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福萊特玻璃集團股份有限公司

[illegible]

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

([illegible]: 6865)

[illegible]

This announcement is made by Flat Glass Group Co., Ltd. (the "[illegible]") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the "[illegible]") on The Stock Exchange of Hong Kong Limited (the "[illegible]").

[illegible]

Reference is made to the circular of the Company dated 27 May 2020 (the "[illegible]") and the announcements dated 29 April 2020, 29 June 2020, 11 August 2020, 31 August 2020 and 25 May 2021 in relation to the 2020 Restricted A Share Incentive Scheme. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

On 27 August 2025, the Company convened the eighth meeting of the seventh session of Board and the sixth meeting of the seventh session of the Supervisory Committee to consider and approve the Resolution in Relation to Repurchase and Cancellation of Part of Shares Under the First Grant of 2020 Restricted A Share Incentive Scheme (《關於回購注銷部分2020年A股限制性股票激勵計劃首次授予部分股份的議案》). It was agreed to repurchase and cancel 40,000 restricted shares granted to 1 participant but not yet unlocked under the First Grant of the 2020 Restricted A Share Incentive Scheme, given that such participant no longer satisfied the incentive conditions due to termination of employment for violations of laws and the rules of discipline. On 24 October 2025, the Company completed the repurchase and cancellation of 40,000 restricted A shares in total granted to such participant but not yet unlocked. The Board therefore made corresponding amendments to the Articles of Association related to the registered capital and total number of shares.

In order to fully implement the latest legal and regulatory requirements and to ensure that the Company’s governance remains aligned with regulations, further standardize the Company’s operational mechanisms and enhance its governance standards, and in accordance with relevant laws and regulations including the Company Law of the People’ s Republic of China (Revised in 2023) (the “ ”) and the Guidelines for Articles of Association of Listed Companies (Revised in 2025 (the “ ”), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (Revised in April 2025) (the “ ”), and in light of its actual circumstances, the Company proposed to cancel the Supervisory Committee. The powers and functions of the Supervisory Committee will be assumed by the audit committee of the Board. The relevant internal rules of the Supervisory Committee, such as the Rules of Procedures of Meetings of the Supervisory Committee of Flat Glass Group Co., Ltd.(《福萊特玻璃集團股份有限公司監事會議事規則》), will be repealed accordingly. The provisions related to the Supervisory Committee and supervisors in the rules and regulations of the Company are no longer applicable.

Pursuant to relevant laws and regulations, as the Company has more than 300 employees, the Board shall comprise of one employee director. Taking into account the actual circumstances of the Company, after the cancellation of the Supervisory Committee, the Company proposed to add 1 employee director, and the members of the seventh session of the Board of the Company will be adjusted from the original 8 directors to 9 directors accordingly. The added 1 employee director shall be elected through the employees’ representative congress of the Company, so as to protect the rights of employees to participate in decision-making, and to safeguard the interests of employees.

Before the cancellation of the Supervisory Committee by the general meeting of the Company, the seventh session of the Supervisory Committee of the Company and the supervisors shall continue to perform their duties in strict accordance with the relevant laws and regulations and the Articles of Association of the Company, safeguard the interests of the Company and shareholders as a whole.

Given above, pursuant to the relevant requirements of laws, regulations, normative documents and regulatory rules including the Company Law, the Guidelines for Articles of Association of Listed Companies, the Shanghai Stock Exchange Listing Rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ ”), and taking into account the actual circumstances of the Company, the Company proposed to make further amendments and improvements to the existing Articles of Association: (I) The registered capital of the Company shall be changed from RMB 585,729,820.25 to RMB 585,719,820.25, and the total number of the shares of the Company shall be changed from 2,342,919,281 shares to 2,342,879,281shares; (II) The “shareholders’ meeting” shall be adjusted to “general meeting”; (III) The relevant terms of “supervisors”, “board of supervisors” shall be deleted, and some of them shall be adjusted to “audit committee”. Details of the proposed amendments to the Articles of Association are set out in the Appendix to the announcement. Save for the proposed amendments as set out in the Appendix to the announcement, other provisions in the Articles of Association remain unchanged. The Articles of Association after the proposed amendments conforms with the Core Shareholder Protection Standards set out in Appendix A1 of the Hong Kong Listing Rules. The Board believes that the cancellation of the Supervisory Committee and the proposed amendments to the Articles of Association have neither material impact on the rights of the Company’ s shareholders nor adverse impact on the business operation of the Company, and they are in the interests of the Company and its shareholders as a whole.

In order to further improve the corporate governance structure and better promote standardized operations of the Company, and taking into account the actual circumstances of the Company and the amendments to the Articles of Association, the Company made amendments to certain of the Group’s corporate governance rules (the “ ”), pursuant to the requirements of laws, regulations and normative documents including the Company Law, the Guidelines for Articles of Association of Listed Companies, the Shanghai Stock Exchange Listing Rules, the Hong Kong Stock Exchange Listing Rules, the Guidelines No. 1 on Self-Regulatory and Supervision for Listed Companies on Shanghai Stock Exchange-Standardized Operation (Revised in May 2025) . The Corporate Governance Rules include the rules of procedure for general meetings, the rules of procedure for board meetings, the working rules for independent directors, the implementation rules of cumulative voting system, the external investment management system, the related party transactions management system, the external guarantee management system and the proceeds management system of the Company.

The proposed amendments to the Articles of Association and proposed amendments to the Corporate Governance Rules are subject to the approval by the shareholders of the Company (the “ ”) at a general meeting of the Company by way of ordinary resolution or special resolution, and will become effective upon the approvals by the Shareholders at such meeting.

The date of the general meeting is yet to be set and an announcement containing the notice of the general meeting and a circular containing detailed information of the proposed amendments to the Articles of Association and proposed amendments to the Corporate Governance Rules will be published and dispatched to the Shareholders (if necessary) as soon as practicable.

By order of the Board of

Chairman

Jiaxing, Zhejiang Province, the PRC
27 October 2025

As at the date of this announcement, the executive Directors are Mr. Ruan Hongliang, Ms. Jiang Jinhua, Ms. Ruan Zeyun, Mr. Wei Yezhong and Mr. Shen Qifu, and the independent non-executive Directors are Ms. Xu Pan, Ms. Du Jian and Ms. Ng Yau Kuen Carmen.

Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules of the Stock Exchange"), The Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the "Listing Rules of SSE", together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules"), Guidance for the Articles of Association of Listed Companies (hereinafter referred to as the "Guidance for Articles of Association"), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (福萊特玻璃集團股份有限公司) (hereinafter referred to as the "Company" or "the Company"), its shareholders and creditors and regulate the organization and conduct of the Company.	Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules of the Stock Exchange"), The Stock Listing Rules of the Shanghai Stock Exchange (hereinafter referred to as the "Listing Rules of SSE", together with the Listing Rules of the Stock Exchange, are referred to as the "Listing Rules"), Guidance for the Articles of Association of Listed Companies (hereinafter referred to as the "Guidance for Articles of Association"), and other relevant requirements, with an aim to safeguard the legal interests of Flat Glass Group Co., Ltd. (福萊特玻璃集團股份有限公司) (hereinafter referred to as the "Company" or "the Company"), its shareholders, [illegible] and creditors and regulate the organization and conduct of the Company.

Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents. The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass & Mirror Ltd. (浙江福萊特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for Market Regulation. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.	Article 2 The Company is incorporated as a joint stock limited company in accordance with the Company Law, Securities Law, Listing Rules, Guidance for Articles of Association and other relevant PRC laws, administrative regulations and normative documents. The Company is a joint stock limited company established on 29 December 2005 by the promoters under the overall restructuring of the original Zhejiang Flat Glass & Mirror Ltd. (浙江福萊特玻璃鏡業有限公司). The Company was registered with the Zhejiang Provincial Administration for Market Regulation**,** [illegible]. The promoters of the Company are: Ruan Hongliang, Jiang Jinhua, Ruan Zeyun, Zheng Wenrong, Shen Fuquan, Zhu Quanming, Wei Yezhong, Shen Qifu, Tao Hongzhu and Wei Shutao. The Company's unified social credit code is 913300007044053729.
Article 6 The registered capital of the Company is RMB585,729,820.25.	Article 6 The registered capital of the Company is RMB**585,719,820.25**.

[illegible]	[illegible]
Article 7 The legal representative of the Company is the chairman of the board of directors.	Article 7 [illegible] 30 [illegible]
Article 9 All of the assets of the Company are divided into shares of equal par value. The shareholders are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its assets.	Article 9 [illegible] are responsible for the Company to the limit of the shares they have subscribed for. The Company is responsible for its debts to the limit of all of its [illegible].

[illegible]	[illegible]
Article 10 Upon the effective day of the Articles of Association of the Company, they shall become the legal document regulating the Company's organization and activities, and the rights and obligations between the Company and its shareholders and among the shareholders interest, and legal document to shareholders, directors, supervisors, senior management. Pursuant to the Articles of Association, shareholders may pursue actions against shareholders and the Company's directors, supervisors, president and other senior management; shareholders may pursue actions against the Company, the Company may pursue actions against the shareholders, directors, supervisors, president and other senior management.	Article 10 Upon the effective day of the Articles of Association of the Company, they shall become the legal document regulating the Company's organization and activities, and the [illegible] rights and obligations between the Company and its shareholders and among the shareholders interest, [illegible]. Pursuant to the Articles of Association, shareholders may pursue actions against shareholders and the Company's [illegible]; shareholders may pursue actions against the Company, the Company may pursue actions against the shareholders, [illegible].
Article 11 The other senior management as stated hereof refers to the Company's deputy president, secretary to the board of directors, Chief Financial Officer and other senior management appointed by the board of directors (In the Company Law, the manager of the Company is referred to as the president, and the deputy manager of the Company is referred to as the vice president, the same below).	Article 11 The [illegible] as stated hereof refers to the Company's [illegible], deputy president, secretary to the board of directors, Chief Financial Officer and other senior management appointed by the board of directors (In the Company Law, the manager of the Company is referred to as the president, and the deputy manager of the Company is referred to as the vice president, the same below).
Article 16 The Company shall issue shares in a fair and just manner, and each share of the same class shall have the same rights. All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share.	Article 16 The Company shall issue shares in a fair and just manner, and each share of the same [illegible] shall have the same rights. All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; [illegible] shall pay the same price for each share.

Article 18 The A shares issued by the Company are c35trally c35trally c82 Tally deposited icapitna of	
392[Aticle 19eposited ihe A sha20s i358.3 (y th0.025 Thaa a totna of)84 Tw 0 -2 0 0 12 34.2614 -2.042 14 -a	

[illegible]	[illegible]
Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, compensation, loans or otherwise, provide any financial assistance to a person who purchases or intends to purchase its own shares.	Article 21 The Company or its subsidiaries (including associated entities of the Company) shall not, by way of a gift, advance, guarantee, [illegible], provide any financial assistance [illegible] [illegible] 10% [illegible] ( ) [illegible]

Section 2 Reduction and Repurchase of Shares	Section 2 and Repurchase of Shares
Article 22 Pursuant to the needs of operation and development and in accordance with the laws, regulations, after respective resolutions are passed at a general meeting, the Company may increase its capital by: (I) Public offering of shares; (II) Non-public offering of shares; (III) Offer of new shares to existing shareholders; (IV) Conversion of capital reserve into share capital; (V) Other means stipulated by laws and administrative regulations and approved by the CSRC. The Company is prohibited from issuing preference shares which are convertible into ordinary shares. When the Company issues convertible corporate bonds, the procedures and arrangement for the issuance and conversion of convertible corporate bonds, as well as the changes in the Company's and development and in accordance with the laws, regulations, after respective resolutions are passed	

[illegible]	[illegible]
Article 24 The Company shall not purchase its own shares, except in one of the following situations: (I) Reduction in the registered capital of the Company; (II) When merging with other companies holding shares of the Company; (III) When utilizing shares in Employee Share Ownership Plan or as share awards; (IV) When shareholders objecting to resolutions of the general meeting concerning merger or division of the Company require the Company to buy their shares; (V) When utilizing shares to convert into convertible bonds issued by the Company; (VI) When necessitated by the Company to protect its value and its shareholders' interest.	Article 24 The Company shall not purchase its own shares, except in one of the following situations: (I) Reduction in the registered capital of the Company; (II) When merging with other companies holding shares of the Company; (III) When utilizing shares in Employee Share Ownership Plan or as share awards; (IV) When shareholders objecting to resolutions of the [illegible] concerning merger or division of the Company require the Company to buy their shares; (V) When utilizing shares to convert into convertible bonds issued by the Company; (VI) When necessitated by the Company to protect its value and its shareholders' interest.
Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations and 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, the repurchase shall be carried out by public concentrated transaction.	Article 25 The Company may purchase its shares in a way of public centralized transaction, or in other means stipulated by laws, administrative regulations, [illegible]: 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, the repurchase shall be carried out by public concentrated transaction.

[illegible]	[illegible]
Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 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 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting. ……	Article 26 Repurchase of the Company's shares for circumstances set out in (I), (II) of the first paragraph of Article 24 of the Articles of Association shall be subject to resolution at a [illegible]. Where the Company repurchases its shares under the circumstances as mentioned in (III), (V), (VI) of the first paragraph of Article 24 of the Article of Association, the repurchase shall be resolved by more than two-thirds of the directors present at a board meeting. ……
Article 28 The Company does not accept shares of the Company as the subject of any pledge.	Article 28 The Company does not accept [illegible] of the Company as the subject of any [illegible].
Article 29 No shares held by the promoters can be transferred within 1 year after the establishment of the Company. Shares already issued by the Company before public offering shall not be transferred within one year after the shares of the Company are listed on the stock exchange. The directors, supervisors and senior management shall report to the Company 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; 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.	Article 29 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. [illegible] shall report to the Company 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; 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 [illegible] at the location where the Company's shares are listed with respect to the restriction of transfer of H shares.

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. ……	Article 30 When shareholders holding more than 5% of the shares, 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 , and other circumstances stipulated by the CSRC are excluded. If there are otherwise requirements of 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 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. ……
Chapter 4 Shareholders and the General Meeting	Chapter 4 Shareholders and the
Section 1 Shareholders	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 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 of shares held. Shareholders holding the same of shares shall enjoy the same rights and assume the obligations.

Article 32 If the Company convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, 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.	Article 32 If the Company convenes [illegible], distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, the board of directors or the convener of any such [illegible] 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.
Article 33 The 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 operation of the Company;	Article 33 The 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 [illegible], call, convene and attend [illegible] either in person or by proxy in accordance with laws [illegible] 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 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; (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) To exercise other rights specified by the laws, administrative regulations, departmental rules and the Articles of Association.	(IV) To transfer, give as gift or pledge shares in accordance with the laws, administrative regulations and the Articles of Association; (V) To access to and 4o333 Td2oion; the Coess to andhulatlevaruhe form of 2]TJ0.028 Tw-30 -1 of the Ctors, resolIinancial and accounting 2]TJ0.028 Tc 9.0 of thdocumf tetoCompany toof sunumbbj socs inCompany of thre the I rus may0 (fiedtboardnting)31 ( )]TJ0.025 Tc50 of tharedis afCompany, to require the Compproponyi1to8h7i accorA(s)0.5 (I)0.5so(c)0.6 (o)0.5 a(t)0.6 (in0.5 (o)0.5 (g)

[illegible]	[illegible]
Article 35 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 35 In the event that the particulars of a resolution passed at [illegible] 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 [illegible] 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, [illegible]

[illegible]	[illegible]
[illegible] **36**	[illegible] **36** [illegible]: ([illegible]) [illegible]; ([illegible]) [illegible]; ([illegible]) [illegible]; ([illegible]) [illegible].
Article 36 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 1% of voting shares of the Company for 180 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.	[illegible] **37** In the event that a director or a senior management [illegible] 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 [illegible] having been holding more than 1% of voting shares of the Company for 180 consecutive days or more shall have the right to request in writing that the audit committee bring legal action before a court. In the event that [illegible] violates laws, administrative regulations or the Articles of Association when executing its duties for the Company, thus causing losses to the Company, [illegible] shareholders may request in writing that the board of directors bring legal action before a people's court.

[illegible]	[illegible]
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 30 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.	In the event that [illegible] 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 30 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. [illegible] 1% [illegible] 180 [illegible] 189 [illegible] 1 [illegible] 2 [illegible]

[illegible]	[illegible]
Article 38 The 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.	[illegible] **39** The shareholders of the Company shall have the following obligations: (I) To observe laws, administrative regulations and the Articles of Association; (II) To pay [illegible] as per the shares subscribed and the method of subscription; (III) Shall not [illegible] 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.

40	40

Article 40 The controlling shareholder or actual controller of the Company shall not use his associated relationship to damage the Company's interests. If such provision is violated resulting in damage to the Company, he should be responsible for compensation. The controlling shareholders and actual controllers have fiduciary duty towards the Company and shareholders holding public community shares of the Company. The controlling shareholders should strictly exercise their rights as capital contributors. The controlling shareholders shall not make use of methods such as distribution of profits, restructuring of assets, external investment, misappropriation of assets, borrowing or providing guarantee for damaging the legal interests of the Company and shareholders of public community shares. They shall not make use of their controlling position to damage the legal interests of the Company and shareholders of public community shares.	**44** the controlling shareholder or de facto controller
45	**45**

[illegible]	[illegible]
Section 2 General Provisions for General Meetings	Section **3** General Provisions for [illegible]
Article 41 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to law: (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 examine and approve reports of the board of directors; (IV) To examine and approve reports of the board of supervisors; (V) To examine and approve the annual financial budgets and final accounting plans of the Company; (VI) To examine and approve the Company's profit distribution plan and loss recovery plan; (VII) To resolve on the increase or reduction of the registered capital of the Company; (VIII) To resolve on the issuance of corporate bonds; (IX) To resolve on the merger, division, dissolution, liquidation or transformation of the Company;	[illegible] **46** [illegible] shall be the organ of authority of the Company and shall exercise the following functions and powers according to law: ( ) To elect and replace directors who are not employee representative and to decide on matters relating to remuneration of [illegible]; ( ) To examine and approve reports of the board of directors; ( ) To examine and approve the Company's profit distribution plan and loss recovery plan; ( ) To resolve on the increase or reduction of the registered capital of the Company; ( ) To resolve on [illegible] bonds; ( ) To resolve on the merger, division, dissolution, liquidation or transformation of the Company; ( ) To amend the Articles of Association; ( ) To resolve on the appointment, removal of the accounting firm [illegible]; ( ) To consider and approve other guarantee matters as prescribed [illegible] **47** [illegible];

[illegible]	[illegible]
(X) To amend the Articles of Association; (XI) To resolve on the appointment, removal of the accounting firm by the Company; (XII) To consider and approve other guarantee matters as prescribed in Article 42; (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; (XIV) To examine and approve changes in the use of proceeds; (XV) To examine and approve equity incentive plan and employee shareholding plan; (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; The aforesaid authority of the general meeting shall not be exercised by the board of directors, other organizations or individuals through authorization.	( ) 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; ( ) To examine and approve changes in the use of proceeds; ( ) To examine and approve equity incentive plan and employee shareholding plan; ( ) To examine other matters on which resolutions shall be made by [illegible] as required by the laws, administrative regulations, departmental rules, [illegible] the Articles of Association; [illegible]

Article 42 The following external guarantees by the Company shall be considered and approved by the shareholders' general meeting. (I) Any guarantee provided after the external guarantees by the Company and its controlled subsidiaries meet or exceed 50% of the latest audited net assets; …… (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. 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, b	

Article 43 General meetings are divided into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within 6 months after the end of the preceding fiscal year.	**48** are divided into annual and extraordinary. Annual shall be convened once a year within 6 months after the preceding fiscal year.
Article 44 In any of the following circumstances, the Company would convene an extraordinary general meeting within 2 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% of the Company's issued shares request(s); (IV) When the board of directors deems it necessary; (V) The board of supervisors proposes to convene an extraordinary general meeting; (VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, the Listing Rules and the Articles of Association.	**49** In any of the following circumstances, the Company would convene an extraordinary within 2 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 ; (III) When shareholder(s) individually or jointly holding more than 10% of the Company's issued shares request(s); (IV) When the board of directors deems it necessary; (V) proposes to convene an extraordinary general meeting; (VI) In any other circumstances stipulated by the laws, administrative regulations, departmental regulations, ( ) or 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 2 business days prior to the physical meeting date.	**50** The venue of shall be the domestic of the Company or the venue explicitly notified in the notice of 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 in the aforesaid means shall be deemed as being present. After issuing the notice of , the venue of the physical 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 2 business days prior to the physical meeting date.
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.	**51** During , 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.

[illegible]	[illegible]
Section 3 Convening of General Meeting	Section **4** Convening of [illegible]
Article 47 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.	[illegible] **52** [illegible] [illegible], an independent director has the right to propose to the board of directors to convene an extraordinary [illegible]. 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 [illegible]. If the board of directors agrees to convene an extraordinary [illegible], 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 [illegible], it shall explain the reasons and make a public announcement.
Article 48 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).	[illegible] **53** [illegible] has the right to propose to the board of directors to convene an extraordinary [illegible] 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 [illegible]. If the board of directors agrees to convene an extraordinary [illegible], 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 [illegible] for the change(s) to the original proposal(s).

[illegible]	[illegible]
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 meeting.	If the board of directors disagrees to convene an extraordinary [illegible] 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 [illegible], and [illegible] shall then convene and preside over such general meeting.
Article 49 The shareholder(s) individually or jointly holding more than 10% of the Company's shares 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. 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 within 10 days after receipt of the request. If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of shareholders' meeting within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of directors does not agree to convene the extraordinary shareholders' meeting, or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to the board of supervisors to hold an extraordinary shareholders' meeting, and should be presented to the board of supervisors in writing.	[illegible] **54** The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the board of directors to convene an extraordinary [illegible] which shall be in writing to the board of directors. 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 general meeting within 10 days after receipt of the request. If the board of directors agrees to convene the extraordinary [illegible], it shall issue a notice of [illegible] within 5 days of the decision of the board of directors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of directors does not agree to convene the extraordinary [illegible], or does not reply within 10 days of receipt of the suggestion, shareholders individually or together holding more than 10% of the shares of the Company are authorized to request to [illegible] to hold an extraordinary [illegible], and should be presented to [illegible] in writing.

If the board of supervisors agrees to convene the extraordinary shareholders’ meeting, it shall issue a notice of shareholders’ meeting within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If the board of supervisors does not issue the notice of shareholders’ meeting within the prescribed period, this is treated as the board of supervisors not convening and not holding the shareholders’ meeting. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.	If [illegible] agrees to convene the extraordinary [illegible], it shall issue a notice of [illegible] within 5 days of the decision of the board of supervisors. If there are changes to the original request in the notice, they should be agreed by the relevant shareholders. If [illegible] does not issue the notice of [illegible] within the prescribed period, this is treated as [illegible] not convening and not holding [illegible]. Then shareholders who individually or together hold more than 10% of the shares for more than 90 consecutive days can convene and hold the meeting by themselves.
Article 50 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, they should submit the relevant proof to the stock exchange.	[illegible] **55** When [illegible] or shareholders decides to convene [illegible] by themselves, they should inform the board of directors in writing and at the same time, prepare a filing at the stock exchange. When [illegible] or the convening shareholder issues the notice for [illegible] and publicly announce the resolutions of [illegible], they should submit the relevant proof to the stock exchange. [illegible] **10%** [illegible]
Article 51 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 will provide the register of shareholders on the date of registration of shareholding.	[illegible] **56** When [illegible] is convened by [illegible] or by the shareholders, the board of directors and the secretary to the board of directors should assist. The board of directors will provide the register of shareholders on the date of registration of shareholding.
Article 52 The necessary expenses required for the general meetings convened by the board of supervisors or shareholders shall be borne by the Company.	[illegible] **57** The necessary expenses required for [illegible] convened by [illegible] or shareholders shall be borne by the Company.

Section 4 Proposals and Notices of General Meeting	Section **5** Proposals and Notices of [illegible]
Article 53 The contents of the proposals to be raised shall be within the scope of duties of the general meetings. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, regulatory rules of the place(s) in which the shares of the Company are listed and the Articles of Association.	[illegible] **58** The contents of the proposals to be raised shall be within the scope of duties of [illegible]. It shall have a clear topic and specific matters to be resolved on, and shall be in compliance with relevant requirements of the laws, administrative regulations, [illegible] ([illegible]) on which the shares of the Company are listed and the Articles of Association.

Article 54 When the Company convenes a shareholders' meeting, the board of directors, the board of supervisors and shareholder(s) individually or jointly holding more than 3% of the Company's shares shall be entitled to propose motions to the Company. Shareholder(s) individually or jointly holding more than 3% of the Company's shares may submit a written supplementary motion(s) to the convener of the board of directors 10 days before a shareholders' meeting is convened; the convener shall issue a supplementary notice of the shareholders' meeting announcing the contents of the supplementary motion(s) within two days after receipt of the said motion(s). Unless otherwise provided in the preceding paragraph, the convenor may not amend the proposals set out in the notice of shareholders' general meeting, or add new proposals after issuing an announcement on the notice of shareholders' general meeting. The motion(s) that has/have not been set out in the notice of the shareholders' meeting or that is/are not in compliance with Article 53 shall not be voted or resolved on at the general meeting.	**59** When the Company convenes Whe[(061v10 f.88f78 4t92 Td h1.283t292 78 4C f -0.0 the board of directors, Shareholder(s) individually or jointly holding more orn th2.23Td (When1%/T1_1 1 Tf 0.066 T51 Tc [(0 notiru otthe suppltock exc

[illegible]	[illegible]
Article 55 A written notice convening the annual general meeting shall be given by the convener not less than 21 days before the date of the meeting to notify all shareholders of the meeting; whereas a written notice of the extraordinary general meeting shall be given not less than 15 days before the date of the meeting to notify all shareholders 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. 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.	[illegible] **60** A written notice convening [illegible] shall be given by the convener not less than 21 days before the date of the annual [illegible] to notify all shareholders of the meeting; whereas a written notice of the extraordinary [illegible] shall be given not less than 15 days before the date of the meeting to notify all shareholders of the meeting. The calculation of the abovementioned period shall not include [illegible] If there are any special requirements [illegible] ([illegible]) on which the shares of the Company 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.	**61** Notice of 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 and may appoint proxies in writing to attend and vote at such general 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 ; (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.

[illegible]	[illegible]
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.	There shall be not more than 7 business days between the date of record and the date of the general meeting. [illegible] 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 [illegible] and its supplementary notice. 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 [illegible] is to be held or later than 9:30 am on the day [illegible] is held and shall not close earlier than 3:00 pm on the day [illegible] is concluded.

[illegible]	[illegible]
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.	[illegible] **62** In the event that the election of directors is to be discussed at [illegible], the notice of [illegible] shall fully disclose details of candidates for [illegible], 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, each candidate of director 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 2 business 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.	[illegible] **63** After issuance of the notice for [illegible] 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 2 business days before the scheduled date of the meeting. If [illegible] ([illegible]) on which the shares of the Company 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	Section **6** Convening of
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.	**64** The board of directors of the Company and other conveners shall take necessary measures to ensure the normal order of . They shall take measures to prevent any interference with , 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.	**65** 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 in accordance with relevant laws, regulations and the Articles of Association. A shareholder may attend 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.	[illegible] **66** In the event that an individual shareholder attends a general meeting in person, he shall present his/her own identity card or other [illegible] identifying himself/herself. In the event that a proxy attends 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 [illegible] 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.	**67** The power of attorney issued by a shareholder to appoint another person to attend shall contain the following particulars: (I) ; (II) ; (III) ; (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 Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.	**68** Such instrument shall state whether the proxy, in the absence of any specific instructions from the shareholder, may vote as he thinks fit.

Article 64 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.	**69** 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 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 ; 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.

[illegible]	[illegible]

Article 68 The chairman of the board of directors shall preside over the general meeting. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, more than half of the directors may elect a director to convene and act as the chairman of the meeting. 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.	[illegible] **73** The chairman of the board of directors shall preside over [illegible]. If the chairman of the board of directors is unable or fails to perform his duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his duties, [illegible] the directors may elect a director to convene and act as the chairman of the meeting. [illegible] convened by [illegible] on its own shall be chaired [illegible]. In the event that [illegible] is unable or fails to perform his/her duties, [illegible] [illegible] convened by shareholders on their own shall be chaired by a representative elected by the convener. During [illegible], in the event that the chairman of the meeting violates the procedural rules so that [illegible] 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.

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.	**74** The Company shall formulate the rules of procedures for and specify in details the procedure for and voting at , 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 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 .
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.	**75** In the annual general meeting, shall report their work during the past year to . 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.	**76** shall explain and answer the enquiries and suggestions from shareholders at .
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; ……	**78** Minutes of 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 who attend the meeting; ……

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.	**79** The convener shall ensure that the contents of the minutes are true, accurate and complete. The , the convener or his/her representative and the chairperson who are present at the meeting 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.	**80** The convener shall ensure 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 or non-adoption of resolution, necessary measures shall be taken to resume the meeting, or to end 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 ( ) on which the Company's shares are listed have special provisions on the termination and extension of , such provisions shall be complied with.

Section 6 Voting and Resolutions at General Meetings	Section **7** Voting and Resolutions at [illegible]
Article 76 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.	**81** 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 [illegible] Special resolutions shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders (including proxies thereof) present at [illegible]
Article 77 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 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.	**82** The following matters shall be approved by ordinary resolutions at [illegible]: (I) Work reports of [illegible]; (II) Profit distribution plans and loss recovery plans [illegible] by the board of directors; (III) Appointment and removal of [illegible], their remuneration and the method of payment thereof; ( ) The Company's annual report; ( ) Matters other than those that should be passed by special resolutions pursuant to the laws, administrative regulations, departmental rules, [illegible] or the Articles of Association.

Article 78 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.	**83** The following matters shall be approved by special resolutions at : (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, ( ) or the Articles of Association as well as any other matters considered by an ordinary resolution at that it may have material impact on the Company and accordingly shall be approved by a special resolution.

[illegible]	[illegible]
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.	[illegible] **84** 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 [illegible], 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 [illegible] ([illegible]) on which 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 [illegible]. 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 [illegible].

[illegible]	[illegible]
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.	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 [illegible] ([illegible]) on which 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 80 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.	**85** When 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 shall be made to fully disclose the way of voting of unrelated shareholders. For approval of related party transactions at the Company', the related shareholders shall, prior to the approval at , actively submit the application for recusal; the unrelated shareholders shall have the right to submit the application for recusal against the related shareholders to prior to approval of the relevant case at . Such application shall be submitted in written form and indicate the reasons thereof. Prior to approval of the relevant case at , examination and approval of such application shall be made first. After conclusion of , 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 refusal, other shareholders who attend shall put the relevant case for examination and approval. The voting results and other resolutions passed at 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.	**86** The Company shall not enter into any contract with anyone other than a director, 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 by way of special resolution.
Article 82 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);	**87** The list of candidate of shall be submitted to as a proposal for voting. The method and procedures for nomination of are as follows: (I) The board of directors and shareholder(s) individually or jointly holding more than 1% of the Company's shares shall nominate candidate(s) for director(s); (II) 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; ( ) ( ) in shall be elected from the general meeting of employee 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.	( ) When the shareholders nominate director(s), independent director(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 . If there are any special requirements by ( ) on which 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 ( ) to the shareholders, and the notice period for the announcement and circular shall comply with the regulations and requirements of ( ) on which the Company's shares are listed. When voting on the election of ( ) at , the cumulative voting system may be used in accordance with the requirements of ( ) on which the Company's shares are listed, provisions of the Articles of Association or the resolutions at . 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 , 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.

[illegible]	[illegible]

Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.	Shareholders of the Company or their proxies who cast their votes through online voting or other voting methods shall have the right to inspect their own voting results through a corresponding voting system.
Article 88 The on-the-spot General Meeting shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results. All parties involved in the voting on the spot, online or by any other means at the General Meeting, including the Company, vote counters, scrutineers, major shareholders and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.	**93** The on-the-spot shall not end earlier than the end of the meeting held online or by any other means, and the chairperson of the meeting shall announce the voting results on each proposal at the on-the-spot meeting and whether the proposal is adopted based on the voting results. All parties involved in the voting on the spot, online or by any other means at , including the Company, vote counters, scrutineers, and network service providers, shall be obliged to keep confidential the voting before the voting results are formally announced.
Article 89 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 rights. The voting results of the shares they hold shall be counted as "abstained".	**94** Shareholders (including proxies) present at 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 rights. The voting results of the shares they hold shall be counted as "abstained".

Article 91 Resolutions passed at the meeting shall be immediately announced in accordance with the rules of the stock exchange where the Company's shares are publicly traded. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.	**96** Resolutions passed at shall be immediately announced in accordance with ( ) on which the shares of the Company are listed. The announcement should list the number of shareholders or their agents appearing at the meeting, the total number of voting shares of such shareholders or agents, the ratio of such voting shares to total voting shares at the Company, the means by which votes were cast, the voting result for each proposal, and the particulars of each resolution passed. Statistics on the attendance and the voting of A Shareholders and H Shareholders shall be kept on an individual basis, and announced accordingly.
Article 92 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.	**97** Where a proposal has not been passed or the resolutions of the preceding have been changed at the current , special mention shall be made in the announcement of the resolutions of
Article 93 Where a proposal on election of directors or supervisors is passed at the general meeting, the term of office of a new director or supervisor shall commence on the date on which resolutions of the shareholders' general meeting are approved, unless otherwise provided in the resolution of the general meeting.	**98** Where a proposal on election of directors is passed at , the term of office of a new director shall commence on the date on which resolutions of are approved, unless otherwise provided in the resolution of
Article 94 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 2 months after conclusion of the general meeting.	**99** Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at , the Company shall implement the specific scheme within 2 months after conclusion of

[illegible]	[illegible]
(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and 3 years have not elapsed since the date of the revocation of the business license thereof; (V) He has a relatively large amount of debt which is due but has not been paid; (VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective; (VII) He is otherwise disqualified by the laws, administrative regulations, departmental rules and the Listing Rules. The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove a director if any of the circumstances stated in this Article applies during his term of office.	(IV) Having been the legal representative of a company or enterprise, but the business license of this company or enterprise was revoked and this company or enterprise was ordered to close due to a violation of the law, whereby he is personally liable for the revocation, and 3 years have not elapsed since the date of the revocation of the business license or [illegible] of that company or enterprise; (V) The person is [illegible] due to he/she has a relatively large amount of debt which is due but has not been paid; (VI) He is under a measure of prohibited access to the securities market imposed by the CSRC, the penalty is still effective; ([illegible]) [illegible]; ([illegible]) The person is otherwise disqualified by the laws, administrative regulations, departmental rules and [illegible] The election, appointment or engagement of directors shall be invalid if the election or appointment violates the requirements of this Article. The Company shall remove him/her from his/her office and [illegible] if any of the circumstances stated in this Article applies during his/her term of office.

Article 96 Directors shall be elected and changed by the shareholders at general meetings and can be removed from office before the end of term of office. The directors shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and the regulatory rules of the place where the shares of the Company are listed. The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office. A director's post may be assumed by president or other senior management members. But the total number of the directors who also serve as president or other senior management members and the directors as staff representative (if any), shall not exceed one half of the total number of directors.	**101** Directors shall be elected and changed by the shareholders at and can be removed from office before the end of term of office. The directors shall serve a term of 3 years and may serve consecutive terms if reelected upon the expiration of their terms, save as otherwise provided in relevant laws, administrative regulations, departmental rules and ( ) on which the shares of the Company are listed. The term of office of a director shall commence from the date of appointment until the expiry of the current session of the board of directors. If the term of office of a director expires but re-election is not made, the existing director shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, ( ) on which the shares of the Company are listed and the provisions of the Articles of Association until a new director is elected and assumes office. A director's post may be assumed by . But the total number of the who also serve as and the directors as staff representative, shall not exceed one half of the total number of directors.

Article 97 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows: (I) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company; (II) not to misappropriate the funds of the Company; (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;	**102** Directors shall comply with the laws, administrative regulations and the Articles of Association, (I) (II) (III) (IV) (V)

[illegible]	[illegible]
(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.	(VI) [illegible]; (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, [illegible] 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. [illegible]

[illegible]	[illegible]
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.	[illegible] **103** Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, [illegible]: [illegible]: (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 [illegible] of the Company, and shall not obstruct [illegible] from performing their duties; (VI) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, [illegible] and the Articles of Association.

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.	[illegible] **104** 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 [illegible] 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. 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. 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.	[illegible] **105** A director may [illegible] prior to the expiry of his term of service. [illegible] In the event that [illegible] 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, [illegible] ([illegible]) on which the Company's shares are listed and the Articles of Association until the re-elected Directors assume their office.

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.	**106** When a director's 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 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.
107	**107**
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.	**109** ( ) , If a director violates the laws, administrative regulations, departmental regulations, ( ) on which the Company's shares 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.	
Article 105 The Company shall set up a board of directors, which shall be accountable to the general meeting.	**110** The Company shall set up a board of directors, which shall be accountable to
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 development committee, the nomination committee, the remuneration 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 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.	**111** The board of directors consists of directors, including three independent directors and

Article 107 The board of directors shall exercise the following functions and powers: (I) To convene 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;	**112** The board of directors shall exercise the following functions and powers: (I) To convene and reporting its work to ; (II) To implement resolutions of ; (III) To resolve on the Company's business plans and investment plans; ( ) To formulate the Company's profit distribution plans and plans on making up losses; ( ) To formulate plans for the increase or decrease of registered capital, issuance of bonds or other securities and listing of the Company; ( ) 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; ( ) Within the scope authorized by , 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; (X) 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; (XII) To formulate the plan for any amendment to the Articles of Association; (XIII) To manage the Company's information disclosure; (XIV) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries; (XV) To suggest appointment or replacement of the accounting firm responsible for the auditing of the Company to the general meeting;	( ) To decide to appoint or dismiss the president, secretary to the board of directors and other senior management 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; ( ) To workout the basic management system of the Company; ( ) To formulate the plan for any amendment to the Articles of Association; ( ) To manage the Company's information disclosure; ( ) To decide on the consolidation, division and restructuring of the Company's wholly-owned subsidiaries and controlled subsidiaries; ( ) To suggest appointment or replacement of the accounting firm responsible for the auditing of the Company to ; ( ) To receive the work report of the president and examine the work;

(XVI) To receive the work report of the president and examine his work; (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; (XVIII) Other power as prescribed by the laws, administrative regulations, departmental rules, the Listing Rules, 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.	( ) 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 of the Company; ( ) Other power as prescribed by the laws, administrative regulations, departmental rules, ( ), the Articles of Association and Matters exceeding the scope authorized by shall be submitted to for deliberation.
Article 108 The board of directors shall explain to the general meeting any nonstandard audit opinions issued by the registered accountant on the Company's financial statements.	**113** The board of directors shall explain to any nonstandard audit opinions issued by the registered accountant on the Company's financial statements.
Article 109 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.	**114** 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 , 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 .

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.	**115** The board of directors 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 for major investment. The Company shall, within the scope of authority stipulated by laws, administrative regulations, departmental rules, ( ) on which the shares of the Company 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 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 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 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.	**116** 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 of the resolutions of the board of directors; ( ) To perform the duties of a legal representative; ( ) [illegible]; (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, [illegible] 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.	**117** 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 [illegible] the directors.

Article 114 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.	**118** Regular meetings of the board of directors shall be held at least four times a year at approximately quarterly intervals and shall be convened by the chairman. Notice of the regular meeting of the board of directors shall be given to at least 14 days in advance. If there are special provisions of ( ) on which the shares of the Company are listed, such provisions shall apply.
Article 115 Shareholders representing more than 10% of the voting rights, more than one-third of the directors or the board of 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 10 days after receipt of the proposal.	**119** Shareholders representing more than 10% of the voting rights, more than one-third of the directors or 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 10 days after receipt of the proposal.
Article 116 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. 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.	**120** 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 is 5 days before the meeting. The advance notice period may be waived upon written consent of all Directors. 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 118 The meetings of the board of directors shall be held only if more than half of the directors 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.	**122** The meetings of the board of directors shall be held only if more than half of the directors are present. Unless otherwise regulated by laws, administrative regulations, departmental rules, ( ) on which the shares of the Company 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.
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 attend. 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.	**123** When a director is connected to companies or which is the subject of a resolution to be decided at a board meeting, shall

[illegible]	[illegible]
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.	[illegible] **127** 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).
[illegible] **3**	[illegible] **3** [illegible]
[illegible] **128**	[illegible] **128** [illegible]

129	129 : ( ) , , , ; ( ) 1% , , , , ; ( ) 5% , , , ; ( ) , , ; ( ) , , , , , ;

[illegible]	[illegible]
	[illegible] (1) [illegible] (6) [illegible] 12 [illegible]

130	**130**

[illegible]	[illegible]
[illegible] **131**	[illegible] **131** [illegible]: ( ) [illegible]; ( ) [illegible]; ( ) [illegible]; ( ) [illegible] ( ) [illegible].

[illegible]	[illegible]
[illegible] **132**	[illegible] **132** [illegible]: ( ) [illegible]; ( ) [illegible]; ( ) [illegible]; ( ) [illegible]; ( ) [illegible]; ( ) [illegible], [illegible], [illegible] ( ) [illegible]. [illegible] **(1)** [illegible] **(3)** [illegible]. [illegible] **(1).** [illegible].

133	**133** : ( ) ; ( ) ; ( ) ; ( ) , , ( ) .

134	**134** **(1)** **(3)** **132** **133**

[illegible]	[illegible]
[illegible] **4**	[illegible] **4** [illegible]
[illegible] **135**	[illegible] **135** [illegible]
[illegible] **136**	[illegible] **136** [illegible]

137	**137**

138	138

139	139

140	**140**

[illegible]	[illegible]
[illegible] 141	[illegible] 141 [illegible]: (.) [illegible]; (..) [illegible]; (...) [illegible]; ( ) [illegible] (.) [illegible]. [illegible].

[illegible]	[illegible]
[illegible] **142**	[illegible] **142** [illegible]

[illegible]	[illegible]
[illegible] **143**	[illegible] **143** [illegible] : ( ) [illegible] ; (**741.6871** [illegible] **1** [illegible] **9** [illegible]) [illegible] **0.036** [illegible] **3143** **0.083** [illegible] **5** ([illegible] **747.6871** [illegible] **0.013.750.083** [illegible] **44** [illegible] **741.6**

Chapter 6 President and Other Senior Management	Chapter 6
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.	**145** on the circumstances under which a person shall not be a director and shall also apply to the senior management. shall also apply to the senior management.

Article 128 The president 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 the fundamental management system of the Company; (V) To formulate the Company's specific rules and regulations; (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; (VII) To decide to appoint or dismiss executives other than those decided to be appointed or dismissed by the board of directors; (VIII) To exercise other functions and powers conferred in the Articles of Association and by the board of directors.	[illegible] **148** The president 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 the fundamental management system of the Company; (V) To [illegible] the Company's [illegible]; (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; (VII) To decide to appoint or dismiss managers other than those decided to be appointed or dismissed by the board of directors; (VIII) To exercise other functions and powers conferred in the Articles of Association [illegible] by the board of directors.

[illegible]	[illegible]
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.	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 [illegible] ([illegible]) on which the shares of the Company 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 [illegible] and board of directors in accordance with the requirements of the Articles of Association [illegible] ([illegible]) [illegible], the president may make approval decisions.
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.	[illegible] **150** 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 [illegible]; (IV) Other matters deemed necessary by the board of directors.

[illegible]	[illegible]
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.	[illegible] **153** The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of [illegible] and meetings of the board of directors, document keeping and management of information regarding the shareholders of the Company, and [illegible] The secretary to the board of directors shall comply with the relevant provisions of the laws, administrative regulations, departmental rules, [illegible] ([illegible]) on which the shares of the Company 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.	[illegible] **154** [illegible]
Chapter 7 Board of Supervisors	[illegible] **([illegible] 136-149)**

Chapter 8 Financial Accounting System, Profit Distribution and Auditing	Chapter **7**
Article 151 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 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).	**157** 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 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 ( ) on which the shares of the Company 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 152 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.	**158** The Company shall not establish account books other than the statutory account books. The of the Company shall not be deposited in an account maintained in the name of any individual.

[illegible]	[illegible]
Article 153 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.	[illegible] **159** 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 [illegible] 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. [illegible] The shares of the Company held by the Company shall not participate in to profit distribution.

[illegible]	[illegible]
Article 154 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.	[illegible] **160** The Company's reserve funds shall be used to make up the Company's losses, to expand the production and operation of the Company or to increase the [illegible] of the Company by means of conversion. [illegible] When the statutory reserve fund is converted into [illegible], 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 2 months after the general meeting.	[illegible] **161** After [illegible] 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 2 months after [illegible].

[illegible]	[illegible]
Article 156 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. ……	[illegible] **162** 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 [illegible] 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, [illegible] 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 [illegible] 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. ……

[illegible]	[illegible]
Under special circumstances, if the profit distribution plan for the current year may not be determined according to the established cash dividend policy or the minimum cash dividend ratio, the Company shall disclose the specific reasons and clear opinions of independent directors in regular report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of the shareholders' general meeting approving such profit distribution plan, such provisions shall be complied with. (VI) If there is any distributable profit remaining after cash-based distribution is made and the board of directors considers that stock-based distribution may meet the overall interests of all shareholders, the stock-based distribution may be adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders. (VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit and the usages of the profits not distributed and retained by the Company. The independent directors shall give independent opinions on this.	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 [illegible] in annual report. If the stock exchange where the Company's shares are listed has special provisions on the voting system and mode of [illegible] 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 maybe adopted. When the Company determines the specific amount of such distribution, it should fully consider whether the total capital after such distribution will match the present scale of operation of the Company and consider the effect on future cost of debt and financing in order to ensure that the distribution plan aligns with the overall interests of all shareholders. (VII) If the Company recorded profits in last fiscal year but the board of directors did not propose cash profit distribution plan after the end of last fiscal year, explanation shall be made in regular report on the reasons not distributing profit [illegible]

[illegible]	[illegible]
(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy. (IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's board of directors and the board of supervisors before submitting to the shareholders' general meeting for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The independent director shall give specific opinions on this. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its general meetings. (X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken.	(VIII) The Company shall explain in detail in the annual report of the formulation and implementation of the cash dividend policy. (IX) If the profit distribution policy is adjusted by the Company according to the external business environment or its own operating conditions, the adjusted policy shall not violate the relevant provisions released by the CSRC and the stock exchange; the proposal in respect of policy adjustment must be approved by the Company's [illegible] before submitting to [illegible] for approval. And it shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence. The Company shall provide convenience to minority Shareholders by adopting both on-site voting and online voting at its [illegible] (X) If any shareholder illegally occupies the Company's funds, the Company shall deduct the cash profit allocated to such shareholder to repay the amount taken. [illegible]

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.	**163** The Company shall implement an internal auditing system,

[illegible]	[illegible]
[illegible] **167**	[illegible] **167** [illegible]
[illegible] **168**	[illegible] **168** [illegible]
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.	[illegible] **170** The appointment and [illegible] of accounting firms for the Company shall be [illegible], prior to which the board of directors shall not appoint any accounting firm.
Article 162 The auditing fee of the accounting firm shall be subject to the decision of the general meeting.	[illegible] **172** The auditing fee of the accounting firm shall be subject to the decision of [illegible].
Article 163 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 opinions. Where an accounting firm tenders its resignation, it shall state to the general meeting whether the Company has anything inappropriate.	[illegible] **173** 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 [illegible] of shareholders votes on the dismissal of accountants, the accounting firm is allowed to state its opinions. Where an accounting firm tenders its resignation, it shall state to [illegible] whether the Company has anything inappropriate.

Chapter 9 Notices and Announcements	Chapter **8** Notices and Announcements
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.	**174** 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 ( ) on which the shares of the Company are listed.

[illegible]	[illegible]
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.	[illegible] **176** Unless otherwise provided in the Articles of Association, the various forms of sending notices stipulated in the preceding Article shall apply to notices of [illegible] convened by the Company.
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.	[illegible] **179** 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 the Listing Rules of [illegible] 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.
Chapter 10 Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation	Chapter **9** Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation
[illegible] **183**	[illegible] **183** [illegible] **10%** [illegible] ( ) [illegible]

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.	**184** 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, then within 45 days of the public announcement, request the Company to pay off its debts or provide corresponding guarantees.
Article 175 Where the Company is divided, its properties shall be divided accordingly. In the event of division of the Company, the parties concerned shall 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.	**186** Where the Company is divided, its properties shall be divided accordingly. In the event of division of the Company, the parties concerned shall 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 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 10 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.	**188** In the event of a in registered capital, the Company prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days from the date of the resolution made by for 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).

[illegible]	[illegible]
[illegible] 189	[illegible] 189 [illegible] 2 [illegible] 160 [illegible] [illegible] 2 [illegible] 188 [illegible] 30 [illegible] [illegible] 50% [illegible]
[illegible] 190	[illegible] 190 [illegible]
[illegible] 191	[illegible] 191 [illegible]

[illegible]	[illegible]
Article 179 The Company is dissolved in 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 law; (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.	[illegible] **193** The Company is dissolved in 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) [illegible] 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 law; (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 [illegible] **10%** [illegible] may request the people's court to dissolve the Company. [illegible] **10** [illegible]

Article 180 If there is any circumstance as stated in paragraph (I) of Article 179 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.	**194** If there is any circumstance as stated in ( ) **(2)** **193** 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
Article 181 Where the Company dissolves pursuant to (I), (II), (IV) and (V) of Article 179 of this Articles of Association, a liquidation committee shall be set up within 15 days after the occurrence of the event of dissolution to deal with matters of the liquidation. The liquidation group shall be composed of people determined by the directors or the general meeting. Where no liquidation group is formed within the time limit, the creditors may plead the people's court to designate relevant persons to form a liquidation group.	**195** Where the Company dissolves pursuant to (I), (II), (IV) and (V) of **193** of this Articles of Association, the Company shall be liquidated. **15**

Article 184 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 for confirmation. The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders. 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.	**198** 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 or the for confirmation. The assets of the Company are the remaining assets of the Company after payment of liquidation expenses, staff wages, social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to shareholders in proportion to the shares held by the shareholders. 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 185 After the liquidation committee has examined and taken possession of the assets of the	

Article 186 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.	**200** After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and obtain confirmation from or the people's court, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Company.
Article 187 Members of the liquidation committee should be loyal to their duties and perform liquidation duties according to the law. Members of the liquidation shall not take advantage of his position to receive bribes or other illegal income and shall not embezzle the Company's assets. If a member of the liquidation committee causes losses to the Company or creditors, deliberately or due to gross negligence, he shall be liable for compensation.	**201** Members of the liquidation committee
Chapter 11 Amendment of the Articles of Association	Chapter **10** Amendment of the Articles of Association
Article 189 The Company shall amend the Articles of Association, if: (I) The matters as prescribed in the Articles of Association conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations; (II) The change of the Company's situation conflicts with the matters as prescribed in the Articles of Association; (III) The shareholder's meeting makes resolution to amend the Articles of Association.	**203** The Company shall amend the Articles of Association, if: (I) The matters as prescribed in conflict with the amended laws and administrative regulations after amendment of the Company Law or the relevant laws and administrative regulations; (II) The change of the Company's situation conflicts with the matters as prescribed in ; (III) makes resolution to amend .

Article 190 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 involves registration of the Company, the involved changes are required to be registered pursuant to law.	**204** If any amendment to these Articles of Association passed by resolutions at is subject to examination and approval by the competent authorities, such amendment shall be submitted to the competent authorities for approval; 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: (I) 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 (II) 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.	**205** The board of directors shall amend the Articles of Association according to the resolutions of and the opinions of the relevant competent authority. Notwithstanding the foregoing paragraph, in the following circumstances, may pass a resolution to authorize the board of directors to amend the Articles of Association in accordance with the following principles: (I) the board of directors may make non-substantial amendments to the Articles of Association as required for implementing a resolution passed by , such as changes to registered capital, number of shares, company name or address as required by the resolution of ; and (II) 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 .

Chapter 12 Supplementary Provisions	Chapter **11** Supplementary Provisions
Article 193 Definition (I) 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. (II) Actual controller means a person who has actual power to direct the acts of such company by investment, contract or other arrangements. (III) 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. (IV) 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. (V) 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.	**207** Definition: (I) Controlling shareholder refers to a shareholder who holds 50% of the total share capital of the company , or a shareholder who, despite its shareholding being no more than 50% of the total share capital, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of (II) Actual controller means , who has actual power to direct the acts of such company by investment, contract or other arrangements. (III) Connected relationship is the relationship between the controlling shareholder, the actual controller, 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. (IV) Subsidiary(ies) refers to a company in which the Company holds more than 50% of its shares or may determine the composition of the member of its board of directors or may have de facto control through agreements or other arrangements. (V) 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.

(VI) 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”.	(VI) The terms “accounting firm”, used in the Articles of Association shall have the same meaning as “auditor” and used (2025). Unless otherwise expressly referred to in the relevant national laws and administrative regulations and ( ) on which the shares of the Company are listed, The term “independent directors” in the Articles of Association shall have the same meaning as (1) (2)
Article 195 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”, “beyond”, “below” and “above” are exclusive terms.	**209** For the purpose of the Articles of Association, the terms , are inclusive terms and the terms , , are exclusive terms.
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.	**211** The appendix to these Articles of Association shall include

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.	**212** The Articles of Association shall come into force and be implemented on the date when it is examined and approved by of the Company and it applies to the amendments.
Article 199 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.	**213** Should there be any inconsistency between the Articles of Association and relevant national laws, administrative regulations, departmental rules, other relevant normative documents and on which the Company's shares are listed, the latter shall prevail.

Save for the above-mentioned amendments and the change of the serial number of the Articles of Association caused by such amendment, the others will remain unchanged.