ of the ~~publishing or giving notice of any notices, communications or other written materials, the Compa~~ny may ~~choose to announce such corporate communications by means provided under (IV) of this Article~~ in place ~~of delivering written documents by hand or by prepaid post to each holder of overseas-listed foreig~~n shares, ~~subject to relevant requirements of the securities regulatory authority at the location where the sh~~ares of the ~~Company are liste~~d.

~~Article 214 In the event that the relevant regulations of the securities regulatory authority~~ of the ~~place where the Company's shares are listed requires such documents to be dispatched, mailed,~~ distributed, ~~issued, announced or by any other forms provided to the shareholders in both English and Chine~~se version, ~~the Company may (in accordance with the preference of the shareholders concerned) dispatc~~h only the ~~English or the Chinese version to the shareholders concerned if the Company has made proper a~~rrangements ~~to confirm that the shareholders prefer to only receive either the English or the Chinese version a~~nd if such ~~arrangements are within the scope and in accordance with the applicable laws and re~~gulations.

~~Article 215 For notices of the Company delivered by hand, an acknowledgement of receipt~~ shall be ~~signed (or stamped) by the recipient and the date of delivery shall be the date on which the acknow~~ledgement ~~is signed; for notices delivered by post, the date of delivery shall be 48 hours from the delivery of~~ the mail ~~to the post office; for notices delivered by fax or email or announcement on a website, the date o~~n which ~~the notice is sent shall be deemed to the date of delivery, and the date indicated in the fax repo~~rt shall be ~~taken as the delivery date; in the case of notice delivered by way of public announcement, the d~~ate of the ~~first announcement shall be deemed to be the date of delivery. Such announcements shall be p~~ublished in ~~newspapers or websites which meet the requirements of the relevan~~t rules.

Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.

Article 216 Notices of the shareholders' general meetings of the Company shall be made by announcement. Notice of the Board meetings and board of supervisors of the Company shall be made by hand, facsimile, telephone, email, or other forms.

Article 217 The Company shall designate media in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. The announcements required to be given by the Articles of Association to the holders of H shares shall be published by the methods prescribed by the Hong Kong Listing Rules.

The Board may change the designated media for the disclosure of information about the Company and shall ensure that such designated media complies with the requirements as required by the laws and regulations of China and Hong Kong, securities regulatory authorities under the State Council, overseas regulatory authorities and the stock exchange of the place where the shares of the Company are listed.

Chapter 21 Settlement of Disputes

Article 218 The Company shall settle disputes following the rules below:

(I) In the event of any dispute or claim between a holder of overseas-listed foreign shares and the Company, between a holder of overseas-listed foreign shares and a director, supervisor or president of the Company, and between a holder of overseas-listed foreign shares and a holder of domestic shares arising from rights and obligations specified in the Articles of Association, Company Law and other relevant laws and administrative regulations and relating to the affairs of the Company, the parties concerned shall submit the said dispute or claim for arbitration.

The aforesaid dispute or claim submitted for arbitration shall be the entire dispute or claim; all the persons who complain for the same reason or who are required to participate in the settlement of the dispute or claim shall accept the arbitration award if they are the Company or its shareholders, directors, supervisors, president or senior management.

Disputes relating to definition of shareholders and shareholders' register may be settled by means other than arbitration.

(II) The applicant for arbitration may select China International Economic and Trade Arbitration Commission for arbitration following the arbitration rules thereof or select Hong Kong International Arbitration Centre for arbitration following the securities arbitration rules thereof. After the applicant for arbitration submits the dispute or claim for arbitration, the other party shall accept arbitration at the arbitral body selected by the applicant.

If the applicant for arbitration selects Hong Kong International Arbitration Centre for arbitration, either party may request that the arbitration be conducted in Shenzhen following the securities arbitration rules of Hong Kong International Arbitration Centre.

~~(III) Settlement of disputes or claims set out in (I) by way of arbitration shall be governed by PRC laws save as otherwise specified by laws and administrative regulations.~~

~~(IV) The arbitration award made by the arbitral body shall be final and binding on both parties.~~

Chapter 12~~22~~ Supplementary Provisions

~~Article 219 The Rules of Procedures of General Meetings, the Rules of Procedures of Board Meetings and the Rules of Procedures of Meetings of Supervisors, which had been considered and approved by the General Meetings, shall be the appendix of the Articles of the Association.~~

Article 193 Definition

(1) Controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Company, or a shareholder who, despite its shareholding being less than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the shareholders' general meeting.

(2) Actual controller means a person who has actual power to direct the acts of such company by investment, contract or other arrangements.

(3) Connected relationship is the relationship between the controlling shareholder, the actual controller, directors, supervisors or senior management members of a company and enterprises directly or indirectly controlled by them, as well as other relationships which may cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having connected relationship only because they are owned by the State.

(4) Subsidiary(ies) refers to a company in which the Company holds more than 50% of its shares or may determine the composition of majority of the member of its board of directors or may have de facto control through agreements or other arrangements.

(5) President used in the Articles of the Association shall have the same meaning as "Manager" in the Companies Act and other laws and regulations; vice president shall have the same meaning as "Deputy Manager" in the Companies Act and other laws and regulations.

(6) Accounting firm used in the Articles of Association shall have the same meaning as "Auditor". Unless otherwise expressly referred to in the relevant national laws and administrative regulations and the regulatory rules of the place where the Company's shares are listed, the term "Independent non-executive directors" in the Articles of Association shall have the same meaning as "Independent directors".

Article 194~~220~~ The Articles of Association is written in Chinese. In case of any discrepancies among the various versions in different languages, the latest Chinese version approved by and registered with the company registration authority shall prevail.

Article 195~~221~~ For the purpose of the Articles of Association, the terms "not less than", "within", "not more than" are inclusive terms and the terms "exceeding", "less than", "be~~yond~~[1]" and "below" and "above" are exclusive terms.

~~Article 222 For purposes of the Articles of Association, the "accounting firm" has the same meaning as the "auditor".~~

Article 196 The Articles of Association shall be interpreted by the board of directors.

Article 197 The appendix to these Articles of Association shall include the Rules of Procedures for General Meetings, the Rules of Procedure for Board Meetings and the Rules of Procedures of Meetings of the Supervisory Committee.

Article 198 The Articles of Association shall come into force and be implemented on the date when it is examined and approved by the general meeting of the Company and it applies to the amendments.

~~Article 223 In the Articles of Association, references to "president" shall have the same meaning as "manager" as stipulated in the Company Law and other laws and regulations. References to "vice president" shall have the same meaning as "deputy manager" as stipulated in the Company Law and other laws and regulations.~~

~~Article 224 The Articles of Association shall be subject to the interpretation of the board of directors of the Company. Any matters not covered herein shall be approved at shareholders meeting through the board of directors.~~

Article 199~~225~~ Should there be any inconsistency between the Articles of Association and relevant national laws, administrative regulations, departmental rules, other relevant normative documents and the rules of the stock exchange on which the Company's shares are listed, the latter shall prevail.

The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

RULES OF PROCEDURES FOR GENERAL MEETINGS OF FLAT GLASS GROUP CO., LTD.

Chapter 1 General Provisions

Article 1 To regulate the behavior of Flat Glass Group Co., Ltd. ("the Company") and ensure that the general meeting can exercise its functions and powers according to law, these Rules are formulated in accordance with Company Law of the People's Republic of China (hereinafter referred to as Company Law), Securities Law of the People's Republic of China (hereinafter referred to as Securities Law), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as Listing Rules of SSE, together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules") of general meeting of shareholders of listed companies and other relevant laws, administrative regulations and normative documents and Articles of Association of Flat Glass Group Co., Ltd. (hereinafter referred to as "Articles of Association").

Article 2 The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law.

The board of directors shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

Article 3 The general meeting shall exercise its functions and powers within the scope specified by the Company Law and the Articles of Association.

(II) The unrecovered losses of the Company amount to one third of the total amount of its share capital;

(III) Shareholder(s) holding more than 10% (inclusive) of the Company's issued and outstanding shares carrying voting rights request(s) in writing the convening of an extraordinary general meeting;

(IV) The board of directors deems necessary;

(V) The board of supervisors proposes to convene such meeting;

(VI) Other circumstances stipulated by laws, administrative regulations, departmental rules, Listing Rules or the Articles of Association~~, Hong Kong Listing Rules or Listing Rules of SSE~~ occur

The calculation of the proportion of the shares in the preceding paragraph (three) shall be calculated as the date on which the shareholder(s) submit(s) a written request.

Companies cannot be convened the general meeting of shareholders within the time mentioned above, which shall be reported to the local China Securities Regulatory Commission (hereinafter referred to as the China Securities Regulatory Commission (CSRC)) dispatched institutions and securities exchange, and the company should give the reasons and make an announcement in respect thereof. If there are otherwise provisions of the regulatory rules in the place where the Company's shares are listed, such provisions shall apply.

Article 5 In convening a general meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following issues:

(I) Whether the convening and convening procedure of the meeting comply with laws, administrative regulations and the Articles of Association;

(II) Whether the attendees and convener of the meeting are eligible;

(III) Whether the voting procedures and results of the meeting are lawful and valid;

(IV) Legal opinions on other relevant matters upon request by the Company.

Chapter 2 Convening of General Meetings

Article 6 The board of directors shall convene the general meeting of shareholders on time in accordance with~~ the relevant requirements of~~ the Articles of Association and the provisions of the Rules~~, Hong Kong Listing Rules and Listing Rules of SSE~~

Article 7 An extraordinary general meeting may be convened upon proposal by independent directors to the board of directors. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Where the board of directors does not agree to convene the extraordinary general meeting as proposed by the independent directors, it shall give the reasons and make an announcement in respect thereof.

Article 8 The board of supervisors shall be entitled to propose to the board of directors to convene an extraordinary general meeting, and shall put forward its proposal to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the proposal.

Where the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors. Any change to the original proposal set forth in the notice shall be subject to approval by the board of supervisors.

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, the board of directors shall be deemed as unable to or failing to perform the duty of convening the general meeting, and the board of supervisors may convene and preside over the meeting by itself.

Article 9 An extraordinary general meeting may be convened upon request by two or more shareholders severally or jointly holding more than 10% shares of the Company to the board of directors, and such request shall be put forward to the board of directors in writing. The board of directors shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receipt of the request.

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

If the board of directors does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the board of supervisors to convene an extraordinary general meeting, and shall put forward such request to the board of supervisors in writing.

If the board of supervisors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant shareholders.

In case of failure to issue the notice of the general meeting within the term stipulated, the board of supervisors shall be deemed as failing to convene and preside over the general meeting. As a result of its failure to do so for more than 90 consecutive days, shareholder(s) severally or jointly holding more than 10% shares of the Company may convene and preside over such meeting by himself/themselves.

Article 10 Where the board of supervisors or shareholder(s) decide(s) to convene a general meeting by itself/themselves, it/they shall notify the board of directors in writing and file with the Stock Exchange at the same time.

Before the resolution of the shareholders' meeting, the shareholders' shareholding ratio shall not be less than 10%. When the board of supervisors and the convening of the shareholders decide to send a notice of the general meeting of shareholders and the announcement of the resolution of the shareholders' general meeting, they shall also submit the relevant certification materials to the local stock exchange at the same time.

Article 11 With regard to the general meeting convened by the board of supervisors or shareholders on its/their own initiative, the board of directors and its secretary or the secretary of the company shall offer cooperation. The board of directors shall provide a shareholders' register as of the equity registration date. Where the board of directors fails to provide the shareholders' register, the convener may apply to the securities registration and clearing authority to obtain it upon presentation of the announcement relating to the notice of the general meeting. The shareholders' register obtained by the convener shall not be used for other purposes except for the general meeting.

Article 12 Where the board of supervisors or shareholder(s) convene(s) the general meeting, the expenses incurred therefrom shall be borne by the Company.

Chapter 3 Proposals and Notice of General Meetings

Article 13 The content of a proposal shall be determined by the general meeting, shall have definite topics and specific issues for resolution, and shall comply with the relevant provisions of laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.

Article 14 Where the Company convenes a general meeting, the board of directors, board of supervisors, and shareholder(s) severally or jointly holding more than 3% shares of the Company may make proposals to the Company in written form. Matters within the scope of authority of the shareholders' meeting of the proposal shall be included in the agenda of the meeting.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener 10 days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposal and announce the content of the provisional proposal.

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

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

Article 15 When the Company convenes a general meeting, the convener shall notify the Shareholders by way of announcement at least 21 days before the date of the annual general meeting, and for an extraordinary general meeting, the Shareholders shall be notified by way of announcement at least 15 days before the date of the meeting.

The duration of the aforesaid notice of the general meeting shall not include the date on which then announcement is published and meeting is convened.

If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

Article 16 Notice of the shareholders' meeting includes the following:

(III) The amount of shares of the company one holds;

(IV) Whether one has been punished by CSRC or any other relevant department or reprimanded by the stock exchange.

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

Article 18 There shall be not more than 7 business days in the notice of the shareholders' meeting between the date of record and the date of the general meeting. The regulatory rule(s) in the place where the shares of the Company are listed provide otherwise, such provisions shall be followed. The date of record shall not be changed once determined.

~~Article 18~~

~~The notice of general meeting sh~~all:

~~(I) Be made in writing~~;

~~(II) Specify the venue, date and time of the mee~~ting;

~~(III) State matters and proposals to be considered at the m~~eeting;

~~(IV) Provide the shareholders with such information and explanation as necessary for them~~ to make ~~informed decisions in connection with the matters to be discussed; this principle inclu~~des (but ~~is not limited to) where a proposal is made to merge the company, to repurchase sh~~ares of the ~~company, to reorganize its share capital or to make any other reorganization of the c~~ompany, ~~and detailed conditions of the proposed transaction shall be provided together with c~~ontracts ~~(if any) and the cause and effect of any such proposal shall also be properly ex~~plained;

~~(V) Disclose the nature and extent of the interest where any director, supervisor, president~~ or other ~~senior executive have a material interest in the proposed matters to be discussed;~~ describe ~~the difference where the impact of the matters to be discussed on such director, s~~upervisor, ~~president or senior executive in their capacity as shareholders is different from the i~~mpact on ~~other shareholders of the same c~~lass;

~~(VI) Contain the full text of any special resolution proposed to be passed at the m~~eeting;

~~(VII) Contain a clear statement that a shareholder entitled to attend and vote at such meeting~~ is entitled ~~to appoint one or more proxies to attend and vote at such meeting on his behalf and~~ that such ~~proxy need not be a shareholde~~r;

~~(VIII) Specify the time and venue for serving the power of attorney for the voting proxy for the m~~eeting;

~~(IX) Specify the equity registration date of shareholders entitled to attend the general m~~eeting;

~~(X) Specify the name and telephone number of the coordinator of the meeting;~~

~~(XI) Specify the time and procedures for voting online or otherwise.~~

~~(XII) And other content of disclosure of Hong Kong Listing Rules and Listing Rules of~~ SSE.

~~The interval between the equity registration date and the date of meeting may not be more than seven workdays except as otherwise required by the relevant stock exchange or regulatory authority where the shares are listed. Once the equity registration date has been confirmed, which cannot be changed~~ anymore.

~~Article 19 The notice of a general meeting shall be delivered in any permitted way of the~~ Stock ~~Exchange that company listed on (including, but not limited to post, e-mail, bulletin, published~~ on the ~~website of the company or the relevant stock exchange websites, etc.) to shareholders (whether~~ or not they ~~are entitled to vote at the general meeting) delivery to their addresses as shown in the shareholders~~' register. ~~For domestic shareholders (A shareholders after A share listed), notices of general meetings may~~ be issued ~~by announcement~~.

~~The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the regulatory securities authority under the State Council. Once the announcement~~ has been ~~published, all holders of domestic listed shares shall be deemed to have received the notice of relevant~~ general ~~meeting. For H shareholders, announcement shall be published based on the Hong Kong Listing~~ Rules.

~~Article 20~~ Article 19 After a notice of shareholders' general meeting is provided, the shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of shareholders' general meeting shall not be cancelled without due reason. Once the meeting is postponed or cancelled, the convener shall make an announcement and explain the reasons at least two working days prior to the scheduled meeting date. If the regulatory rules at the location where the Company's shares are listed contain any other provision in respect of the matters mentioned in this Article above, such provisions shall be complied with.

Chapter 4 Convening of General Meetings

~~Article 21 When the Company issues notice of shareholders' general meeting in the manner~~ required ~~by the relevant stock exchanges or regulatory authorities of the place where the shares are listed~~, People ~~who have rights to be notified but have not received or been notified a notice of the meeting by accident~~, the ~~meeting and the decision will not be invalid because of~~ this.

~~Article 22~~ Article 20 The place where the Company convenes a general meeting shall be the domicile of the Company or ~~the site which the convener of a general meeting determined~~ the venue explicitly notified in the notice of the general meeting by the convener of a general meeting in accordance with the principle of facilitating the Shareholders' participation in the general meeting.

The general meeting shall set a venue and be held in the form of on-site meeting, and it shall be also in accordance with the provisions of laws, administrative regulations, and the China Securities Regulatory Commission or the articles of association, and the company will provide a convenience for the shareholders to participate in the general meeting under a safe, economy, convenient internet network and other ways. Shareholders who attend the general meeting in the manner mentioned above, which will be seen as attended.

After issuing the notice of a general meeting, the venue of the physical general meeting shall not be changed without any justifiable causes. If there is a need to change, the convener shall make an announcement and explain the reasons at least two working days prior to the physical meeting date.

~~Article 23~~ Article 21 When the general meeting of the Company use the internet or other methods, the voting time and the voting procedure of the internet or other methods should be stated clearly in the notice of the general meeting.

The opening time for voting at a general meeting held by way of Internet or other means shall not be earlier than 3:00 p.m. on the day before the on-site general meeting, and shall not be later than 9:30 a.m. on the day of the on-site general meeting, and the closing time shall not be earlier than 3:00 p.m. on the day of the closing of the on-site general meeting.

~~Article 24~~ Article 22 The board of directors and the other conveners shall take necessary measures to ensure the normal order of the general meeting. The company will take measures to prevent the interference of the general meeting, affray and violations of the legitimate rights and interests of the shareholders and report the situation(s) to the relevant departments to investigate immediately.

~~Article 25~~ Article 23 The shareholders may attend general meetings and exercise the voting rights by themselves, or they can also entrust a proxy to attend the meetings and exercise the voting rights within their authorization.

All ordinary shareholders(including preferred stock shareholders with voting rights restored)or their proxies registered on the date of registration shall have the right to attend and vote at the general meeting in accordance with relevant laws, regulations and the Articles of Association.

~~All shareholders in the shareholders' register on the equity registration date or proxies thereof shall be entitled to attend general meetings, the company and the conveners cannot refuse them under any reasons.~~

~~The Company shall set up the registration procedures for on-site attendance before the date of the general meeting, but shall not prevent shareholders or their proxies from attending the general meeting and exercising their voting rights according to the relevant laws and regulations.~~

Article 24 In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other valid documents or proof capable of identifying himself/herself and stock account card. In the event that a proxy is appointed to attend the meeting for someone else, he shall present his/her own valid identity documents and the power of attorney from the shareholder.

For a legal person shareholder, its legal representative or a proxy appointed by such legal representative shall attend the meeting. In the event that the legal representative attends the meeting, he shall present his/her own identity card or valid proof capable of proving that he/she has the status as a legal representative. In the event that the appointed proxy attends the meeting, he/she shall present his/her own identity card and the written power of attorney issued by the legal representative of the legal person shareholder according to laws.

Article 25 The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following particulars:

(I) the name of the proxy;

(II) whether the proxy has the right to vote;

(III) the instructions to vote in favour of or against, or to abstain from voting on each matter set out on the agenda of the general meeting;

(IV) the signing date and validity of the power of attorney;

(V) the signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal entity shall also be affixed.

Article 26 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 27 In the event that the power of attorney is signed by other persons authorized by the principal, the power of attorney authorizing the signatures or other authorization documents shall be notarized. Notarized power of attorney or other authorization documents together with the proxy forms shall be made available at the Company's domicile or elsewhere specified in the notice of meeting.

In the event that the principal is a legal person, its legal representative or board of directors, or other person authorized by the resolution of its decision-making body shall represent it at the general meeting of the Company.

If the shareholder is a Recognized Clearing House (or its agent), the said shareholder may authorize one or more persons as he deems appropriate to act on his behalf at any general meeting; however, where several persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by the respective proxies appointed by the Recognized Clearing House. The persons thus authorized may attend the meetings and exercise rights on behalf of the Recognized Clearing House as if the said persons were the natural person shareholders of the Company.

Article 28 If the relevant documents above submitted by the attendants are under any of the following circumstances, the qualification for attending the meeting shall be deemed to be invalid:

(1) The identification information submitted by the principal or attendants by proxy is false or unidentifiable;

(2) The sample of the power of attorney registered by fax is obviously inconsistent with the sample of the signed power of attorney submitted when actually attending the meeting

(3) None of principal or proxy has signed the power of attorney , or the signature does not meet the requirements;

(4) The relevant documents submitted by the principal or the person attending the meeting on his/her behalf have other obvious violations of the relevant provisions of the laws, administrative regulations, the Articles of Association or the Rules.

Article 29 The principal and his/her proxy shall assume corresponding legal consequences for the principal's or his/her proxy's ineligibility to attend the meeting because the principal authorizes unclearly or the certificate submitted by his or her proxy to prove the principal's legal identity or the entrustment relationship and other relevant documents fail to meet the provisions of the laws, regulations and the Articles of Association.

~~Article 26 Shareholders attending the general meeting shall present their share account cards~~, identity ~~card or other identity certificate; Proxies attending the general meeting on behalf of an individual shareholder shall also present his/her identity card and the power of attorney of the shareholder~~.

~~Article 27~~ Article 30 ~~Attendees register shall be prepared by the Company, which register~~ shall ~~state the names (or names of the corporations), identification card number and the number of voting shares held or represented, names of the principal (or names of the corporations) and registor.~~ A registration record for attendants at the meeting shall be compiled by the Company. The registration record shall contain the names of attendants (or names of organizations), identity card numbers, domicile, the number of voting shares held or represented by each attendant and names (or name of organizations) of the proxies.

Article 31 The convener(s) and lawyers engaged by the Company shall jointly verify the validity of shareholders' qualifications based on the members registration list offered by the securities registration and clearing institution, and shall register names of shareholders and the number of voting shares they hold. The registration for the meeting shall be terminated before the presider of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of voting shares they hold. If the regulatory rules of the place where the company's shares are listed have other provisions on the verification of the legality of shareholder qualifications, such provisions shall prevail.

Registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies physically present at the meeting, as well as the total number of voting shares held by them.

~~Article 28~~ Article 32 All directors, supervisors and the secretary to the board of directors or the company shall attend general meetings of the Company. The president and other senior executives shall be present at the meetings without voting rights.

~~Article 29~~ Article 33 The chairman of the board of directors shall preside over the general meeting. ~~Where a general meeting is convened by the Board, the chairman of the Board shall preside the~~ meeting. If the chairman is unable or fails to perform his duties, the deputy chairman shall convene and preside the meeting. In the event that the deputy chairman is unable or fails to perform his duties, a director shall be elected by a simple majority of directors to preside the meeting.

~~Article 30~~ A general meeting convened by the board of supervisors itself shall be presided over by the chairman of the board of supervisors. If the chairman of the board of supervisors cannot or does not fulfil the duty thereof, more than half of the supervisors may elect a supervisor to preside over the meeting.

~~Article 31~~ A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

~~Article 32~~ When a general meeting is held and the presider violates these rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

~~Article 33~~ Article 34 The board of directors and the board of supervisors shall report their work in the preceding year at the annual general meeting. Also, every independent director should give a work report.

~~Article 34~~ Article 35 ~~In addition to the case involving the Company's commercial secrets cannot be disclosed, the D~~Directors, supervisors and senior management staff should make interpretation and illustration according to the queries and suggestions of shareholders.

~~Article 35~~ Article 36 The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

~~In addition to the presider of the meeting should make decisions under the principle of honesty and credit, allowing to make resolutions on purely procedural or administrative matters by a show of~~ hands, ~~On the general meeting, any proposal made by the shareholders must be carried out in the form~~ of voting. ~~"Procedure and administrative matters" includes: (1) not contained in the agenda of the general meeting or any supplementary shareholders of circular; and (2) referred to the presider of the meeting shall maintained the meeting in order and/or permit assembly affairs more properly to process, while let all shareholders have responsibilities of having a reasonable opportunity to express their opinions.~~

Article 37 The convener shall ensure the general meeting of shareholders is held without adjournment until the final resolution is reached. Where special reasons such as force majeure and so on cause a suspension of the meeting or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end the meeting directly and the same shall be stated in an announcement in a timely manner. Meanwhile, the convener shall report the same to CSRC sub-office and the stock exchange where the Company is located. If the regulatory rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

Chapter 5 Voting and Resolutions at General Meetings

Article 38 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be approved by votes representing more than half of voting rights held by shareholders (including proxies thereof) present at the general meeting.

Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) in presence.

Article 39 The following matters shall be approved by ordinary resolutions at a general meeting:

(I) Work reports of the board of directors and the board of supervisors;

(II) Profit distribution plans and loss recovery plans formulated by the board of directors;

(III) Appointment and removal of the members of the board of directors and the members of the board of supervisors who are not employee representatives, their remuneration and the method of payment thereof;

(IV) Annual budget proposals, final accounts of the Company;

(V) The Company's annual report;

(VI) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association.

Article 40 The following matters shall be approved by special resolutions at a general meeting:

(I) Increase or reduction in registered capital of the Company;

(II) Division, spin-off, merger, dissolution and liquidation of the Company;

(III) Revision of the Articles of Association;

(IV) When the Company buys, or sells material assets or guarantees an amount exceeding 30% of the latest audited total assets within one year;

(V) The equity incentive plans;

(VI) Other matters as prescribed in the laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association as well as any other matters considered by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by a special resolution.

Article 41 Shareholders (including proxies thereof) shall exercise their voting rights as per the number of voting shares they represent. Each share carries the right to one vote.

~~Article 36 When the shareholders and the intended consideration of the general meeting are~~ related, ~~voting should be avoided; the voting shares held by the shareholders will not be counted into the tota~~l number ~~of voting shares of shareholders who attend the general meeting. The announcement of the resolut~~ions of the ~~general meeting shall fully disclose the voting results of the non-related shareh~~olders.

~~Article 37~~ The general meetings should consider significant matters affecting the interests of small investors; the voting of small investors should be counted separately. And the results shall be disclosed publicly timely. Where the regulatory rules of the place where the Company's shares are listed have other provisions on the separate voting of small and medium-sized investors, such provisions shall prevail.

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

For approval of related party transactions at the Company' general meeting, the related shareholders shall, prior to the approval at the general meeting, actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to the general meeting prior to approval of the relevant case at the general meeting. Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at the general meeting, examination and approval of such application shall be made first.

After conclusion of the general meeting, in the event any other shareholder finds that the relevant shareholder participates in voting of related party transaction, or has objection on whether a recusal shall apply, it shall have the right to bring a suit in accordance with the regulations of the Articles of Association. Where the related shareholders clearly indicate recusal, other shareholders who attend the general meeting shall put the relevant case for examination and approval. The voting results and other resolutions passed at the general meeting are equally valid.

~~Shareholders, who purchase the voting shares of the Company in violation of provisions of~~ the first ~~clause and the second clause of Article 63 of the Securities Law of the PRC, shall not exercise~~ the voting ~~rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and~~ such shares ~~shall not be included in the total number of shares with voting rights at a general~~ meeting.

Article 43 The Company shall not enter into any contract with anyone other than a director, supervisor, president or other senior management to have all or a significant part of the Company's business in the care of the said person except under special circumstances such as where the Company is in a crisis, unless prior approval obtained by shareholders at a general meeting by way of special resolution.

Article 44 The list of candidate of directors and supervisors shall be submitted to the shareholders' meeting as a proposal for voting. The method and procedures for nomination of directors and supervisors are as follows:

(I) The board of directors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for director(s);

(II) The board of directors, the board of supervisors and shareholder(s) independently or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for independent director(s). The Investor Protection Organization established according to law may publicly request the shareholders to exercise the right to nominate the independent directors on its behalf;

(III) The board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall nominate candidate(s) for supervisor(s) who is/are not employees' representative(s);

(IV) The supervisor(s) representing employees in the board of supervisors shall be elected from the general meeting of employee representative(s);

(V) When the shareholders nominate director(s), independent director(s) or supervisor(s), the nomination proposal, details of the nominated candidates, declaration or undertaking of the candidate shall be submitted to the board of directors 10 days before convening the general meeting. If there are any special requirements by the listing rules of the place(s) where the Company's shares are listed, such requirements shall prevail.

The board of directors shall issue an announcement or a circular on the biography and basic information of the candidate for director(s) and supervisor(s) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of the regulatory rules at the place where the shares of the Company are listed.

When voting on the election of director(s) and supervisor(s) at the shareholders' meeting, the cumulative voting system may be used in accordance with the requirements of the regulatory rules of the place where the shares are listed, provisions of the Articles of Association or the resolutions at the general meeting. Under the cumulative voting system, the election of independent directors shall be conducted separately from that of other members of the board of directors. When electing two or more directors or supervisors, the cumulative voting system shall be implemented. Where the cumulative voting system is implemented in electing directors, the voting of the independent directors shall be conducted separately form that of the non-independent directors.

~~Article 39 Resolutions in respect of the election of two or more directors or supervisors~~ shall be ~~passed by way of cumulative voting pursuant to the Articles of Association or resolutions of the~~ general ~~meeting. Listed companies with 30% or more shares owned by a single shareholder and its persons~~ acting ~~in concert shall implement the cumulative voting system~~.

Cumulative voting mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner.

~~Article 40~~ Article 45 Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

~~Article 41~~ Article 46 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting~~. General meetings shall not determine matters not published in the~~ notice.

~~Article 42~~ Article 47 The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

Article 48 Voting at the general meeting shall record the names of the voters.

~~Article 43 A shareholder attending a general meeting shall express one of the following opi~~nions on ~~any proposal to be voted on: pro, con or abstention. Securities registration and clearing institutions as~~ the name ~~of the holder of Shanghai and Hong Kong stock, but excludes the declaration according to the actua~~l holders.

~~Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting~~ rights, ~~and the voting results representing the shares held by such voters shall be counted as "abs~~tentions".

~~Article 44~~ Article 49 When proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of ballots.

When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the ballots.

Shareholders of listed companies or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.

~~Article 45~~ Article 50 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

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

Article 51 Shareholders (including proxies) present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, except for the declaration by securities registration and clearing institution as the nominal holder of the stocks of stock connect mechanism between the mainland China and Hong Kong stock markets, based on the actual holders' intentions.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting ights. The voting results of the shares they hold shall be counted as "abstained".

Article 52 In the event that the chairman of a meeting has any doubt towards the results of a resolution submitted for voting, he may arrange the counting of the votes cast; in the event that the chairman of the meeting has not counted the votes but shareholders or their proxies present at the meeting disagree with the results announced by the chairman, they shall have the right to request vote counting immediately after the voting results are announced. The chairman shall immediately arrange the counting of votes.

~~Article 46~~ Article 53 Resolutions of the general meeting shall be announced in due time in accordance with the listing rules of the stock exchange where the Company's shares are publicly traded. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal and the details of each of the resolutions passed.

~~The Company shall make statistics and report on the attendance and voting of the domestic Sh~~areholders ~~(A shareholders) and foreign shareholders (H shareholders), respectively~~. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.

~~Article 47~~ Article 54 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 55 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 56 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Article 57 Any content of a resolution approved at the shareholders' general meeting of the Company will be invalid if it violates the laws and administrative regulations.

If the procedures for convening a shareholders' general meeting or the voting methods violate the laws, administrative regulations and the Articles of Association or the contents of any resolution violate the Articles of Association, the shareholders may request the competent people's court to withdraw it within 60 days from the date when such resolution is made.

Chapter 6 Minutes of General Meeting and Archives Management

~~Article 48~~ Article 58 Minutes of a general meeting shall be kept by the secretary to the board of directors~~ or the company~~. The minutes of the meeting shall specify:

(I) the date, venue and agenda of the meeting, and the name of the convener;

(II) the names of the presider, and the directors, supervisors, president and other senior executives attending or present at the meeting;

(III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;

(IV) the process of discussion in respect of each proposal, highlights of speeches and the voting result;

(V) details of the inquiries or suggestions of the shareholders, and the corresponding responses or explanations;

(VI) the names of the lawyer, counting officer and monitoring officer;

(VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Article 59 The convener shall ensure that the contents of the minutes are true, accurate and complete. The attending directors, supervisors, secretary to the board of directors or the company convener or representative thereof, and preside shall sign the minutes of the meeting, the convener shall ensure the meeting minutes are true, accurate and complete. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or by other means shall be kept for 10 years.

Article 49 The convener shall ensure that the general meeting is held continuously until final resolutions have been reached. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary action to resume the general meeting as soon as possible or directly terminate the general meeting and make a responsive announcement. Meanwhile, the convener shall report to authority appointed by CSRC in the location of the Company and the stock exchange. If the listing rules of the stock exchange(s) on which the Company's shares are listed have special provisions on the termination and extension of the general meeting, such provisions shall be complied with.

Article 50 Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elect or supervisors elect shall take office after announcement of the voting result.

Article 51 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Article 52 If the resolution of the General Meeting is in violation of the laws and administrative regulations, the resolution will be invalid.

The controlling shareholders and actual controllers of the company shall not restrict or interfere with the small and medium investors in accordance with the law to exercise their right to vote, or damage to the company and the small and medium investors' legitimate rights and interests.

The procedure of convening the General Meeting and the voting formula are in violation of laws, administrative regulations or articles of association, or the resolution is in violation of the articles of association, the shareholders may after a resolution is made, from within 60 days, request the people's court to revoke.

Chapter 5 7 Special Procedures for Voting by Class Shareholders Authorization of Generation Meeting to the Board of Directors

Article 53 Article 60 Without violation of laws, administrative regulations, department rules, the Listed Rules and the Articles of Association, the general meeting may pass a resolution to authorize the board of directors.

Holders of different classes of shares are class shareholders. Class shareholders shall enjoy the rights and fulfill the obligations pursuant to the laws, administrative regulations and the Articles of Association.

Article 54 Article 61 Matters which, as required by laws, administrative regulations, the Listing Rules and the Articles of Association, shall be resolved at general meetings shall be considered and reviewed at general meetings so as to protect the decision-making rights of shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, within the scope of authorization as delegated at the general meeting, specific issues relating to matters to be resolved on by the general meeting which may not be decided upon immediately at a general meeting.

For any authorization granted to the board of directors by the general meeting, the matter involved shall be approved by shareholders (including their proxies) representing more than one-half of the voting rights present at the general meeting if it constitutes an ordinary resolution, or by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting if it constitutes a special resolution. The contents of the authorization shall be clearly specified in details.

Rights conferred on any class of shareholders in the capacity of shareholders may not be varied or abrogated (as set out in the Articles of Association and other relevant laws and regulations or provisions (if any)) unless approved by a special resolution of shareholders' general meeting and by holders of shares of that class at a class meeting.

Article 55 Article 62 Resolutions of a class meeting shall be approved by votes representing more than two-thirds of the voting rights of shareholders of that class present at the meeting who are entitled to vote at the meeting When making decisions on authorized matters, the board of directors shall conduct sufficient discussions and demonstrations, and if necessary, employ an intermediary institution to provide consultation opinions to ensure the scientificity and rationality of the decision-making matters.

Article 56 Where the Company convenes a class meeting, an announcement shall be given or an announcement shall be published at least 21 days before the date of the annual general meeting and at least 15 days before the date of the extraordinary general meeting to notify all the shareholders of the said class in the shareholders' register of the matters to be considered at the meeting, and the date and venue of the meeting. The calculation of the abovementioned period shall not include the date of publishing the announcement and that of the meeting is convened.

~~Article 57 Notices of class meetings shall only be served on shareholders entitled to vote~~ thereat. ~~Class meetings shall be conducted in a manner as similar as possible to that of general meetings.~~ Provisions ~~in the Articles of Association concerning the procedure for convening of general meetings also~~ apply to ~~class meetings~~.

~~Article 58 Apart from holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed as shareholders of different c~~lasses.

~~Special voting procedures for class shareholders shall not apply in the following circums~~tances:

~~(I) With the approval by special resolutions at a general meeting (acquired uncond~~itioned ~~authorization or restrained by all terms and conditions through resolution), the C~~ompany ~~recognizes, distributes or issues domestic shares and overseas-listed foreign shares~~, at one or ~~more occasions, the total number of shares not exceeding 20% of each of its existing~~ issued ~~and outstanding domestic shares and overseas- listed foreign shares in every 12~~ months;

~~(II) Where the Company's plan to issue domestic shares and overseas-listed foreign shares~~ at the time ~~of its establishment is carried out within 15 months from the date of approval of the s~~ecurities ~~regulatory authority under the State Coun~~cil;

~~(III) Shares of the Company already issued but not listed, with approval from the securities r~~egulatory ~~authority under the State Council, are converted to overseas listed~~ shares.

Chapter ~~6~~ 8 Supplementary Provisions

~~Article 59~~ Article 63 Unless otherwise stated ~~t~~the terms used in the Rules shall have the same meaning with those in the Articles of Association. ~~The announcement or notice of the rules refers to~~ the ~~contents of the information disclosed in the designated newspapers and periodicals of China S~~ecurities ~~Regulatory commission except as otherwise required by the relevant stock exchange or regulatory~~ authority ~~where the shares are listed. Notice or announcement with a longer length, the company may choose~~ to specify ~~the contents of the disclosure briefly in the designated newspapers and periodicals of China S~~ecurities ~~Regulatory commission, but the full text should also be published on the website of the China S~~ecurities ~~Regulatory commissio~~n.

~~Supplementary notices of general meeting as mentioned in the rules shall be announced on~~ the same ~~newspapers on which the notices of meeting are announ~~ced.

~~Article 60 The phrases "more than" and "within" as mentioned in these rules are inclusive~~ while ~~"exceeding", "less than" and "more than" are exclu~~sive.

Article 64 For the purpose of the Rules, the terms " above", " within", " not more than" are inclusive terms and the terms " exceeding", " less than", " beyond"" below" and " more than" are exclusive terms.

~~Article 61 In any of the following circumstances, the rules shall be amended~~ to be:

~~(1) After the modification of the articles of association, the provisions of these rules are inco~~nsistent ~~with the articles of association of the amende~~d;

~~(2) The General Meetings decide to amend the r~~ules.

~~Article 62~~ Article 65 The matters uncovered in the Rules shall be performed in accordance with the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed. If the provisions of the Rules are conflict with those of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed, the provisions of relevant laws, administrative regulations, departmental rules, other relevant regulatory documents and the regulatory rules of the place where the shares of Company are listed shall prevail.

~~The unsettle affairs of the rules are applicable to the provisions of the relevant laws, regulation~~s, rules ~~and regulatory documents and the articles of association. If the provisions of these rules are inconsi~~stent with ~~relevant laws, regulations, rules, regulations document and the articles of association and Hong Ko~~ng Listing ~~Rules or Listing Rules of SSE, the provisions of relevant laws, regulations, rules, regulations docu~~ment and ~~the articles of association and Hong Kong Listing Rules or Listing Rules of SSE shall~~ prevail.

~~Article 63~~ Article 66 These rules shall be subject to interpretation by the board of directors of the Company as an appendix of Articles of Association.

~~Article 64~~ Article 67 These rules shall come into effect upon deliberation and approval of the general meeting of the Compa~~ny. Upon the effective day of the rules, the existing rules of the Com~~pany will ~~lapse automatically~~.

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福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

(Stock code: 6865)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Flat Glass Group Co., Ltd. (the "**Company**") will be held at 1:30 p.m. on Monday, 17 June 2024 at the Large Conference Room, 1st Floor, Flat Glass Group Co., Ltd., 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the People's Republic of China for the purpose of considering, and if thought fit, passing the following resolutions by way of ordinary or special resolutions as indicated. Unless defined otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 May 2024:

Ordinary resolution 1.	To consider and approve the report of the Board for the year ended 31 December 2023.
Ordinary resolution 2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2023.
Ordinary resolution 3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023.
Ordinary resolution 4.	To consider and approve the annual report and annual results of the Company for the year ended 31 December 2023.
Ordinary resolution 5.	To consider and approve the report on the Company's final accounts for the year ended 31 December 2023.
Ordinary resolution 6.	To consider and approve the report on the Company's financial budget for the year ending 31 December 2024.
Ordinary resolution 7.	To consider and approve the profit distribution plan for the year ended 31 December 2023.

Ordinary resolution 8. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP in the PRC as the Company's auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.

Ordinary resolution 9. To consider and approve the proposal on determination of the remuneration of the Directors for the year ending 31 December 2024.

Ordinary resolution 10. To consider and approve the proposal on determination of the remuneration of the Supervisors for the year ending 31 December 2024.

Ordinary resolution 11. To consider and approve the environmental, social and governance report of the Company for the year ended 31 December 2023.

Special resolution 12. To consider and approve the guarantees to be provided by the Group for its potential credit facility of up to RMB26 billion and to authorize the chairman of the Board and its authorized persons to sign all legal documents relating to the credit facilities, and the validity period of this resolution to be valid until the date of the next annual general meeting of the Company.

Special resolution 13. To consider and, if thought fit, to approve the following general mandate for the Board and any of its authorized persons to repurchase the H Shares during the Relevant Period (as defined in paragraph (c) below), a general mandate to repurchase the H Shares:

(a) repurchase of H Shares will not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the 2023 AGM and of the relevant resolutions at class meetings of Shareholders and the repurchase of H Shares will be at a repurchase price of less than 105% of the average closing price of the H Shares for the five preceding trading days on which the H Shares were traded on the Hong Kong Stock Exchange.

(b) the Board be authorised to (including but not limited to the following):

(i) determine the timing, the number of H Shares to be repurchased and the price and duration of the repurchase;

(ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

(iii) deal with such relevant approval formalities as may be required by the relevant regulatory authorities and the places of listing of the Company, and make the necessary filings with the relevant regulatory authorities (if necessary); and

(iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.

(c) For the purpose of this special resolution, "**Relevant Period**" means the period from the passing of the special resolution at the 2023 AGM and the 2024 First Class Meetings until the earliest of:

(i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2024; or

(ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Ordinary resolution 14. To consider and approve the implementation of daily related party transactions for 2023 and the estimate on daily related party transactions for 2024.

Special resolution 15. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

Special resolution 16. To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.

Special resolution 17. To consider and approve the proposed amendments to the Rules of Procedures of General Meetings.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
Chairman

Jiaxing, Zhejiang Province, the PRC
23 May 2024

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1. In order to ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM, all transfer documents must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), for registration before 4:30 p.m. on Tuesday, 11 June 2024. H Shareholders whose names appear on the register of members of the Company on Tuesday, 11 June 2024 are entitled to attend and vote at the AGM. The record date and arrangements in respect of the A Shareholders who are entitled to attend the AGM will be determined and announced separately in the PRC by the Company.

2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited by hand or by post, for holders of H Shares of the Company, to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

5. Shareholders or their proxies shall provide their identification documents when attending the AGM.

6. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.

7. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.

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福萊特玻璃集團股份有限公司
Flat Glass Group Co., Ltd.

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(Stock code: 6865)

NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN(af

(iv) cancel the repurchased H Shares, and execute and deal with any relevant documents and matters in connection with the aforementioned repurchase.

(c) For the purpose of this special resolution, "**Relevant Period**" means the period from the passing of the special resolution at the 2023 AGM and the 2024 First Class Meetings until the earliest of:

(i) the conclusion of the annual general meeting of the Company to be held in respect of the financial year ending 31 December 2024; or

(ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

2. To consider and approve the proposed changes of registered capital and amendments to the Articles of Associations.

3. To consider and approve that the Board be authorized to make changes in industrial and commercial registration and make relevant adjustments and revision to the Articles of Association in accordance with the requirements and opinions of the relevant government departments and regulatory authorities in the PRC, including but not limited to adjustment and revisions to characters, chapters and articles.

4. To consider and approve the proposed amendments to the Rules of Procedures of General Meetings.

By order of the Board of
Flat Glass Group Co., Ltd.
Ruan Hongliang
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Jiaxing, Zhejiang Province, the PRC
23 May 2024

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1. H Shareholders whose names appear on the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, on Tuesday, 11 June 2024 are eligible to attend the 2024 First H Share Class Meeting. To qualify for attendance and vote at the 2024 First H Share Class Meeting, all transfers of H Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 11 June 2024.

2. A member eligible to attend and vote at the 2024 First H Share Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy needs not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of a H Shareholder or his attorney duly authorized in writing. If the H Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited by hand or by post to the Company's share registrar in respect of H Shares, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time designated for holding of the 2024 First H Share Class Meeting. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the a Shareholder from attending and voting in person at the 2024 First H Share Class Meeting or any adjourned meetings should they so wish.

5. A H Shareholder or his proxy shall produce proof of identity when attending the 2024 First H Share Class Meeting. If a H Shareholder is a legal person, its legal representative or other persons authorised by the board of directors or other governing body of such H Shareholder may attend the 2024 First H Share Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such H Shareholder appointing such person(s) to attend the meeting.

6. Shareholders who attend shall bear their own travelling and accommodation expenses.

7. The register of members of the Company will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (both days inclusive).

8. The address of the head office in the PRC of the Company is 1999 Yunhe Road, Xiuzhou District, Jiaxing, Zhejiang Province, the PRC.