

Zylox-Tonbridge Medical Technology Co., Ltd.

Articles of Association

May 2026

CONTENTS

Chapter 1	General Provisions	3
Chapter 2	Business Objective and Scope	4
Chapter 3	Shares	6
Section 1	Issuance of Shares	6
Section 2	Increase, Decrease and Repurchase of Shares	11
Section 3	Financial Assistance for Purchase of the Company's Shares	14
Chapter 4	Shares, Shareholders, and Shareholders' Meetings	15
Section 1	Share Certificates and Register of Shareholders	15
Section 2	Rights and Obligations of Shareholders	19
Section 3	Shareholders' Meetings	25
Chapter 5	Directors and Board of Directors	35
Section 1	General Provisions for Directors	35
Section 2	Board of Directors	42
Section 3	Independent Non-Executive Directors	47
Section 4	Special Committees of the Board of Directors	50
Chapter 6	Senior Management Officer	52
Section 1	Secretary to the Board of Directors	52
Section 2	Manager	53
Chapter 7	Financial and Accounting System and Distribution of Profits	54
Section 1	Financial and Accounting System	54
Section 2	Appointment of Accounting Firms	57
Chapter 8	Merger, Division, Dissolution and Liquidation of the Company	58
Section 1	Merger and Division of the Company	58
Section 2	Dissolution and Liquidation of the Company	60
Chapter 9	Notice and Announcement	63
Chapter 10	Amendments to the Articles of Association	65
Chapter 11	Resolution of Disputes	65
Chapter 12	Supplementary Provisions	66

Chapter 1 General Provisions

Article 1 The Articles of Association are prepared to safeguard the legal interests of Zylox-Tonbridge Medical Technology Co., Ltd. (歸創通橋醫療科技股份有限公司) (the “**Company**”), its shareholders, employees and creditors and regulate the organization and behavior of the Company, and are prepared in accordance with the Company Law of the People’s Republic of China (中華人民共和國公司法) (the “**Company Law**”), the Securities Law of the People’s Republic of China (中華人民共和國證券法) (the “**Securities Law**”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other relevant laws, administrative regulations of the State and by reference to the Guidelines on the Articles of Association for Listed Companies.

The Company is a joint stock limited liability company promoted and established by way of overall alteration by the former Zhejiang Zylox Medical Device Co., Ltd. (浙江歸創醫療器械有限公司), which converted the total share capital of the Company into 263,401,001 shares with par value of RMB1 each based on the audited net assets of RMB926,002,038.14 as at January 31, 2021. The Company was registered at the Bureau of Market Supervision in Yuhang District, Hangzhou on March 2, 2021 and obtained its Business License (unified social credit code: 91330100053682455D). Currently, the Company has moved to Administration for Industry and Commerce of Zhejiang Province for registration.

Article 2 The Company’s registered names are:

Chinese name: 歸創通橋醫療科技股份有限公司

English name: Zylox-Tonbridge Medical Technology Co., Ltd.

Article 3 Address of the Company: No. 270 Shuyun Road, Cangqian Street, Yuhang District, Hangzhou, Zhejiang; postal code: 311121.

Article 4 The legal representative of the Company is the chairman of the Board of Directors. Where the chairman of the Board of Directors resigns, such person shall be deemed to have resigned as the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.

Article 5 The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. Restrictions on the authority of the legal representative imposed by the Articles of Association or the shareholders’ meeting shall not be enforceable against bona fide counterparty. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, seek compensation from the legal representative at fault in accordance with the laws or the Articles of Association.

Article 6 The Company is a joint stock limited company having perpetual existence. The Company shall be an independent corporate, and entitled to civil rights and take the civil responsibility in accordance with the laws, governed and protected by the laws, regulations and regulatory documents of the PRC.

Article 7 The shareholder shall hold responsibility to the Company in accordance with its shares, while the Company shall be responsible for its debts with all its assets.

Article 8 The Articles of Association shall come into effect on the date of approval by the resolutions of the shareholders' meeting.

Article 9 The Articles of Association shall be legally binding on the Company and its shareholders, Directors, and senior management officers, all of whom have the rights to make any claims and propositions regarding any matters of the Company and take the corresponding responsibility pursuant to the Articles of Association.

A shareholder may take legal action against the Company pursuant to the Articles of Association; the Company may take legal action against any shareholder pursuant to the Articles of Association; a shareholder may take legal action against another shareholders pursuant to the Articles of Association; a shareholder may take legal action against the Directors and senior management officers of the Company pursuant to the Articles of Association.

The legal action referred to in the preceding paragraph includes applications to courts or arbitral bodies.

Article 10 The senior management officers referred to in the Articles of Association represent the manager, deputy managers, secretary to the Board of Directors and chief financial officer of the Company and other senior management officers identified by the Board.

Article 11 The Company may invest in other companies and is liable to such companies to the extent of its capital contribution; however, unless otherwise specified by laws, the Company shall not be the capital contributor bearing joint liability associated with the debts of the invested enterprises.

Chapter 2 Business Objective and Scope

Article 12 The business objective of the Company is to build a company with the first- class R&D and industrialization of high end medical devices in PRC, and obtain the product certifications and sale in various countries and regions in the shortest period. While developing its own products, the Company also drives the development of relevant secondary industry chains, to provide high quality employment opportunity and tax revenue for the local area.

Article 13 The business scope of the Company shall be pursuant to the projects as approved by the company registration authority.

After registered legally, the business scope of the Company includes: General projects: technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; import and export of goods; property management; sale of Class II medical devices; manufacture of Class I medical devices; sale of Class I medical devices; import and export of technology; information consulting services (excluding licensing information consulting services); trading broker; conference and exhibition services; non-residential real estate leasing; parking lot services; marketing planning; business management consulting; financial advisory; general cargo storage services (excluding dangerous chemicals and other items requiring licensing approval); rental of machinery and equipment; sale of machinery and equipment; manufacture of plastic products; sale of plastic products; manufacture of moulds; sale of moulds; manufacture of rubber products; sale of rubber products; professional cleaning, washing and sterilising services; nonferrous metal alloy manufacturing, non-ferrous metal alloy sales, high-performance non-ferrous metal and alloy materials sales, health consultation services (excluding diagnosis and treatment services); medical research and trial development (except human stem cell, gene diagnosis and therapeutic technology development and application); R&D of metal products; sales of metal products; manufacture of metal wires and its products; sale of metal wires and its products; manufacture of synthetic materials (excluding dangerous chemicals); sale of synthetic materials; manufacture of medical packaging materials; metal surface treatment and heat treatment processing; sale of software, R&D of mechanical equipment; R&D of new materials technology, new materials technology promotion services, data processing services; information system integration services, technology intermediary services, software development, AI general application systems; data processing and storage support services, information technology consulting services; computer system services, sale of hygiene products and disposable medical supplies; Internet sales (except for the sale of products that require permits); manufacturing of mechanical and electrical equipment; sale of mechanical and electrical equipment; sale of mechanical parts and components, processing of mechanical parts and components; import and export agents; market surveys (excluding external surveys) (except for the items that need to be approved according to law, business activities shall be carried out independently according to law with the business license). Licensed items: manufacture of Class II medical devices; operation of Class III medical devices; manufacture of Class III medical devices; production of hygiene products and disposable medical supplies; road cargo transportation (excluding dangerous goods); inspection and testing services (items subject to approval according to law can only be operated after being approved by relevant departments, and the specific business items shall be subject to the approval results).

The Company may, based on the changes in domestic and international markets, business development and its own capabilities, subject to the approval of the shareholders' meeting and relevant government departments (if necessary), adjust its business scope in accordance with laws, and complete the relevant formalities of adjustments according to relevant provisions.

Chapter 3 Shares

Section 1 Issuance of Shares

Article 14 The Company shall set up ordinary shares at any time; according to its needs, the Company may create other classes of shares upon approval from authorized approving department of the State Council.

Article 15 All the shares issued by the Company shall have a nominal value, each share having a nominal value of RMB1.

Renminbi referred to in the preceding paragraph means the lawful currency of the People's Republic of China.

Article 16 The issuance of the Shares of the Company shall follow the principles of openness, fairness and justice, and each share in the same class shall have the same rights. For the same class of shares issued at the same time, each share shall be issued on the same conditions and at the same price. Any share subscribed by entity or individual shall pay the same price for each share.

Domestic shares and overseas listed foreign shares issued by the Company are entitled to the same rights in any distribution in the form of dividends or any other form.

Article 17 Subject to the registration or filing of the securities authority of the State Council, the Company may issue shares to domestic investors and foreign investors.

Foreign investors referred to in the preceding paragraph mean those investors who subscribe for the Company's shares and who are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. Domestic investors mean those investors who subscribe for the Company's shares and who are located within the territory of the People's Republic of China excluding the regions mentioned above.

Article 18 Shares that the Company issues to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares that the Company issues to foreign investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares that are listed overseas shall be referred to as overseas listed foreign shares.

Foreign currencies referred to in the preceding paragraph mean the freely convertible lawful currencies (other than Renminbi) of other countries or regions that are recognized by the foreign exchange authority of the PRC and that can be used to pay for the shares subscribed.

The overseas listed foreign shares issued by the Company in Hong Kong shall be called H shares. H shares are shares that have been approved for listing on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”), the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars.

The Company’s shares in issue but unlisted at both domestic and overseas stock exchanges shall be referred to as unlisted shares.

Where holders of domestic shares of the Company transfer the shares held by them to overseas investors, and such transferred shares are listed or traded on an overseas stock exchange, upon the approval by the securities regulatory authority of the State Council. All or part of the Company’s domestic shares can be converted into foreign shares, and converted foreign shares can be listed and traded at the overseas stock exchanges. The transferred or converted shares that are listed and traded overseas shall also comply with the regulatory procedures, regulations and requirements of the overseas securities market. The transferred shares that are listed and traded overseas, or the domestic shares are converted into foreign shares and listed and traded overseas, which do not need the vote at shareholders’ meeting to be convened.

Both holders of domestic shares and holders of foreign shares are holders of ordinary shares, and have and bear the same rights and obligations.

Article 19 The total number of ordinary shares issued by the Company when it converted into a joint stock limited company as a whole is 263,401,001 with nominal value of RMB1 each; the name of each promoter, number of shares subscribed, method of capital contribution and date of capital contribution are as follows:

No.	Name of promoter	No. of shares subscribed (shares)	Shareholding percentage	Method of capital contribution	Date of capital contribution
1	Jonathon Zhong Zhao	41,441,991	15.7337%	Shares converted from net assets	2021.03.02
2	OAP IV (HK) Limited	25,335,535	9.6186%	Shares converted from net assets	2021.03.02
3	Future Industry Investment Fund (Limited Partnership)	20,470,199	7.7715%	Shares converted from net assets	2021.03.02
4	Hangzhou Fujiang Investment Partnership (Limited Partnership)	5,682,939	2.1575%	Shares converted from net assets	2021.03.02

No.	Name of promoter	No. of shares subscribed (shares)	Shareholding percentage	Method of capital contribution	Date of capital contribution
5	WEA Enterprises, LLC	13,476,617	5.1164%	Shares converted from net assets	2021.03.02
6	LBC Sunshine Healthcare Fund L. P	11,353,491	4.3103%	Shares converted from net assets	2021.03.02
7	Nanjing Hongjing Enterprise Management Consulting Co., Ltd.	11,333,000	4.3026%	Shares converted from net assets	2021.03.02
8	Zhuhai Guichuang Equity Investment Center (Limited Partnership)	10,958,575	4.1604%	Shares converted from net assets	2021.03.02
9	Zhuhai Tongqiao Investment Center (Limited Partnership)	10,151,978	3.8542%	Shares converted from net assets	2021.03.02
10	Ningbo Guiqiao Enterprise Management Partnership (Limited Partnership)	9,577,095	3.6359%	Shares converted from net assets	2021.03.02
11	AIHC Master Fund	9,461,242	3.5920%	Shares converted from net assets	2021.03.02
12	Five Investment Limited	9,227,691	3.5033%	Shares converted from net assets	2021.03.02
13	Zhuhai Hanyi Equity Investment Fund Partnership (Limited Partnership)	6,746,205	2.5612%	Shares converted from net assets	2021.03.02
14	Suzhou Industrial Park Xinjianyuan Phase II Venture Capital Enterprise (Limited Partnership)	6,463,653	2.4539%	Shares converted from net assets	2021.03.02
15	Ningbo Yifan Medical Technology Co., Ltd.	6,306,777	2.3944%	Shares converted from net assets	2021.03.02
16	Highlight Medical Limited	6,263,113	2.3778%	Shares converted from net assets	2021.03.02

No.	Name of promoter	No. of shares subscribed (shares)	Shareholding percentage	Method of capital contribution	Date of capital contribution
17	Ourea Biotech HK Limited	5,792,319	2.1991%	Shares converted from net assets	2021.03.02
18	Huzhou Yuyihui Investment Partnership (Limited Partnership) (湖州語意慧企業管理合夥企業(有限合夥))	4,983,293	1.8919%	Shares converted from net assets	2021.03.02
19	Ningbo Meishan Free Trade Port Zone Fangyuan Chuangying Equity Investment Partnership (Limited Partnership)	5,166,994	1.9616%	Shares converted from net assets	2021.03.02
20	Tianjin Qiankun Investment Centre (Limited Partnership)	4,667,000	1.7718%	Shares converted from net assets	2021.03.02
21	Hangzhou Haibang Yaogu Congzheng Venture Capital Partnership (Limited Partnership)	3,955,030	1.5015%	Shares converted from net assets	2021.03.02
22	Shanghai Jinpu Medical Health Equity Investment Partnership (Limited Partnership)	3,513,103	1.3337%	Shares converted from net assets	2021.03.02
23	Hangzhou Fenhua Investment Partnership (Limited Partnership)	3,467,903	1.3166%	Shares converted from net assets	2021.03.02
24	Xiamen Jianfa Xinxing Industry Equity Investment No. 7 Partnership (Limited Partnership)	3,443,299	1.3072%	Shares converted from net assets	2021.03.02
25	Cormorant Global Healthcare Master Fund, LP	3,027,598	1.1494%	Shares converted from net assets	2021.03.02
26	Ningbo Free Trade Zone Tiesi Equity Investment Partnership (Limited Partnership)	2,927,696	1.1115%	Shares converted from net assets	2021.03.02

No.	Name of promoter	No. of shares subscribed (shares)	Shareholding percentage	Method of capital contribution	Date of capital contribution
27	Anji Zhikang Enterprise Management Partnership (Limited Partnership)	2,712,273	1.0297%	Shares converted from net assets	2021.03.02
28	Hudson Bay Master Fund Ltd.	2,649,148	1.0057%	Shares converted from net assets	2021.03.02
29	Suzhou Taihong Jinghui Investment Centre (Limited Partnership)	2,609,614	0.9907%	Shares converted from net assets	2021.03.02
30	Hangzhou Haibang Yigu Venture Capital Partnership (Limited Partnership)	2,261,646	0.8586%	Shares converted from net assets	2021.03.02
31	Myron Samuel Scholes	2,000,000	0.7593%	Shares converted from net assets	2021.03.02
32	Octagon Investments Master Fund LP	1,892,249	0.7184%	Shares converted from net assets	2021.03.02
33	Ganzhou Titan Equity Investment Partnership (Limited Partnership)	1,306,810	0.4961%	Shares converted from net assets	2021.03.02
34	CITIC Securities Investment Co., Ltd.	1,155,572	0.4387%	Shares converted from net assets	2021.03.02
35	Homehealth Investment Limited	1,135,349	0.4310%	Shares converted from net assets	2021.03.02
36	Hangzhou Qizhen Future Innovation Equity Investment Partnership (Limited Partnership)	484,004	0.1838%	Shares converted from net assets	2021.03.02
	Total	<u>263,401,001</u>	<u>100.0000%</u>		

Article 20 The capital structure of the Company comprises 344,132,001 ordinary shares, including 7,781,257 domestic shares, accounting for 2.26% of the total number of issued ordinary shares of the Company, and 336,350,744 foreign shares, accounting for 97.74% of the total number of issued ordinary shares of the Company.

Article 21 The registered capital of the Company is RMB344,132,001.

Article 22 The shares of the Company may be transferred, donated, inherited and pledged in accordance with the relevant laws, administrative regulations and the Articles of Association. Transfer and other documents related to the ownership of overseas listed foreign shares listed in Hong Kong or that may influence its ownership requires registration at local stock registration authority entrusted by the Company. If such registration shall be charged any fee, it shall not exceed the highest fee specified by the Hong Kong Listing Rules from time to time.

Save as otherwise specified by laws, administrative regulations and the approval of overseas listed foreign shares from the stock exchange where the company was listed, the Company's shares with full payment may be transferred freely and shall not be subject to any lien.

If the shares are to be transferred to joint holders, the number of joint holders shall not exceed 4.

Article 23 The shares issued before the public issuance of shares by the Company shall not be transferred within 1 year of the date on which the stocks of the Company are listed and traded at the stock exchange.

The Directors and senior management personnel of the Company trading the Company's shares are subject to laws and regulations, regulatory rules of the place where the stocks of the Company are listed and the Articles of Association. The Directors and senior management personnel of the Company shall notify the Company of their holding of Shares in the Company and changes of their holdings. The Shares transferable by them during each year of their tenures as determined at the time of taking office shall not exceed 25% of their total holdings of the Shares of the Company. The Shares in the Company held by them are not transferable within 1 year from the date on which the Company's Shares are listed and traded. The Shares in the Company held by them shall not be transferred within half year of their departure from the Company.

Section 2 Increase, Decrease and Repurchase of Shares

Article 24 The Company may increase its capital pursuant to the needs of operation and development and in accordance with the laws, regulations, listing rules of the place where the stocks are traded, subject to the resolution of shareholders' meeting and based on the relevant requirements of the Articles of Association.

The Company may increase its capital by:

- (I) Offering of shares to non-specific targets;
- (II) Offering of shares to specific targets;

(III) Offer of bonus shares to existing shareholders;

(IV) Convert capital reserves into share capital;

(V) Any other means stipulated by laws, administrative regulations, and relevant regulatory authorities.

Issuance of new shares by the Company shall be subject to approval as specified in the Articles of Association and listing rules of the place where the stocks are traded and follow the procedures specified in the relevant laws and administrative regulations of the PRC and the listing rules of the place where the stocks are traded.

Article 25 Pursuant to the Articles of Association, the Company may reduce its registered capital. The reduction in registered capital shall be made in accordance with the procedures set out in the Company Law, other applicable regulations and the Articles of Association.

Article 26 The Company will prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within 10 days from the date of the Company's resolution of the shareholders' meeting to reduce registered capital and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. The creditors may require the Company to repay its debts or provide corresponding guarantee within 30 days from the date it receives the above notice or within 45 days from the date of announcement if no such notice is received.

The Company shall reduce contributed amounts or shares according to shareholding proportion of shareholders when reducing its registered capital, except as otherwise prescribed by laws or the Articles of Association.

Article 27 The Company may, in accordance with the provisions set out in the laws, administrative regulations, departmental rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association, repurchase its outstanding shares based on lawful procedures under the following circumstances:

(I) Cancellation of its shares for the purpose of reducing its registered capital;

(II) Merger with another company which holds the shares of the Company;

(III) When utilizing shares in Employee Share Ownership Plan or as share awards;

(IV) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company;

(V) When utilizing shares to convert into convertible bonds issued by the Company and that can be converted into stocks;

(VI) When necessitated by the Company to protect its value and its shareholders' interest;

(VII) Any other circumstance permitted by laws and administrative regulations, listing rules of the place where the stocks of the Company are listed and approved by the regulatory authorities.

Except under the above circumstances, the Company shall not engage in any activities for the purchase and sale of its share.

Where the Company repurchases its shares under the circumstances as mentioned in items (I) and (II), a resolution thereon shall be made at the shareholders' meeting; Where the Company repurchase its shares under the circumstances as mentioned in items (III), (V) and (VI), a Board resolution thereon may, pursuant to the requirements of the Articles of Association or the mandate of the shareholders' meeting, be passed at a Board meeting that is attended by at least two-thirds of Directors.

Where the Company repurchase its shares under the circumstances as mentioned in items (III), (V) and (VI), the repurchase shall be carried out by public concentrated transaction.

In the event that the Company purchases its shares in accordance with the first paragraph of this Article under the circumstance as mentioned in item (I), the shares shall be cancelled within ten days from the date of purchase; in the event that the Company purchases its shares under either circumstance as mentioned in items (II) and (IV), the shares shall be transferred or cancelled within six months; in the event that the Company purchases its shares under either circumstance as mentioned in items (III), (V) and (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and shall be transferred or cancelled within 3 years.

The Company shall not accept any of its own shares as the subject of pledge.

If it is otherwise provided in laws and regulations, normative documents and relevant requirements under the securities regulatory authority of the place where the Company's Shares are listed regarding the relevant matters of the repurchase of the Shares, the latter shall prevail.

Article 28 Where the Company cancels this portion of the shares due to the repurchase of shares, it shall be conducted within the term prescribed by laws, administrative regulations or the listing rules of the place where the Company's shares are listed, and apply to the registration authority of original company for the registration of change of registered capital.

The aggregate par value of the cancelled shares shall be deducted from the Company's registered capital.

Section 3 Financial Assistance for Purchase of the Company's Shares

Article 29 The Company or its subsidiaries (including the affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees, loans or otherwise to any person for the purpose of acquiring shares of the Company or its parent company, except for the implementation of employee share ownership plans by the Company.

For the benefit of the Company, financial assistance may be provided to any person for the purpose of acquiring shares of the Company or its parent company upon resolution by the shareholders' meeting, or by the Board of Directors in accordance with the authorization granted under the Articles of Association or by the shareholders' meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the Board of Directors in this regard shall be passed by two thirds or more of all Directors.

The term for the benefit of the Company used in this Article refers to the circumstances specified in Article 31 hereof.

Article 30 The financial assistance referred to in this Chapter includes, but is not limited to, the following:

- (I) gifts;
- (II) guarantee (including the assumption of liability by the guarantor or the provision of properties by the guarantor to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the Company's default) or the release or waiver of any rights;
- (III) the provision of loans or the entrance into any agreement under which the obligations of the Company are to be fulfilled prior to the obligations of another party, and a change in the parties to, and the assignment of rights arising under such loans or agreement;
- (IV) any other form of financial assistance given by the Company when the Company is insolvent, has no net assets, or under any other situations when its net assets would be reduced to a material extent.

Article 31 The following acts shall not be deemed to be acts as prohibited by Article 29 hereof, except as otherwise prohibited in accordance with relevant laws, administrative regulations, or listing rules of the place where the stocks of the Company are listed:

- (I) the financial assistance provided by the Company is either genuinely for the interests of the Company and the main purpose of the financial assistance is not to purchase Shares of the Company, or the financial assistance is an incidental part of an overall plan of the Company;
- (II) the lawful distribution of the Company's properties in the form of dividends;

- (III) the distribution of dividends in the form of Shares;
- (IV) the reduction of registered capital, repurchase of Shares, and adjustment of shareholding structure, etc. in accordance with these Articles;
- (V) the provision of a loan by the Company within its scope of business and in the ordinary course of business activities (provided that this does not lead to a reduction in the net assets of the Company or that if this causes a reduction, the financial assistance is taken from the Company's distributable profits);
- (VI) provision of funds by the Company for an employee shareholding scheme (provided that this does not lead to a reduction in the net assets of the Company or that if there causes a reduction, the financial assistance is taken from the Company's distributable profits).

Chapter 4 Shares, Shareholders, and Shareholders' Meetings

Section 1 Share Certificates and Register of Shareholders

Article 32 Share certificates of the Company shall be in a registered form.

In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange on which the shares of the Company are listed.

Where the share capital of the Company includes shares that do not carry voting rights, the words "non-voting" must appear on the name of such shares.

Where the share capital of the Company includes shares with different voting rights, the name of each class of shares, other than those with the most favorable voting rights, must include the words "restricted voting" or "limited voting".

Article 33 The share certificates shall be signed by the chairman of the Board of Directors. Where the stock exchange on which the Company's shares are listed requires the share certificates to be signed by senior management officers of the Company, the share certificates shall also be signed by other relevant senior management officers. The share certificates shall take effect after being affixed, or affixed by way of printing, with the seal of the Company. The share certificates shall only be affixed or printed with the Company's seal under the authorization of the Board of Directors. The signature of the chairman of the Board of Directors or relevant senior management officer of the Company on the share certificates may also be in printed form.

All overseas listed foreign shares shall be transferred in ordinary or common form of transfer or in written documents of transfer of any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). If the transferor or transferee of the Company's shares are the recognised clearing house ("**Recognised Clearing House**") as defined in the relevant ordinances of Hong

Kong law in force from time to time or its agent, the written documents of transfer can be signed by hands or in machine printed form. All transfer documents must be put in the legal address of the Company or other places as the Board of Directors may designate from time to time.

In the event of paperless issuance and trading of the shares of the Company, other requirements stipulated by the securities regulatory authorities of the places where the shares of the Company are listed shall apply.

Article 34 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:

- (I) the name and domicile of Shareholders;
- (II) the class and number of Shares subscribed by each Shareholder;
- (III) the serial number(s) of the share certificate if it is issued in physical form;
- (IV) the date on which each Shareholder acquires the Shares;

The register of Shareholders shall be sufficient evidence to the holding of the Shares of the Company by a Shareholder, except in cases with contrary evidence.

Article 35 The Company may keep overseas the register of shareholders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the Securities Regulatory Authorities of the State Council and the overseas Securities Regulatory Authorities. The original register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.

The Company shall keep at its domicile a copy of the register of shareholders of overseas listed foreign shares. The entrusted overseas agent shall always ensure that the original and copies of the register of holders of overseas listed foreign shares are consistent.

Where the original and copies of the register of shareholders of overseas listed foreign shares are inconsistent, the original shall prevail.

Article 36 The Company shall keep a complete shareholders' register.

Shareholders' register shall include the following parts:

- (I) the register of shareholders kept at the Company's domicile (other than those registers of shareholders as described in items (II) and (III) of this Article);

(II) the register(s) of shareholders of overseas listed foreign shares of the Company kept at the place where the overseas stock exchange on which the shares are listed is located;

(III) the register of shareholders kept at such other place as the Board of Directors may deem necessary for the purpose of listing of the Company's shares.

Article 37 The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register of shareholders.

Alteration or rectification of each part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register of shareholders is maintained.

Article 38 Unless otherwise stipulated by the laws, administrative regulations, departmental rules, normative documents of PRC and the relevant stock exchanges or regulatory authorities in the place where the Company's shares are listed, the formalities for transferring ownership of shares shall be suspended before the shareholders' meeting or the benchmark day before the Company decides to distribute dividends in accordance with the relevant provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Article 39 Where the Company convenes a shareholders' meeting, distributes dividends, liquidates, or engages in other activities that require the determination of identity of shareholders, the Board of Directors shall set a date for registration of the shareholding. When the date for registration of the shareholding is terminated, the registered shareholders shall be the shareholders enjoying the relevant rights and interests.

Article 40 If any person objects to the register of shareholders and requests to have his/her name (title) recorded in or deleted from the register of shareholders, the said person may apply to the court with jurisdiction to correct the register of shareholders.

Article 41 If any Shareholder in the register of shareholders or any person requesting to have his/her name recorded in the register of shareholders loses his/her share certificates ("**original share certificates**"), the said Shareholder or person may apply to the Company to issue replacement certificates in respect of the said shares ("**relevant Shares**").

If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with Article 164 of the Company Law.

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

If a holder of overseas listed foreign shares of a Hong Kong listed company loses his share certificates and applies for their replacement, the replacement of his shares certificates shall meet the following requirements:

- (I) the applicant shall submit an application in standard form as prescribed by the Company accompanied by a notarial document or statutory declaration. The notarial document or statutory declaration shall specify the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as a statement declaring that no other person shall be entitled to request to be registered as the shareholder in respect to the Relevant Shares.
- (II) no statement has been received by the Company from any person other than the applicant for having his name registered as a holder of the Relevant Shares before the Company came to a decision to issue the replacement certificates.
- (III) the Company shall, if it decides to issue a replacement certificate to the applicant, make an announcement of its intention to issue the replacement certificate in such newspapers designated by the Board of Directors. The announcement shall be made at least once every 30 days over a period of 90 days.
- (IV) the Company shall, prior to the publication of the announcement of its intention to issue a replacement certificate, deliver to the stock exchange where its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from the stock exchange that the announcement has been exhibited at its premises. The announcement shall be exhibited at the premises of the stock exchange for a period of 90 days.

In case an application to issue a replacement certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall send by post to such registered holder a copy of the announcement to be published.

- (V) if, upon expiration of the 90-day period for announcement and exhibition referred to in items (III) and (IV) of this Article, the Company has not received any objection from any person to the issuance of replacement certificates, the Company may issue replacement certificates to the applicant according to his application.

(VI) where the Company issues a replacement certificate under this Article, it shall forthwith cancel the Original Certificate and enter the cancellation and replacement issue into the register of shareholders accordingly.

(VII) all expenses relating to the cancellation of an Original Certificate and the issuance of a replacement certificate by the Company shall be borne by the applicant. The Company has the right to refuse to take any action until a reasonable undertaking is provided by the applicant therefor.

Article 42 Where the Company issues a replacement certificate pursuant to the Articles, the name of a bona fide purchaser who obtains the aforesaid replacement certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be removed from the register of shareholders.

Article 43 The Company shall not be liable to any person for any damages caused by the cancellation of the Original Certificate or the issuance of the replacement certificate, unless the claimant is able to prove that the Company has acted fraudulently.

The Company shall have the right to issue share warrants to bearers. No new share warrant shall be issued to replace one that has been lost, unless the Company is satisfied beyond a reasonable doubt that the original has been destroyed.

Section 2 Rights and Obligations of Shareholders

Article 44 A shareholder of the Company is a person who lawfully holds shares of the Company and whose name is entered in the register of shareholders.

A shareholder shall enjoy rights and assume obligations according to the class of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Article 45 The Shareholders of the Company shall enjoy the following rights:

- (I) to be entitled to dividends and other forms of distributions in proportion to the number of Shares;
- (II) to propose to hold, convene and preside over, to attend or appoint a proxy to attend shareholders' meetings and to exercise the corresponding speaking rights and voting rights in accordance with laws (unless individual shareholders are required to abstain from voting on a resolution in accordance with applicable laws and regulations or the Hong Kong Listing Rules);

- (III) to supervise the operations of the Company, and to make suggestions and enquiries accordingly;
- (IV) to transfer, bestow or pledge the Shares held by them in accordance with the laws, administrative regulations, listing rules of places where the Company's Shares are listed and the Articles;
- (V) to inspect and make copies of the Articles of Association, the register of shareholders, the minutes of the shareholders' meetings, the resolutions of the Board meetings, and the financial and accounting reports. The qualified Shareholders may inspect the Company's accounting books and accounting vouchers.

The Company shall maintain the documents described above at the address of the Company in Hong Kong in accordance with the requirements of the Hong Kong Listing Rules, for inspection by the public and holders of overseas listed foreign shares.

- (VI) to participate in the distribution of the remaining assets of the Company based on the number of Shares held in the event of the Company's dissolution or liquidation;
- (VII) to demand the Company to acquire their Shares (for Shareholders who disagree with the resolutions adopted at shareholders' meeting in relation to the merger or division of the Company);
- (VIII) with respect to shareholders individually or jointly holding one percent (1%) or above shares of the Company, they have the right to propose an extraordinary resolution and submit it to the Board of Directors in writing ten (10) days before the date of the shareholders' meeting;
- (IX) to have other rights conferred in accordance with the laws, administrative regulations, departmental rules and listing rules of places where the Company's Shares are listed and the Articles.

If a Shareholder requests to inspect or copy relevant materials of the Company, he or she shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.

The Company shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share of such person by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

Article 46 If the content of the resolutions of the Company's Shareholders or the Board of Directors violates laws or administrative regulations, Shareholders have the right to request the people's court to declare them invalid.

If the convening procedures or voting methods of the shareholders' meeting or the Board meeting violate the laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the Shareholders have the right to request the people's court to revoke it within 60 days from the date of the resolution. However, this does not apply if the convening procedures or voting methods of the shareholders' meeting or the Board meeting have only minor flaws and have no substantial impact on the resolution.

If the Board of Directors, Shareholders and other relevant parties have disputes over the validity of the resolution of shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of shareholders' meeting. The Company, Directors and senior management shall earnestly perform their duties to ensure the normal operation of the Company.

If the people's court makes a judgment or ruling on the relevant matters, the Company shall perform its obligation of information disclosure in accordance with the laws, regulations, and regulatory rules, fully explain the impact, and actively cooperate in the execution after the judgment or ruling takes effect. If it involves correcting previous matters, it will handle it in a timely manner and perform the corresponding obligation of information disclosure.

Article 47 The resolutions of the shareholders' meeting and the Board of Directors shall be invalid if any of the following circumstances occurs:

- (I) failure to convene a shareholders' meeting or the Board meeting to make a resolution;
- (II) the shareholders' meeting and the Board meeting do not vote on the resolution;
- (III) the number of attendees or the number of votes held does not reach the attendance number or number of votes specified in the Company Law or the Articles of Association;
- (IV) the number of attendees who vote for the resolution or the number of votes held does not reach the number required or number of votes specified in the Company Law or the Articles of Association.

Article 48 If Directors or senior management other than members of the Audit Committee violate the laws, administrative regulations or the provisions of the Articles of Association when performing their duties and cause losses to the Company, Shareholders who individually or collectively hold 1% or more of the Company's Shares for above 180 consecutive days have the

right to request the Audit Committee in writing to file a lawsuit with the people's court; if members of the Audit Committee violate the laws, administrative regulations or the provisions of the Articles of Association when performing their duties and cause losses to the Company, the aforementioned Shareholders may request the Board of Directors in writing to file a lawsuit with the people's court.

If the Audit Committee or the Board of Directors refuses to file a lawsuit after receiving the written request from the Shareholders specified in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is urgent and failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the Shareholders specified in the preceding paragraph have the right to file a lawsuit directly in their own name with the people's court in the interests of the Company.

If others infringe on the Company's legitimate rights and interests and cause losses to the Company, the Shareholders specified in the preceding paragraph may file a lawsuit with the people's court in accordance with the provisions of the previous two paragraphs.

If the Directors or senior management of the Company's wholly-owned subsidiaries violate the laws, administrative regulations or the provisions of this Articles of Association in the performance of their duties and cause losses to the Company, or if others infringe on the legitimate rights and interests of the Company's wholly-owned subsidiaries and cause losses, Shareholders who individually or collectively hold 1% or more of the Company's shares for above 180 consecutive days may request in writing the Board of Directors of the wholly-owned subsidiary to file a lawsuit with the people's court in accordance with the provisions of the Company Law or directly file a lawsuit in their own name with the people's court. If a wholly-owned subsidiary of the Company does not establish a Supervisory Committee or Supervisors and establishes an Audit Committee, it shall be executed in accordance with the provisions of paragraphs 1 and 2 of this Article.

Article 49 If Directors or senior management violate the provisions of laws, administrative regulations or Articles of Association and harm the interests of Shareholders, Shareholders may file a lawsuit with the people's court.

Article 50 The ordinary shareholders of the Company shall assume the following obligations:

- (I) to abide by the obligations stipulated in the laws, administrative regulations and listing rules of places where the Company's shares are listed and the Articles;
- (II) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(III) not to withdraw their capital contribution except as otherwise provided by laws and administrative regulations;

(IV) not to abuse the shareholders' rights to impair the interest of the Company or other shareholders, not to abuse the Company's status as an independent legal person or the shareholders' limited liability to impair the interest of creditors of the Company;

Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law.

Shareholders of the Company who abuse the Company's status as an independent legal person and the shareholders' limited liability to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.

(V) to assume other obligations as stipulated in the laws, administrative regulations, departmental rules and listing rules of places where the Company's Shares are listed or the Articles.

Unless otherwise stipulated, shareholders are not liable to make any further contribution to the share capital other than according to the terms that were agreed by the subscriber of the relevant shares at the time of subscription.

Article 51 The Company's controlling shareholder and actual controller shall exercise their rights and perform their obligations to safeguard the interests of the Company in accordance with laws, administrative regulations, departmental rules and listing rules of places where the Company's Shares are listed and the Articles of Association.

Article 52 Except for the obligations imposed by laws, administrative regulations or the listing rules of places where the Company's shares are listed, a controlling shareholder shall not exercise his voting rights on the following matters to the detriment of interests of all or part of the Shareholders when exercising his rights as a shareholder:

(I) exempting Directors from acting in good faith with the best interests of the Company;

(II) approving Directors (for the benefit of themselves or others) to deprive the Company's property in any form, including (but not limited to) any opportunity that is beneficial to the Company;

(III) approving Directors (for the benefit of themselves or others) to deprive other Shareholders' own rights, including (but not limited to) any distribution rights and voting rights, but excluding the reorganisation of the Company approved by the shareholders' meeting in accordance with the Articles of Association.

Article 53 The controlling shareholder and actual controller of the Company shall comply with the following provisions:

- (I) exercise Shareholders' rights in accordance with the law and do not abuse control or use affiliated relationships to damage the legitimate rights and interests of the Company or other Shareholders;
- (II) strictly implement the public statements and commitments made, and do not change or exempt them without authorization;
- (III) strictly perform obligations of information disclosure in accordance with relevant regulations, actively cooperate with the Company in information disclosure, and promptly inform the Company of major events that have occurred or are about to occur;
- (IV) do not occupy the Company's funds in any way;
- (V) do not force, instruct or require the Company and related personnel to provide guarantees in violation of laws and regulations;
- (VI) do not use the Company's undisclosed major information to seek benefits, do not disclose undisclosed significant information related to the Company in any way, and do not engage in insider trading, short-term trading, market manipulation and other illegal and irregular activities;
- (VII) the legal rights and interests of the Company and other Shareholders shall not be damaged by any means such as unfair connected transactions, profit distribution, asset restructuring, external investment, etc.;
- (VIII) the integrity of the Company's assets, personnel independence, financial independence, institutional independence and business independence shall be guaranteed, and the independence of the Company shall not be affected in any way;
- (IX) other provisions of laws, administrative regulations, regulations of the CSRC, the stock exchange and the Articles of Association.

If the controlling shareholder or actual controller of the Company does not serve as a Director of the Company but actually executes the Company's affairs, the provisions of this Articles of Association regarding the Directors' fiduciary duties and duties of diligence shall apply.

If the controlling shareholder or actual controller of the Company instructs the Directors or senior management to engage in acts that harm the interests of the Company or Shareholders, they shall bear joint and several liability with the Directors or senior management.

Article 54 If a controlling shareholder or actual controller pledges the Company's shares that he/she holds or actually controls, he/she shall maintain the Company's controlling right and the stability of production and operation.

Article 55 If a controlling shareholder or actual controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on share transfer in laws, administrative regulations, departmental rules and listing rules of places where the Company's Shares are listed, as well as his/her commitments made on restricting share transfer.

Section 3 Shareholders' Meetings

Article 56 The Company's shareholders' meeting is composed of all shareholders. The shareholders' meeting shall be the governing organ of the Company. It may exercise the following functions and powers in accordance with the law:

- (I) to elect and replace non-employee Directors and to decide on the remuneration of the relevant Directors;
- (II) to review and approve reports made by the Board;
- (III) to review and approve the Company's plans for profit distribution and loss recovery plans;
- (IV) to resolve on resolutions concerning the increase or reduction of the Company's registered capital;
- (V) to make resolutions on the Company's issuance of debentures, any class of shares, warrants and other similar securities, and its listing plan;
- (VI) to make resolutions on the merger, division, dissolution, liquidation or change in the corporate form of the Company;
- (VII) to resolve on the engagement or dismissal of the accounting firms undertaking the Company's audit business;
- (VIII) to amend the Articles of Association;

- (IX) to review and approve guarantees as stipulated in Article 57 of the Articles of Association;
- (X) to review the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (XI) to review and approve matters relating to the changes in the use of proceeds from share offerings;
- (XII) to review share incentives schemes and employee stock ownership plans;
- (XIII) to review other issues which should be decided by the shareholders' meeting as stipulated by laws, regulations, listing rules of the place where the Company's Shares are listed and our Articles of Association.

The shareholders' meeting may authorize the Board of Directors to resolve on the issue of corporate bonds.

"Within one year" refers to "within one financial year".

Article 57 The following external guarantees of the Company shall be reviewed and approved by the shareholders' meeting:

- (I) any guarantee provided by the Company and its controlled subsidiaries after the total amount of external guarantees exceeds 50% of the latest audited net assets;
- (II) any guarantee provided by the Company after the total amount of external guarantees exceeds 30% of the latest audited total assets;
- (III) guarantees provided by the Company to others within one year in an amount exceeding 30% of the latest audited total assets of the Company;
- (IV) guarantees provided to a guarantor with an asset-liability ratio exceeding 70%;
- (V) guarantees with a single guarantee amount exceeding 10% of the latest audited net assets;
- (VI) guarantees provided to Shareholders, actual controllers and their connected parties.

When the shareholders' meeting is deliberating the proposal to provide guarantee for the shareholder or the actual controller, the shareholder or the shareholder controlled by the actual controller shall not participate in the voting of the matters specified in the preceding paragraph. The vote shall be adopted by more than half of the voting rights held by other shareholders present at the meeting.

Article 58 Unless the Company is under exceptional circumstances such as crisis, the Company shall not enter into contracts with a party (other than a Director and senior management members) in relation to handover of the administration of all business or the important business of the Company to that party without the pre-approval of the shareholders' meeting by special resolution.

Article 59 The shareholders' meetings shall be divided into annual general meetings and extraordinary general meetings. A shareholders' meeting shall be convened by the Board. Annual general meetings shall be convened once a year, and be held within six (6) months after the end of the previous accounting year.

Article 60 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:

- (I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds (2/3) of the number stipulated in the Articles;
- (II) the outstanding loss of the Company accounts for one-third (1/3) of the Company's total paid-up share capital;
- (III) when Shareholders who individually or jointly holding more than ten percent (10%) of the Company's outstanding Shares with voting rights request an extraordinary general meeting to be convened in writing;
- (IV) the Board deems it necessary to convene the meeting;
- (V) the Audit Committee proposes to convene the meeting;
- (VI) when proposed by more than a half of the independent non-executive directors;
- (VII) other circumstances as stipulated by laws, administrative regulations, departmental rules and listing rules of the place where the Company's Shares are listed or the Articles.

The shareholding mentioned in (III) above is calculated based on the date which the notice of the shareholders' meeting being despatched. However, before or on the date of announcement of the resolutions approved at the shareholders' meeting of the Company, the number of the Company's shares individually or jointly held by the shareholders mentioned in (III) above shall not be lower than ten percent (10%) of the total number of the Company's shares with voting rights; should the shareholding less than ten percent (10%), relevant resolutions made in their proposals proposed by the shareholders mentioned in (III) at the extraordinary general meeting shall become invalid.

Article 61 The Company shall hold its shareholders' meetings either at its domicile or other place designated by the convener of the shareholders' meeting.

A shareholders' meeting shall be conducted in the form of a physical meeting at the designated venue for meeting, and may also be convened by means of electronic communication at the same time. Shareholders may also attend shareholders' meetings virtually using technology. The Board of the

Company may, according to the specific circumstances and in accordance with the provisions of laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association, where applicable, adopt other voting methods (such as electronic means) to facilitate the shareholders' participation in the shareholders' meeting.

Article 62 When the Company convenes a shareholders' meeting, shareholders individually or jointly holding one percent (1%) or more of the Company's total shares with voting rights shall be entitled to propose new proposals in writing to the Company and submit to the convener ten (10) days prior to the convening of the shareholders' meeting. The convener of the shareholders' meeting shall issue a supplemental notice of shareholders' meeting within 2 days after the receipt of such proposal, announce the new proposal, and submit the new proposal to the shareholders' meeting for consideration, unless the new proposal violates the provisions of laws, administrative regulations or the Articles of Association, or does not fall within the scope of the powers of the shareholders' meeting.

Article 63 The convener shall inform each shareholder the time, place and deliberation matters of the annual general meeting twenty-one (21) days before it is held, and shall inform each shareholder the extraordinary general meeting fifteen (15) days before it is held.

An extraordinary general meeting shall not transact business not stated in the notice of meeting.

Article 64 Notice of the shareholders' meeting shall:

- (I) be issued in writing;
- (II) specify the venue, date and time of the meeting;
- (III) state the matters to be discussed at the meeting;
- (IV) provide Shareholders with all necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when (including but not limited to) any merger, share repurchase, share capital reorganization or any proposals relating to change in the structure of the Company are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;
- (V) disclose the nature and extent of such interest if any of the Directors and senior management have material interest in the matters to be discussed; and shall explain the difference if the effects of the matters to be discussed have a different effect on a Director and senior management as Shareholders compared to other Shareholders of that same class;
- (VI) contain the full text of any proposed special resolution to be voted on at the meeting;

(VII) contain a clear statement that the Shareholders entitled to attend and vote has right to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Company;

(VIII) specify the time and venue for delivering the proxy form authorizing the proxy to vote at the relevant meeting.

Article 65 Except as otherwise stipulated in the Articles, subject to applicable laws and regulations and requirements of the Hong Kong Listing Rules, the notice of the shareholders' meeting may be served on the Shareholders (whether or not such Shareholder is entitled to vote at the shareholders' meeting) by way of an announcement at the website of the Company and the website of the Hong Kong Stock Exchange; or, if requested by the Shareholders, by postage prepaid mail. The address of the recipient shall be the registered address as shown in the register of shareholders. For holders of Domestic Shares, the notice of the shareholders' meeting may also be given by way of announcement.

The announcement referred above shall be published at the website of the Company and the website of the Hong Kong Stock Exchange. Once such an announcement is made, relevant holders of the H Shares shall be deemed to have received the relevant notice of the general meeting; published at the websites of the stock exchanges and in one or more newspapers designated by the Securities Regulatory Authorities of the State Council fifteen (15) days prior to the convening of extraordinary general meetings, or twenty-one (21) days prior to the convening of annual general meetings. Once such an announcement is made, all holders of the Domestic Shares shall be deemed to have received the relevant notice of the shareholders' meeting.

Article 66 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive notice shall not invalidate the meeting or the resolutions passed at the meeting.

Article 67 Any Shareholder entitled to attend and vote at the general meeting shall have the right to appoint one or several persons (who may not be Shareholders) in writing to act as his or her proxy to attend and vote at the meeting on his or her behalf. If a shareholder is a corporation, it may appoint a proxy to attend and vote, and if such shareholder has appointed a proxy, he/she shall be deemed to be present in person. A corporate shareholder may sign a proxy form by its duly authorized officer.

The proxy(ies) so appointed by the Shareholder(s) may, pursuant to the instructions of the Shareholder(s), exercise the following rights:

- (I) the Shareholders' right to speak at the shareholders' meeting;
- (II) the right to demand a poll by himself/herself or jointly with others;
- (III) the right to exercise voting rights by a show of hands or by a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights by a poll.

Article 68 The appointment of a proxy shall be in writing and signed by the appointing Shareholder or his/her attorney duly authorized in writing; where the appointing Shareholder is a legal person, such appointment shall be affixed with its seal or signed by its Director or attorney authorized.

Article 69 The instrument of proxy shall be lodged at the address of the Company or at other places specified in the notice of meeting at least 24 hours prior to the relevant meeting at which the proxy is authorized to vote, or within 24 hours prior to the specified time of voting. Where the instrument of proxy is signed by a person authorized by the appointing shareholder, the power of attorney or other documents authorizing such person to sign the instrument of proxy shall be notarized. The notarized power of attorney or other authorization documents, together with the instrument of proxy, shall be lodged at the address of the Company or at other places specified in the notice of meeting.

Where the appointing shareholder is a legal person, its legal representative or the person authorized by the resolution of its board of directors or other governing bodies may attend the shareholders' meetings of the Company as a representative of such appointing shareholder.

Where the shareholder is a Recognised Clearing House (or its agent) defined by the relevant ordinances of Hong Kong law in force from time to time, the shareholder may authorise one or more persons it considers appropriate as his/her proxy(ies) or representative(s) at any shareholders' meeting; however, if more than one person are authorised, the instrument of proxy or power of attorney shall contain the number and class of shares for which such persons are authorized. The person(s) so authorised can represent the Recognised Clearing House (or its agent) to exercise the right (shall not be required to produce evidence of shareholding, the notarised authorization and/or further evidence to prove that he/she/they has/have been duly authorised.), as if the persons are the Company's individual shareholders.

According to the Hong Kong Listing Rules, if such shareholder is a recognized clearing house (or its nominee), the clearing house is entitled to appoint a proxy or corporate representative to attend the Company's creditors' meeting and such proxy or corporate representative has the same statutory rights as other shareholders, including the right to speak and vote.

Article 70 The form of any instrument of proxy issued to a shareholder by the board of directors of the Company for the shareholder to appoint a proxy shall allow the shareholder to freely instruct the proxy to cast vote for, against from, or abstain from voting and enable the shareholder to give separate instructions on each matter to be voted at the meeting.

Such instrument of proxy shall contain a statement that in the absence of instructions from the shareholders, their proxies may vote at their own discretion.

Article 71 Where the appointing shareholder has deceased, lost capacity, revoked the appointment or the signed instrument of authorization prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of instrument of proxy shall remain valid as long as the Company did not receive a written notice of such event prior to the commencement of the relevant meeting.

Article 72 Resolutions at the shareholders' meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' meeting shall be passed by more than half of the voting rights represented by Shareholders (including proxies) present at the meeting.

Special resolutions of the shareholders' meeting shall be passed by more than 2/3 of the voting rights represented by Shareholders (including proxies) present at the meeting.

When related/connected transactions are considered at a shareholders' meeting, if applicable laws, regulations, or the listing rules of the stock exchange of the place where the Company's Shares are listed require, the related/connected shareholders shall not participate in voting. The number of shares with voting rights represented by them shall not be counted in the total number of valid votes.

Article 73 Shareholders (including proxies) who vote at a shareholders' meeting shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one voting right at the shareholders' meeting. However, shares held by the Company itself do not carry voting rights, and such shares shall not be included in the total number of shares with voting rights held by shareholders attending the shareholders' meeting.

Article 74 Voting at the shareholders' meeting shall be carried out with open ballot.

Article 75 A poll demanded on such matters as the election of chairman or the adjournment of the meeting shall be taken immediately. A poll demanded on any other matter shall be taken at such time as the chairman deems appropriate, and the meeting may proceed to discuss other matters. The results of the poll to be taken shall still be deemed to be a resolution passed at that meeting.

Article 76 On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.

Article 77 Where any shareholder is, under the applicable laws and regulations and the Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 78 The following matters shall be approved by a shareholders' meeting by ordinary resolutions:

- (I) work reports of the Board of Directors;
- (II) profit distribution plan and loss recovery plan formulated by the Board of Directors;
- (III) appointment of members of the Board of Directors, and their remuneration and method of payment thereof;

- (IV) annual financial statements of the Company;
- (V) to resolve on the engagement, dismissal or discontinuation of the appointment of accounting firms by the Company, and their remuneration;
- (VI) other matters which shall be approved by the shareholders' meetings other than those required to be passed by special resolutions pursuant to laws, administrative regulations, listing rules of the place where the Company's shares are listed or the provisions of the Articles.

Article 79 The following matters shall be approved by shareholders' meeting by special resolutions:

- (I) increasing or reducing the registered capital of the Company and issuing Shares of any class, equity warrants and other similar securities;
- (II) division, spin-off, merger, dissolution and liquidation or change of corporate form of the Company;
- (III) amendment to these Articles;
- (IV) the Company's acquisition or disposal of major assets or provision of guarantees to others within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (V) share incentives schemes;
- (VI) (where the share capital of the Company is divided into different classes of shares) changing or abrogating the shareholders' rights of a class of shares (in such case, a special resolution shall be passed at a separate shareholders' meeting);
- (VII) matters stipulated by laws, administrative regulations, listing rules of the place where the Company's Shares are listed or these Articles, or matters which are determined by an ordinary resolution of the shareholders' meeting to be of material significance to the Company and are required to be approved by way of special resolutions.

"Within one year" refers to "within one financial year".

Article 80 Shareholders requesting the convening of extraordinary general meetings shall follow the procedures listed below:

- (I) Shareholders individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may sign one or more written requests of identical form of content requesting the Board of Directors to convene an extraordinary general meeting and stating the subject of the meeting. The Board of Directors shall provide written feedback on whether it agrees or disagrees to convene an extraordinary general meeting within 10 days after having received the aforesaid written request. The abovementioned shareholding shall be calculated as of the day on which the written request is made.
- (II) If the Board of Directors agrees to convene an extraordinary general meeting, in principle, it shall issue a notice of shareholders' meeting within 5 days after the Board resolution. If the Company is unable to issue the notice within the aforementioned period due to objective reasons such as preparation or review, the Company shall issue the notice as soon as possible after the relevant reasons cease to exist. Where the Hong Kong Listing Rules or the Hong Kong Stock Exchange stipulate otherwise, such provisions shall prevail. Any changes to the original proposal in the notice shall be approved by the relevant Shareholders.
- (III) If the Board of Directors does not agree to convene an extraordinary general meeting or it does not provide any feedback within 10 days after receiving the request, Shareholders who individually and jointly hold 10% or more of the Shares of the Company shall propose to the Audit Committee in writing to convene an extraordinary general meeting.
- (IV) If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of shareholders' meeting within 5 days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant Shareholders.
- (V) If the Audit Committee fails to give the notice of the shareholders' meeting within the specified time limit, it shall be deemed that the Audit Committee is not convening or presiding over the meeting, in which case, Shareholders, for above 90 consecutive days, individually or jointly holding 10% or more of the shares carrying voting rights at the meeting sought to be held may convene and preside over the meeting of their own.

The expenses necessary for a shareholders' meeting convened by the Audit Committee or Shareholders themselves shall be borne by the Company.

Article 81 The shareholders' meeting shall be convened by the Board, the chairman of which shall also act as the chairman of the meeting. If the chairman of the Board fails or is unable to perform his or her duties, a Director shall be jointly elected to preside over the meeting with the approval of more than half of the Directors; if it fails to elect a Director from more than half of the Directors to preside over the meeting and act as the chairman of the meeting, the attending shareholders representing more than half of the voting rights shall elect one person to act as the chairman of the meeting; if for any reason, the shareholders fail to elect a chairman of the general meeting, the shareholder (including his/her proxy) holding the largest number of voting shares among the attending shareholders shall be the chairman of the general meeting.

A shareholders' meeting convened by the Audit Committee is to be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform the duty, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than a half of the members of the Audit Committee.

A shareholders' meeting convened by Shareholders is to be presided over by the convener or the representative appointed by the convener.

Article 82 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the shareholders' meeting has been passed in accordance with the voting results. His/her decision shall be final and shall be announced at the meeting and recorded in the meeting minutes. Resolutions of the shareholders' meeting shall be announced in due time according to the relevant laws, regulations, requirements of the securities regulatory authorities of the place where the Company's securities are listed or these Articles. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result of each resolution and the details of each of the resolutions passed.

Article 83 Before a resolution is put to vote at a shareholders' meeting, two representatives of the Shareholders and other relevant qualified persons appointed in accordance with the Hong Kong Listing Rules shall be elected to count the votes as well as to act as scrutineer. If any Shareholder has a material interest in the matter to be considered, such Shareholder and its proxy shall not participate in counting the votes nor act as scrutineer.

Shareholders or proxies thereof voting via Internet or otherwise shall have the right to check their voting results via the corresponding voting system.

If the chairman of the meeting has any doubt about the voting result of any resolution put to the vote, he/she may arrange to recount of the votes. If the chairman of the meeting does not arrange to re-count the votes, any shareholder or proxy attending the meeting who dissent from the result announced by the chairman of the meeting shall be entitled to request re-counting of votes immediately after such announcement, in which case the chairman of the meeting shall immediately arrange recounting of the votes.

Article 84 If ballots are counted at a shareholders' meeting, the counting results shall be recorded in the minutes of the meeting. The minutes together with the attendance record of shareholders, the powers of attorney of the proxies and valid record of other means of voting, shall be kept at the domicile of the Company.

Chapter 5 Directors and Board of Directors

Section 1 General Provisions for Directors

Article 85 The following persons may not serve as a Director or senior management members of the Company:

- (I) A person without capacity or with limited capacity for civil conduct;
- (II) A person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or for damaging the order of the socialist market economy, or who has been deprived of his political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served, and less than 2 years have elapsed since the date of the completion of the probation period if probation is announced;
- (III) A person who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where less than 3 years have elapsed since the date of completion of the bankruptcy liquidation of their companies or enterprises;
- (IV) A person who served as legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of law and who is personally liable for such violation, where less than 3 years have elapsed since the date of the revocation of business license and the closure ordered of such company or enterprise;
- (V) A person who is listed as a defaulter by a people's court since he has a relatively large amount of debts which have become overdue;
- (VI) A person who is currently under investigation by the judicial authorities for violation of criminal law, and the legal procedures are pending;
- (VII) A person who, according to law, administrative regulations, and listing rules of place where the stocks of the Company are listed is not permitted to be the leader of an enterprise;
- (VIII) A person who is not a natural person;
- (IX) A person who has been convicted by the competent authority for violation of relevant securities regulations and such violation involved fraudulent or dishonest act, where less than 5 years have elapsed since the date of such conviction;
- (X) A person who is under a penalty of prohibited access to the securities market imposed by the CSRC, which is still effective;
- (XI) A person who has been publicly identified by the stock exchange as unsuitable to serve as a director, senior management member, etc. of a listed company, and the term has not expired;

(XII) Other persons stipulated in the relevant laws and regulations of the place where the stocks of the Company are listed.

If the directors or senior management members are elected, appointed or engaged in violation of this Article, such election, appointment or engagement shall be invalid. Any director and senior management member falling into any of the circumstances set out in this Article during his/her term of office shall be dismissed by the Company.

Article 86 The validity of an act carried out by a director and senior management member of the Company on behalf of the Company as against a bona fide third party shall not be affected by any irregularity in his employment, election or qualification.

Article 87 In addition to the obligations imposed by law, administrative regulations or listing rules of the place where the stocks of the Company are listed, each of the Company's directors and senior management members owes the following obligations to each shareholder, in the exercise of the functions and powers granted to him by the Company:

- (I) Not to cause the Company to exceed the scope of business specified in its business license;
- (II) To act bona fide in the best interests of the Company;
- (III) Not to expropriate the Company's property in any way, including (but not limited to) opportunities beneficial to the Company;
- (IV) Not to expropriate the personal rights and interests of shareholders, including (but not limited to) rights to distribution and voting rights, except in a restructuring of the Company which has been submitted to the general meeting for approval in accordance with the Articles of Association.

Article 88 Each of the Company's directors and senior management members, in the exercise of his powers or discharge of his obligations, owes the duty to exercise the care, diligence and skill that a reasonably prudent person would exercise under similar circumstances.

Article 89 Each of the Company's Directors and senior management officers shall perform his duties on the principle of honesty and good faith, and shall not put himself in a position where his interests and his duties may conflict.

This principle includes (but is not limited to) discharging the following fiduciary obligations:

- (I) not to embezzle the Company's property or misappropriate the Company's funds;
- (II) not to deposit the Company's funds in an account opened in their own name or in the name of any other individual;
- (III) not to use their power to bribe or accept other illegal income;

- (IV) not to directly or indirectly enter into a contract or conduct transactions with the Company without reporting to the Board or the shareholders' meeting and obtaining a resolution of the Board or the shareholders' meeting in accordance with the provisions of the Articles of Association;
- (V) not to use their position to seek business opportunities belonging to the Company for themselves or others, except where they have reported to the Board or the shareholders' meeting and obtained a resolution of the shareholders' meeting, except the Company cannot take advantage of the business opportunity in accordance with the provisions of laws, administrative regulations or the Articles of Association;
- (VI) not to operate similar business as the Company's for themselves or for others without reporting to the Board or the shareholders' meeting and obtaining a resolution of the shareholders' meeting;
- (VII) not to accept relevant commission from transactions between others and the Company and keep it for themselves;
- (VIII) not to use their affiliated relationships to harm the interests of the Company;
- (IX) not to disclose any confidential information in relation to the Company which he has obtained during his term of office without the informed consent of the shareholders given at a shareholders' meeting; nor shall he use such information other than for the Company's benefit; however, disclosure of such information to the court or other governmental competent authorities is permitted if:
 - 1. the law so requires;
 - 2. public interest so requests;
 - 3. the interests of the relevant Director and senior management officers so require.
- (X) other fiduciary obligations stipulated in the laws, administrative regulations, departmental rules and listing rules of places where the Company's Shares are listed and the Articles of Association.

The income obtained by the Directors in violation of this Article shall belong to the Company; if losses are caused to the Company, they shall bear liability for compensation.

The provisions of paragraph 2, item (IV) of this Article shall apply to contracts or transactions entered into between the Company and the close relatives of Directors and senior management officers, enterprises directly or indirectly controlled by Directors, senior management officers or their close relatives, and related persons with other affiliated relationships with Directors and senior management officers.

Article 90 Directors shall abide by the provisions of laws, administrative regulations and the Articles of Association, have a duty of diligence to the Company, and shall perform their duties with due care that management should normally take and for the best interests of the Company.

Directors shall have the following duties of diligence to the Company:

- (I) exercise the rights granted by the Company with caution, seriousness and diligence to ensure that the Company's business behavior complies with the requirements of national laws, administrative regulations and various national economic policies, and that business activities do not exceed the business scope specified in the business license;
- (II) treat all shareholders fairly;
- (III) keep abreast of the Company's business operations and management;
- (IV) sign written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate and complete;
- (V) provide the Audit Committee with relevant information and materials truthfully and shall not hinder the Audit Committee from exercising its powers;
- (VI) other duties of diligence stipulated in the laws, administrative regulations, departmental rules and listing rules of places where the Company's Shares are listed and the Articles of Association.

Article 91 Each Director or senior management officer of the Company shall not direct the following persons or institutions ("**related parties**") to do anything that such Director or senior management officer cannot do:

- (I) the spouse or minor child of the Company's Director or senior management officer;
- (II) the trustee of the Company's Director or senior management officer or any person referred to in sub-paragraph (I) of this Article;
- (III) the partner of the Company's Director or senior management officer or any person referred to in sub-paragraphs (I) and (II) of this Article;
- (IV) a company in which the Company's Director or senior management officer, whether alone or jointly with the persons referred to in sub-paragraphs (I), (II) or (III) of this Article or other Directors and senior management officers of the Company, has de facto control;
- (V) the Directors and senior management officers of the controlled company referred to in sub-paragraph (IV) of this Article.

Article 92 The fiduciary duties of a Director and senior management officers of the Company do not necessarily cease upon termination of their tenure. The duty of confidentiality in respect to trade secrets of the Company survives the termination of their tenures. Other duties may continue for such period as the principle of fairness may require, depending on the length of time that has elapsed between occurrence of the event concerned and termination of tenure and the circumstances and terms under which their relationship with the Company have been terminated. The responsibilities borne by Directors and senior management officers for the performance of their duties during their tenure shall not be exempted or terminated due to their departure.

Article 93 Except for circumstances prescribed in Article 52 hereof, a Director and senior management officers of the Company may be relieved of liability for specific breaches of his duty with the informed consent of the shareholders given in a shareholders' meeting.

Article 94 Where a Director or senior management officer of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement made or proposed contract, transaction or arrangement with the Company (other than the employment contracts of the director and senior management officers with the Company), he shall disclose the nature and extent of his interest to the Board of Directors at the earliest opportunity, whether or not such matters are subject to the approval of the Board of Directors under normal circumstances.

A Director shall abstain from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a material interest nor shall such Director be counted in the quorum present at the meeting.

Unless the interested Director or senior management officer of the Company has disclosed his interest to the Board of Directors as required by the first paragraph of this Article and relevant matters have been approved by the Board of Directors at a meeting in which he was not counted in the quorum and has abstained from voting, the contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto without knowledge of the breach of duty by such director or senior management officer.

A Director or senior management officer of the Company is deemed to be interested in a contract, transaction or arrangement in which his related party is interested.

Article 95 Where a Director or senior management officer of the Company gives the Board of Directors a notice in writing stating that, by reason of the facts specified in the notice, he is interested in the contract, transaction or arrangement which may subsequently be made by the Company, the relevant director or the senior management officers shall be deemed to have made the disclosure stipulated in the preceding Article of this Chapter, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the relevant contract, transaction or arrangement is first taken into consideration by the Company.

Article 96 The Company shall not pay taxes in any manner for its directors or senior management officers, except for the case of withholding and paying individual income tax for the foregoing persons in accordance with relevant laws and regulations.

Article 97 The Company shall not directly or indirectly provide a loan to or provide any guarantee for a loan to a director or senior management officer of the Company or the Company's controlling shareholders or any of their respective related parties.

The foregoing provision shall not apply to the following circumstances:

- (I) the provision by the Company of a loan or a guarantee for a loan to its subsidiaries;
- (II) the provision by the Company of a loan or a guarantee for a loan or any other funds to any of its directors or senior management officers pursuant to their employment contracts which were approved by the shareholders in a shareholders' meeting for him to settle expenditures incurred for the Company or in performing his duties and responsibilities;
- (III) if the ordinary scope of business of the Company includes the provision of loans or guarantees for loans, the Company may provide a loan or a guarantee for a loan to the relevant directors or senior management officers or their related parties, provided that the provision of loans or guarantees for loans is on normal commercial terms.

Article 98 A loan made by the Company in breach of the preceding Article shall be repayable forthwith by the recipient of the loan regardless of the terms of the loan.

Article 99 Any loan guarantee provided by the Company in breach of the first sub-paragraph of Article 97 hereof shall be unenforceable against the Company, except in the following circumstances:

- (I) the lender was not aware of the relevant circumstances when he provided a loan to a related party of the directors and senior management officers of the Company or of the Company's controlling shareholders;
- (II) the collateral provided by the Company has already been lawfully disposed of by the lender to a bona fide purchaser.

Article 100 For the purposes of the foregoing provisions of this Chapter, a guarantee includes an act of the guarantor to undertake responsibility or provide property to ensure the performance of obligations by the obligator.

Article 101 Where a director or senior management officer of the Company is in breach of his obligations owed to the Company, the Company has, in addition to the rights and remedies provided for in the laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, the right to take the following measures:

- (I) to demand such director or senior management officer compensate for losses sustained by the Company as a result of such breach;

- (II) to rescind any contract or transaction that has been entered into by the Company with such director or senior management officer, or with a third party (where such third party has known or should have known that such director or senior management officer that represents the Company has breached his duties owed to the Company);
- (III) to demand such director or senior management officer to surrender profits obtained as a result of the breach of his obligations;
- (IV) to recover any monies received by the director or senior management officer that should have been received by the Company, including (but not limited to) commissions;
- (V) to demand the return of interest earned or which may have been earned by such director or senior management officer on the monies that should have been paid to the Company.

Article 102 The Company shall, with the prior approval of shareholders in a shareholders' meeting, enter into a written contract with its director regarding his remuneration. The aforesaid emoluments include:

- (I) emoluments in respect to his service as director of the Company;
- (II) emoluments in respect to his service as director of any subsidiary of the Company;
- (III) emoluments in respect to the provision of other services in connection with the management of the Company and any of its subsidiaries;
- (IV) payment to the director as compensation for loss of office or his retirement.

No proceedings may be brought by a director against the Company for any benefit due to him in respect of the matters mentioned in this Article except pursuant to the contract mentioned above.

Article 103 The contracts entered into between the Company and its directors concerning emoluments shall prescribe that in the event that the Company is being acquired, the Company's directors shall, subject to the prior approval of a shareholders' meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement.

For the purposes of the preceding paragraph, the acquisition of the Company includes any of the following:

- (I) a takeover offer made by any person to all shareholders;
- (II) a takeover offer made by any person such that the offeror will become the controlling shareholder. The term "controlling shareholder" has the same meaning as defined in the Articles.

If the relevant director does not comply with this Article, any sum received by him shall belong to those persons who have sold their shares as a result of the acceptance of such offer, and the expenses incurred in distributing that sum on a pro rata basis shall be borne by the relevant director and shall not be deducted from the that sum.

Section 2 Board of Directors

Article 104 The Company shall establish a Board, which shall be accountable and report its work to the shareholders' meeting. The Board shall consist of nine directors (including one director serving as an employee representative), in which there shall be three executive directors, three non-executive directors, and three independent non-executive directors. The Board shall have one chairman. The chairman shall be appointed and could be removed by a majority of all members of the Board. The term of office of the chairman shall be 3 years and is renewable upon re-election.

Article 105 The Company shall set aside a period of time before convening the meeting in respect of candidates nominated by shareholders taking up the role of directors. Within this period, shareholders may issue a written notice to the Company in respect of nominating a candidate to be a director, and such candidate may issue the written notice regarding the indication of his/her intention to accept the nomination to the Company. The aforementioned period shall be at least seven days and shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

Article 106 Non-employee Directors shall be elected or removed from office at a shareholders' meeting. Employee Directors shall be democratically elected through the employee representative assembly, the employee assembly or other forms. Each term of office of a Director shall be three years, and a Director may be re-elected and re- appointed upon expiry of his/her term of office.

The term of office of the Directors shall be counted from the date of appointment until the expiration of the term of the current Board of Directors. When the Directors' term expires and re-election is not held in time, or where the resignation of a director during his term of office causes the number of board members to be less than the quorum, the original Directors shall still perform their duties as Directors in accordance with laws, administrative regulations, departmental rules, the listing rules of the places where the Company's shares are listed and the Articles of Association before the re-elected Directors take office.

Any person appointed by the Board of Directors as a Director to fill a casual vacancy or as an addition to the Board of Directors shall hold office only until the first annual general meeting following his/her appointment and shall then be eligible for re-election.

Before the expiration of any Director's term of office, subject to the relevant laws and administrative regulations, the shareholders' meeting may remove such Director by ordinary resolution. The removal may not affect any claim of the Director for damages that may be made pursuant to any contract.

The Directors need not hold any of our shares.

Article 107 The board of directors shall be accountable to the shareholders' meeting and exercise the following functions and powers:

- (I) convening Shareholders' meetings and reporting its performance at the Shareholders' meetings;
- (II) implementing resolutions of the Shareholders' meetings;
- (III) determining the Company's business plans and investment plans of the Company;
- (IV) formulating profit distribution plans and plans for recovery of losses of the Company;
- (V) formulating proposals for the increase or reduction of the Company's registered capital, and for the issuance of the Company's debentures or other securities and the listing;
- (VI) formulating proposals for the Company's major acquisitions, repurchases of the Company's Shares, merger, division, dissolving and change in corporate form of the Company;
- (VII) within the scope authorized by the shareholders' meeting, deciding the Company's external investment, acquisition and disposal of assets, assets pledge, external guarantees, consigned financial management, connected transactions, external donations and such matters;
- (VIII) deciding on the Company's internal management structure;
- (IX) deciding on the appointment or dismissal of the manager of the Company, the secretary to the Board of Directors of the Company, the company secretary, and other senior management officers, and determining their emoluments; appointing or dismissing deputy manager and senior management personnel including person-in-charge of finance of the Company based on the nominations of the manager, and determining their emoluments;
- (X) establishing the basic management system of the Company;
- (XI) drafting proposals for the amendment to the Articles of Association;
- (XII) proposing the engagement or change of the appointment of accounting firms auditing for the Company to the shareholders' meeting;
- (XIII) managing the Company's information disclosure;
- (XIV) listening to the work report of the Company's manager and inspecting the manager's work;
- (XV) other functions and powers stipulated by laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed and the Articles of Association.

The matters resolved by the Board of Directors shall be approved by consent of over one half of the Directors, except as otherwise provided by laws, administrative regulations, departmental rules, listing rules of places where the Company's Shares are listed and the Articles of Association.

Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a shareholders' meeting according to the listing rules of the stock exchange of the place where the Company's shares are listed, such shall be submitted to the shareholders' meeting for consideration and review.

Article 108 The Board of Directors shall not, without the approval of shareholders in a shareholders' meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of fixed assets proposed for disposal and the value of fixed assets disposed of within 4 months before the proposed disposal exceeds 33% of the value of the Company's fixed assets as shown in the last balance sheet tabled before the shareholders in a shareholders' meeting.

For the purposes of this Article, the term "disposal of fixed assets" includes an act involving the transfer of an interest in certain assets, but does not include the provision of guarantees with fixed assets.

The validity of a transaction for disposal of fixed assets by the Company shall not be affected by a breach of the first paragraph of this Article.

Article 109 The chairman of the Board of Directors shall exercise the following functions and powers:

- (I) To preside over the shareholders' meetings and to convene and preside over the meetings of the Board of Directors;
- (II) To supervise and inspect the implementation of resolutions of the Board of Directors;
- (III) To sign the Company's share certificates, debentures and other marketable securities;
- (IV) To sign material documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;
- (V) In case of emergency circumstances of force majeure events such as extraordinary natural disasters, to exercise special disposal powers which are in compliance with legal requirements and are in the interests of the Company on matters of the Company and provide ex-post reports to the Board and the shareholders' meeting;
- (VI) To nominate or recommend manager, company secretary, secretary to the Board for the Board to consider and vote;
- (VII) To propose convening of an extraordinary board meeting;

(VIII) To exercise other functions and powers conferred by the Board of Directors.

Article 110 In the event that the chairman of the Board of Directors is unable to carry out his duties or fails to perform his duties, a director elected by more than half of all directors may perform his duties.

Article 111 Meetings of the Board shall be classified into the regular meetings of the Board and extraordinary meetings of the Board.

At least four (4) regular Board meetings shall be convened each year. Board meetings shall be convened by the chairman of the board. The meeting notice shall be served on all directors at least fourteen (14) days before the meeting (excluding the day of the meeting). The Board of Directors shall have arrangements to ensure that all directors have the opportunity to put forward matters for discussion to be included in the agenda of the regular meetings of the Board of Directors.

Regular meetings and meetings to consider matters in which the board considers major shareholders or directors have major conflicts of interest, and appointment and dismissal of the secretary of the Company shall not be convened by means of written resolutions.

Board meetings shall generally be convened on-site. Whenever it is necessary, the Board meetings may be convened through video, telephone, fax, or email after agreement of the convener (the president) or proposer provided that the directors can fully give their opinions. The Board meetings may also be held on-site and off-site simultaneously.

Article 112 The chairman of the board shall convene an extraordinary board meeting in one of the following circumstances:

- (I) When proposed by one tenth or more of the shareholders with voting rights;
- (II) When proposed by one third or more of the directors;
- (III) When proposed by the Audit Committee;
- (IV) Other circumstances stipulated by the Articles of Association.

Article 113 The notice of extraordinary board meeting shall be served in writing to all directors and the senior management by hand, mail, e-mail, or facsimile three days before the date of the meeting. In case of emergency and an extraordinary board meeting is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.

Article 114 Except for the extraordinary meeting of the Board under urgent circumstances, the notice of board meeting shall be served by hand or facsimile, e-mail, and other means.

A notice of a meeting of the Board in writing shall include the following particulars:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) reasons and matters to be considered at the meeting;
- (IV) the date of issuance of the notice.

If a meeting is held by means of correspondence, the notice of the meeting shall specify the manner, deadline and address for the directors to send the votes.

Article 115 The board meeting shall be attended by more than half of the directors.

Each director has one vote. Save as otherwise specified in the Articles of Association, resolutions made by the Board shall be passed by more than half of all directors.

Article 116 Where a Director or any of his/her close associates has any interest in the subject matter of the board meeting, such Director shall abstain from the meeting, and his/her voting rights shall be withdrawn and he/she shall not be counted in the quorum of the meeting. Where any Director is required to abstain from voting, the relevant meeting of the Board may be held when more than half of the uninterested Directors attend the meeting, and the resolutions formed shall be passed by more than half of the uninterested Directors. If the number of uninterested Directors attending the meeting is less than 3, the relevant proposals shall not be voted and shall be submitted to the shareholders' meeting for review.

Article 117 Meetings of the Board shall be attended by the Directors in person. If a Director is unable to attend a meeting for any reason, he/she shall appoint another director in writing to attend the meeting on his/her behalf. Such an instrument of appointment shall specify the names of the proxy, the issues, the scope of the authorization granted by the principal, and the term of validity of the appointment and include the principal's signature or seal.

The Director attending the meeting on other's behalf shall exercise the rights of a Director within the scope of authorization. If a Director fails to attend a board meeting or appoint a representative to attend on his behalf, such director shall be deemed to have waived his right to vote at such meeting.

Article 118 The vote on board resolutions shall be taken by way of voting on a show of hands or of an open ballot at the on-site meeting.

On the premise that the directors are assured to have fully expressed their views at an extraordinary board meeting, they can vote on a motion by way of communication, and the resolution shall be signed by the directors attending the meeting and delivered to the Company by hand, mail, e-mail or facsimile.

Article 119 The Board shall keep minutes of resolutions on matters discussed at relevant meetings (which shall include any concerns raised or dissenting views expressed by the directors). The minutes shall be signed by the directors and the person who recorded the minutes present at such meetings. The Board shall, after the meeting, send the preliminary and finalized draft of the meeting minutes to all directors in a reasonable period of time, and the former shall be used for directors' expression of opinions, and the latter shall be used for record purpose.

Directors shall be liable for the resolutions of the Board of Directors. If the resolutions of the Board of Directors violate the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association, and the Company suffers a material loss as a result thereof, the directors participating in the resolutions are liable to the Company for the losses. However, a director may be exempted from such liability if it is verified that such director has stated his objection when voting and the same was recorded in the minutes at the Board meeting.

Archives of board meetings, including notices of meeting, meeting materials, attendance books, powers of attorney for attendance by proxy, voice recording of meeting, ballots, meeting minutes signed by the attending directors for confirmation, meeting summaries, resolution records, etc., shall be kept by the secretary to the Board. Such minutes shall be available for inquiry at any reasonable time upon reasonable notice by any director. The minutes of Board meetings shall be kept as archives of the Company.

Section 3 Independent Non-Executive Directors

Article 120 Independent non-executive directors shall conscientiously perform their duties in accordance with the provisions of laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association, play a role in participating in decision-making, supervising and balancing, and providing professional advice in the Board, safeguard the overall interests of the Company, and protect the legitimate rights and interests of small and medium-sized shareholders.

Article 121 An independent non-executive director shall remain independent. The following persons shall not act as independent non-executive directors:

- (I) persons employed by the Company or its subsidiaries and their spouses, parents, children and major social relations;
- (II) natural person shareholders who directly or indirectly hold 1% or more of the issued shares of the Company or who are among the top 10 shareholders of the Company, as well as their spouses, parents and children;

- (III) persons employed by shareholders of the Company which directly or indirectly hold 5% or more of the issued shares of the Company or which are among the top 5 shareholders of the Company, as well as their spouses, parents and children;
- (IV) persons employed by the subsidiaries of the Company's controlling shareholders or beneficial owners and their spouses, parents and children;
- (V) persons who have major business dealings with the Company and its controlling shareholders or beneficial owners or their respective subsidiaries, or persons employed by units which have major business dealings with the above entities and the controlling shareholders or beneficial owners of such units;
- (VI) persons who provide financial, legal, consulting and sponsorship services to the Company and its controlling shareholders or beneficial owners or their respective subsidiaries, including but not limited to all project team members, reviewers at all levels, persons who sign off reports, partners, directors, senior management officers and principal persons in charge of intermediary agencies providing such services;
- (VII) persons who, in the past 12 months, belonged to any group of persons as described in items (I) to (VI) above;
- (VIII) other persons who do not meet the independence requirements under the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

The subsidiaries of the Company's controlling shareholders or beneficial owners as referred to in items (IV) to (VI) above do not include companies which are controlled by the same state-owned asset administration institution as the Company and which do not have a connected relationship with the Company in accordance with relevant regulations.

Independent non-executive directors shall conduct a self-assessment of their independence on an annual basis and submit the self-assessment results to the board of directors. The board of directors shall assess the independence of incumbent independent non-executive directors on an annual basis and issue a special opinion in relation thereto, which shall be disclosed at the same time as the annual report.

Article 122 Independent non-executive directors shall meet the following conditions:

- (I) being qualified to assume the office of a director in a listed company in accordance with the laws and regulations, regulatory rules, and listing rules of the place where the stocks of the Company are listed;
- (II) being independent as provided in the Articles of Association;
- (III) having the basic knowledge about the operation of a listed company and being familiar with relevant laws, regulations and rules;

- (IV) having no less than 5 years of working experience in the legal, accounting or economic profession required for performing the duty of an independent non-executive director;
- (V) having good personal character without major breach of trust or other adverse records;
- (VI) other conditions specified by the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

Article 123 As a member of the board of directors, an independent non-executive director has obligations of loyalty and diligence to the Company and all its shareholders, and shall prudently perform the following duties:

- (I) participating in the decision-making of the board of directors and expressing explicit opinions on the matters considered;
- (II) overseeing potential material conflicts of interest between the Company and its controlling shareholders, beneficial owners, directors and senior management officers, and protecting the legitimate interests of minority shareholders;
- (III) providing professional and objective advice on the operation and development of the Company and promoting the improvement of the decision-making level of the board of directors;
- (IV) other duties prescribed by the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

Article 124 The independent non-executive directors may exercise the following special duties and functions:

- (I) independently engaging an intermediary organisation to audit, consult or verify specific matters of the Company;
- (II) proposing to the board of directors the holding of extraordinary general meetings;
- (III) proposing the holding of board meetings;
- (IV) publicly soliciting shareholders' rights from shareholders according to law;
- (V) expressing independent opinions on matters that may be detrimental to the rights and interests of the Company or minority shareholders;
- (VI) other matters stipulated by the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

In exercising the duties and functions set out in items (I) to (III) of the paragraph above, the consents of more than half of all independent non-executive directors shall be obtained.

Where an independent non-executive director exercises his/her duties and functions under paragraph 1, the Company shall make timely disclosure. Where the above duties and functions cannot be exercised normally, the Company will disclose the specific circumstances and reasons.

Article 125 The following matters shall be submitted to the board of directors for consideration after approval by the majority of all independent non-executive directors of the Company:

- (I) connected transaction which shall be disclosed;
- (II) plans involving change or waiver of undertaking by the Company and relevant parties;
- (III) decisions and measures adopted by the board of directors of an acquiree listed company in respect of the acquisition;
- (IV) other matters stipulated under provisions of the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

Section 4 Special Committees of the Board of Directors

Article 126 The board of directors of the Company shall establish an Audit Committee to exercise the powers of the supervisory committee as set out in the Company Law.

Article 127 The Audit Committee shall consist of three members, all of whom shall be non-executive directors, with a majority of the members being independent non-executive directors. The convenor shall be an independent non-executive director who possesses appropriate professional qualifications as required under Rule 3.10(2) of the Hong Kong Listing Rules, or possesses appropriate accounting or related financial management expertise.

Article 128 The Audit Committee shall be responsible for reviewing the financial information of the Company and the disclosure thereof, as well as supervising and assessing internal and external audits and internal control. The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all members of the Audit Committee:

- (I) disclosure of the financial information in financial and accounting reports and regular reports, and the internal control assessment report;
- (II) appointment or dismissal of accountancy firms which undertake the audit work of the Company;
- (III) appointment or dismissal of the financial officers of the Company;
- (IV) changes in accounting policies or accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;
- (V) other matters as required by the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

Article 129 The Audit Committee shall convene regular meetings at least twice a year. An extraordinary meeting may be convened when two or more members of the committee propose, or the chairman deems necessary. The quorum of a meeting of the Audit Committee shall be two thirds or more of the members.

Any resolution of the Audit Committee shall be passed by a majority of its members.

When voting on a resolution of the Audit Committee, each director shall have one vote.

Resolutions of the Audit Committee shall be recorded in accordance with relevant regulations, and the members of the Audit Committee attending the meeting shall sign the meeting minutes.

The rules of procedure of the Audit Committee shall be formulated by the board of directors.

Article 130 The board of directors of the Company shall set up other special committees including the nomination committee and the remuneration committee. These committees shall be authorized in accordance with the listing rules of the place where the stocks of the Company are listed, the Articles of Association and the board of directors to perform their duties, and proposals of these special committees shall be submitted to the board of directors for consideration and approval.

Article 131 The nomination committee of the board of directors is responsible for formulating the criteria and procedures for selection of the directors and senior management, selection and examination of the candidates for directors and senior management officers and their qualifications, and providing recommendations to the board of directors on the following matters:

- (I) nomination, appointment or dismissal of the directors;
- (II) appointment or dismissal of senior management officers;
- (III) other matters stipulated by the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and the specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.

Article 132 The remuneration committee is responsible for setting appraisal standards for directors and senior management and evaluating thereof, formulating and reviewing the remuneration policies and proposals for directors and senior management such as the mechanism for determining remuneration, decision-making procedures and recourse arrangements for payment and stop-payment, and making recommendations to the board of directors on the following matters:

- (I) the remuneration of directors and senior management officers;
- (II) formulating or revising equity incentive schemes and employee stock ownership plans, and conditions for the grant of interests to incentive participants and the exercise of interests;

- (III) the arrangement of stock ownership plans for subsidiaries to be spun off by directors and senior management;
- (IV) other matters as required by the laws and regulations, regulatory rules, listing rules of the place where the stocks of the Company are listed, and the Articles of Association.

In the event that the board of directors has not adopted or fully adopted the recommendations of the remuneration committee, it shall state the opinions of the remuneration committee and the specific reasons for not adopting in the resolutions of the board of directors, and disclose such matter.

Chapter 6 Senior Management Officer

Section 1 Secretary to the Board of Directors

Article 133 The Company has one secretary of the Board, which is appointed or dismissed by the Board of Directors. The secretary of the Board is the senior management of the Company.

Article 134 The secretary of the board shall be a natural person with the requisite professional knowledge and experience. His primary duties include:

- (I) ensuring that the document of the Board complies with the relevant laws and regulations;
- (II) ensuring that the Company has complete organizational documents and records;
- (III) ensuring that the Company prepares and submits reports and documents required by relevant authorities pursuant to the law;
- (IV) ensuring the proper maintenance of the Company's register of shareholders, so as to ensure the persons who are entitled to obtain the relevant records and documents of the Company are able to obtain the same on a timely basis;
- (V) other duties required by laws, regulations, the Articles of Association, other management systems of the Company, and the stock exchange listing rules for the listing of company stocks.

Article 135 A director or other senior management officers of the Company may concurrently act as the secretary of the Board. The accountants of the accounting firm which has been appointed by the Company and the management officers of controlling shareholders shall not concurrently act as the secretary of the Board.

If a director of the Company concurrently serves as the secretary of the Board, in the event that an action must be carried out by a director and the secretary of the Board respectively, the person who holds the offices of director and secretary of the Board shall not act in dual capacity.

Section 2 Manager

Article 136 The Company shall have one manager, who shall be appointed or removed by the Board of Directors. In principle, the chairman of the Board of Directors shall not concurrently act as manager.

The Company does not have a deputy manager.

Article 137 The manager shall be accountable to the Board of Directors and exercise the following functions and powers:

- (I) to be in charge of the production, operation and management of the Company, 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 propose plans for establishment of the Company's internal management organization;
- (IV) to formulate the Company's basic management system;
- (V) to formulate the specific rules and regulations of the Company;
- (VI) to propose to the Board of Directors appointment or dismissal of deputy managers and chief finance officer of the Company by the Board of Directors;
- (VII) to decide to appoint or dismiss the management officers other than those required to be employed or dismissed by the Board of Directors;
- (VIII) to formulate system for employees' wages, welfare and rewards and punishment and determine their recruitment and dismissal;
- (IX) to exercise other functions and powers conferred by the Articles of Association or the Board of Directors.

Article 138 The manager shall attend board meetings and, if the general manager is not a director, he shall not have voting right thereat.

Article 139 In the exercise of his powers, the manager shall comply with the laws, administrative regulations, listing rules of the places where the shares of the Company are listed and the Articles of Association, and fulfil his duties in good faith and with due diligence.

Chapter 7 Financial and Accounting System and Distribution of Profits

Section 1 Financial and Accounting System

Article 140 The Company shall establish its financial and accounting system in accordance with the law, administrative regulations, and the listing rules of the place where the shares of the Company are listed and PRC accounting standards formulated by the State finance authorities.

Article 141 The Company shall adopt the Gregorian calendar year for its accounting year, namely, the accounting year shall be from January 1 to December 31. At the end of each accounting year, the Company shall prepare a financial report which shall be audited and verified according to law.

Article 142 The Company's Board of Directors shall make available before the shareholders at every annual general meeting such financial reports prepared by the Company in accordance with the relevant laws, administrative regulations, the listing rules of the place where the shares of the Company are listed, and normative documents promulgated by the local government and the competent authorities.

Article 143 Each shareholder of the Company has the right to receive a copy of such financial reports mentioned in this Chapter, including the directors' report, together with the balance sheet and statement of profit and loss or statement of income and expenditure.

The Company can proceed by way of announcements, including publication via the Company's and the Hong Kong Stock Exchange's websites and/or on newspapers etc., on condition that such announcements are in compliance with the laws, administrative regulations, departmental rules, normative documents and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed.

Article 144 The financial statements of the Company shall be prepared in accordance with accounting standards and regulations of the PRC, as well as international accounting standards, or the those of the place outside the PRC where the shares of the Company are listed. If there is any material discrepancy between the financial statements prepared in accordance with the two accounting standards, such discrepancy shall be stated in the notes to financial statements. In distributing its after-tax profits of the relevant accounting year, the lower of the after-tax profits as shown respectively in the abovementioned two financial statements shall be adopted.

Article 145 Any interim results or financial information published or disclosed by the Company shall be prepared in accordance with accounting standards and regulations of the PRC, as well as in accordance with either international accounting standards, or those of the place outside the PRC where the shares of the Company are listed.

Article 146 The Company shall publish its financial reports twice every accounting year, namely, the interim financial report shall be published within two (2) months after the end of the first six (6) months of each accounting year and the annual financial report shall be published within four (4) months after the end of each accounting year.

Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.

Article 147 The Company shall not establish books of accounts other than those required by law.

Article 148 Capital reserve fund includes the following items:

- (I) any premium from share issuance at the price higher than the par value of shares;
- (II) any other income required by the finance regulatory department of the State Council to be included in the capital reserve fund.

Article 149 The Company may distribute dividends in the form of (or a combination of both):

- (I) cash;
- (II) shares;
- (III) other means permitted by laws, administrative regulations, departmental rules, and regulatory provisions in the place where the shares of the Company are listed.

The cash dividend and other amount paid by the Company to the holders of domestic shares shall be paid in Renminbi. The cash dividend and other amounts paid by the Company to the holders of foreign shares shall be calculated and declared in Renminbi and paid in foreign currency or RMB. The foreign currency required for the payment of cash dividends and other amount by the Company to the holders of foreign shares shall be arranged in accordance with the provisions of the state regulations on foreign exchange administration.

Article 150 The Company shall appoint a receiving agent for holders of overseas listed foreign shares. The receiving agent shall receive on behalf of such shareholders any dividends and other amounts payable by the Company to them in respect to the overseas listed foreign shares. The receiving agent appointed by the Company shall satisfy requirements under the laws of the jurisdiction where the Company's shares are listed or the rules of relevant stock exchange.

The receiving agent appointed by the Company for holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.

Article 151 Any amount paid up in advance of calls on any shares may carry interest but shall not entitle such shareholder to the dividend subsequently declared.

Where power is given to forfeit unclaimed dividends, that power shall not be exercised until the expiry of the applicable effective period.

The Company has the power to cease sending dividend warrants by post to a holder of overseas listed foreign shares. The Company shall only exercise such power until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is undelivered and returned.

The Company has the right to sell, by means considered appropriate by the Board of Directors, the shares of a holder of the overseas listed foreign shares who is untraceable, provided that it complies with the following conditions:

- (I) the Company has paid dividends at least three times on these Shares within 12 years, but no one has claimed the dividends during that period; and
- (II) upon expiration of the 12-year period, the Company publishes an announcement in one or more newspapers of the region where the Company's shares are listed, indicating our intention to sell the Shares and notifies the securities regulatory authority of the place where the Company's shares are listed of such intention.

Article 152 In distributing the current year's profit after taxation, 10% of the profit shall be allocated into the statutory reserve fund. When the aggregate amount of the statutory surplus reserve has reached 50% of the Company's registered capital, further appropriations is not required.

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

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

The remaining profit after recovery of losses and appropriation of statutory reserve fund shall be distributed to shareholders in proportion of their shareholdings. No profit shall be distributed in respect of the shares held by the Company.

If the general meeting has, in violation of the Company Law, distributed profits to shareholders, the shareholders shall return to the Company such profits distributed in violation of regulations. If such distribution causes losses to the Company, the shareholders and responsible directors or senior management officers shall be liable for compensation.

Article 153 After the profit distribution plan has been resolved at the shareholders' meeting, or after the board of directors of the Company has formulated a specific plan according to the interim dividend conditions and caps for the next year as considered and approved at the annual general meeting, the dividend (or share) distribution shall be completed within two (2) months.

Article 154 The reserve fund of the Company is used for recovery of losses and expansion of operations or is transferred to registered capital.

The discretionary reserve and the statutory reserve shall first be used in making up the losses of the Company, and for any losses left to be set off, the capital reserve may be utilized in accordance with the provisions.

For transfer of statutory surplus reserve into capital, the retained statutory surplus reserve shall not be less than 25% of the Company's registered capital before its increment through the transfer.

Section 2 Appointment of Accounting Firms

Article 155 The Company shall appoint an accounting firm that complies with the requirements of the Securities Law to perform the tasks of auditing accounting statements, verifying the net assets and other relevant consulting services. The engagement shall be one year and may be renewed.

The appointment and removal of the accounting firm must be decided at the shareholders' meeting, and the Board of Directors shall not appoint the accounting firm before the decision of the shareholders' meeting.

Article 156 The accounting firm appointed by the Company shall have the following rights:

- (I) the right to review the books, records and documents of the Company at any time, the right to require the directors, managers or other senior management officers of the Company to provide relevant information and explanation;
- (II) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as necessary for the discharge of its duties;
- (III) the right to attend general meetings and to receive all notices of, and other information relating to, the meeting which any shareholder is entitled to receive, and to speak at any general meeting in relation to matters concerning its role as the Company's accounting firm.

Article 157 The shareholders in a shareholders' meeting may, by ordinary resolution, remove an accounting firm before the expiration of its term of office, irrespective of the provisions in the contract between the accounting firm and the Company. However, the accounting firm's right (if any) to claim damages from the Company which arise from its removal shall not be affected thereby.

Article 158 The audit fee of an accounting firm shall be determined by the shareholders' meeting.

Article 159 If the Company decides to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm in advance. Such accounting firm shall be allowed to make representations at the relevant shareholders' meeting where the resolution to remove such accounting firm will be voted on. If the accounting firm resigns, it shall make clear to the shareholders' meeting whether there is any impropriety on the part of the Company.

- (I) the accounting firm may resign from its office by depositing the written notice of resignation at the registered address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:
1. a statement to the effect that there are no circumstances connected with its resignation that it considers must be brought to the attention of the shareholders or creditors of the Company; or
 2. a statement of any such circumstances that should be explained.
- (II) the Company shall, within fourteen (14) days of the receipt of the written notice referred to in item (I) of this Article, send a copy of the notice to the relevant competent authority. If the notice contains a statement under item (I) 2 of this Article, a copy of such statement shall be placed at the Company for shareholders' inspection.
- The Company shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares (being a shareholder entitled to a report on the financial position of the Company) at the address registered in the shareholder's register or, subject to applicable laws, regulations and the Listing Rules, publish on the Company's website or on the designated website of the stock exchange where the Company's shares are listed.
- (III) if the accounting firm's notice of resignation contains a statement under item (I) 2 of this Article, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of giving an explanation of the circumstances in connection with its resignation.

Chapter 8 Merger, Division, Dissolution and Liquidation of the Company

Section 1 Merger and Division of the Company

Article 160 In the event of the merger or division of the Company, the Company's Board of Directors shall put forward a proposal and such proposal shall be approved in accordance with the procedures stipulated in the Articles of Association. The Company shall then go through the relevant approval formalities pursuant to the law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request the Company or the shareholders who consent to the merger and division of the Company to purchase their shares at a fair price. The content of the resolution on the merger or division of the Company shall be contained in special documents which shall be available for inspection by the shareholders. The aforesaid documents shall be sent to each holder of overseas listed foreign shares by post.

Article 161 Where the consideration paid by the Company for a merger is no more than 10% of the Company's net assets, the merger may be made without a resolution of the shareholders' meeting, except as otherwise stipulated in the listing rules of places where the Company's shares are listed and the Articles of Association.

Where the Company undergoes a merger without a resolution of the shareholders' meeting in accordance with the preceding paragraph, a resolution of the board of directors shall be required.

Article 162 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. In accordance with the provisions of the Company Law, the Company shall notify the creditors within ten (10) days from the date of the resolution of the shareholders' meeting to merge and publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days.

Creditors have the right, within 30 days upon receipt of the notice, or for those who have not received the notice, within 45 days from the date of the announcement, to demand the Company to settle the debts or provide appropriate guarantees.

Upon the merger, claims and debts of each of the merged parties shall be assumed by the company which survives the merger or the newly established company resulting from the merger.

Article 163 In the event of a division of the Company, its properties shall be divided up accordingly.

In the event of a division, the Company shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date on which a resolution is adopted in favor of the division at the shareholders' meeting, and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days from the date of such resolution.

The companies after the division shall be jointly and severally liable for the debts incurred by the Company before its division, unless otherwise agreed in a written agreement in relation to discharge of debts concluded before the division by the Company with its creditors.

Article 164 Where the merger or division of the Company involves a change in registered particulars, such change shall be registered with the company registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law.

Section 2 Dissolution and Liquidation of the Company

Article 165 In any of the following circumstances, the Company shall be dissolved and liquidated according to law:

- (I) expiry of the business term specified in the Articles of Association or other causes of dissolution as provided for in the Articles of Association;
- (II) a resolution on dissolution is passed by shareholders at a shareholders' meeting;
- (III) dissolution is necessary due to a merger or division of the Company;
- (IV) the business license is revoked or it is ordered to close or to be cancelled according to law;
or
- (V) The Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters. Shareholders holding ten percent (10%) or more of the total voting rights of the Company may appeal to the People's Court for dissolution of the Company.

On the occurrence of the events of dissolution set out in the preceding Article, the Company shall make an announcement on the National Enterprise Credit Information Publicity System within ten (10) days.

Article 166 Where the Company is dissolved pursuant to items (I) and (II) of Article 165, and no property has been distributed to shareholders, the Company may continue to subsist by amending the Articles of Association or by resolution of the shareholders' meeting.

Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph or by resolution of the shareholders' meeting shall be approved by two thirds or more of the voting rights held by the shareholders attending the shareholders' meeting.

Where the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 165, it shall be liquidated. The directors, being the liquidation obligors of the Company, shall form a liquidation committee for liquidation within fifteen (15) days from the date of occurrence of such grounds for dissolution. The liquidation committee consists of directors, unless otherwise provided in the Articles of Association, or unless the shareholders' meeting resolves to elect other persons. Where the liquidation obligor fails to timely perform his/her duty of liquidation and causes losses to the Company or its creditors, he/she shall be liable for compensation.

Article 167 Where the Board of Directors decides to liquidate the Company for any reason other than the Company's declaration of its own bankruptcy, the Board of Directors shall include a statement in its notice convening a shareholders' meeting to consider the proposal to the effect that the Board of Directors has conducted a comprehensive investigation into the affairs of the Company and is of the opinion that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation.

Upon the passing of the resolution by the shareholders' meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease.

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

Article 168 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment, and publish announcements in newspapers or on the National Enterprise Credit Information Publicity System within sixty (60) days. The creditors may declare their claims to the liquidation committee within thirty (30) days from the date when it receives the above notice or within forty-five (45) days from the date of announcement if no such notice is received.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

Article 169 During the liquidation period, the liquidation committee shall exercise the following functions and powers:

- (I) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (II) to notify creditors by sending notice and making public announcement;
- (III) to deal with and settle any outstanding businesses of the Company;
- (IV) to pay outstanding taxes as well as taxes arising in the course of liquidation;
- (V) to settle claims and debts;
- (VI) to dispose of the remaining assets of the Company after the repayment of debts; and
- (VII) to represent the Company in any civil proceedings.

Article 170 After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to the shareholders' meeting or to the People's Court for confirmation.

The remaining assets of the Company after repayment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the Company's debts shall be distributed to the shareholders in proportion to their respective shareholdings.

During the liquidation, the Company remains continuing but shall not commence any business activities unrelated to the liquidation. The Company's assets shall not be distributed to the shareholders before repayment of the Company's debts in full in accordance with the preceding paragraph.

Article 171 In the event of the Company's liquidation due to dissolution, if, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, the liquidation committee shall immediately apply to a People's Court for declaration of bankruptcy.

After the Company is declared bankrupt by a ruling from a People's Court, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 172 Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report and a statement of the income and expenses and financial accounts for the liquidation period which shall be submitted to the shareholders' meeting or a People's Court for confirmation after being verified by a certified public accountant in the PRC. The liquidation committee shall within thirty (30) days after the confirmation by the shareholders' meeting or a People's Court, submit the foregoing documents to the Company's registration authority and apply for deregistration of the Company.

Article 173 Members of the liquidation committee shall perform their liquidation obligation and bear duties of loyalty and diligence.

Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; a member of the liquidation committee who causes losses to its creditors due to intentional misconduct or gross negligence shall be liable for compensation.

Chapter 9 Notice and Announcement

Article 174 Subject to the laws, regulations, rules and the relevant provisions of the stock exchange where the Company's shares are listed, the notice of the Company may be given in the following forms:

- (I) By hand;
- (II) By mail;
- (III) By fax or e-mail;
- (IV) By posting on the websites of the Company and a website designated by the Hong Kong Stock Exchange;
- (V) In the form prescribed by the listing rules and the securities regulatory authorities of the place where the shares of the Company are listed or other forms.

The notices, materials or written announcement of the shareholders' meeting should be delivered to the holders of overseas listed foreign shares in any of the following manners:

- (I) To be delivered to the holders of overseas listed foreign shares by hand or by mail to the registered addresses of the holders of overseas listed foreign shares;
- (II) Announced at the websites designated by the securities regulatory authority or the stock exchange where the Company's shares are listed in accordance with relevant laws, administrative regulations and listing rules;
- (III) Any other matters as required by the stock exchange of the place where the Company's shares are listed and the listing rules.

Even if the Articles of Association have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to relevant provisions of the stock exchange where the Company's shares are listed, the Company may choose to publish its communications by the means specified in item (4) of the first paragraph in this Article or other means specified by the relevant stock exchange where the Company's shares are listed to issue corporate communications, to replace the means of sending written documents to each holder of overseas listed foreign shares by hand or by mail. The abovementioned corporate communications refer to any documents sent or to be sent by the Company to the shareholders for reference or for taking action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), Directors' report (together with the balance sheets and profit and loss statements), notice of the shareholders' meetings, circulars, proxy forms and other communication documents.

Article 175 For a notice of the Company delivered by hand, the recipient shall sign (or affix a seal) on the note of receipt and the receipt date shall be the date of service. If the notice is delivered via post, it shall be deemed to have been received forty-eight (48) hours after the date on which such notice is delivered to the post office. If the notice is delivered by way of fax or electronic mail or by way of publishing information on websites, it shall be deemed to have been received on the date it is sent. If the notice is delivered by way of announcement, it shall be deemed to have been received on the date on which the announcement is first published.

Article 176 Any notices, documents, information or written statements given by shareholders or directors to the Company may be delivered to the legal address of the Company by hand or by registered mail.

Article 177 The shareholders or directors of the Company who want to prove that certain notices, documents, materials, or written statements have been sent to the Company shall provide evidential materials showing that such notices, documents, materials, or written statements have been sent to the Company by methods prescribed in Article 176 hereof within designated time, specifically, the provision of receipt confirmation in the case of delivery by person, and in the case of delivery by post, the provision of evidence showing that the relevant mail, clearly addressed, with recipient's name clearly written and the postage pre-paid, has been sent to the right address.

Article 178 In the event that the listing rules of the stock exchange where the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the preference stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by applicable laws and regulations and pursuant to the applicable laws and regulations.

The Company issues announcements and information disclosure to holders of domestic shares through the stock exchange's website and media satisfying the requirements prescribed by securities regulatory authority under the State Council. If an announcement should be issued to holders of overseas listed foreign shares according to the Articles of Association, the relevant announcement shall also be published in accordance with the method stipulated in the listing rules of the place where the Company's shares are listed.

All notices or other documents required to be filed by the Company with the Hong Kong Stock Exchange shall be in English or accompanied by a signed and certified English translation.

The information disclosed by the Company in other public media shall not precede designated newspapers and designated websites, and shall not replace the Company's announcements in other forms such as press releases or answering questions from reporters.

The Board of Directors has the right to adjust the newspapers and periodicals for Company's information disclosure, but should ensure that the designated newspapers and periodicals for information disclosure comply with the relevant laws and regulations and the qualifications and conditions stipulated by the securities regulatory authority and stock exchange where the Company's shares are listed.

Chapter 10 Amendments to the Articles of Association

Article 179 In any of the following circumstances, the Company shall amend the Articles of Association:

- (I) when any provisions of the Articles of Association contradict with amended laws and regulations following amendments to the relevant laws and regulations;
- (II) when the Company's situation changes and is inconsistent with the statement in the Articles of Association;
- (III) when the shareholders' meeting decides to amend the Articles of Association.

Article 180 Any amendments to the Articles of Association shall be made after the relevant decision-making procedures and the necessary formalities have been fulfilled in accordance with the relevant laws, administrative regulations, listing rules of the place where the stocks of the Company are listed, and the provisions of the Articles of Association. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.

Article 181 The board of directors shall amend the Articles of Association in accordance with the amendment resolution adopted by the shareholders' meeting and approval of the competent authorities.

Article 182 Where amendments to the Articles of Association are subject to compulsory disclosure under the laws and regulations, the Company shall publish an announcement in accordance with the relevant requirements.

Chapter 11 Resolution of Disputes

Article 183 The Company shall abide by the following principles for dispute resolution:

- (I) If any disputes or claims in relation to the Company's business, with respect to any rights or obligations under the Articles of Association of the Company, the Company Law or any other relevant laws and administrative regulations, arise between holders of overseas listed foreign Shares and the Company, between holders of overseas listed foreign shares and the Company's Directors, Managers and other senior management personnel of the Company, or between holders of overseas listed foreign shares and holders of domestic shares, the parties concerned shall submit such disputes or claims to arbitration.

When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Company, the Company's Shareholders, Directors, Managers and other senior management personnel of the Company) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.

Disputes with respect to the definition of Shareholders and disputes concerning the register of Shareholders need not be resolved by arbitration.

- (II) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Center in accordance with its arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.

If an applicant opts for arbitration by the Hong Kong International Arbitration Center, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Center.

- (III) Unless otherwise provided by laws and administrative regulations, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration described in item (I) above.
- (IV) The award of the arbitration institution shall be final and binding upon all parties.

Chapter 12 Supplementary Provisions

Article 184 Definitions:

- (I) A controlling shareholder refers to a shareholder whose shares account for more than 50% of the total share capital of a company; or a shareholder whose shareholding ratio does not exceed 50% but whose voting rights are sufficient to have a significant impact on the resolutions of the shareholders' meeting, or a shareholder as defined under the Hong Kong Listing Rules.
- (II) An actual controller refers to a natural person, legal person or other organization that can actually control the Company's behavior through investment relations, agreements or other arrangements.
- (III) A connected relationship refers to the relationship between a Company's controlling shareholder, actual controller, Director, senior management officers and the enterprise directly or indirectly controlled by them, as well as other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises are not only related because they are all state-controlled.

Article 185 The Board of Directors may formulate detailed rules for the Articles of Association pursuant to the provisions of the Articles of Association. The detailed rules for the Articles of Association shall not contradict the provisions of the Articles of Association.

Article 186 In the Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor”.

Article 187 The terms “above” referred to in the Articles of Association shall include the numeral referred thereto; the terms “more than” and “less than” shall exclude the numeral referred thereto.

Article 188 The “business day” referred to in the Articles of Association refers to the day when the Hong Kong Stock Exchange opens for securities trading.

(no text below)

Zylox-Tonbridge Medical Technology Co., Ltd.

(If there is any inconsistency between the English and Chinese version of this document, the Chinese version shall prevail.)