BAIC MOTOR CORPORATION LIMITED*
(A joint stock company incorporated in the People's Republic of China with limited liability)

Articles of Association

Adopted at the 2026 second extraordinary general meeting on November 26, 2026

* *For identification purpose only.*

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NOTE: In the margin notes to the provisions of these Articles of Association, the "**Company Law**" refers to "The Company Law of the People's Republic of China"; "**Securities Law**" refers to the Law of the People's Republic of China on Securities; "**Trial Measures**" refer to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies; the "**Guidelines on Articles**" refer to the Guidelines on Articles of Association of Listed Companies; "**Main Board Listing Rules**" refer to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; "**Appendix A1 to Main Board Listing Rules**" refers to the Appendix A1 to the Listing Rules of The Stock Exchange of Hong Kong Limited.

BAIC MOTOR CORPORATION LIMITED*

Articles of Association

Chapter 1 General Provisions

Article 1 These Articles of Association (the "Articles") are formulated in accordance with the Constitution of the Communist Party of China (the "Party Constitution"), the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Main Board Listing Rules") and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the "Company"), its shareholders, employees and creditors, regulating the organization and activities of the Company, fully implementing the important requirements of the "Two Unswervingly", and upholding and strengthening the party's comprehensive leadership.

Guideline 1 on Articles Article 1 of Company Law

Article 2 The Company was a domestic invested joint stock limited company established in accordance with the Company Law and other applicable provisions of laws, regulations and regulatory documents. Since Daimler AG ("Daimler AG") became a shareholder of the Company, the nature of the Company changed from a domestic invested joint stock limited company to a foreign invested joint stock limited company upon the approval of the competent authority in accordance with laws and regulations.

Guideline 2 on Articles Article 95 of Company Law

As approved by the Approval Document Jing Guo Zi [2010] No. 199 promulgated by State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality, the Company registered with Beijing Administration for Industry and Commerce and obtained a business license on September 20, 2010. The unified social credit code of the Company is 91110000562091696T.

The following table sets out details of the promoters of the Company, including their names, number of shares subscribed upon establishment, shareholding ratio, method and time of contribution:

Guideline 20 on Articles

Names of shareholders	Subscription		First contribution			Contribution by installments		
	Total number of shares subscribed (shares)	Shareholding ratio	Contribution amount (yuan)	Contribution method	Contribution time	Contribution amount (yuan)	Contribution method	Contribution time
Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司)	2,550,000,000	51.00%	472,650,885	Currency	2010.9.19	1,680,306,708	Equity	2010.10.20/ 2010.11.16
						238,716,964	Contribution in kind (including land-use rights)	2011.2.15
						158,325,443	Currency	2011.3.21

Names of shareholders	Subscription		First contribution			Contribution by installments		
	Total number of shares subscribed (shares)	Shareholding ratio	Contribution amount (yuan)	Contribution method	Contribution time	Contribution amount (yuan)	Contribution method	Contribution time
Beijing Shougang Co., Ltd. (北京首鋼股份有限公司)	915,618,061	18.31%	181,482,882	Currency	2010.9.19	657,986,582	Equity	2010.10.20
						76,148,597	Currency	2011.3.21
Beijing State-owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司)	658,823,714	13.18%	123,584,083	Currency	2010.9.19	473,447,589	Equity	2010.10.20
						61,792,042	Currency	2011.3.21
Modern Innovation Holding Co., Ltd. (現代創新控股有限公司)	387,714,184	7.75%	11,000,000	Currency	2010.9.19	278,621,340	Equity	2010.10.20
						98,092,844	Currency	2011.3.21
Beijing State-owned Capital Operation and Management Co., Ltd. (北京國有資本運營管理有限公司)	250,000,000	5.00%	166,666,667	Currency	2010.9.19	83,333,333	Currency	2011.3.21
Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司)	237,844,041	4.76%	44,615,483	Currency	2010.9.19	170,920,817	Equity	2010.10.20
						22,307,741	Currency	2011.3.21
Total	5,000,000,000	100%	1,000,000,000			4,000,000,000		

Article 3 Registered Chinese name of the Company: 北京汽車股份有限公司 Guideline 4 on Articles

Registered English name of the Company: BAIC Motor Corporation Limited

Article 4

Address of the registered office of the Company : A5-061, Unit 101, 5th Floor, Building No. 1, Courtyard No. 99, Shuanghe Street, Shunyi District, Beijing Guideline 5 on Articles

Article 5 The legal representative of the Company shall be the chairman of the Company. The chairman of the Company shall be appointed and changed in accordance with the provisions of the Articles. Where the chairman of the Company resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days of resignation of the legal representative. Guideline 8 on Articles Article 10 of Company Law

Article 6 The Company is a joint stock limited company in perpetual existence. Guideline 7 on Articles

The Company is an independent corporate legal person with independent legal person properties and entitlements to legal person properties. The Company is entitled to civil rights and is subject to civil responsibility pursuant to the laws. Article 3 of Company Law

The capital of the Company shall be divided into shares and each share shall have equal value. The respective liability of the shareholders of the Company shall be limited to the shares held by them. The Company shall be held liable for its debts with all its assets.

Guideline 10 on Articles
Article 3 of Company Law
Article 4 of Company Law

Article 7 In accordance with the regulations of the Party Constitution, the Company shall establish a party organization to carry out activities of the party, establish work organs of the party with comprehensive and strong staff working on party-related matters to safeguard the working fund to operate the party organization, thereby providing necessary conditions for the activities of the party organization.

Guideline 13 on Articles
Article 18 of Company Law

Article 8 The Company shall implement democratic management in accordance with the Constitution of the People's Republic of China and relevant laws, shall establish and improve a democratic management system in the form of assembly of the representatives of the employees, and adopt democratic management in such form or any other ways, establish a labor union organization and carry out activities thereof in accordance with the law, so as to protect legitimate rights and interests of employees. The Company shall provide the labor union organization with necessary activity conditions.

Article 17 of Company Law

Article 9 The Company abides by the provisions of laws and regulations during its production and business activities. The Company adopts a general counsel system to further exert the function of the general counsel in legal review and supervision of operation and management, thereby facilitating the legal operation and compliance management of the Company.

Article 10 The Articles shall come into force upon the approval by special resolutions at the shareholders' meeting of the Company.

Once effective, these Articles shall constitute a legally binding document to regulate the organization and activities of the Company, the rights and obligations between the Company and shareholders and among the shareholders.

Guideline 11 on Articles

Article 11 These Articles are binding on the Company and its shareholders, members of the party committee of BAIC Motor Corporation Limited (the "Company Party Committee") and members of the party discipline inspection committee of BAIC Motor Corporation Limited (the "Company Discipline Inspection Committee"), directors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles.

Guideline 11 on Articles

According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, president and other senior management of the Company, and the Company may also take legal action against shareholders, directors, president and other senior management of the Company.

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

Guideline 12 on Articles

Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors, chief financial officer and general counsel.

Article 12 The Company may invest in other enterprises. The Company shall be subject to the law under which it shall not become a capital contributor severally and jointly liable for the debts of the enterprises in which it invests. Article 14 of Company Law

Chapter 2 Purposes and Scope of Business

Article 13 The purposes of business of the Company are: to position itself as a first-class domestic and global automobile company with strong core competitiveness by consolidating its leading market position in terms of technology development, cost management and brand building through human resources management, resources integration, innovation and standardization of operation, with a focus on the research and development, manufacture and operation of passenger vehicles in an scientific approach according to the national development strategies and market demand of the automobile industry, and aiming to contribute to the revitalization of the automobile industry in China and maximize the values of the Company and returns of the shareholders, while protecting the legal interests of the shareholders and fulfilling its social responsibility. Guideline 14 on Articles

Article 14 The scope of business of the Company covers: road motor vehicle production, manufacture of automobile components and accessories; automobile sales; retail of automobile components; wholesale of automobile components; technical services, development of technologies, technical consultation, technology exchange, technology transfer, technology promotion; information consultation services (excluding licensed information consultation services); general machinery and equipment installation services; import and export of goods, import and export of technology, import and export business agent. (The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality.) Guideline 15 on Articles Article 9 of Company Law Article 32 of Company Law Article 34 of Company Law

The Company may adjust its scope and way of operation based on the changes in the market and the needs of business development. If the Company adjusts its scope and way of operation, it shall amend these Articles in accordance with the requirements herein and file the change of registration with the company registration authority. If the adjusted scope of business involves business restricted by the laws and regulations of China, such adjustments shall be subject to the approval of the competent authorities in accordance with laws.

Chapter 3 Shares, Shares Transfer and Registered Capital

Article 15 The Company shall have ordinary shares. It may create other classes of shares subject to registration or filing with the approval authorities under the State Council.

Article 16 The shares of the Company shall be represented by share certificates. All shares of the Company shall have a par value at RMB1 each. Guideline 16 on Articles Guideline 18 on Articles Article 147 of Company Law

For the purpose of the above paragraph, RMB means the legal currency of the People's Republic of China.

Article 17 Shares of the Company are issued on an open, fair and impartial basis and shares of same class shall have equal rights. Guideline 17 on Articles Article 143 of Company Law

The terms and price for an issue of shares in the same class shall be the same. Shares shall be subscribed for by any entities or individuals at the same price.

Article 18 The Company may issue shares to domestic and foreign investors, which shall comply with the registration or filing procedures with the China Securities Regulatory Commission (the "CSRC") in accordance with the laws. Chapter 3 of Trial Measures

For the purpose of the preceding paragraph, foreign investors shall refer to investors from foreign countries, Hong Kong, Macau and Taiwan who subscribe for shares of the Company, and "domestic investors" shall refer to investors inside the People's Republic of China, excluding the abovementioned regions, who subscribe for shares of the Company.

Article 19 Shares issued by the Company to domestic investors for subscription in RMB shall be referred to as domestic shares. Shares issued by the Company to foreign investors for subscription in foreign currency shall be referred to as foreign shares. Foreign shares which are listed outside the PRC shall be referred to as overseas listed foreign shares.

The foreign currency referred to in the preceding paragraph is a legal currency (other than RMB) of other countries or regions which is recognized by the foreign exchange administration authority of China and can be used for payment of the Company's shares.

Overseas listed foreign shares issued by the Company and listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") shall be referred to as H shares. H shares are denominated in RMB for par value, and are subscribed for and traded in Hong Kong dollars.

Shareholders of the Company may convert their domestic shares into overseas listed shares and have them listed and circulated on overseas stock exchanges, but shall comply with the relevant regulations of the CSRC and entrust the Company to process filing with the CSRC. The aforementioned conversion and listing for trading, filing and other matters do not require a vote at a shareholders' meeting or class meeting. The listing and dealing of converted shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.

Trial Measures 18

Article 20 Upon approval of the approval authorities of the Company, 5,000,000,000 ordinary shares were issued upon the establishment of the Company and were fully subscribed for by the promoters. The total number of ordinary shares of the Company increased to 5,616,000,000 shares after the issue of additional shares in 2012. The total number of ordinary shares of the Company increased to 6,381,818,182 shares after the issue of additional shares to Daimler AG in 2013.

Guideline 20 on Articles

Article 21 Upon approval of the securities regulatory authority of the State Council, the Company will issue 1,213,520,000 overseas listed foreign shares (H shares). The state-owned shareholders will transfer 121,352,500 state- owned shares to the National Council for Social Security Fund upon the issue of overseas listed foreign shares of the Company in accordance with relevant requirements for reduction in holding of state-owned shares. In addition, such shares will be sold along with the issuance by the Company of the overseas listed foreign shares.

Guideline 21 on Articles

Upon completion of the issue of overseas listed foreign shares, the share capital structure of the Company shall comprise 7,595,338,182 ordinary shares, including 5,494,647,500 domestic shares and 2,100,690,682 H shares.

Upon approval of the securities regulatory authority of the State Council, the Company placed 420,000,000 H shares in 2018 and the share capital structure following the completion of the placement shall comprise 8,015,338,182 ordinary shares, including 5,494,647,500 domestic shares and 2,520,690,682 H shares.

Article 22 The registered share capital of the Company is RMB8,015,338,182.

Guideline 6 on Articles

Article 23 The Company may, based on its requirements for operation and development needs and in accordance with applicable laws and regulations and with the approval by resolution at the shareholders' meeting, increase its registered capital by the following methods: Guideline 23 on Articles

(1) issuance of shares to non-specific investors;

(2) issuance of shares to specific investors;

(3) by bonus issue to existing shareholders;

(4) by converting capital reserves into share capital; or

(5) other ways as permitted by laws and administrative regulations and approval by the CSRC and other relevant regulatory authorities.

The increase of capital of the Company by issuing new shares shall, after being approved in accordance with these Articles, be conducted in accordance with the procedures stipulated by the relevant laws and regulations of the State, the listing rules of the place where the shares of the Company are listed.

Article 24 Unless otherwise provided by laws and regulations, or required by the Hong Kong Stock Exchange, shares of the Company are freely transferable and are not subject to any lien. Article 157 of Company Law Guideline 28 on Articles

Article 25 The Company shall not accept its own shares as the subject matter of a pledge. Guideline 29 on Articles Article 162 of Company Law

Article 26 Shares in issue prior to the public offering of the Company shall not be transferred within one year from the date of listing of the shares on any stock exchange. Guideline 30 on Articles

Where laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed, or relevant regulatory authorities such as the CSRC have other provisions regarding the transfer of shares held by the Company's shareholders or de facto controllers, such provisions shall prevail. Article 160 of Company Law

Directors and senior management shall report to the Company their shareholdings in the Company and changes in their shareholdings. The shares transferred by them in a particular year during their term of office as determined at the time of assuming office shall not exceed 25% of the total shares being held and the shares they held in the Company shall not be transferred within one year from the listing date of the shares and within half a year after their terms of office. The transfer restriction on H shares shall also be subject to the relevant requirements of the Main Board Listing Rules of the Hong Kong Stock Exchange.

Chapter 4 Reduction of Capital and Repurchase of Shares

Article 27 Pursuant to the requirements of these Articles, the Company may reduce its registered capital in accordance with the Company Law and procedures provided by other relevant regulations and these Articles.

Guideline 24 on Articles

Article 28 The Company shall prepare a balance sheet and an inventory of property when it reduces its registered capital.

Guideline 183 on Articles
Article 224 of Company Law

The Company shall notify its creditors within ten days from the date of the Company's resolution at the shareholders' meeting on reduction of registered capital and shall publish an announcement on newspaper or the National Enterprise Credit Information Publicity System within thirty days from the date of such resolution. A creditor has the right, within thirty days of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within forty-five days from the date of the announcement, to require the Company to repay its debt or provide a corresponding guarantee for such debt.

In the event that the Company reduces its registered capital, the number of shares shall be reduced correspondingly according to the proportion of shares held by the shareholders, or under any circumstances as otherwise specified by laws and the Articles of the Company.

Article 29 The Company may, subject to the laws and regulations, the listing rules of the place where the shares of the Company are listed and these Articles, repurchase its issued shares under the following circumstances in accordance with legal procedures:

Guideline 25 on Articles
Guideline 27 on Articles
Article 162 of Company Law

(1) reducing registered capital of the Company;

(2) merging with any other companies holding the shares in the Company;

(3) using shares for employee share ownership schemes or share incentive;

(4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at shareholders' meeting concerning merger or division of the Company;

(5) utilising shares for converting the convertible corporate bonds in issue from listed companies;

(6) when it is necessary for a listed company to maintain its value and shareholders' interests; and

(7) other circumstances permitted by the laws and regulations.

Where the Company purchases its own shares under the circumstances specified in clauses (1) and (2) of the preceding paragraph, a resolution shall be adopted at a shareholders' meeting in this regard. Where the Company purchases its own shares under the circumstances specified in clauses (3), (5) and (6) of the preceding paragraph, a resolution shall be adopted at a meeting of the Board attended by more than two-thirds of the directors in this regard in accordance with the provisions of the Articles of Association or the authorization of the shareholders' meeting.

Save as aforementioned, the Company shall not trade in its shares.

Article 30 The Company may repurchase its shares through open and centralized trading or other methods permitted by laws, regulations, administrative regulations and relevant regulatory authorities such as the CSRC. Guideline 26 on Articles Article 162 of Company Law

The acquisition of shares of the Company shall satisfy the information disclosure obligation in accordance with relevant requirements. The shares of the Company acquired under the circumstances provided by clauses (3), (5) and (6) of Article 29 under these Articles shall be traded in an open and centralized manner.

Article 31 Upon repurchase of shares in accordance with clause (1) of Article 29, the repurchased shares shall be cancelled within ten days from the date of repurchase; upon repurchase of shares in accordance with clauses (2) and (4) of Article 29, the repurchased shares shall be transferred or cancelled within six months; if it is under the circumstances described in clauses (3), (5) and (6) of Article 29, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of issued shares of the Company and such shares shall be transferred or cancelled within three years. Guideline 27 on Articles Article 162 of Company Law

In the event of an acquisition of the Company's H shares, the Company may, at its discretion, either immediately cancel such shares or hold them as treasury shares in accordance with the Main Board Listing Rules. If the directors do not specify that the relevant shares will be held as treasury shares, such shares shall be cancelled.

The Company shall deposit the treasury shares in a separate account within the Central Clearing and Settlement System, clearly identifiable as treasury shares. The Company shall not exercise any rights in respect of the treasury shares, nor shall it declare or distribute any dividends on such shares. Subject to compliance with these Articles and the Main Board Listing Rules, the Company may dispose of the treasury shares on terms and conditions determined by the directors.

Where the Company cancels any shares resulting from the repurchase, the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital.

Chapter 5 Financial Assistance for Acquisition of Shares in the Company

Article 32 The Company and its subsidiaries shall not, by any means at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company or its parent company. The said acquirer of shares of the Company or its parent company includes a person who directly or indirectly incurs any obligations due to the acquisition of shares of the Company or its parent company. Guideline 22 on Articles Article 163 of Company Law

The Company and its subsidiaries shall not, by any other means at any time, provide financial assistance to the said acquirer for the purpose of reducing or discharging the obligations assumed by such person.

This provision does not apply to the circumstances stated in Article 34 of these Articles.

Article 33 The financial assistance referred to in this Chapter includes, but not limited to, the following means: Guideline 22 on Articles Article 163 of Company Law

(1) gift;

(2) guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waive of any rights;

(3) provision of loan or any other agreement under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under, such loan or agreement; and

(4) any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.

Incurring an obligation referred to in this Chapter includes the incurring of obligations by the changing of the obligor's financial position by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by any other means.

Article 34 The following activities shall not be deemed to be activities as prohibited in Article 32: Article 163 of Company Law Guideline 22 on Articles

(1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interest of the Company. Upon a resolution of the shareholders' meeting, or a board resolution in accordance with the authorization of the shareholders' meeting, the Company may provide financial assistance to other persons for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the board of directors shall be approved by more than two-thirds of all directors; and

(2) the provision of money by the Company for contributions to employee share schemes.

In the event of any violation against Article 32 of these Articles and preceding provisions of which causes losses to the Company, the responsible directors and senior management shall be liable for compensation.

Chapter 6 Share Certificates and Register of Shareholders

Article 35 The shares of the Company shall be in registered form. Article 147 of Company Law Guideline 19 on Articles

The domestic shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited. The H shares issued by the Company shall primarily be held in custody by Hong Kong Securities Clearing Company Limited, but may also be held by shareholders in their own names.

In addition to the information required by the Company Law, the share certificates of the Company shall also contain other information required by the stock exchange(s) on which its shares are listed.

Article 36 The share certificates in paper form shall be signed by the legal representative and affixed with the company seal or printed seal. Article 149 of Company Law

In the event of paperless issuance and trading of Company's shares, the separate provisions of the securities regulatory authorities and stock exchanges at the place where the Company's shares are listed shall prevail.

Article 37 The Company shall keep a register of shareholders according to the evidence provided by the share registrars, which shall contain the following particulars: Guideline 32 on Articles Article 102 of Company Law

(1) the name, address (domicile) of each shareholder;

(2) the class of shares and number of shares subscribed by each shareholder;

(3) if shares are issued in paper form, the serial numbers of the share certificate (if any);

(4) the date on which each shareholder acquired the shares.

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

A Hong Kong branch register of shareholders of the Company must be made available for inspection by shareholders, while the Company may close the register in accordance with applicable laws and regulations.

Article 38 Transfers may not be entered in the register of shareholders within twenty days prior to the date of a shareholders' meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends. If the relevant laws and administrative regulations or applicable regulations of relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed provide otherwise, such regulations shall prevail. Article 159 of Company Law

Article 39 When the Company intends to convene a shareholders' meeting, distribute dividends, liquidate and engage in other activities that require confirmation of the identity of a shareholder, the board of directors shall appoint a registration date of shareholdings, and shareholders whose names appear on the register of shareholders at the close of business of the share registration date shall be the shareholders entitled to the relevant rights and interests. Guideline 33 on Article

Article 40 Any person who objects to the register of shareholders and requests to have his name entered in or removed from the register of shareholders may apply to a court of competent jurisdiction for rectification of the register.

Article 41 Any shareholder who is registered in, or any person who requests to have his name entered in, the register of shareholders may, if his share certificate (that is his "original certificate") is lost, apply to the Company for a replacement share certificate in respect of such shares ("the Relevant Shares"). Article 164 of Company Law

If a holder of the domestic shares has his/her share certificate lost and applies for a replacement, it shall be dealt with in accordance with the provisions of the Company Law.

If a holder of overseas listed foreign shares has his share certificate lost and applies for a replacement, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas listed foreign shares is maintained.

Where a H shareholder has his/her share certificate lost, the issue of the replacement certificate to the holder of such shares shall comply with the following requirements:

(1) the applicant shall submit an application to the Company in prescribed form accompanied by a notarial act or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificates as well as declaring that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares.

(2) no statement has been received by the Company from a person other than the applicant for having his/her name registered as a holder of the relevant shares before the Company came to a decision to issue the replacement certificate.

(3) 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 in a period of 90 days.

(4) prior to the publication of its announcement of intention to issue a replacement certificate, the Company shall deliver to the stock exchange where the Company is listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such 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 shareholder a copy of the announcement to be published.

(5) If, upon expiration of the period of 90 days referred to in items (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to his/her application.

(6) Where the Company issues a replacement certificate under this Article, it shall forthwith cancel the original certificate and enter the cancellation and issue in the register of shareholders accordingly.

(7) All expenses relating to the cancellation of an original certificate and the issue of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.

Chapter 7 Rights and Obligations of Shareholders

Article 42 A shareholder of the Company shall be a person who holds shares of the Company and whose name is registered in the register of shareholders of the Company. Guideline 32 on Articles

A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. The holders of domestic shares and H shares are shareholders of different classes. Shareholders of each class are entitled to the same rights in respect of dividend or any other distributions.

Where a shareholder of the Company is a legal person, its right shall be exercised by its legal representative or proxies on his/her behalf.

The Company shall not exercise any power against any person who fails to disclose any of his/her direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.

Article 43 The ordinary shareholders of the Company shall enjoy the following rights: Guideline 34 on Articles

(1) to obtain dividends and other distributions in proportion to the shareholdings;

(2) to request, summon, hold, attend and speak at shareholders' meetings personally or appoint a proxy, and exercise their corresponding voting right according to the laws;

(3) to carry out supervisory management over business operations of the Company, and to present proposals or to raise enquires;

(4) to transfer, grant or pledge shares held by him/her in accordance with laws, regulations and provisions of these Articles;

(5) to review and copy materials that should be reviewed and copied in accordance with laws and administrative regulations; Article 110 of Company Law Article 57 of Company Law

(6) to participate in the distribution of the residual assets of the Company in proportion to the number of shares held in the event of termination or liquidation of the Company;

(7) to request the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the shareholders' meeting of the Company; and

(8) other rights conferred by laws, regulations, departmental rules and these Articles.

Article 44 In the event that any resolution of the shareholders' meeting or the board of directors violates any of the laws and regulations, the shareholders have the right to request the court to hold the relevant resolution as invalid.

Guideline 36 on Articles
Article 25 of Company Law
Article 26 of Company Law

In the event that convening procedures or voting methods of the shareholders' meeting or meetings of the board of directors violate any of the laws, regulations or these Articles, or if the contents of the resolution violate these Articles, the shareholders may request the court to cancel the resolution within sixty days from the date on which the resolution is adopted, unless the procedures or the voting form contains a minor defect without a substantial impact on the resolution.

A shareholder who has not been notified to attend the shareholders' meetings may request the People's Court to revoke such resolution within 60 days from the date on which the shareholder knows or should know that the resolution has been made; if the right of revocation is not exercised within one year from the date the resolution is made, the right of revocation shall be extinguished.

Article 27 of Company Law
Guideline 37 on Articles

Resolutions of the shareholders' meeting or the board of directors of a company shall not be established in any of the following circumstances:

(1) The resolution is adopted without holding a shareholders' meeting or a board meeting;

(2) A matter to be decided fails to be put to a vote at a shareholders' meeting and a board meeting;

(3) The number of attendees at a meeting, or the number of voting rights held, is less than the quorum or the number of voting rights held as specified by the "Company Law" or these Articles;

(4) The number of persons consenting to the resolution, or the number of voting rights held, is less than that specified by the "Company Law" or these Articles.

Article 45 If a People's Court declares invalid, revokes, or confirms the untenability of a resolution of the shareholders' meeting or board of directors of a company, the company shall apply to the company registration authority for revocation of the registration which has been made based on the resolution.

Article 28 of Company Law

Article 46 Where the Company incurs losses as a result of directors' and senior management members' (other than the members of the audit committee) violation of the laws, regulations or these Articles in the course of performing their duties with the Company, shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall be entitled to request in writing the audit committee to initiate proceedings in the court. Where the Company incurs losses as a result of the members of the audit committee' violation of any provision of laws, regulations or these Articles in the course of performing its duties with the Company, the aforementioned shareholders shall be entitled to make a request in writing to the board of directors to initiate proceedings in the court.

Guideline 38 on Articles
Article 189 of Company Law

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

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

Article 47 Shareholders may initiate proceedings in the court in the event that a director or a senior management member has violated the laws, regulations or these Articles, thereby infringing the interests of shareholders. Guideline 39 on Articles Article 190 of Company Law

Article 48 The ordinary shareholders of the Company shall assume the following obligations: Guideline 40 on Articles

(1) to abide by the laws, administrative regulations and these Articles;

(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(3) to be responsible for the Company to the extent of the shares they have subscribed for;

(4) not to withdraw their share capital unless required by the laws and regulations;

(5) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; Article 21 of Company Law Guideline 41 on Articles

Shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the laws.

Where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company. Article 23 of Company Law

(6) other obligations imposed by laws, regulations and these Articles.

Article 49 Shareholders holding 5% or more of the Company's shares carrying voting rights and who use the shares of the Company as pledge shall give written report to the Company on the date when such pledges are made.

Article 50 The controlling shareholder and the de facto controller of the Company shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated relevant provisions and caused damage to the Company, they shall be liable for such damages. Guideline 43 on Articles Article 22 of Company Law

The controlling shareholder and the de facto controller of the Company shall have fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling shareholder shall not take advantage of profit distribution, asset restructuring, foreign investment, possession of capital, lending and provision of guarantees to the detriment of the statutory interests of the Company and public shareholders and shall not make use of its controlling status against the interests of the Company and public shareholders.

Chapter 8 Shareholders' Meeting

Article 51 The shareholders' meeting is the organ of authority of a company, which exercises its functions and powers in accordance with laws.

Article 111 of Company Law
Guideline 46 on Articles

Article 52 The shareholders' meeting exercises the following functions and powers:

Guideline 46 on Articles
Article 112 of Company Law
Article 59 of Company Law
Article 115 of Company Law

(1) to elect or remove the directors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors;

(2) to consider and approve reports of the board of directors;

(3) to consider and approve proposals for profit distribution and for recovery of losses of the Company;

(4) to decide on increase and reduction of the registered capital of the Company;

(5) to decide on bond issuances of the Company;

(6) to decide on merger, division, dissolution and liquidation of the Company and changes in the form of the Company;

(7) to amend these Articles;

(8) to decide on the appointment and dismissal of accounting firms which provide audit services for annual financial statements of the Company;

(9) to consider and approve the guarantees as provided in Article 54;

(10) to consider and approve the acquisition or disposals of material assets of the Company within a year exceeding 30% of the latest audited total assets for the year;

(11) to consider and approve share option schemes;

(12) to consider and approve pledge of assets, investments and entrusted wealth management of assets exceeding 50% of the latest audited net assets of the Company and connected transaction with an amount exceeding 20% of latest audited net assets of the Company;

(13) to consider and approve the proposals submitted by shareholders severally or jointly holding 1% or more of the voting shares of the Company;

(14) to consider and approve other matters required to be resolved by the shareholders' meeting by the laws, regulations, departmental rules or these Articles.

Article 53 The Company shall not enter into any contract with any person other than the directors and senior management whereby such person undertakes the management and administration of the whole or any substantial part of the business of the Company except that the Company is in special circumstances such as crises, unless approval by way of special resolution is obtained in shareholders' meeting.

Guideline 85 on Articles

Article 54 The provision of guarantees for a third party by the Company in the following circumstances shall be subject to the approval of the shareholders' meeting.

Guideline 47 on Articles
Article 135 of Company Law

(1) any provision of guarantees where the total amount of external guarantees provided by the Company and its subsidiaries exceeds 50% of the latest audited net assets of the Company;

(2) any provision of guarantees where the total amount of external guarantees provided the Company exceeds 30% of the latest audited total assets of the Company;

(3) guarantee provided by the Company within one year with an amount exceeding 30% of the Company's latest audited total assets;

(4) provision of guarantees to anyone whose debt-to-asset ratio exceeds 70%;

(5) provision of a single guarantee with an amount exceeding 10% of the latest audited net assets;

(6) provision of guarantees to any shareholder, de facto controller and their affiliated parties.

Article 55 A shareholders' meeting shall either be an annual shareholders' meeting or an extraordinary shareholders' meeting. Shareholders' meetings shall be convened by the board of directors. Annual shareholders' meetings are held once every year within six months from the end of the preceding financial year.

Guideline 48 on Articles

The board of directors shall convene an extraordinary shareholders' meeting within two months of the occurrence of any one of the followings:

Guideline 49 on Articles
Article 113 of Company Law

(1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in these Articles;

(2) where the unrecovered losses of the Company amount to one-third of its total share capital;

(3) where shareholders who individually or jointly hold 10% (inclusive) or more of the outstanding voting shares of the Company request in writing for the convening of an extraordinary shareholders' meeting;

(4) whenever the board of directors deems necessary or the audit committee so requests; or

(5) other circumstances specified in laws, regulations, departmental regulations or these Articles.

Article 56 The location for holding a shareholders' meeting of the Company shall be the domicile of the Company or at the place specified in the notice of the shareholders' meeting. A venue shall be set aside for the convening of a physical shareholders' meeting. Guideline 50 on Articles

Provided that the legality and validity of the shareholders' meeting are ensured, the Company may also facilitate shareholders to attend shareholders' meetings by electronic means. The shareholders that have participated in the shareholders' meeting through access of any preceding means shall be deemed as having attended the meeting, they also have the right to speak and vote at shareholders' meetings. Article 24 of Company Law

Article 57 When the Company convenes an annual shareholders' meeting, it shall issue a written notice at least 20 clear business days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. When the Company convenes an extraordinary shareholders' meeting, notice of the extraordinary shareholders' meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting. Article 115 of Company Law Guideline 60 on Articles Section 14(2) of Appendix A1 to Main Board Listing Rules

Regarding the calculation of the aforesaid notice period, the date of such notice and the date of the meeting shall not be included.

Article 58 In a shareholders' meeting of the Company, the board of directors, audit committee, half or more independent directors and shareholders individually or collectively holding more than 1% of the total shares of the Company are entitled to propose proposals to the Company. Guideline 59 of Articles Article 115 of Company Law

Shareholders individually or collectively holding 1% or more of the shares of the Company may submit any extraordinary proposals in writing to the convener of the meeting within 10 days prior to the date of the shareholders' meeting. The convener shall issue supplemental notice of shareholders' meeting announcing the details of such extraordinary proposals within two days upon the receipt of the proposals, and submit the extraordinary proposals to the shareholders' meeting for consideration, unless the extraordinary proposals violate the provisions of the laws, administrative regulations and these Articles, or do not fall within the scope of the shareholders' meeting.

Save for provided above, the convener shall not amend the proposal stated in, or include any new proposals to, the notice of shareholders' meeting after the issue of the notice of shareholders' meeting.

The proposal shall carry specific subjects and matters to be resolved within the scope of authority of the shareholders' meeting and in compliance with the laws, regulations and these Articles. Guideline 58 on Articles Guideline 59 on Articles

Proposals which are not set out in the notice of shareholders' meeting or not complying with the preceding article of these Articles shall not be voted on or resolved at the shareholders' meeting.

Article 59 The notice of a shareholders' meeting shall meet the following criteria: Guideline 61 on Articles Article 115 of Company Law

(1) it shall be made in writing;

(2) it shall specify the venue, date and time of the meeting;

(3) it shall set out the matters to be considered at the meeting;

(4) it shall provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but not limited to) where a proposal is made to merge the Company with another, to repurchase shares, to restructure the share capital, or to reorganize the Company in any other way, the terms of the proposed transaction shall be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of the such proposal shall be properly explained;

(5) it shall disclose the nature and degree of the material interest of any director, the president and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such director, president and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained;

(6) it shall set out the full text of any special resolution to be proposed at the meeting;

(7) it shall contain a prominent written statement that a shareholder eligible for attending and voting is entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy need not be a shareholder; and

(8) it shall specify the delivery time and place of the authorization letter for proxy voting of the meeting.

Article 60 Where the elections of director will be discussed at the shareholders' meeting, the notices of the shareholders' meeting shall contain the details of the candidates of directors including the following particulars: Guideline 62 on Articles

(1) personal particulars such as education background, working experience and any part-time positions;

(2) whether there is any connected relationship with the Company or the controlling shareholders and de facto controller of the Company;

(3) their shareholding in the Company;

(4) whether there are any penalties or punishments imposed by the CSRC and other related authorities or stock exchanges.

Article 61 Subject to the applicable laws and regulations and the requirements of the Main Board Listing Rules, notice of a shareholders' meeting may be served on shareholders (whether or not entitled to vote at the shareholders' meeting) by way of an announcement published on the websites of the Company and the Hong Kong Stock Exchange; or, if so requested by the shareholders, by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares, notice of the shareholders' meeting may be issued by way of public notice. Article 86 of Securities Law

The announcement to domestic shareholders shall be published in a media that meets the conditions prescribed by the CSRC. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant shareholders' meeting.

For holders of H shares, subject to the compliance with the laws, regulations, Main Board Listing Rules and these Articles, the notice of a shareholders' meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the Hong Kong Stock Exchange.

Article 62 When the Company gives the notice of the shareholders' meeting in the manner as required by the relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and any resolution adopted at that meeting. Guideline 175 on Articles

Article 63 All shareholders whose names appear on the register of members as at the share registration date or their proxy shall be entitled to attend the shareholders' meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles. Guideline 65 on Articles

Any shareholder entitled to attend and vote at a shareholders' meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:

(1) have the same right as the shareholder to speak at the shareholders' meeting;

(2) have right to individually or jointly in demanding a poll; and

(3) have the right to vote on a poll.

If the shareholder is an authorized clearing house or its agent as defined in the Part 1 of Schedule 1 to the Securities and Futures Ordinance, such shareholder is entitled to appoint one or more persons as his proxy at any shareholders' meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The representatives or company representatives appointed shall be entitled with the same statutory rights as other shareholders, including the right to speak and vote. Opinions of HKSCC

Article 64 Shareholders shall appoint a proxy by written instrument which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so authorized. Such instrument shall state clearly the number of shares represented by the proxy, the matters, authority and period for which the proxy is to act or, in case that more than one proxy is appointed, the instruments shall state clearly the number of shares represented by each of the proxies. Guideline 67 on Articles Article 118 of Company Law

Article 65 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting 24 hours prior to the meeting at which the proxy is authorised to vote or 24 hours prior to the specified time for the voting. If the applicable regulations of relevant stock exchanges or regulatory authorities at location where the Company's shares are listed provide otherwise, such regulations shall prevail. Where the instrument is signed by another person authorised by the appointor, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. Guideline 68 on Articles Guideline 66 on Articles

Where the appointer is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' meeting as the representative of such legal person.

The Company has the right to request a proxy who attends the extraordinary shareholders' meeting on behalf of a shareholder to provide evidence of his/her identity.

If a shareholder which is a legal person appoints a proxy to attend a meeting on its behalf, the Company has the right to request such proxy to produce evidence of such shareholder's and his/her identity and the resolutions of such shareholder's board of directors or the power of attorney executed by other authority in respect of the appointment of the proxy.

Article 66 Any form issued to a shareholder by the board of directors for use by him/her for appointing a proxy shall allow the shareholder to freely instruct the proxy to cast vote in favour of or against or to abstain from voting for each resolution at the meeting. Such letter of authorization shall contain a statement that in the absence of instructions by the shareholder, his/her proxy may vote as he/she thinks fit. Guideline 67 on Articles

Article 67 Where the appointer has deceased, incapacitated to act, withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 68 The chairman of the meeting shall announce the number of shareholders and proxies at the meeting and the total number of voting shares held by them before voting. The record of the meeting which states the number of shareholders and proxies at the meeting and the total number of voting shares held by them shall prevail. Guideline 76 on Articles

Article 69 The resolutions of the shareholders' meeting shall be classified as ordinary resolutions and special resolutions. Guideline 80 on Articles Article 116 of Company Law

Ordinary resolutions put forward in the shareholders' meeting shall be adopted by more than half of shareholders (including their proxies) with voting rights attending the meeting.

Special resolutions put forward in the shareholders' meeting shall be adopted by more than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.

Article 70 A shareholder (including proxy), when voting at a shareholders' meeting, may exercise voting rights in accordance with the number of shares carrying the right to vote. Each share shall have one vote. The shares of the Company held by itself shall have no voting rights, and shall be excluded from the total number of voting votes at shareholders' meeting. Guideline 83 on Articles

When a connected transaction is being considered at a shareholders' meeting, the connected shareholders shall abstain from voting and the number of voting shares represented by them shall be excluded from the total number of effective votes according to the listing rules of the stock exchange(s) on which the shares of the Company are listed. Guideline 84 on Articles

Where any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution according the applicable laws and regulations and the listing rules of the stock exchange(s) on which the shares of the Company are listed, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. Paragraph 14 of Appendix A1 to Main Board Listing Rules

Article 71 Unless otherwise stipulated by the applicable securities listing rules or other securities laws and regulations, voting at a shareholder's meeting shall be taken by registered vote. Guideline 90 on Articles

Article 72 The following resolutions shall be adopted as ordinary resolutions at a shareholders' meeting: Guideline 81 on Articles Article 116 of Company Law

(1) working reports of the board of directors;

(2) profit distribution proposals and plans for making up losses formulated by the board of directors;

(3) election and dismissal of directors who are non-employee representatives, and their remuneration and payment method;

(4) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are listed or these Articles.

Article 73 The following resolutions shall be adopted as special resolutions at a shareholders' meeting: Guideline 82 on Articles Article 116 of Company Law

(1) increase or reduction of share capital, repurchase of the Company's shares and issuance of shares of any class, warrants and other similar securities of the Company;

(2) issuance of debentures of the Company;

(3) division, merger, dissolution, liquidation and changes to the form of the Company;

(4) amendments to these Articles;

(5) acquisition or disposal of major assets or provision of guarantee with the amount exceeding 30% of the Company's latest audited total assets within a year;

(6) share option scheme;

(7) other matters stipulated by laws, administrative regulations or these articles, or approved by ordinary resolutions of the shareholders' meeting believing that they could materially affect the Company and need to be approved by special resolutions.

Article 74 An extraordinary shareholders' meeting may be convened upon the proposal of more than half of the independent directors submitted to the board of directors. The board of directors shall, in accordance with the laws, regulations and these Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting within 10 days upon receipt of such proposal. Guideline 52 on Articles

If the board of directors agrees to convene an extraordinary shareholders' meeting, a notice of shareholders' meeting shall be issued within 5 days after adopting the relevant resolution by the board of directors. If the board of directors does not agree to convene an extraordinary shareholders' meeting, reasons for such disagreement shall be given.

Article 75 When shareholders or the audit committee request for the convening of an extraordinary shareholders' meeting or any class meeting, the following procedures shall be followed: Guideline 53 on Articles Guideline 54 on Articles

(1) Shareholder(s) who individually or jointly hold 10% or more of the shares carrying the right to vote at the meeting or the audit committee can request the board of directors to convene an extraordinary shareholders' meeting or class meeting by signing one or several copies of written request(s) in the same form and content, and stating the motions proposed. The amount of shares referred to above shall be calculated as at the date of making the request. The board of directors shall furnish a written reply stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting or a class meeting within 10 days after receiving such proposal. Article 114 of Company Law

(2) In the event that the board of directors agrees to convene an extraordinary shareholders' meeting or a class meeting, the notice of the shareholders' meeting or a class meeting shall be issued within five days after the passing of the relevant resolution of the board of directors. Any change to the original proposal made in the notice requires prior approval of the original proposer concerned.

(3) If the board of directors disagrees with the audit committee's proposal to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene such meetings. In this case, the audit committee may convene and preside over the meeting itself. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors.

(4) If the board of directors disagrees with the request of shareholders to convene an extraordinary shareholders' meeting or a class meeting, or fails to provide feedback within 10 days of receiving the request, the relevant shareholders shall have the right to propose in writing to the audit committee to convene an extraordinary shareholders' meeting or a class meeting.

(5) If the audit committee agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue a notice of the meeting within 5 days of receiving the request. Any changes to the original request in the notice must be approved by the original proposer.

(6) If the audit committee fails to issue a notice of the shareholders' meeting or a class meeting within the prescribed period, it shall be deemed that the audit committee is not convening or presiding over the shareholders' meeting or class meeting. In such a case, shareholders who individually or collectively hold more than 10% of the Company's voting shares for more than 90 consecutive days may convene and preside over the meeting themselves. The procedures for convening the meeting should, as far as possible, be the same as those for meetings convened by the board of directors.

All reasonable expenses incurred for such meeting convened by the shareholders or the audit committee as a result of the failure of the board of directors to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors. Guideline 57 on Articles

Article 76 If a shareholders' meeting requires directors and senior management to be present, they shall be present at the meeting and answer questions from shareholders. Guideline 71 on Articles

Article 77 The chairman of the board of directors shall preside over the shareholders' meetings convened by the board of directors. When the chairman of the board of directors is unable to or fails to perform duties, one director shall be elected by the affirmative votes of more than half to preside over the meeting. In the event that fails to elect a director by the affirmative votes of more than half to preside over the meeting, one shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall be the chairman. Guideline 72 on Articles Article 114 of Company Law

The chairman of the audit committee shall preside over the shareholders' meetings convened by the audit committee at its sole discretion. In the event that the chairman of the audit committee is unable to or fails to fulfill the required obligations, the meeting may be presided over by more than half of the members of audit committee may jointly elect a member of audit committee to preside over the meeting as the chairman.

For the shareholders' meetings convened by shareholders, the conveners shall nominate a representative to preside over the meeting.

In the event that the chairman of the meeting violates the rules of procedures that results in the shareholders' meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the shareholders' meeting and the meeting shall continue. If, for any reason, the shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall be the chairman.

Article 78 The rules of procedures of shareholders' meetings shall be formulated by the board of directors and approved by the shareholders' meeting. Guideline 73 on Articles

Article 79 The chairman of the meeting shall announce the vote and the result of each proposal and the decision on whether a resolution of the shareholders' meeting is passed according to the voting results. Guideline 92 on Articles

Article 80 The list of candidates for non-employee representative directors shall be submitted to the shareholders' meeting for voting in form of a resolution. Guideline 86 on Articles

Article 81 The approach and procedures for nomination of candidates for non-employee representative directors are as follow:

(1) Shareholder(s) individually or jointly holding more than 1% of the total issued and outstanding voting shares of the Company may propose in writing to the shareholders' meeting for the nomination of candidates for non-employee representative directors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 10 business days before the date of the shareholders' meeting. Rules 13.70, 13.73 of Main Board Listing Rules Article 115 of Company Law

(2) The list of candidates for non-employee representative directors shall be proposed by the board of directors for the consideration of the board of directors, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for non-employee representative directors shall be submitted to the shareholders' meeting by way of a written proposal after being considered and adopted by the board of directors.

(3) The written notices for the intention to nominate a candidate for non-employee representative director and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than 10 business days prior to the date of the shareholders' meeting. The board of directors shall provide shareholders with the biographical details and basic information of the candidates for non-employee representative directors.

(4) Voting for the election of each candidate for a non-employee representative director shall be carried out separately at the shareholders' meeting.

(5) Where there is a need to fill the casual vacancy of non-employee representative director, the board of directors shall submit a proposal to the shareholders' meeting for the election or change of a director.

Article 82 The shareholders' meeting shall vote on all resolutions individually. If there are various resolutions for a single matter, they shall be voted in the chronological order of the proposals being proposed. Except under special circumstance such as force majeure leading to the suspension of or inability to adopt resolutions at a shareholders' meeting, no resolution shall be set aside or left undecided at the shareholders' meeting. Guideline 87 on Articles

Article 83 When a resolution motion is being considered at the shareholders' meeting, no change shall be made to the resolution, or the relevant change shall otherwise be deemed as a new resolution which may not be voted at such shareholders' meeting. Guideline 88 on Articles

Article 84 The voting right of the same shares shall be exercised only either by on-site voting, electronic voting or other means of voting. In case of multiple voting by the same shares, only the first vote will be deemed as valid. Guideline 89 on Articles

Article 85 Before a resolution is voted on at a shareholders' meeting, two representatives of the shareholders shall be elected as vote counters and scrutinisers. Any shareholder who is interested in the matter to be considered shall not participate in vote counting or scrutinising. Guideline 91 on Articles

When the shareholders are voting on the resolutions, auditors, H-Share registrar or external accountants qualified to service as auditors shall be the scrutinisers. Rule 13.39 (5) of Main Board Listing Rules

The shareholders or their proxies voting through electronic or other means have the right to check their voting results through relevant voting systems.

Article 86 Shareholders present at the shareholders' meeting shall express their opinions on the resolutions put forward for voting in one of the following options: for, against, or abstain. Guideline 93 on Articles

Ballot papers that are left in blank, unduly completed or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as "Abstain".

Article 87 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the chairman of the meeting shall have the votes counted immediately. Guideline 94 on Articles

Article 88 In the event that the votes are counted at the shareholders' meeting, the counting results shall be recorded in the minutes of the meeting.

Minutes shall be kept of the decisions on the matters considered at the shareholders' meeting. The minutes of the meeting shall be signed by the directors, the secretary to the board of directors, the conveners or their proxies and the presider of the meeting in attendance or present at the meeting. The minutes of the meeting together with the attendance book for shareholders' signing and the proxy forms for proxies attending the meeting as well as valid information relating to the voting by electronic means or by other means shall be kept at the domicile of the Company and shall not be destroyed in 10 years.

Guideline 78 on Articles Article 119 of Company Law

Article 89 Where a resolution for the election of directors is adopted at the shareholders' meeting, the term of office of the newly-elected directors shall commence at the time when such resolution is approved at the shareholders' meeting.

Guideline 97 on Articles

Article 90 Where a resolution regarding distribution of cash dividends, bonus issue or conversion of capital common reserve into capital is adopted at the shareholders' meeting, such proposals shall be implemented by the Company within 3 months after the close of the shareholders' meeting.

Guideline 98 on Articles Article 212 of Company Law

Chapter 9 Special Procedures for Voting by Class Shareholders

Article 91 Shareholders holding different classes of shares shall be class shareholders.

Class shareholders shall be entitled to the rights and assume obligations pursuant to the provisions of laws, administrative regulations and these Articles.

Where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares.

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

Article 92 Any variation or abrogation of the rights of any class shareholders proposed by the Company may only come into effect upon the adoption of a special resolution at a shareholders' meeting and approval by the affected class shareholders at a separate shareholders' meeting convened in accordance with Articles 94 to 98.

Article 93 The following circumstances shall be deemed to be a variation or abrogation of the rights of a certain class shareholders:

(1) an increase or decrease in the number of shares of such class, or an increase or decrease in the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class;

(2) an exchange of all or part of the shares of such class into those of another class or a grant of a right to exchange all or part of the shares of another class into the shares of such class;

(3) the removal or reduction of rights to accrued dividends or rights to cumulative dividends attached to shares of such class;

(4) the reduction or removal of a dividend preference or a liquidation preference attached to shares of such class;

(5) the addition, removal or reduction of conversion privileges, options, voting rights or transfer or pre-emptive rights attached to shares of such class, or rights to obtain securities of the Company;

(6) the removal or reduction of rights attached to shares of such class to receive payments payable by the Company in particular currencies;

(7) the creation of a new class of shares having voting or distribution rights or privileges equal or superior to those of the shares of such class;

(8) the restriction of the transfer or ownership of the shares of such class or any addition to such restriction;

(9) the issuance of rights to subscribe for, or convert into, shares of the Company of such class or another class;

(10) to increase the rights or privileges of shares of other classes;

(11) the restructuring of the Company where the proposed restructuring will result in different classes of Shareholders bearing different degrees of responsibility in respect of liability; and

(12) the variation or abrogation of the provisions in these Articles.

Article 94 Shareholders of the affected class, whether or not having the right to vote at shareholders' meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 93, but interested shareholder(s) shall not be entitled to vote at class meetings.

The interested shareholders referred to in the preceding paragraph have the following meanings:

(1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with laws and administrative regulations, "interested shareholder" shall refer to the controlling shareholder as defined in these Articles;

(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of these Articles, laws and administrative regulations, "interested shareholder" shall refer to the shareholder to which the proposed agreement relates;

(3) In the case of a restructuring of the Company, "interested shareholder" shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.

Article 95 A resolution of a class meeting shall only be passed in accordance with Article 94 by shareholders present at the class meeting who represent more than two-thirds of voting rights.

Section 15 of Appendix A1 to Main Board Listing Rules

The quorum for a class meeting (other than an adjournment) where any variation or abrogation of the rights of the relevant class shareholders is proposed shall at least be one third of the total issued shares of such class.

Article 96 When a class meeting is convened by the Company, written notices of a class meeting convened by the Company shall be dispatched in accordance with the notice period in relation to the convening of a shareholders' meeting under these Articles to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting.

Regarding the calculation of the aforesaid notice period, the date of such notice and the date of the meeting shall not be included.

Article 97 Notice of class meetings needs only be served on shareholders entitled to vote thereat.

Meetings of any class of Shareholders shall be conducted in a similar way as closely as possible to the provisions for shareholders' meetings of shareholders set out in these Articles. The provisions of these Articles relating to the holding of any meeting of shareholders shall apply to any class meeting.

Article 98 In addition to holders of other class shares, holders of domestic shares and overseas listed foreign shares are deemed to be shareholders of different classes.

The special procedures for voting by class shareholders shall not apply in the following circumstances:

(1) where the Company issues, upon approval by a special resolution of its shareholders in shareholders' meeting, domestic shares and overseas listed foreign shares once every twelve months, either separately or concurrently, and the respective numbers of domestic shares and overseas listed foreign shares proposed to be issued do not exceed 20% of the respective numbers of the issued domestic shares and overseas listed foreign shares; or

(2) where the whole or part of shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges, subject to the filing with CSRC.

Chapter 10 Company Party Committee

Article 99 In accordance with the regulations of the Party Constitution and the Working Regulations of the Communist Party of China on the Grassroots Organization of State-owned Enterprises (Trial), as approved by party organizations of the higher level, the Company Party Committee is established. At the same time, in accordance with relevant regulations, the Company Discipline Inspection Committee is established.

The Company Party Committee is elected by the party member congress or the party member representative congress, and each term of office is five years in general. Regular reelection shall be conducted upon the expiration of the term of office. Each term of office of the Company Discipline Inspection Committee shall be the same as the Company Party Committee.

The leading group of the Company Party Committee comprises five to nine members in general, consisting of one secretary to the Company Party Committee, and one to two deputy secretary(ies) to the Company Party Committee. The offices of the chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work. Eligible members of the Company Party Committee can join the board of directors and the management through legal procedures. Eligible members of the board of directors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures.

Article 100 The Company Party Committee shall play the leading role by providing direction, managing the overall situation and ensuring implementation. It shall discuss and decide on significant matters of the Company in accordance with regulations and its primary responsibilities are as follows:

(1) It shall strengthen the political development of the party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path.

(2) It shall thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the party's theory, thoroughly implement the party's route, principles and policies as well as supervise and guarantee the implementation of significant decisions and arrangements of the Party Central Committee as well as the resolutions of the party organization of the higher level in the Company.

(3) It shall research and discuss significant operation and management matters of the Company and support the board of directors, the audit committee and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress.

(4) It shall strengthen leadership and oversight over the selection and appointment of personnel within the Company, focus on the construction of the Company's leadership team, cadre team, and talent team, adhere to the integration of the principle of cadre management by the party with election of managers by the board of directors and exercise of the right to employ personnel by managers in accordance with the law. The Company Party Committee shall recommend the nominated candidates to the board of directors and the general manager, or consider the candidates nominated by the board of directors or the general manager and raise opinions and advice. The Company Party Committee and the board of directors shall assess proposed candidates and raise opinions and advice after collective discussion.

(5) It shall assume the entity responsibility of the Company to fully strengthen party self-discipline, support and supervise discipline inspection institutions to fulfil their supervisory responsibilities, strengthen the construction of the culture of integrity in the new era and incorporate the culture of integrity into corporate governance, and promote the responsibilities of the party governance and administration into the grassroots level.

(6) It shall strengthen the building of grassroot party organizations and teams of party members, unite and lead employees to devote themselves into the reform and development of the Company, research and discuss the stability of reform and development, significant operation and management matters and significant issues involving vital interests of employees of the Company, and raise opinions and advice.

(7) It shall direct the ideological and political work, united front work, construction of spirituality, construction of corporate culture, and mass organizations including the labor union, communist youth league and women's organization in the Company.

(8) It shall discuss and decide other important matters within the purview of the Company Party Committee.

Chapter 11 Board of Directors

Section 1 Directors

Article 101 The Company shall have a board of directors. The board of directors consists of 15 directors, including one chairman**,** five independent directors and one employee representative director.

Guideline 109 on Articles
Rule 3.10A of Main Board Listing Rules
Article 120 of Company Law

Article 102 Non-employee representative directors shall be elected at the shareholders' meeting, and employee representative directors shall be elected by the Company's employees through democratic procedures such as the employee representative congress, employee general meeting, or other forms. A term of office of directors of the Company is 3 years each. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election.

Guideline 100 on Articles

The chairman of the board of directors shall be elected and removed by more than one-half of all directors. The term of office of the chairman shall be 3 years, renewable upon re-election.

Guideline 109 on Articles
Article 120 of Company Law
Article 70 of Company Law

Directors are not required to hold shares of the Company.

Article 103 The approach and procedures for nomination of non-employee representative directors shall be implemented in accordance with the relevant requirements under Article 81 of these Articles.

Rules 13.70, 13.73 of Main Board Listing Rules

Article 104 A director may resign before the expiry of his/her term of office.

Guideline 104 on Articles

If a director's term of office expires without a timely re-election, or if a director resigns during their term resulting in the number of directors falling below the quorum, the said director shall continue to perform the duties in accordance with laws, administrative regulations, and these Articles until a newly elected director assumes office.

Guideline 100 on Articles

A director who resigns shall submit a written notice to the Company, and the resignation shall become effective on the date the Company receives the notice. However, in the circumstances described in the preceding article, the director shall continue to perform his/her duties.

Article 120 of Company Law
Article 70 of Company Law

Article 105 A director shall complete handover procedures with the board of directors upon his/her resignation becomes effective or expiration of term of office. The fiduciary duties of a director to the Company and the shareholders do not necessarily cease upon termination of his/her term of office. The duty of confidence of a director in relation to trade secrets of the Company survives the termination of his/her tenure until such secrets become available to the public.

Guideline 105 on Articles

Article 106 No director shall represent the Company or the board of directors unless duly authorized by these Articles or the board of directors. When acting on his/her own behalf, insofar as a third party would reasonably believe that such director is acting on behalf of the Company or the board of directors, the director shall state his/her position and identity in advance.

Guideline 107 on Articles

Article 107 Any director who performs his/her duties in violation of laws, regulations or these Articles and causes damages to the Company shall be liable for compensation of such damages.

Guideline 108 on Articles

Article 108 Any director who has withdrawn from his/her office without authorization prior to the expiration of his/her term of office and causes damages to the Company shall be liable for compensation of such damages.

Article (3) of Section 4 of Appendix A1 to Main Board Listing Rules

Subject to applicable laws and regulations, the shareholders' meeting may remove any director by ordinary resolution before the expiration of his/her term of office without prejudice to any claim for damages by such director pursuant to any contract.

Section 2 Board of Directors

Article 109 The board of directors shall exercise the following powers:

Guideline 110 on Articles

(1) to convene and report its work to the shareholders' meetings;

Article 120 of Company Law

(2) to implement resolutions of the shareholders' meeting;

Article 67 of Company Law

(3) to decide on the business policies, business plans, investment plans and investment projects of the Company;

(4) to consider and approve the plans for annual financial budgets and final accounts of the Company;

(5) to formulate the plans for profit distribution and making up losses of the Company;

(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;

(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;

(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the shareholders' meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;

(9) to decide on the establishment of the internal management organization of the Company;

(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president, financial officer and general counsel, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;

(11) to formulate the basic management system of the Company;

(12) to prepare plans for amending these Articles;

(13) to manage information disclosure matters of the Company;

(14) to propose to the shareholders' meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;

(15) to receive the work reports of the president of the Company and to review the work of the president;

(16) to decide the establishment of special committees and their compositions;

(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at shareholders' meetings and these Articles.

Resolutions relating to the above, with the exception of these Articles otherwise provided and items (6), (7) and (12) above which shall be approved by more than two-thirds of the directors, shall be approved by more than half of all directors.

Before making resolutions relating to significant matters of the Company, the board of directors shall hear the opinions of the Company Party Committee in advance.

Article 110 The board of directors shall also be responsible for the followings: Appendix C1 A.2.1 to Main Board Listing Rules

(1) to implement, review and improve the corporate governance system and condition of the Company;

(2) to review and supervise the training and continuing professional development of directors and senior management;

(3) to review and supervise the compliance of the Company's policies with laws and relevant regulations of the securities regulatory authority where the shares are listed and to make the relevant disclosure;

(4) to formulate, review and supervise the code of conduct and relevant compliance manual of employees and directors.

The board of directors shall be responsible for the aforementioned corporate governance functions. It may also delegate the duties to one or more of its special committees.

Article 111 The board of directors shall explain to the shareholders' meeting when a registered accounting firm issues an audit report with qualified opinions regarding the financial report of the Company. Guideline 111 on Articles

Article 112 The board of directors shall formulate the rules of procedures of board meetings to ensure the implementation of the resolutions of the shareholders' meeting, its work efficiently and decision making in scientific manner. The rules of procedures shall be formulated by the board of directors and approved by the shareholders' meeting. Guideline 112 on Articles

Article 113 Subject to the provisions of Articles 52 and 109, the following issues shall be considered and approved by the board of directors: Guideline 113 on Articles

(1) any pledge of assets, external investment and entrusted wealth management with a transaction amount being less than 50% of the latest audited net assets of the Company;

(2) external guarantees other than those required to be approved by the shareholders' meeting as provided in Article 54;

(3) any connected transaction with a transaction amount being less than 20% of the latest audited net assets of the Company, except that related party transactions that are fully exempted in accordance with the relevant provisions of the Main Board Listing Rules do not need to be considered and approved by the board of directors;

(4) acquisition and disposal of significant assets of the Company within a year accounting for less than 30% of the latest audited total assets of the Company.

Article 114 In cases where the expected value of fixed assets proposed for disposal by the board of directors, when aggregated with value of fixed assets disposed within four months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet reviewed by the shareholders' meetings, the board of directors shall not dispose or consent to dispose such fixed assets without prior approval by the shareholders' meeting.

Fixed assets disposal referred to in this Article represents (among other things) transferring certain interests in assets, but not including provision of guarantees by way of fixed assets.

The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.

Article 115 The chairman of the board of directors shall exercise the following powers: Guideline 114 on Articles

(1) to preside over shareholders' meetings and convene and preside over meetings of the board of directors;

(2) to supervise and check on the implementation of the resolutions of the shareholders' meetings and the board of directors;

(3) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;

(4) to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting;

(5) to sign the share certificates issued by the Company;

(6) to organise the formulation of relevant systems and to coordinate the operation of the board of directors;

(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and shareholders' meetings after exercising such powers;

(8) to receive the work reports of the president, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;

(9) the board of directors authorises the chairman of the board of directors to decide on the following issues:

1. any pledge of assets and investments with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company;

2. any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company;

3. any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets;

4. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;

5. acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company.

(10) to approve resolutions or matters proposed by the president except those required to be approved by the board of directors or shareholders' meeting;

(11) to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors.

In respect of the functions and powers of the chairman authorized by the board of directors set out in clause (9) of this Article (except (i) matters related to annual operation plan or annual investment plan approved by the board of directors or (ii) matters related to the daily operation of the Company or matters set out in items 3 and 4 of clause (9)), the chairman of the board of directors shall submit the resolutions for the consideration of the relevant special committee of the board of directors in accordance with these Articles and relevant procedure of special committee of the board of directors and shall make decision based on the audit opinion of such special committee of the board of directors.

Chairman of the board of directors shall submit to the board of directors a report on the matters within the scope of authorisation delegated by the board of directors in a proper way.

Article 116 Should the chairman of the board of directors is unable or fails to exercise his duties or powers, a director elected by more than a half of the directors shall exercise such duties or powers.

Guideline 115 on Articles Article 122 of Company Law

Article 117 Meetings of the board of directors shall be held regularly at least four times in each year and shall be convened by the chairman of the board of directors.

Guidelines 116 and 117 on Articles Article 123 of Company Law Appendix C1 C.5.1 to Main Board Listing Rules

An extraordinary board meeting may be convened upon the proposal of chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights of the Company, more than one third of the directors, more than a half of the independent directors, president, the audit committee, or the Company Party Committee. Chairman of the board of directors shall convene and chair the board meeting within 10 days after receiving such proposal.

Article 118 The notice of board meeting shall be served to all directors and president by means of facsimile or email fourteen days before the date of the meeting (for regular meeting) or by means of written notice five days before the date of the meeting (for extraordinary meeting). In case of emergency, such notice may be waived from the time and content requirement for the notice of an extraordinary board meeting set out in these Articles, provided that an explanation shall be made at the meeting by the convener. In avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2) and (4) of Article 119 and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.

Article 123 of Company Law
Guideline 118 on Articles
Guideline 116 on Articles
Appendix C1 to Main Board Listing Rules

Article 119 The notice of a board meeting shall include the following:

Guideline 119 on Articles

(1) date and place of the meeting;

(2) duration of the meeting;

(3) reasons of the meeting and proposals to be considered;

(4) date of the notice;

(5) the form of the meeting.

Article 120 Quorum of a board meeting shall be more than half of all directors.

Guideline 120 on Articles
Article 124 of Company Law

Each director shall have one vote. Unless otherwise provided in these Articles, resolutions adopted at the board meeting shall be approved by more than half of all directors.

Article 121 When a director and the enterprises or individual involved in the resolutions of the board meeting have connected relations, such director shall promptly report in writing to the board of directors. The director with the connected relations shall not exercise his/her voting rights on such proposal nor can he/she exercise any voting rights on behalf of others directors. The meeting may be held if it is quorated by more than half of the unconnected directors. The resolutions of the board meeting shall be passed by more than half of unconnected directors. If the number of unconnected directors attending the board meeting is less than three, such matter shall be put forward to the shareholders' meeting for consideration.

Guideline 121 on Articles
Article 139 of Company Law
Article 185 of Company Law

Article 122 Resolutions of the board meetings shall be voted by poll. The board meeting may be convened and voted on-site or through electronic communication. If necessary, under the premise of safeguarding full expression of opinions of the directors, the extraordinary board meeting may also be held by way of written resolutions upon the consent of the convener.

Guideline 122 on Articles
Article 24 of Company Law

If a substantial shareholder or a Director is deemed to have material conflict of interests in the matter to be considered by the board of directors, the matter shall be dealt with in a board meeting rather than by a written resolution. Only the independent Directors who and whose associates have no material interest in the transaction shall be present at that board meeting.

Appendix C1 C.5.7 to Main Board Listing Rules

Article 123 Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the agent's name, the matters to be represented, the scope of authorization and the validity period, and shall be signed or sealed by the principal. Directors participating in the board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person. Guideline 123 on Articles

The appointed director attending the meeting shall exercise the rights of a director within the scope of authorization. If a director does not attend a meeting of the board of directors in person, and does not authorize any representatives to attend the meeting, he/she shall be deemed to have waived the voting right in the meeting.

Article 124 The board of directors shall keep minutes of resolutions on matters discussed at meetings. The minutes shall be signed by the directors and the recorder present at the meeting. Custody period of minutes shall be ten years. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, regulations, these Articles or the resolution of the shareholders' meeting and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection is recorded in the minutes of the meeting, such director may be released from such liability. Guideline 124 on Articles Article 125 of Company Law

Article 125 The minutes of the board of directors shall consist of the following: Guideline 125 on Articles

(1) the date and venue for the convention of meeting and name of person summoning the meeting;

(2) the names of the directors present and name of a director (the agent) being appointed to attend on the other's behalf;

(3) the agenda;

(4) the main point of director's speech;

(5) the voting result of each agenda and the result (the result shall state the number of votes for and against).

Article 126 The board of directors of the Company has established the audit committee to exercise the functions and powers of the board of supervisors stipulated in the Company Law and the regulatory rules for the place where the Company's shares are listed. In addition to the establishment of the audit committee, the board of directors may establish relevant special committees such as the strategy and sustainability committee, remuneration committee and nomination committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors may also establish other special committees and adjust existing special committees as needed. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and authorities and procedures of meetings of such special committees in accordance with laws, administrative regulations, and regulatory rules for the place where the Company's shares are listed.

Section 3 Independent Directors

Article 127 The Company has established a system of independent directors. Independent directors refer to directors who do not take up any position in the Company other than serving as directors and do not have any connection with the Company and its substantial shareholders (for the purpose of this section only, substantial shareholders refer to shareholders who individually or jointly hold more than 5% of total voting shares of the Company) that is likely to affect their independent and objective judgment in compliance with the independent requirements of the listing rules of the place where the shares of the Company are listed.

Guideline 127 on Articles Appendix C1 to Main Board Listing Rules

Independent directors shall be appointed for a term of 3 years, which is renewable upon re-election. The term of office upon reelection shall be determined in accordance with relevant laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed.

Article 128 Independent directors shall meet the following basic requirements:

Guideline 128 on Articles

(1) possessing the qualifications as a director of a listed company according to the laws, regulations, the listing rules of the stock exchange on which the shares of the Company are listed and other related regulations;

(2) having the independency as stipulated in the listing rules of the stock exchange on which the shares of the Company are listed;

(3) having the basic knowledge in respect of the operations of listed companies, and familiarizing with the relevant laws, regulations, rules and regulations;

(4) possessing more than 5 years' working experience in practising law, economics or the other experiences necessary for discharging the duties as an independent director;

(5) other requirements as specified by these Articles.

Article 129 Where an independent director is dismissed from office prior to the expiry of his/her term of office, the Company shall disclose the matter as special disclosure.

If an independent director fails to attend in person the board meetings for three consecutive times, the board of directors may propose the dismissal of such director at a shareholders' meeting.

Article 130 As regard to the regulations on independent directors, if not provided in this section, the provisions of relevant laws, regulations, rules and listing rules of the stock exchange on which the shares of the Company are listed shall apply.

Chapter 12 Secretary to the Board of the Company

Article 131 The Company shall have one secretary of the board of directors. The secretary to the board of directors shall be a senior officer of the Company and accountable to the Company and the board of directors. Guideline 149 on Articles Article 265 of Company Law

Article 132 The secretary to the board of directors of the Company shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her primary responsibilities are as follows: Guideline 149 on Articles Article 138 of Company Law

(1) to prepare and deliver reports and documents issued by the board of directors and shareholders' meetings as required by competent authorities;

(2) to organize board meetings and shareholders' meetings, be responsible for recording of the meetings and keep meeting documents and records;

(3) to handle information disclosure of the Company;

(4) to ensure that individuals who are entitled to obtain relevant records and documents may access to them in time;

(5) other duties as provided in these Articles.

Article 133 A director or senior management of the Company may also act as the secretary to the board of directors of the Company. Any accountant from accountancy firm or lawyer from law firm which has been appointed by the Company shall not act as the secretary to the board of directors

The secretary to the board of directors shall be nominated by the chairman of the board of directors and appointed or dismissed by the board of directors. Where the office of secretary is held concurrently by a director, and an act is required to be done by a director and a secretary separately, the person who holds the office of director and secretary shall not perform the act in a dual capacity.

Chapter 13 President and Other Senior Management of the Company

Article 134 The Company shall have one president, several vice presidents, one chief financial officer and one general counsel, all of whom shall be appointed by a majority vote of all directors. Guideline 140 on Articles Article 126 of Company Law

The president, vice presidents, secretary to the board of directors, chief financial officer and general counsel of the Company are senior management. The president and secretary to the board of directors shall be nominated by the chairman of the board of directors while vice presidents, chief financial officer and general counsel shall be nominated by the president.

Article 135 The president shall be appointed for a term of 3 years, which is renewable upon reelection. Guideline 143 on Articles

Article 136 The president shall be accountable to the board of directors and shall perform the following duties: Guideline 144 on Articles

(1) to be in charge of the production, operation and management of the Company and report to the board of directors;

(2) to organize the implementation of resolutions of the board of directors, and annual business plans and investment plans of the Company;

(3) to draft the plan for establishment of the internal management structure of the Company;

(4) to draft the general management system of the Company;

(5) to formulate the detailed rules and regulations of the Company;

(6) to propose to the board of directors the appointment or dismissal of the vice presidents, chief financial officer and general counsel of the Company;

(7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;

(8) to decide the following matters according to the authorization of the board of directors:

i. pledge of assets with the amount of less than 1% of the latest audited net assets of the Company;

ii. investments with the amount of less than 1% of the latest audited net assets as part of the annual investment plan of the Company; for investments with the amount of less than 1% of the latest audited net assets but not included in the annual investment plan of the Company, the president shall submit the resolutions for consideration of the strategy and sustainability committee of the board of directors in accordance with the Articles of Association and the rules of procedures of the strategy and sustainability committee of the board of directors, and make decision based on the audit opinion of the strategy and sustainability committee of the board of directors;

iii. bank loans with the amount of less than 10% of the latest audited net assets within the credit limit approved by the board of directors;

iv. donations with the amount of less than RMB1 million each and RMB3 million in aggregate in a year and less than RMB1 million to a single recipient in a year;

v. acquisition and sales of material assets of less than RMB50 million in a year.

(9) other duties conferred by these Articles or the board of directors.

When performing duties within the scope of authorization by the board of directors as set out in item (8) above, any decisions by the president shall be approved by the president's office and reported to the board of directors.

Article 137 The president shall sit in at board meetings. The president who is not a director shall have no voting right at board meetings. Guideline 144 on Articles Article 126 of Company Law

Article 138 The president shall formulate rules for his/her work which shall be implemented upon approval of the board of directors. Guideline 145 on Articles Guideline 146 on Articles

The working rules of the president shall include the following:

(1) conditions and procedures for the convention and participants of president meetings;

(2) specific duties and work allocation of the president, vice presidents and chief financial officer;

(3) scope of authorization regarding the use of funds and assets of the Company and the entering of material contracts, and the system for reporting to the board of directors;

(4) other matters which the board of directors considers necessary.

Article 139 The president shall comply with laws, regulations and these Articles when performing his/her duties and act honestly and diligently. Guideline 141 on Articles

Article 140 The president may resign prior to the expiry of his/her term of office. The specific procedures and methods of resignation of the president shall be governed by his/her employment contract with the Company. Guideline 147 on Articles

Article 141 The general counsel of the Company shall be a natural person with the requisite expertise and experience and shall be appointed by the board of directors with the following main duties:

(1) The general counsel is the leader of the Company's rule of law work, and is responsible for the Company's legal affairs, and coordinates the handling of legal affairs in the Company's decision-making, operation and management;

(2) Matters of significance that require legal review and argumentation and to be submitted to the Company's decision-making meeting for consideration must be submitted to the general counsel in advance for organizing the legal review and argumentation. If the general counsel identifies significant risks during the review, the submission of such matters to the decision-making meeting shall be postponed; and

(3) The general counsel shall attend party committees meetings and board meetings, participate in meetings of the president's office, and independently express legal opinions on legal issues involved in the matters under consideration.

Chapter 14 Qualifications and Duties of the Directors, President and Other Senior Management of the Company

Article 142 A person may not serve as a director, president, or any other senior management of the Company if any of the following circumstances applies: Article 178 of Company Law Guideline 99 on Articles

(1) a person without legal or with restricted legal capacity;

(2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the socialist market economic order and has been punished because of committing such offence, or who has been deprived of his political rights due to offences committed, where less than 5 years have elapsed, or a person who has been placed under probation, and less than two years have elapsed since the date of the completion of the probation;

(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;

(4) a person who is a former legal representative of a company or enterprise which had its business licence revoked and had been ordered to close down due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed since the date of the revocation of the business license and was ordered to close;

(5) a person, who is listed as defaulters by the People's Court due to a relatively large amount of debts due and outstanding;

(6) a person who has been banned from the securities market by the CSRC for a period that has not yet expired;

(7) a person who have been publicly identified by the stock exchange where the Company's shares are listed as unfit to serve as a director or senior management personnel, etc., of a listed company, and the time limit has not expired;

(8) other contents specified by laws and regulations or departmental rules;

(9) any other circumstances as prescribed by the relevant laws and regulations of the place where the Company's shares are listed.

Article 143 The validity of an act of a director, president, and any other senior management on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or any defect in his/her qualification.

Article 144 Directors, presidents and other senior management personnel of the Company owe a duty of loyalty to the Company. They shall take measures to avoid conflicts of interest between their own interests and those of the Company and shall not take advantage of their positions to seek improper benefits. Article 180 of Company Law Guideline 151 on Articles Guideline 101 on Articles Guideline 102 on Articles

Directors, presidents and other senior management personnel of the Company owe a duty of diligence to the Company. In performing their duties, they shall exercise the level of care that a reasonably prudent manager would exercise in the best interests of the Company.

Each of the Company's directors, president, and other senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Article 145 Each of the Company's directors, president and other senior management shall carry out his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle applies to, among others, the discharge of the following obligations: Guideline 101 on Articles

(1) to act honestly in the best interests of the Company;

(2) to exercise powers within the scope of his powers and not to exceed those powers;

(3) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless permitted by laws, regulations or with the informed consent of shareholders given in a shareholders' meeting, not to delegate the exercise of his/her discretion;

(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly; Article 182 of Company Law

(5) Any contract or transaction entered directly or indirectly with the Company must be reported to the board of directors or the shareholders' meeting, and approved by resolution of the board of directors or the shareholders' meeting in accordance with these Articles. The same applies to contracts or transactions with the Company involving the close relatives of directors, and senior management personnel, enterprises directly or indirectly controlled by directors, senior management personnel or their close relatives, and other related parties with connected relationships to directors, and senior management personnel;

(6) without the informed consent of shareholders given in the shareholders' meeting or board meeting, not to use the Company's property for his/her own benefit by any means;

(7) not to exploit his/her position to accept bribes or other illegal income or misappropriate or expropriate the Company's funds or property by any means, including (but not limited to) opportunities favourable for the Company; Article 181 of Company Law

(8) not to accept and embezzle commissions from transactions between other persons and the Company;

(9) to abide by these Articles, faithfully execute his official duties and protect the Company's interests, and not to exploit his position and power in the Company to advance his/her own private interests;

(10) to abide by the regulations on honest practice for leaders at state-owned enterprises;

(11) no one shall use their position to seek business opportunities that belong to the Company for themselves or others. However, the following exceptions apply: Article 183 of Company Law

(1) reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles;

(2) where the Company is not permitted to make use of the business opportunity in accordance with the provisions of the law, administrative regulations or these Articles;

(12) without reporting to the board of directors or the shareholders' meeting and being approved by a resolution of the board of directors or the shareholders' meeting in accordance with the provisions of these Articles, shall not engage in or operate a business similar to that of the company either on their own account or for another person; Article 184 of Company Law

(13) not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his own name or other names for the deposit of the Company's funds and not to use the Company's properties to provide a guarantee for any other persons without consent; and Article 181 of Company Law

(14) without the informed consent of shareholders in shareholders' meeting, not to disclose any confidential information relating to the Company acquired by him during his/her tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental competent authorities is permitted if:

(i) disclosure is made under compulsion of law;

(ii) the interests of the public require disclosure;

(iii) the interests of the relevant director, president, and other senior management require disclosure.

Any income received by any person mentioned in this Article from violating the provisions of this Article shall belong to the Company and any losses incurred by the Company shall be borne by such person.

Article 146 Each director, president, and other senior management of the Company shall not cause the following persons or institutions (the "Associates") to do what he is prohibited from doing:

(1) the spouse or minor child of that director, president, and other senior management;

(2) a person acting in the capacity of trustee of that director, president, and other senior management or any person referred to in paragraph (1) of this Article;

(3) a person acting in the capacity of partner of that director, president, and other senior management or any person referred to in paragraphs (1) and (2) of this Article;

(4) a company in which that such director, president, and other senior management of the Company alone or jointly with one or more persons referred to in items (1), (2) and (3) of this Article or other directors, president and other senior management of the Company have a de facto controlling interest; and

(5) the directors, president, and other senior management of the controlled company referred to in item (4) of this Article.

Article 147 The fiduciary duties of the directors, president, and other senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.

Article 148 A director, president, and other senior management of the Company may be relieved of liability for specific breaches of his/her duty by the informed consent of shareholders given at a shareholders' meeting.

Chapter 15 Financial and Accounting System, Profit Distribution and Audit

Section 1 Financial and Accounting System and Profit Distribution

Article 149 The Company shall establish its financial and accounting system in accordance with the laws, regulations and rules formulated by the finance department of the State Council. Article 207 of Company Law Guideline 152 on Articles

Article 150 At the end of each fiscal year, the Company shall prepare a financial report which shall be audited by a certified public accountant in the manner prescribed by law. Article 208 of Company Law

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

Article 151 The board of directors of the Company shall place before the shareholders at every annual shareholders' meeting such financial reports as are required by the laws, regulations or directives promulgated by local governments and competent authorities to be prepared by the Company.

Article 152 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual shareholders' meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter. Article 209 of Company Law

Article 153 The Company shall prepare its financial statements in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas. In case of any material difference between the financial statements respectively in accordance with the two accounting standards, explanations shall be made in the notes to the financial statements. Distribution of the profit after tax for the relevant fiscal year shall be based on the lesser of the profit after tax as shown in the two sets of financial statements.

Article 154 The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the place where the Company's shares are listed overseas.

Article 155 The Company shall announce its financial reports twice in each fiscal year. Within 60 days following the end of the first six months of the fiscal year, the Company shall announce its interim financial report, and within 120 days following the fiscal year end, the annual financial report for the year shall be announced. Guideline 153 on Articles

If the laws and regulations of the place where the Company's shares are listed and the relevant listing rules have stricter provisions, the Company shall also comply with such provisions.

Article 156 The Company may not establish other books of account other than the statutory books of account. Any assets of the Company shall not be kept under any account opened in the name of any individual. Guideline 154 on Articles Article 217 of Company Law

Article 157 Capital reserve fund includes the following items: Article 213 of Company Law

(1) premium received when shares are issued at a premium over their par value;

(2) the proceeds from the issuance of no-par shares are not credited to the registered capital;

(3) any other income required to be included in the capital reserve fund by the competent finance department of the State Council.

Article 158 When distributing the profit after tax for a year, the Company shall set aside 10% of its profit after tax for the statutory reserve fund. When the balance of the statutory reserve fund reaches 50% or more of the registered capital of the Company, no further allocations to the statutory reserve fund will be required. Article 210 of Company Law Guideline 155 on Articles

Where the Company's statutory reserve fund is insufficient to make up losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the preceding paragraph.

After allocation to the statutory reserve fund, subject to the approval by a resolution of a shareholders' meeting, the profit after tax may also be appropriated to the discretionary reserve fund.

After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, except where non-pro rata distribution is provided pursuant to these Articles.

Where the Company distributes the profits to shareholders in breach of the provisions of the preceding paragraphs, the shareholders shall return to the Company such profits distributed in violation of the provisions. The shareholders and the responsible directors and senior management shall be liable for compensation if the Company suffers losses therefrom. Article 211 of Company Law

Shares of the Company held by the Company shall not be entitled to any profit distribution.

Article 159 The Company's reserve funds are used to make up the Company's losses, expand the Company's business or increase the Company's registered capital. Article 214 of Company Law Guideline 158 on Articles

Where reserve funds are used to make up for the Company's losses, the discretionary reserve fund and statutory reserve fund should be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with the requirements.

When statutory reserve is converted into registered capital, the remaining of such statutory reserve shall not be less than 25% of the registered capital prior to the conversion.

Article 160 If the Company still incurs losses after making up for the losses in accordance with the provisions of paragraph (2) of Article 159 of these Articles, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from their obligations to contribute capital or pay for shares. Article 225 of Company Law Guideline 184 on Articles

The provisions of paragraph (2) of Article 28 of these Articles shall not apply to the reduction of registered capital in accordance with the preceding paragraph. However, the Company shall, within 30 days from the date of the resolution of the shareholders' meeting to reduce the registered capital, announce the reduction in a newspaper or on the National Enterprise Credit Information Publicity System.

After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.

Article 161 The Company may distribute dividends in one or both of the following manners: Guideline 155 on Articles

(1) cash;

(2) shares.

The Company shall maintain consistent and stable profit distribution policies as practicable and shall consider cash dividend as the first priority. The specific ratio of dividend to be distributed shall be resolved by the shareholders at the shareholders' meetings. Guideline 156 on Articles

The Company shall calculate, declare and pay dividends and other amounts which are payable to holders of domestic shares in RMB within 3 months after the date of declaration. The Company shall calculate and declare dividends and other amount which are payable to holders of overseas listed foreign shares in RMB, and shall pay such amounts in foreign currency within 3 months after the date of declaration. The exchange rate shall be the average central parity rate for the relevant foreign currency announced by the People's Bank of China 5 working days prior to the declaration of the dividend and other amounts. Payment in foreign currency to holders of overseas listed foreign shares shall be made in accordance with the relevant foreign exchange control regulations of China. The dividend distribution of the Company shall be implemented by the board of directors according to the authorization delegated by the shareholders' meeting through an ordinary resolution. Guideline 157 on Articles

Article 162 Any amount paid upon any shares before a call is made shall bear interest thereon. However, the shareholder is not entitled to any dividends of such pre-paid share capital declared subsequently.

Article 163 The Company shall appoint receiving agents for the receipt of dividends distributed and other amounts payable by the Company in respect of the overseas listed foreign shares on behalf of the relevant holders.

The receiving agents appointed by the Company shall satisfy the relevant requirements of the laws and regulations of the stock exchange of the place where the Company's shares are listed.

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

Subject to the relevant laws and regulations in China and requirements of the Hong Kong Stock Exchange, the Company may exercise its right to confiscate any unclaimed dividends.

When exercising the power to issue share warrants to the bearers, the Company shall not issue any new share warrant to replace the original warrant that has been lost unless the Company is satisfied beyond reasonable doubt that the original one has been destroyed.

The Company may sell the shares held by a holder of overseas listed foreign shares who is untraceable in such ways as the board of directors thinks fit.

Section 2 Internal Audit

Article 164 The Company shall adopt an internal audit system, which clarifies the leadership system, duties and powers and authorities, staffing, financial support, application of audit results and accountability for internal audit work. The Company's internal audit basic management system will be implemented after approval by the board of directors. Guideline 159 on Articles

Article 165 The internal audit institution of the Company shall supervise and inspect matters such as the Company's business activities, risk management, internal control and financial information. Guideline 160 on Articles

Article 166 The internal audit organization of the Company is accountable to the board of directors. During the supervision and inspection of the Company's business activities, risk management, internal control and financial information, the internal audit organization shall be subject to the oversight and guidance of the audit committee. If the internal audit organization discovers any significant issues or leads, it shall immediately report directly to the audit committee. Guideline 161 on Articles

Article 167 The internal audit institution shall be responsible for the specific organization and implementation of the Company's internal control evaluation. The Company shall issue its annual internal control evaluation report based on the evaluation report and relevant information issued by the internal audit institution and considered by the audit committee. Guideline 162 on Articles

Article 168 When the audit committee communicates with external auditors, the internal audit institution should actively cooperate and provide necessary support and collaboration. Guideline 163 on Articles

Chapter 16 Appointment of Accounting Firm

Article 169 The Company shall appoint an independent firm of certified public accountants which is qualified under the relevant regulations of the State to audit the annual financial reports and other financial reports of the Company. Guideline 165 on Articles

Article 170 The accounting firm appointed by the Company shall hold office from the conclusion of the annual shareholders' meeting at which the appointment is made until the conclusion of the next annual shareholders' meeting.

Article 171 The accounting firm appointed by the Company shall have the following rights:

(1) the right to inspect at any time the books, records and vouchers of the Company, and to require the directors, president and other senior management of the Company to provide any relevant information and explanation thereof;

(2) the right to require the Company to take all reasonable steps to obtain from its subsidiaries such information and explanation as are necessary for the performance of duties of such accounting firm;

(3) the right to attend shareholders' meetings and to receive all notices of, and other communications relating to, any shareholders' meeting which any shareholder is entitled to receive, and to be heard at any shareholders' meeting in relation to matters concerning its role as the accounting firm of the Company.

Article 172 Before the convening of the shareholders' meeting, the board of directors may fill any casual vacancy in the office of the accounting firm but while there is still any such vacancy, the surviving or continuing firm, if any, may act.

Article 173 The shareholders in shareholders' meeting may, by ordinary resolution, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal. Guideline 166 on Articles

Article 174 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in shareholders' meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors. Guideline 168 on Articles

Article 175 Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned and such firm shall be allowed to make representation when the Company's shareholders' meeting votes on the dismissal of the accounting firm. Guideline 169 on Articles

Where the accounting firm resigns from its post, it shall make clear to the shareholders' meeting whether there has been any impropriety on the part of the Company.

Chapter 17 Merger and Division of the Company

Article 176 The merger or division of the Company shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in these Articles. Approval shall also be sought as required by law. Shareholders who oppose the proposed merger or division of the Company may demand the Company or the shareholders who consent to such plan to purchase their shares at a fair price. A special document containing the Company's resolution on the merger or division shall be prepared for inspection by the shareholders.

The aforesaid document shall also be dispatched to holders of overseas listed foreign shares by mail.

If the payment for the merger of the companies does not exceed 10% of its net assets, a resolution of the shareholders' meeting is not required for the merger but shall be subject to a resolution of the board of directors.

Article 219 of Company Law
Guideline 178 on Articles

Article 177 The merger of the Company may take place by absorption or by the establishment of a new company.

Article 220 of Company Law
Guideline 177 on Articles
Guideline 179 on Articles

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. The Company shall notify its creditors within 10 days of the date of the Company's resolution on merger and shall make newspaper announcement or announcements on the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's resolution on merger. The creditors may request the Company to make full repayment of their debts or to provide guarantees within 30 days from the date on which they receive the notification, or within 45 days from the date on which the announcement is made in case of those who have not received the notification.

After the merger, credits and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.

Guideline 180 on Articles

Article 178 When the Company is divided, its assets shall be split up accordingly.

Guideline 181 on Articles
Article 222 of Company Law

In the event of a division of the Company, all the parties involved shall execute a division agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on division and shall make announcement in the newspaper accepted by the stock exchange on which the shares of the Company are listed or on the National Enterprise Credit Information Publicity System within 30 days of the date of the Company's resolution on division.

The companies in existence after division shall have joint liability for the debts of the Company prior to division subject to the settlement agreement entered between the Company and its creditors before the division.

Guideline 182 on Articles
Article 223 of Company Law

Article 179 When the merger or division of the Company involves changes in registered particulars, such changes should be registered with the company registration authority in accordance with the law; when the Company dissolves, the Company should cancel its registration in accordance with the law; when a new company is established, its establishment should be registered in accordance with the law.

Guideline 187 on Articles

Chapter 18 Dissolution and Liquidation of the Company

Article 180 The Company shall be dissolved for the following reasons: Guideline 188 on Articles

(1) the term of its operation as stipulated in these Articles has expired or events of dissolution specified in these Articles have occurred;

(2) a resolution on dissolution is passed by shareholders at a shareholders' meeting;

(3) dissolution is necessary due to a merger or division of the Company;

(4) the business license of the Company is revoked, or the Company is ordered to close down or to be terminated;

(5) where the Company is in serious operation or management difficulties, and its continual existence will lead to substantial losses to the benefits of the shareholders and there are no other solutions to resolve the matters, the shareholders holding 10% or above of the total voting rights of the Company may seek the dissolution of the Company from the People's Court;

(6) other situations where the Company shall be dissolved in accordance with laws and regulations.

If the Company has any grounds for dissolution specified in the preceding paragraph, it shall publicize the grounds for dissolution through the National Enterprise Credit Information Publicity System within ten days. Article 229 of Company Law

Where the Company is in the situation described in items (1) and (2) of clause 1 of this Article, and has not yet distributed property to shareholders, the Company may continue to exist by amending these Articles or through resolutions in the shareholders' meeting. The amendments to these Articles pursuant to the aforesaid provision or by resolutions in the shareholders' meeting are subject to the approval by shareholders holding more than two-thirds of the voting rights of the shareholders presented at the shareholders' meeting. Article 230 of Company Law Guideline 189 on Articles

Article 181 Where the Company is dissolved under items (1), (2), (4) and (5) of clause 1 of the preceding Article, it shall be liquidated. The directors are the obligors for the liquidation of the Company and a liquidation committee shall be formed within 15 days of the date of dissolution to carry out the liquidation. Article 232 of Company Law Guideline 190 on Articles

The liquidation committee shall comprise directors or those determined at the shareholders' meeting. If the liquidation committee is not set up within the timeframe, or if the liquidation committee is formed but does not carry out liquidation, the creditors may plead the People's Court to designate related persons to form a liquidation committee to carry out the liquidation. Article 233 of Company Law

Article 182 To make a decision on dissolving or applying for bankruptcy, the Company shall seek opinions of its labour union and shall seek the opinions and suggestions of the employees through the meeting of the employee representatives or in any other forms. Article 17 of Company Law

Article 183 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish newspaper announcements or announcements on the National Enterprise Credit Information Publicity System within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days from the date on which they receive the notification, or within 45 days from the date on which the announcement is made in the event that such notification have not been received. Guideline 192 on Articles Article 235 of Company Law

When declaring their rights, creditors shall specify the relevant matters of their rights and provide supporting materials. Creditors' rights shall be registered by the liquidation committee.

During the period when creditors declare their rights, no settlement shall be made to the creditors by the liquidation committee.

Article 184 During the liquidation period, the liquidation committee shall exercise the following functions and duties: Article 234 of Company Law Guideline 191 on Articles

(1) to ascertain the assets of the Company and separately prepare a balance sheet and an inventory of assets;

(2) to notify creditors by sending notice or by making announcement;

(3) to deal with and settle the outstanding business deals of the Company in relation to the liquidation;

(4) to settle outstanding taxes and taxes arising from liquidation in full;

(5) to ascertain all claims and debts;

(6) to allocate the remaining assets of the Company after the repayment of debts;

(7) to represent the Company in any civil proceedings.

Article 185 After checking the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' meeting or the People's Court for confirmation. Article 236 of Company Law Guideline 193 on Articles

The assets of the Company shall be applied in the following order: payment of the settlement expenses, salary of the staff members of the Company, social security insurance expense and the statutory compensations, outstanding taxes and debts of the Company.

Any surplus assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class of shares and the proportion of shares held.

During the liquidation period, the Company shall not commence any business activities irrelevant to liquidation. The Company's property may not be distributed to shareholders before it has been settled in accordance with the preceding paragraph.

Article 186 In the event of the liquidation of the Company owing to dissolution, if the liquidation committee, after ascertaining the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the assets of the Company are insufficient to repay its debts, it shall immediately apply to the People's Court for bankruptcy and liquidation. Article 237 of Company Law Guideline 194 on Articles

After the acceptance of bankrupt application by a ruling of the People's Court, the liquidation committee shall transfer the liquidation matters to the designated bankruptcy administrator of the People's Court.

Article 187 Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation submitted to the shareholders' meeting or the People's Court for confirmation, and then submitted to the registration authority of the Company to apply for cancellation of the Company's registration. Article 239 of Company Law Guideline 195 on Articles

Chapter 19 Procedures for Amendment of the Articles of Association

Article 188 The Company may, pursuant to the laws, regulations and these Articles of Association, amend these Articles. In case that the Articles of Association fail to prescribe such requirements or are inconsistent with those requirements as set forth under the laws and administrative regulations, the requirements set forth under the laws and administrative regulations will prevail.

Article 189 The Company shall amend these Articles under any of the following circumstances: Guideline 198 on Articles

(1) any of these Articles are in conflict with the revised laws or regulations;

(2) particulars of the Company recorded in these Articles change;

(3) the shareholders' meeting has resolved to amend these Articles.

Article 190 Amendments to these Articles adopted at the shareholders' meeting shall be approved by the competent authority and shall be registered in accordance with the laws if so required. Guideline 199 on Articles

Article 191 The board of directors shall amend these Articles in accordance with the resolutions of the shareholders' meeting and the approval of the competent authority. Guideline 200 on Articles

Article 192 Amendments to these Articles shall be disclosed if so required by laws, regulations or the listing rules of the place on which the Company's shares are listed. Guideline 201 on Articles

Chapter 20 Notice(s)

Article 193 Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time.

Holders of the Company's overseas listed foreign shares may elect in writing to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.

Chapter 21 Supplementary Provisions

Article 194 Definitions:

Article 265 of Company Law Guideline 202 on Articles

(1) Controlling shareholder refer to shareholder who holds more than 50% of the Company's share capital or shares or shareholder whose share proportion is less than 50% of the Company's share capital but whose voting rights have significant influence on the resolution of the shareholder's meeting.

(2) A de facto controller refers to the person who is able to exercise control over the acts of the Company through an investment relationship, agreement or other arrangement.

(3) Connected relationship refers to the relationship between the controlling shareholders, de facto controllers, directors or senior management and enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of any interests in the Company under the Listing Rules of the Hong Kong Stock Exchange. However, relationship between state-owned enterprises shall not be deemed as connected relationship solely because they are under common control of the government.

Rule 1.01 of Main Board Listing Rules

(4) Treasury shares refer to previously issued shares that have been purchased, redeemed, surrendered or otherwise acquired by the Company and have not been cancelled. Unless otherwise provided in the Main Board Listing Rules, the Company Law or relevant laws and regulations, treasury shares may not be voted, directly or indirectly, at any meeting of the Company, nor may they be counted in determining the total number of issued shares at any given time.

(5) Connected transaction shall have the meaning ascribed to it under the Listing Rules of the Hong Kong Stock Exchange.

(6) A business day refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities.

Article 195 The reference of "senior management" in these Articles refers to president, vice president, secretary to the board of directors, financial officers and general counsel of the Company. The references of "president", "vice president" and "financial officers" in these Articles shall have the same meanings as "manager", "vice manager" and "financial officers" under the Company Law. Guideline 12 on Articles

Article 196 These Articles are written in Chinese. In case of any discrepancy between these Articles and the Articles of Association in any other languages or among different versions of these Articles, the latest Chinese version verified by and filed with the company registration authority shall prevail. In case of any discrepancy between the Chinese version and versions in any other language, the Chinese version shall prevail. Guideline 204 on Articles

Article 197 For the purpose of these Articles, the terms "not less than", "within" and "not more than" shall include the number itself, while the terms "more than", "beyond", "less than" and "exceeding" shall not include the number itself. Guideline 205 on Articles

Article 198 The interpretation of these Articles shall be vested on the board of directors of the Company. Guideline 206 on Articles