

Chinese version of the Articles of Association shall prevail in case of discrepancies or inconsistencies

Articles of Association

of

China Railway Group Limited

(Amended in June 2017)

Chapter 1 General Provisions

- 1** For the purpose of protecting the legitimate rights and interests of China Railway Group Limited ("**Company**"), the Company's shareholders and creditors, and of standardizing the organization and activities of the Company, the Articles of Association of the Company ("**Articles**") are hereby formulated in accordance with the Company Law of the People's Republic of China ("**Company Law**"), Securities Law of the People's Republic of China ("**Securities Law**"), Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies ("**Special Regulations**"), Mandatory Provisions for Articles of Association of Companies Listing Abroad ("**Mandatory Provisions**") and Guidelines on Articles of Association of Listed Companies ("**Guidelines**") and the Constitution of the Communist Party of China as well as other relevant rules.

- 2** The Company is a company limited by shares established in accordance with the Company Law, the Securities Law, the Special Regulations and other relevant state laws and regulations.

The Company has been established by way of exclusive promotion with the approval from the State-owned Assets Supervision and Administration Commission of the State Council. The Company has undertaken registration with the State Administration for Industry and Commerce of the People's Republic of China ("**PRC**") and obtained its business license for enterprise legal person with the license number of 100000000041175 on 12 September 2007.

The promoter of the Company: China Railway Engineering Corporation.

- 3** Registered name of the Company Chinese name: 中国中铁股份有限公司 English name: China Railway Group Limited
- 4** Domicile of the Company: 918, Block 1, No.128 South 4th Ring Road West, Fengtai District, Beijing Postal Code: 100070
- 5** The chairman of the board of directors shall be the legal representative of the Company.
- 6** The total capital of the Company shall be divided into shares of equal value. The respective liability of the shareholders shall be limited to the shares held by them. The Company shall be held liable for its debts with all its assets.
- 7** The Company is a perpetually existing joint stock limited company.
- 8** The Articles of the Company shall be a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date when it becomes effective. The Articles shall be legally binding upon the Company, its shareholders, directors, supervisors and senior management personnel. The aforesaid personnel have the right to claim their rights and assume relevant responsibilities in relation to the Company in accordance with the Articles.

Subject to the provision of Article 273 of the Articles, according to the Articles, the shareholders shall have the right to initiate legal proceedings against other shareholders; the shareholders shall have the right to initiate legal proceedings against directors, supervisors and senior management personnel of the Company; the shareholders shall have the right to initiate legal proceedings against the Company, and the Company shall have the right to initiate legal proceedings against the shareholders, directors, supervisors and senior management personnel.

The "legal proceedings" referred to in the preceding paragraph shall include filing suits to a court or applying for arbitration to an arbitration organization.

- 9 The Company may invest in other enterprises, provided that, unless otherwise provided by law, the Company may not assume joint and several liabilities for the debt of the invested enterprises as an investor.

Chapter 2 Purpose and Business Scope

- 10 The purpose of the Company is to: comply with the laws and regulations, observe the social morals and business ethics, adhere to the scientific outlook on development, uphold the motto of “strive to overcome challenges and achieve excellence”, pursue independent management, behave in a honest and trustworthy way, subject itself to supervision from the government and general public, strive to improve its economic results, assume social responsibilities and maximize the economic benefits for all shareholders.
- 11 The business scope of the Company shall be subject to the approval of the company registration authority.

The business scope of the Company covers: Contracting of civil engineering and construction, wiring, pipe fitting and equipment installation; sub-contracting of the survey, design, building, construction supervision, technology consultation, technology development, technology transfer and technical service in connection with abovementioned items; research, manufacturing, sales and leasing of machinery facilities, apparatus, component, steel girder, steel structure and building materials designed for civil engineering; temporary passenger and cargo transport and related services prior to the formal testing and delivery for operation of newly-built railways; contracting of overseas projects and domestic foreign invested projects in the industry; real estate development and operation, resource development, trade and logistics; import and export; counter trade and intermediary trade; auto sales; sales of electronic products and communication and signalling equipment, hardware and electrical appliance, building hardware, plumbing equipment and general merchandise; and authorised publication.

Subject to the approval of the company registration authority, the Company may make appropriate adjustment on the business scope according to the market and based on its operation and development needs and capability.

Chapter 3 Shares, Registered Capital and Share Transfer

12 The Company shall have ordinary shares at any time. The Company may have other types of shares if necessary, upon approval of the approving authorities authorised by the State Council.

13 The shares of the Company are represented with stocks.

All the stocks issued by the Company shall have a par value and each stock shall bear a par value of RMB1.

The “RMB” referred to in the preceding paragraph shall mean the lawful currency of the PRC.

14 The issuing of shares by the Company shall be conducted on the principle of openness, fairness and justness, with each share of the same class bearing equal rights.

The issuing conditions and price for each share of the same class issued at the same time shall be the same. Each share subscribed by any entity or individual shall be subscribed at the same price.

15 Upon approval of the securities regulatory authority of the State Council, the Company may issue shares to domestic investors and overseas investors.

“Overseas investors” referred to in the preceding paragraph shall mean the investors from foreign countries or from Hong Kong, Macau and Taiwan who have subscribed the shares issued by the Company. “Domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Company and are located within the PRC.

- 16** Shares issued by the Company to domestic investors which are subscribed in RMB shall be referred to as “domestic investment shares”. Shares issued by the Company to the overseas investors which are subscribed in foreign currency shall be referred to as “foreign investment shares”. Domestic investment shares that are listed in domestic market shall be referred to as “domestic listed domestic shares”. Foreign investment shares that are listed abroad shall be referred to as “overseas listed foreign shares”.

The “foreign currency” in the preceding paragraph shall mean the lawful currency (apart from RMB) of other countries or regions which are recognized by the foreign exchange control authority of the State and can be used for paying for the share price to the Company and can be converted freely.

Subject to the approval of the securities regulatory authority of the State Council, shares held by the domestic shareholders of the Company may be transferred to foreign investors and listed and traded in overseas market. Shares transferred for listing and trading in foreign securities exchanges shall be subject to the regulatory procedures, rules and requirements of the foreign securities market. Listing and trading of the transferred shares in foreign securities exchanges do not require voting by the shareholders of relevant classes.

- 17** As approved by the approval body authorised by the State Council, the Company, at the time of its establishment, issued 12,800,000,000 ordinary shares to its promoter which are subscribed and held by China Railway Engineering Corporation.
- 18** Upon the establishment of the Company, as approved by the China Securities Regulatory Commission (“**CSRC**”) in its Notice Zhengjianfaxingzi [2007] No. 396 released on 6 November 2007, 4,675,000,000 ordinary shares in RMB were issued in an initial public offering to the general public and the shares were listed on the Shanghai Stock Exchange on 3 December 2007.

Upon the listing on the Shanghai Stock Exchange, as approved by the CSRC in its Notice Zhengjianguohezi [2007] No. 35, 3,824,900,000 overseas listed foreign shares (including 498,900,000 over-allotment shares) were issued, and the total number of overseas listed foreign shares was 4,207,390,000 which includes 382,490,000 overseas listed foreign shares converted from the sell-down of relevant state-owned shares.

Upon completion of such issuance, the total share capital of the Company was 21,299,900,000 shares, including 17,092,510,000 Renminbi-denominated ordinary shares, representing 80.25%; and 4,207,390,000 overseas-listed foreign shares, representing 19.75%.

As approved by the CSRC in Zhengjianxuke [2015] No.1312 Notice on 18 June 2015, the Company non-publicly issued 1,544,401,543 Renminbi-denominated ordinary shares. Upon completion of such issuance, the total share capital of the Company is 22,844,301,543 shares, including 18,636,911,543 Renminbi-denominated ordinary shares, representing 81.58%; and 4,207,390,000 overseas-listed foreign shares, representing 18.42%.

- 19** The domestic listed domestic shares issued by the Company are centrally deposited at China Securities Depository and Clearing Corporation Limited.
- 20** Upon approval by the securities regulatory authority of the State Council of the Company's plan for issuing domestic listed domestic shares and overseas listed foreign shares, the board of directors of the Company may arrange for implementation of such plan by means of separate issues.

The Company's respective plans for issuing domestic listed domestic shares and overseas listed foreign shares in accordance with the preceding provision may be implemented respectively within fifteen (15) months upon the date of approval by the securities regulatory authority of the State Council.

- 21** Where the Company issues overseas listed foreign shares and domestic investment shares within the total shares defined in the issuance plan, every such issue of shares shall be fully subscribed at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several stages, subject to approval of the securities regulatory authority of the State Council.

- 22** The registered capital of the Company shall be RMB22,844,301,543.
- 23** Unless otherwise provided by laws and regulations, shares in the Company are freely transferable pursuant to laws and are not subject to any lien.
- 24** The Company shall not accept the Company's share certificates as the subject of pledges.
- 25** Shares of the Company held by the promoter shall not be transferred within one year of the establishment date of the Company. Shares issued prior to the Company's public offering of shares shall not be transferred within one year of the date when the shares were listed for trading on a stock exchange.

Directors, supervisors and senior management personnel of the Company shall periodically report to the Company shares of the Company held by them and any changes thereof, and shall not transfer more than 25% of the shares held by them each year during their term of office. The shares of the Company held by them must not be transferred within one year of the date on which the shares of the Company were listed. The aforesaid persons shall not transfer the shares of the Company held by them within six months of the termination of their service.

- 26** Any gains from any sale of shares of the Company by any director, supervisor, senior management personnel or shareholder holding more than 5% of the Company's shares within six months after the shares are bought, or any gains from any repurchase of shares of the Company by any of the aforesaid parties within six months after the shares are sold shall be disgorged and paid to the Company and the board of directors of the Company shall recover such gains from the abovementioned parties.

If the board of directors of the Company fails to comply with the aforesaid provision, shareholders may demand the board of directors to implement such provision within thirty days. Where the board of directors fails to implement such provision within the aforesaid period, the shareholders may initiate proceedings in court in their own names to protect the interest of the Company.

In case the board of directors failed to perform in accordance with this provision, the responsible directors shall be jointly liable for such default.

Chapter 4 Increase and Decrease in Capital and Repurchase of Shares

27 In accordance with the laws and regulations and subject to the passing of separate resolutions at the general meeting of shareholders, the Company may increase its capital in the following ways to meet the needs of operations and business expansion:

- (1)** Public offering;
- (2)** Non-public offering;
- (3)** Distributing bonus shares to existing shareholders;
- (4)** Converting the capital reserve into capital;
- (5)** Other ways permitted by laws, regulations and approved by relevant regulatory authorities.

Increase in capital of the Company by way of issue of new shares shall proceed in accordance with relevant state laws and regulations, and shall be subject to the approval in accordance with the Articles.

28 The Company may reduce the registered capital. Reduction of registered capital of the Company shall proceed in accordance with the Company Law and other relevant regulations as well as the Articles.

29 When the Company reduces its registered capital, it must prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within ten days from the date of the Company's resolution for reduction of its registered capital and shall publish an announcement in a newspaper recognised by the security exchange where the shares of the Company are listed within thirty days of the date of such resolution. A creditor has the right within thirty days of receiving the notice from the Company or, in the absence of such notice, within forty five days of the date of the public announcement, to require the Company to repay its debts or provide a corresponding guarantee for such debt.

The Company's registered capital after reduction shall not be less than the statutory minimum amount.

30 The Company may, in accordance with laws, regulations and the Articles, acquire the shares of the Company under the following circumstances:

- (1)** Reduction of its registered capital;
- (2)** Merging with another company that holds shares in the Company;
- (3)** Giving the shares to its employees as a reward;
- (4)** Being requested to repurchase the shares held by the shareholders who object to the resolutions passed by the general meeting of shareholders on the merger or division of the Company;
- (5)** Other circumstances permitted by laws and regulations.

31 The Company may acquire its own shares in any of the following ways:

- (1)** Making a pro rata general offer to all its shareholders;
- (2)** Acquisition through public dealing on a stock exchange;
- (3)** Acquisition by an off-market agreement outside a stock exchange.

32 Where the Company acquires its own shares due to reasons as set out in Articles 30(1) to 30(3), it shall obtain the prior approval of the shareholders by a resolution at a general meeting of shareholders. After the Company acquires its shares pursuant to Article 30, the shares in respect of the circumstances described in Article 30(1) shall be cancelled within ten days from the day of purchase; and those in respect of the circumstances described in Articles 30(2) and 30(4) shall be transferred or cancelled within six months.

The maximum number of shares to be acquired by the Company pursuant to Article 30(3) shall not exceed 5% of the Company's total issued shares. The funds for the acquisition shall be paid out of the after-tax profits of the Company. The shares purchased shall be transferred to the employees within one year.

- 33** The acquisition of shares of the Company by an off-market agreement outside a stock exchange shall be subject to the prior approval of the general meeting of the shareholders in accordance with the Articles. The Company may rescind or vary a contract so entered into by the Company or waive its rights thereunder upon the prior approval of the general meeting of the shareholders obtained in the same manner.

For the purpose of the above paragraph, a contract to acquire shares shall include but not limited to an agreement where acquisition obligations are undertaken and where acquisition rights are acquired.

A contract for the Company to acquire its own shares or any rights thereunder is not assignable.

The acquisition price for the shares which the Company is entitled to redeem shall, where the acquisition is conducted off-market or through a tendering process, be capped at a maximum price; and where the acquisition is conducted through a tendering process, the same conditions shall be offered to all shareholders.

- 34** The Company shall apply to the original company registration authority for the change in registration of registered capital when the Company acquires its own shares and cancels such shares.

The amount of the Company's registered capital shall be reduced by the total par value of the shares cancelled.

- 35** Unless the Company has entered into a liquidation stage, it shall comply with the following provisions in relation to acquisition of its own issued and outstanding shares:

- (1)** Where the Company acquires its own shares at par value, the amount shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new shares to be issued for the purpose of purchasing the original shares;

- (2)** Where the Company acquires shares of the Company at a premium to its par value, the amount shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new shares to be issued for the purpose of purchasing the original shares. The amount of the portion in excess of the par value shall be handled as follows:
- (i)** If the shares being acquired were issued at par value, the amount shall be deducted from the book balance of the distributable profits of the Company;
 - (ii)** If the shares being acquired were issued at a premium to its par value, the amount shall be deducted from the book balance of the distributable profits of the Company and the proceeds from the new shares to be issued for the purpose of purchasing the original shares, provided that the amount deducted from the proceeds from the new share issue shall not exceed the aggregate premium of the original share issue or the balance (including the premium from the new share issue) of the Company's premium account (or capital reserve account) at the time of the acquisition;
- (3)** Payment by the Company for the following purposes shall be made out of the Company's distributable profits:
- (i)** Acquisition of rights to acquire its own shares;
 - (ii)** Variation of any contract to acquire its own shares;
 - (iii)** Release of any of the Company's obligations under any contract to acquire its own shares;
- (4)** After the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for acquiring the shares at par value shall be included in the Company's premium account (or capital reserve account).

Chapter 5 Funding Aid for Purchase of Shares of the Company

- 36** The Company or its subsidiaries (including the Company's affiliated enterprises) shall not offer any funding aid at any time by any means to purchasers or prospective purchasers of the Company's shares. Such purchasers of the Company's shares as mentioned above shall include those who directly or indirectly assume the obligations due to the purchase of the shares of the Company.

The Company or its subsidiaries (including the Company's affiliated enterprises) shall not offer any funding aid at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers.

This Article does not apply to the circumstances as defined in Article 38 of this chapter.

- 37** "Funding aid" referred to in this chapter shall include but not limited to the following means:

- (1)** donation;
- (2)** guarantee, compensation (but excluding the compensation arising from the Company's fault), relief or waiver of rights;
- (3)** providing loans or entering into a contract in which the Company performs its obligations prior to other parties; change of the parties to such loans and contract as well as transfer of rights in such contract;
- (4)** funding aid provided by the Company in any other form when the Company is insolvent or has no net assets or such funding aid will lead to a large decrease of net assets.

The obligations referred to in this chapter shall include the obligations of the obligator by signing a contract or making an arrangement (regardless of whether or not the aforesaid contract or arrangement is enforceable, or whether or not such obligations are assumed by the obligator individually or jointly with other persons) or changing its financial status in any other ways.

- 38** The following acts shall not be deemed as the acts forbidden under Article 36 of this chapter:

- (1)** where the Company provides the relevant funding aid in good faith for the benefit of the Company and the main purpose of the funding aid is not to purchase shares of the Company, or the funding aid is an incidental part of an overall plan of the Company;
- (2)** lawful distribution of the Company's property in the form of dividends;
- (3)** distribution of dividends in the form of shares;

- (4) reduction of registered capital, share acquisition, adjustment of shareholding structure, etc., in accordance with the Articles;
- (5) provision of loans by the Company within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Company or that even if it constitutes a reduction, the funding aid was paid out of the Company's distributable profits); and
- (6) provision of fund by the Company for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Company or that even if it constitutes a reduction, the funding aid was paid out of the Company's distributable profits).

Chapter 6 Share Certificate and Register of Shareholders

39 The shares of the Company shall be in registered form.

The items to be stated in the share certificate shall include, in addition to those stipulated under the Company Law, other items that require to be stated in accordance with the requirements of the stock exchange on which the Company's shares are listed.

- 40** The share certificate shall be signed by the chairman of the board. Where the signatures of senior management personnel of the Company are required by the stock exchange on which the Company's shares are listed, the share certificate shall also be signed by the relevant senior management personnel. The share certificate of the Company shall come into force after the Company seal is affixed thereto or printed thereon. Affixing the seal of the Company on the share certificates shall be authorized by the board of directors. The signature of the chairman of board of directors or the relevant senior management personnel of the Company on the share certificates may also be in printed form. Stipulations of the securities regulatory authority where the Company's shares are listed shall be applicable in the case where shares of the Company are issued and transacted in a paperless manner.
- 41** The Company shall establish the register of shareholders in accordance with the documentary proof provided by the securities registry, and the register of shareholders is the sufficient proof showing that the shareholder holds the shares of the Company.
- 42** The Company may deposit the original register of shareholders of overseas listed foreign shares abroad and entrust a foreign proxy to manage it in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and overseas securities regulatory authorities. The original register of shareholders of overseas listed foreign shares that are listed in Hong Kong shall be kept in Hong Kong.

The Company shall keep a duplicate of the register of shareholders of overseas listed foreign shares at its domicile. The appointed foreign proxy shall ensure that the original and duplicate of the register of shareholders of overseas listed foreign shares are consistent at all time.

In case the original and duplicate of the register of shareholders of overseas listed foreign shares are inconsistent, the original shall prevail.

43 The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:

- (1)** a register of shareholders deposited at the domicile of the Company other than those as defined in Articles 43(2) and 43(3);
- (2)** the register of shareholders of overseas listed foreign shares of the Company kept at the locality of the overseas stock exchange;
- (3)** the register of shareholders kept in such other places as the board of directors may decide necessary for listing purposes.

44 Each part of the register of shareholders shall not overlap with each other. In case of the transfer of certain registered shares in the register of shareholders, such shares shall not be registered into other parts of the register of shareholders during the period of continued existence of such shares.

Change or correction of each part of the register of shareholders shall be conducted in accordance with laws of the locality where each part of the register of shareholders is deposited.

45 All fully paid overseas listed foreign shares that are listed in Hong Kong may be fully transferrable pursuant to the Articles, provided that unless such transfer complies with the following conditions, the board of directors may refuse to acknowledge any transfer document without stating any reason thereof:

- (1)** any transfer document or other documents in connection with or affecting the share ownership shall be registered, and a fee of HK\$2.5 per transfer document or any higher fee determined by the board of directors shall be paid to the Company in respect of such registration, provided that such fee shall not exceed the maximum fee determined by the Hong Kong Stock Exchange in its Listing Rules from time to time;
- (2)** the transfer documents only relate to the overseas listed foreign shares that are listed in Hong Kong;
- (3)** the stamp tax in relation to the transfer documents has been paid;

- (4)** the share certificate or other evidence reasonably required by the board of directors showing the transferor's right to transfer the shares;
 - (5)** if the shares are to be transferred to joint holders, the number of joint holders may not exceed 4;
 - (6)** the related shares are free from any lien relating to any company.
- 46** Registration of change in the register of shareholders due to shares transfer shall not be allowed within twenty (20) days before the general meeting of shareholders is held or within five (5) days prior to the base day on which the Company decides to distribute dividends.
- 47** If the Company intends to hold general meeting of shareholders, distribute dividends, conduct liquidation or other activities where the shareholders' identities needs to be confirmed, the board of directors or the persons convening the general meeting of shareholders shall decide the record date. The shareholders recorded in the register after the market closes on the record date shall be the shareholders who are entitled to such interests.
- 48** Anyone who has dissidence over the register of shareholders and requests to register his/her name in the register of shareholders or to delete his/her name from the register of shareholders may apply to the competent court for correction of the register of shareholders.
- 49** If the share certificate (i.e. the "original share certificate") held by any shareholder registered in the register of shareholders or by any person who requests to register his/her name in the register of shareholders is lost, the shareholders may apply to the Company for reissuing of new share certificate concerning such shares (i.e. the "relevant shares").

Applications for reissuing of the share certificate from shareholders of domestic shares whose share certificate is lost shall be dealt with in compliance with relevant provisions of the Company Law.

Applications for reissuing of the share certificate from shareholders of overseas listed foreign shares whose share certificate is lost shall be dealt with in compliance with laws and regulations of the locality where the original register of shareholders of overseas listed foreign shares is deposited, rules of the stock exchange or other relevant regulations.

Where the share certificates held by shareholders of overseas listed foreign shares listed in Hong Kong are lost, the application for reissuing shall comply with the following requirements:

- (1)** the applicant shall file the application in the standard form specified by the Company and enclose the notarial deed or the statutory declaration documents. The notarial deed or the statutory declaration documents shall include the reason for the application, how the share certificate is lost and the proof, and the declaration that no one else may request to register as shareholder of the relevant shares.
- (2)** before the Company decides to reissue the new share certificate, the Company has not received any declaration that anyone except the applicant has requested to register as the shareholder of such shares.
- (3)** if the Company decides to reissue the new share certificate to the applicant, it shall publish a notice on reissuing such share certificate on the newspapers specified by the board of directors. The period of notice shall be ninety (90) days and the notice shall be republished at least once every thirty (30) days. The newspapers specified by the board of directors shall be the Chinese and English newspapers recognized by the Hong Kong Stock Exchange (at least one Chinese newspaper and one English newspaper).
- (4)** before the Company publishes the notice on its intention to reissue the new share certificate, it shall submit a copy of the notice to be published to the stock exchange where its shares are listed. After the stock exchange gives its reply confirming that such notice has been displayed in the stock exchange, the notice may be published. The display period of the notice in the stock exchange is ninety (90) days.

If the application for reissuing of new share certificates has not been approved by the registered shareholders of relevant shares, the Company shall mail the copy of the notice to be published to such shareholders.

- (5) if the ninety (90)-day period for publishing and displaying the notice as defined in Articles 49(3) and 49(4) expires and the Company has not received any objection against such reissuing of new share certificate, then the Company may reissue such new share certificate in accordance with the application of the applicant.
 - (6) when the Company reissues the new share certificate according to this Article, it shall immediately cancel the original share certificate and shall record such cancellation and reissuing in the register of shareholders.
 - (7) all the costs and expenses incurred by the Company's cancellation of the original share certificate and reissuing of new share certificate shall be borne by the applicant. The Company shall have the right to refuse to take any action before the applicant provides any reasonable guarantee.
- 50** After the Company reissues the new share certificate in accordance with the Articles, the names of the bona fide purchasers who obtain the aforesaid new share certificate or the shareholders who subsequently register as the owner of such shares (provided that he/she is a bona fide purchaser) shall not be deleted from the register of shareholders.
- 51** The Company shall assume no obligation to compensate those who suffered loss due to the Company's cancellation of the original share certificate or reissuing of new share certificate, unless such persons can prove fraud on the part of the Company.

Chapter 7 Rights and Obligations of Shareholders

- 52** Shareholders of the Company shall be persons who lawfully hold the shares of the Company and whose names are registered in the register of shareholders.

Shareholders shall enjoy rights and undertake obligations according to the class and number of shares held by them. Shareholders who hold the same class of shares shall enjoy equal rights and undertake equal obligations.

Shareholders holding different classes of shares in the Company shall enjoy equal rights in any distribution made in dividends or any other form.

In the case of joint shareholders,

- (1) If one of the joint shareholders dies, then only the other living persons of the joint shareholders shall be deemed by the Company as the owners of the relevant shares, but the board of directors shall have the right to request them to provide the death certification documents that it deems appropriate for the purpose of amending the register of shareholders;
- (2) for joint shareholders of any shares, only the joint shareholder who ranks first in the register of shareholders shall have the right to receive the relevant share certificate from the Company, to receive the notice from the Company, to attend the general meeting of shareholders of the Company and to exercise the voting rights concerning the relevant shares. The notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.

If any person of the joint shareholders issues any receipt to the Company in respect of any dividend, bonus or capital return payable to such joint shareholders, such receipt shall be deemed as valid receipt issued by such joint shareholders to the Company.

53 Shareholders of ordinary shares of the Company shall have the following rights:

- (1) collecting dividends and other forms of benefits distributed on the basis of the number of shares held by them;
- (2) requesting, convening, presiding over, attending or entrusting proxy to attend meeting of shareholders and exercise the related voting rights in accordance with law;
- (3) supervising business operations of the Company and putting forward suggestions or inquiries accordingly;
- (4) transferring, donating or pledging the shares held by them in accordance with laws and regulations as well as the Articles;
- (5) obtaining relevant information in accordance with the Articles, including:
 - (i) obtaining the Articles after paying relevant cost;

- (ii)** reviewing and making copies of the following documents after paying reasonable costs:
- (1) all parts of the register of shareholders;
 - (2) personal information of the directors, supervisors, senior management personnel of the Company, including:
 - (a) current and former name, alias;
 - (b) principal address (domicile);
 - (c) nationality;
 - (d) occupation and all other part-time jobs, duties;
 - (e) identification certificate and its number.
 - (3) status of the issued share capital of the Company;
 - (4) report on the aggregate par value, quantity, highest price and lowest price of each class of shares acquired by the Company since the last fiscal year, as well as all the expenses paid by the Company therefor;
 - (5) the Company's bond stub, minutes of general meetings of shareholders, resolutions of meetings of board of directors, resolutions of meetings of supervisory committee and financial accounting reports.
- (6)** participating in the distribution of the Company's remaining property in proportion to the number of shares held by the shareholders when the Company is terminated or liquidated;
- (7)** any shareholder who has dissidence over the resolution for the merger or division of the Company made at general meetings of shareholders requesting the Company to acquire its shares;
- (8)** other rights conferred by laws, regulations or the Articles.

In case that any person directly or indirectly holding interests in the Company fails to disclose its interests to the Company, the Company may not, by reason of such failure, exercise its power to freeze or otherwise damage any right attached to such interests enjoyed by such person.

54 Shareholders shall submit to the Company written documents certifying the class and quantity of shares of the Company held by them when they intend to review the information or documents stated in Article 53. After the Company verifies the identity of such shareholders, it shall provide the information and documents as required by such shareholders and may charge reasonable fees for the provision of the aforesaid copies thereof.

55 If any provision in the resolutions of the general meeting of shareholders or of the board of directors of the Company conflicts with any laws and regulations, shareholders shall have the right to request the court to hold such provision invalid.

In the event that the convening procedures of the general meeting of shareholders or the board of directors or the voting procedures thereof contravene any law and regulation or the Articles, or the content of any resolution adopted at such meetings contravenes the Articles, the shareholders may, within 60 days of the date of adoption of a relevant resolution, apply to the court for rescission of such procedures.

56 If a director and senior management personnel violates the laws, regulations or the provisions of the Articles during the performance of his/her duties to the Company and incurs losses to the Company, the shareholders holding individually or in aggregate 1% or more of the shares of the Company for a continued period of 180 days or more shall have the right to request in writing the supervisory committee to initiate legal action in a court; if the supervisory committee violates the laws, regulations or the provisions of the Articles during the performance of its duties to the Company and incurs losses to the Company, the shareholders may request in writing the board of directors to initiate legal action in a court.

If the supervisory committee or board of directors rejects to initiate legal action after receipt of the written request of the shareholders stipulated in the preceding paragraph, or fails to initiate action within 30 days after the date of receipt of the request, or any failure to immediately initiate action will result in irreparable damage to the interests of the Company in case of emergency, the shareholders as prescribed in the preceding paragraph shall, for the benefit of the Company and in its/his/their own name, have the right to directly initiate legal action in a court.

Where any person infringes the lawful interests of the Company and causes losses to the Company, the shareholders as prescribed in the first paragraph of this Article may initiate legal action in a court in accordance with the provisions of the preceding two paragraphs.

57 Where a director or senior management personnel violates the laws and regulations or the provisions of the Articles, the shareholders may initiate legal action in a court.

58 Shareholders of ordinary shares of the Company shall undertake the following obligations:

- (1)** abiding by the laws, regulations and the Articles;
- (2)** making payment of the share capital according to the number of shares subscribed by them and the method of capital injection;
- (3)** not to withdraw its shares unless in accordance with the laws and regulations;
- (4)** not to abuse their rights as a shareholder in infringing the interests of the Company or other shareholders;

any shareholder who abuses his rights as a shareholder and causes any loss to the Company or any other shareholder shall be liable for indemnification of such loss according to law.

any shareholder who misuse the independent legal person status of the Company or his limited liability as a shareholder in evading debts and causes a serious damage to the interests of any creditor of the Company shall have a joint and several liability for the debts of the Company.

- (5)** other obligations imposed by laws, regulations and the Articles.

Shareholders shall not assume any responsibility for further capital contribution other than the conditions agreed to by the subscriber of the relevant shares on subscription.

59 If the shareholders holding 5% or more of the voting shares of the Company pledge their shares, they shall report in writing to the Company on the date of the pledge.

60 No controlling shareholder or actual controlling person of the Company shall use his affiliation to infringe the interests of the Company. Any person who breaches the foregoing provision and causes a loss to the company shall be liable for indemnification of such loss.

The controlling shareholders and actual controlling persons of the Company shall have fiduciary duties to the Company and public shareholders. The controlling shareholders shall strictly comply with laws when exercising their rights as investors, and shall not use such means as profit distribution, asset restructuring, overseas investment, fund misappropriation or borrowing guarantee to infringe the legitimate rights and interests of the Company and public shareholders, and shall not abuse their position to infringe the interests of the Company and public shareholders.

Except for the obligations as required by laws, regulations or the listing rules of the locality where shares of the Company are listed, the controlling shareholders shall not make any decisions that will impair the interests of all or some of the shareholders concerning the following aspects when they exercise their powers as shareholders by exercising their voting rights:

- (1)** exempting the responsibility of the director and the supervisor to act in good faith for the maximum benefit of the Company;
- (2)** approving the director and the supervisor to deprive the property of the Company (including but not limited to the opportunities favourable to the Company) in any form for their own benefits or for the benefits of others;
- (3)** approving the director and the supervisor to deprive the individual rights and interests of other shareholders (including but not limited to any distribution rights, voting rights, but excluding the restructuring the Company which is submitted to the general meeting of shareholders for approval in accordance with the Articles) for their own benefits or for the benefit of others.

- 61** The directors, supervisors and senior management personnel of the Company shall be obliged to ensure that the funds of the Company will not be misappropriated by the controlling shareholders. Where the directors or senior management personnel of the Company permit, by agreement or by connivance, the controlling shareholders or their affiliated enterprises to misappropriate the assets of the Company, the board of directors of the Company shall, upon the merits of the case, give disciplinary sanctions to the directly responsible person(s) and initial dismissal procedures against the directors who assume serious responsibility therefor. In case the controlling shareholders of the Company misappropriate the assets of the Company in any way (including but not limited to the owning of the assets of the Company), the board of the directors of the Company shall immediately apply, in the Company's name, to the people's court for judicially freezing the assets of the Company misappropriated by the controlling shareholders and the shares of the Company held by the controlling shareholders. If the controlling shareholders fail to reinstate or repay in cash the assets misappropriated by them, the Company shall have the right to have the assets of the Company misappropriated by the controlling shareholders repaid by realizing the shares in the Company held by these controlling shareholders in accordance with the laws, regulations, rules and procedures.

Chapter 8 General Meeting of Shareholders

Section 1 General Provisions on the General Meeting of Shareholders

- 62** The general meeting of shareholders is the organ of attorney of the Company and shall exercise its duties and powers according to law.
- 63** The general meeting of shareholders shall exercise the following duties and powers:
- (1)** deciding on the business policies and investment plans of the Company;
 - (2)** electing and replacing directors and supervisors not appointed from the employee representatives, and deciding on matters concerning their remuneration;
 - (3)** considering and approving work reports of the board of directors and the supervisory committee;

- (4)** considering and approving the Company's annual financial budget and final account proposals;
- (5)** considering and approving the Company's plans for profit distribution and loss make-up;
- (6)** adopting resolutions concerning the increase or decrease of the Company's registered capital;
- (7)** adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;
- (8)** adopting resolutions on issuance of corporate bonds;
- (9)** adopting resolutions on engagement and dismissal of accounting firm;
- (10)** amending the Articles;
- (11)** considering and approving the guarantee matters provided in Article 64;
- (12)** considering the matters regarding the purchase and sale by the Company within one year of significant assets with a value of more than 30% of the latest audited total assets value of the Company;
- (13)** considering and approving the matters regarding change in use of proceeds;
- (14)** considering the share incentive plans;
- (15)** considering proposals raised by the shareholders representing more than 3% of the voting shares of the Company;
- (16)** considering the matters regarding affiliated transactions that shall be approved by the general meeting of shareholders as stipulated by the listing rules of the locality where the shares of the Company are listed;
- (17)** deciding on the out-of-budget expenses of the Company;
- (18)** deciding on the plans for entrusted wealth management of the Company;
- (19)** considering other matters that shall be approved by the general meeting of shareholders as stipulated by laws, regulations or the Articles.

64 The provision of the following external guarantee by the Company must be examined and adopted by the general meeting of shareholders:

- (1)** any external guarantee provided after the total amount of guarantee provided by the Company and its controlled subsidiaries reaches or exceeds 50% of the latest audited net assets value;
- (2)** any guarantee with a value of exceeding 30% of the latest audited total assets value of the Company calculated based on the principle of cumulative calculation within consecutive twelve (12) months;
- (3)** any guarantee with a value of exceeding 50% of the latest audited net assets value of the Company and with an absolute amount of more than RMB50,000,000, calculated based on the principle of cumulative calculation within consecutive twelve (12) months;
- (4)** any guarantee provided in favour of an external person or entity whose debt asset ratio has exceeded 70%;
- (5)** any single guarantee with a value of more than 10% of the latest audited net assets value;
- (6)** any guarantee provided in favour of the shareholders, the actual controller as well as the affiliates of the shareholders and the actual controller.

The guarantee in Article 64(2) shall be adopted by the general meeting of shareholders by special resolution.

The “external guarantee” referred to in the Articles means the guarantee provided by the Company in favour of others, including the guarantee provided by the Company in favour of its controlled subsidiaries. The “the total amount of guarantee provided by the Company and its controlled subsidiaries” means the sum of the total amount of external guarantee provided by the Company in favour of others and the total amount of external guarantee provided by the Company’s controlled subsidiaries in favour of others, including those external guarantee provided by the Company in favour of its controlled subsidiaries.

- 65** Unless the Company is in crisis or under other special circumstances, it shall not enter into a contract with any person other than directors, supervisors and senior management personnel of the Company for the delegation of the whole business management or the important business management of the Company to such person without the approval through a special resolution of the general meeting of shareholders.
- 66** There are two types of general meeting of shareholders: annual general meeting of shareholders and extraordinary general meeting of shareholders. The annual general meeting of shareholders shall be held once a year within six (6) months after the end of the previous fiscal year.
- 67** An extraordinary general meeting of shareholders shall be convened within two (2) months from the occurrence date of any of the following events:
- (1)** the number of directors is less than the quorum provided by the Company Law or is less than two thirds (2/3) of the number as required by the Articles;
 - (2)** the amount of the Company's loss that have not been made up reaches one-third of the Company's total paid-in share capital;
 - (3)** shareholders holding more than 10% of the voting shares of the Company, either individually or jointly, request that a general meeting of shareholders be convened;
 - (4)** the board of directors deems it as necessary or the supervisory committee proposes that such a meeting be convened;
 - (5)** other circumstances as stipulated in laws, regulations or the Articles.
- 68** The location of the general meeting of shareholders shall be: the locality where the Company is domiciled or other specific locations as notified by the person(s) convening the general meeting of shareholders.

The general meeting of shareholders shall have a venue and be held in the form of an on-site meeting. The Company will also provide internet access or other methods to facilitate the participation of the shareholders in the general meeting of shareholders. Shareholders who have participated in the general meeting of shareholders through the aforesaid methods shall be deemed as present.

- 69** When a general meeting of shareholders is convened, the Company shall engage a lawyer to issue a legal opinion and make a public announcement with respect to the following matters:
- (1)** whether the procedures in which the meeting is convened and held comply with laws, regulations and the Articles;
 - (2)** whether the qualifications of the attendees and the person(s) convening the meeting are legal and valid;
 - (3)** whether the procedures and the voting results are legal and valid;
 - (4)** to express legal opinion on other relevant matters as requested by the Company.

Section 2 Convening of the General Meeting of Shareholders

- 70** Independent director(s) shall have the right to propose to the board of directors that an extraordinary general meeting of shareholders be convened. For such proposal, the board of directors shall, in accordance with laws, regulations and the Articles, make a response in writing on whether or not it agrees to convene an extraordinary general meeting of shareholders within ten (10) days upon receipt of such proposal.

If the board of directors agrees to convene an extraordinary general meeting of shareholders, a notice of the general meeting of shareholders shall be issued within five (5) days after the resolution of the board of directors is passed. If the board of directors refuses to convene an extraordinary general meeting of shareholders, it shall give an explanation and make a public announcement.

71 The supervisory committee shall have the right to propose to the board of directors that an extraordinary general meeting of shareholders be convened. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders within ten (10) days upon receipt of the proposal in accordance with laws, regulations and the Articles.

If the board of directors agrees to convene an extraordinary general meeting of shareholders, a notice of the general meeting of shareholders shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the supervisory committee.

In case the board of directors refuses to convene an extraordinary general meeting of shareholders, or does not give any response within ten (10) days upon receipt of the proposal, the board of directors shall be deemed to be unable or have failed to perform its duty to convene the general meeting of shareholders, and the supervisory committee may convene and preside over the meeting by itself.

72 Where the shareholders request to convene an extraordinary general meeting of shareholders or a class shareholders' meeting, the following procedures shall be observed:

- (1)** the shareholders who individually or jointly hold more than 10% of the voting shares at such proposed meeting may execute one or several copies of written request with the same form and contents to propose to the board of directors to convene an extraordinary general meeting of shareholders or a class shareholders' meeting and set out the topics of the meeting. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders or class shareholders' meeting within ten (10) days upon receipt of the request in accordance with laws, regulations and the Articles.

If the board of directors agrees, a notice of the meeting shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original request in the notice shall be approved by relevant shareholders.

- (2) In case the board of directors refuses, or does not give any response within ten (10) days upon receipt of the request, the shareholders who individually or jointly hold more than 10% of the voting shares at such proposed meeting shall have the right to propose to the supervisory committee for the convening of such meeting, and shall make such request to the supervisory committee in the form of writing.

If the supervisory committee agrees, a notice of the meeting shall be issued within five (5) days upon receipt of the request. Changes made to the original request in the notice shall be approved by relevant shareholders.

If the supervisory committee fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, the shareholders who either individually or jointly hold more than 10% of the Company's voting shares for more than ninety (90) consecutive days may convene and preside over the meeting by themselves.

- 73** When the supervisory committee or the shareholders decide to convene a general meeting of shareholders by themselves, they must notify the board of directors in writing and at the same time file the notice with the local branch of CSRC and the stock exchange where the Company is domiciled.

Before the resolutions of general meeting of shareholders are publicly announced, the proportion of the voting shares held by the convening shareholder should not be less than 10% of the total number of the outstanding voting shares of the Company.

When issuing the notice of general meeting of shareholders and the public announcement of the resolutions of general meeting of shareholders, the convening shareholder shall submit relevant supporting materials to the local branch of CSRC and the stock exchange where the Company is domiciled.

- 74** For the general meeting of shareholders convened by the supervisory committee or the shareholders themselves, the board of directors and the secretary to the board of directors shall provide cooperation. The board of directors shall provide the register of shareholders as at the date of record.

- 75** Expenses required for the general meeting of shareholders convened by the supervisory committee or the shareholders themselves shall be borne by the Company.

Section 3 Proposals and Notice of the General Meeting of Shareholders

- 76** The contents of the proposals shall be within the scope of authority of the general meeting of shareholders, have clear and definite topics and specific matters to be determined, and shall comply with relevant provisions of laws, regulations and the Articles.
- 77** When the Company holds a general meeting of shareholders, the board of directors, supervisory committee and shareholders who individually or jointly hold more than 3% of the voting shares of the Company shall have the right to prepare a proposal to the Company.

Shareholders who hold more than 3% of the voting shares of the Company, either individually or jointly, may prepare an interim proposal and submit it in writing to the person(s) convening the meeting ten (10) days before the general meeting of shareholders convenes. The person(s) convening the meeting shall issue a supplementary notice of the general meeting of shareholders within two (2) days upon receipt of the proposal and publicly announce the contents of such proposal.

Except for the circumstances as provided in the preceding paragraph, after issuing a public announcement on the notice of the general meeting of shareholders, the person(s) convening the meeting shall not amend the proposals specified in the notice of the general meeting of shareholders or include new proposals.

The general meeting of shareholders shall not vote and make a resolution on proposals not specified in the notice or not in compliance with Article 76 of the Articles.

- 78** When the Company holds a general meeting of shareholders, it shall send a written notice to the shareholders forty-five (45) days prior to the meeting. Shareholders intending to be present in the general meeting of shareholders shall send a written reply of attendance to the Company twenty (20) days before the meeting convenes.

The notice of the general meeting of shareholders shall be delivered through any methods as permitted by the stock exchange of the locality where the Company's shares are listed (including without limitation by post, email, fax, public announcement, announcement on the websites of the Company and/or the stock exchange of the locality where the Company's shares are listed) to the shareholders (whether or not such shareholders have a voting right at the general meeting of shareholders). In the case of delivery by post, the address of the recipient shall be the address registered in the register of shareholders.

The public announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council forty-five (45) to fifty (50) days prior to the meeting. All shareholders of domestic investment shares shall be deemed to have received the notice of general meeting of shareholders upon the publication of the announcement.

- 79** The Company shall calculate the number of voting shares held by shareholders who plan to attend the meeting based on the written reply received twenty (20) days prior to the date on which the general meeting of shareholders is held. Where the number of voting shares held by shareholders who plan to attend the meeting reaches more than half (1/2) of the total number of voting shares of the Company, the meeting can be held by the Company. Otherwise, the Company shall inform the shareholders again within five (5) days, in the form of a public announcement, of the matters to be considered, and the date and place of the meeting to be held. The meeting can be held by the Company after such public announcement has been made.
- 80** The notice of the general meeting of shareholders shall include the following contents:
- (1)** in written form;
 - (2)** the time, location and duration of the meeting;
 - (3)** the matters and proposals submitted to the meeting for consideration;

- (4) providing shareholders with materials and explanations necessary for them to make sensible decisions regarding the matters to be discussed, including (but not limited to) the specific terms and contracts (if any) for a proposed transaction and a detailed explanation of its reasons and consequences where the Company proposes a merger, acquisition of shares, restructuring of share capital or other forms of restructuring;
- (5) where any director, supervisor and senior management personnel have an important interest with regard to matters to be discussed, then the nature and extent of that interest shall be disclosed. Where the impact of the matters to be discussed on such director, supervisor and senior management personnel who are shareholders is different from the impact on other shareholders of the same class, then that difference shall be illustrated;
- (6) containing the full text of any special resolution proposed to be passed at the meeting;
- (7) providing a clear description stating that all shareholders shall have the right to attend and vote at the general meeting of shareholders and may entrust in writing one (1) or more proxies, as necessary, who does not need to be shareholders of the Company, to attend and vote at the meeting;
- (8) stating the deadline and place for the delivery of proxy form of the meeting;
- (9) the record date for the shareholders who have the right to attend the general meeting of shareholders;
- (10) the names and telephone numbers of the contact person of the meeting.

81 Where the election of directors or supervisors is proposed to be discussed at the general meeting of shareholders, the notice of the general meeting of shareholders shall fully disclose the details of the candidates of directors or supervisors, and shall include at least the following contents:

- (1) the particulars of the candidates such as education background, work experience and concurrent positions;
- (2) whether he/she has an affiliation with the Company or the controlling shareholder and the actual controller of the Company;
- (3) the number of shares held by such candidates shall be disclosed;

- (4) whether he/she has been sanctioned by CSRC and other relevant departments and stock exchanges.

Except for the election of directors and supervisors through cumulative voting system, each candidate for the position of directors and supervisors shall be put forward in a single proposal.

- 82** An accidental omission of giving notice of a meeting to a person who is entitled to receive such notice or such person's failure to receive such notice shall not invalidate the meeting or the resolutions adopted at the meeting.
- 83** After sending the notice of general meeting of shareholders, the meeting shall not be postponed or cancelled without justifiable reason, and the proposals specified in the notice of the meeting shall not be cancelled. In case of any postponement or cancellation, the person(s) convening the meeting shall make a public announcement and explain the reasons at least two (2) working days before the scheduled date of the meeting. Where the listing rules of the locality where the Company's shares are listed have other provisions on this matter, such rules shall apply.

Section 4 Conducting the General Meeting of Shareholders

- 84** The board of directors of the Company and other person(s) convening the meeting will take necessary measures to ensure the normal order of the general meeting of shareholders. The Company will take measures to prevent, and will timely report to relevant authorities for investigating into and dealing with, the acts of interfering with the general meeting of shareholders, initiating quarrels and creating trouble and infringing the legitimate rights and interests of shareholders.
- 85** All shareholders as at the record date shall be entitled to attend the general meeting of shareholders and exercise their voting rights in accordance with relevant laws, regulations and the Articles.

Any shareholder who has the right to attend and vote at a general meeting of shareholders shall have the right to appoint one or more persons (not necessarily shareholder(s)) as his/ her proxy(ies) to attend and vote at the meeting. Such proxy(ies) may exercise the following rights in accordance with the shareholder's appointment:

- (1) the right to speak at the general meeting of shareholders;
- (2) the right to vote in accordance with relevant laws, regulations and the Articles.

86 Where an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid identity documents and stock account card evidencing his/her identity; where he/she appoints a proxy to attend the meeting, such proxy shall present his/ her valid identity card and proxy form.

Where the shareholder is a legal person, its legal representative or the proxy(ies) appointed by its legal representative shall attend the meeting. Where the legal representative attends the meeting, he/she shall present his/her identity card or the valid identity documents evidencing his/her identity as a legal representative; where he/she appoints a proxy to attend the meeting, such proxy shall present his/her identity card and the proxy form issued legally by the legal representative of such legal person shareholder.

87 Shareholders shall appoint proxy in writing. The proxy form shall be signed by the appointer or its authorized representative who has been authorized in writing. If the appointer is a legal person, the document shall be affixed with the legal person's seal or signed by its director or duly authorized representative.

The proxy form issued by a shareholder to appoint proxy to attend the general meeting of shareholders shall set out the following contents:

- (1) the name of the proxy;
- (2) whether the proxy has voting rights;
- (3) respective instructions on whether to cast an affirmative or negative vote or abstain from voting on each matter listed in the agenda of the meeting;
- (4) the issue date and term of the proxy form;

- (5) the signature (or seal) of the appointer. Where the appointer is a legal person, the seal of the appointer shall be affixed;
- (6) specifying the number of shares held by the appointer represented by the proxy;
- (7) Where several proxies are appointed, the proxy form shall specify the number of shares represented by each proxy.

88 The proxy form shall be placed at the domicile of the Company, or at other places designated in the notice of meeting, at least twenty-four (24) hours prior to the meeting for which the proxy is appointed, or twenty-four (24) hours prior to the designated voting time. If the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall be placed together with the proxy form at the domicile of the Company or other places designated in the notice of meeting.

Where the appointer is a legal person, the legal representative or the person authorized by the resolution of its board of directors or other decision-making organ shall attend the general meeting of shareholders of the Company.

89 Any format of proxy form issued by the board of directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote, and to give separate instructions on each matter to be voted at the meeting. The proxy form shall state whether the proxy may vote at his/her discretion if the appointer does not give any instruction.

90 If, before voting, the appointer has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization to sign the proxy form, or transferred all his/her relevant shares, the vote cast by the proxy in accordance with the proxy form shall remain valid so long as the Company has not received any written notice regarding such matters before the commencement of relevant meeting.

91 The meeting register for the attendees shall be prepared by the Company. The meeting register shall set out such matters as the names (or entity names), identity card numbers and addresses of, and the number of voting shares held or represented by, the attendees and the names of the appointers (or entity names).

- 92** The person(s) convening the meeting and the lawyer engaged by the Company shall, according to the register of shareholders provided by the securities registration and clearing organisation, jointly verify the legality of the shareholders' qualifications and register the names of shareholders and the number of voting shares held by them. The registration for meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies present at the on-site meeting and the total number of voting shares held by them.
- 93** When the general meeting of shareholders is held, all directors, supervisors and the secretary to the board of directors shall attend the meeting, and, unless there is a justifiable reason, other senior management personnel shall be present as a non-voting attendee at the meeting.
- 94** The chairman of the board of directors shall preside over the meeting. If the chairman is unable or fails to perform his/her duties, the vice chairman of the board of directors shall preside over the meeting; if the vice chairman is unable or fails to perform his/her duties, a director jointly elected by more than half (1/2) of all the directors shall preside over the meeting.

If the meeting is convened by the supervisory committee itself, the chairman of the supervisory committee shall preside over the meeting; if the chairman of the supervisory committee is unable or fails to perform his/her duties, a supervisor jointly elected by more than half (1/2) of all the supervisors shall preside over the meeting.

The general meeting of shareholders convened by shareholders themselves shall be presided over by the representative elected by the person(s) convening the meeting.

When the general meeting of shareholders is held, if the chairman of the meeting breaches the rules of procedures which renders the meeting unable to proceed, upon the consent of the shareholders representing more than half (1/2) of the voting shares present at the on-site meeting, the general meeting of shareholders may elect one person to act as the chairman of the meeting so as to proceed with the meeting. If shareholders fail to elect a chairman of the meeting for any reason, the shareholder present at the meeting (including proxy) holding the most voting shares shall preside over the meeting.

- 95** The Company shall formulate the rules of procedures of the general meeting of shareholders, which shall contain detailed provisions on the procedures of the meeting and the voting, including such contents as notice, registration, consideration of proposals, voting, calculation of votes, announcement of the voting results, formation of the resolutions of the meeting, meeting minutes and its execution and public announcement, and the principles for the authorisation which the general meeting of shareholders grant to the board of directors. The rules of procedures of the general meeting of shareholders shall be a schedule to the Articles and shall be finalised by the board of directors and approved by the general meeting of shareholders.
- 96** At the annual general meeting of shareholders, the board of directors and the supervisory committee shall report to the general meeting of shareholders on their work for the past year. Each independent director shall also give a work report.
- 97** The directors, supervisors and senior management personnel at the general meeting of shareholders shall give explanations for the inquiries and proposals of the shareholders.
- 98** The chairman of the meeting shall, before the voting, announce the number of shareholders or their proxies present at the on-site meeting and the total number of voting shares held by them, and the number of shareholders or their proxies present at the on-site meeting and the total number of voting shares held by them as recorded in the meeting register shall prevail.
- 99** The general meeting of shareholders shall be recorded in minutes, for which the secretary to the board of directors shall be responsible. The minutes shall include the contents set forth below:
- (1)** location, date, time, agenda and name of the person(s) convening the meeting;
 - (2)** name of the chairman of the meeting, directors, supervisors and senior management personnel present or present as a non-voting attendee at the meeting;

- (3) number of shareholders or their proxies present at the meeting (including shareholders of domestic investment shares and shareholders of overseas listed foreign shares (if any)), the total number of voting shares held by them, and their respective proportions of voting shares held by them in the total number of shares of the Company;
- (4) discussion process, key points of the discussion and voting results of each proposal;
- (5) inquiries, advice or proposals of the shareholders and related reply or explanation;
- (6) name of the lawyer(s), person(s) counting the vote and scrutineer(s);
- (7) other contents required to be recorded in the minutes by the Articles.

100 The person(s) convening the meeting shall ensure that the contents of the minutes is true, accurate and complete. The minutes shall be signed by the directors, supervisors, secretary to the board of directors, the person(s) convening the meeting or its/their representative(s) and chairman of the meeting present at the meeting, and shall be kept together with the signature list of shareholders attending the on-site meeting, the proxy form and valid information concerning voting through internet and other methods for a term of at least ten (10) years.

101 The persons(s) convening the meeting shall ensure that the general meeting of shareholders can proceed without interruption until final resolutions are formed. Where the general meeting of shareholders is suspended or unable to make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the meeting or directly terminate the current general meeting of shareholders as soon as possible and prompt public announcement shall be made. In the meantime, the person(s) convening the meeting shall report to the local branch of CSRC and the stock exchange where the Company is domiciled, explaining the reasons and disclosing relevant information and shall provide a special legal opinion issued by the lawyer.

Section 5 Voting and Resolutions of the General Meeting of Shareholders

- 102** The resolutions of the general meeting of shareholders shall be divided into two types: (i) ordinary resolutions, and (ii) special resolutions.

Ordinary resolutions made by the general meeting of shareholders shall be passed by more than half (1/2) of voting rights held by the shareholders (including their proxies) present at the meeting.

Special resolutions made by the general meeting of shareholders shall be passed by more than two thirds (2/3) of voting rights held by the shareholders (including their proxies) present at the meeting.

- 103** When voting at a general meeting of shareholders, shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares held by them, with each share representing one vote.

When material issues affecting the interests of minority investors are considered at a general meeting, the votes relating to minority investors shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

Shares of the Company held by the Company do not represent voting rights, which shall not be counted into the total voting shares present at the general meeting of shareholders.

Directors, independent directors, and shareholders satisfying relevant required conditions, may solicit shareholders' voting rights publicly. When soliciting shareholders' voting rights, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from which voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of shareholders' voting right. The Company shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.

According to applicable laws and regulations and the listing rules of the locality where the Company's shares are listed, if, in relation to any individual resolution, any shareholder must abstain from voting or be restricted to cast only an affirmative or negative vote, the votes casted by the shareholders (or their proxies) in breach of such relevant provisions or restrictions shall not be counted towards the total number of valid voting shares.

- 104** All matters which require a resolution at the general meeting of shareholders shall be voted by poll.
- 105** Voting on matters concerning the election of a chairman of the meeting or the suspension of the meeting shall be conducted immediately; for other matters, the chairman of the meeting shall have the right to decide when to conduct the voting by poll, the meeting may proceed to discuss other matters, and the voting result shall still be deemed as a resolution adopted at the meeting.
- 106** In case of voting by poll, shareholders (including their proxies) with two or more votes need not cast all their votes as affirmative or negative.
- 107** Where the negative votes are equal to the affirmative votes, the chairman of the meeting shall have the right to cast one more vote.
- 108** Resolutions on matters listed in Articles 63(1) to 63(5), 63(9), 63(13) and 63(15) to 63(18) concerning the duties and powers of the general meeting of shareholders in Article 63 of the Articles, matters in the first paragraph of Article 64 other than Article 64.2, and other matters except for those required to be passed by special resolutions by laws, regulations or the Articles, shall be passed by ordinary resolution by the general meeting of shareholders.

- 109** Resolutions on matters listed in Articles 63(6) to 63(8), 63(10), 63(12) and 63(14) concerning the duties and powers of the general meeting of shareholders in Article 63 of these Articles, and matters required to be adopted by special resolutions by laws, regulations or the Articles, or where ordinary resolutions of the general meeting of shareholders have determined that such matters have a material impact on the Company, shall be adopted by special resolution by the general meeting of shareholders.
- 110** The chairman of the meeting shall, according to the voting results, decide on whether the resolutions of the general meeting of shareholders have been adopted, which shall be final, and shall announce the voting results, which shall be recorded into the meeting minutes.
- 111** When matters concerning affiliated transactions are considered by the general meeting of shareholders, those affiliated shareholders shall refrain from voting, and the voting shares held by them shall not be counted towards the total number of valid voting shares; and the public announcement of the general meeting of shareholders shall fully disclose the information on the voting of the non-affiliated shareholders.
- 112** The Company shall facilitate the shareholders in their presence at the general meeting of shareholders through various methods and ways, including modern information technology means such as providing a voting platform in the form of internet, provided that the legality and effectiveness of the general meeting of shareholders shall be assured.
- 113** The name list of candidates for directors and supervisors shall be included in a proposal to be submitted to the general meeting of shareholders for voting.

According to the provisions of the Articles or a resolution of the general meeting of shareholders, cumulative voting system may be adopted when the general meeting of shareholders votes on the election of directors and supervisors.

The cumulative voting system referred to in the preceding paragraph means that, when the general meeting of shareholders elects the directors and supervisors, each share shall have the same number of votes as the number of directors or supervisors to be elected, and the votes of the shareholders can be centralised. The board of directors shall make a public announcement to the shareholders on the resumes and basic information of the candidates for directors and supervisors.

114 Methods and procedures to nominate directors and supervisor are as follows:

- (1)** shareholders holding, individually or jointly, more than 3% in the total number of the outstanding voting shares of the Company may put forward in a written proposal to the general meeting of shareholders the candidates of directors and supervisors to be appointed from those other than the employee representatives, provided that the number of persons nominated must comply with the provisions of the Articles and be not more than the number of persons contemplated to be elected. The said proposal put forward by the shareholders to the Company shall be sent to the Company at least fourteen (14) days prior to the date of the general meeting of shareholders;
- (2)** the board of directors and the supervisory committee may, within the scope of the number of persons as provided in the Articles, formulate a proposed name list of the candidates of directors and supervisors according to the number of persons contemplated to be elected, and put forward the said list in a written proposal to the general meeting of shareholders;
- (3)** the Company shall separately formulate a special system for the nomination of independent directors;
- (4)** the written notice concerning the intention to nominate candidates of directors and supervisors and the nominees' statement for acceptance of the nomination, as well as relevant written information of the nominees, shall be sent to the Company at least seven (7) days prior to the date the general meeting of shareholders is held. The board of directors and the supervisory committee shall provide resumes and basic information of the candidates of directors and supervisors to the shareholders;
- (5)** the period given by the Company to relevant nominators and nominees to submit the aforesaid notices and documents (which is counted from the next day when the notice of general meeting of shareholders is issued) shall be at least seven (7) days;
- (6)** the general meeting of shareholders shall vote on each candidate of directors and supervisors one by one, except those circumstances under which the cumulative voting system is applicable;

- (7) in case of any interim increase or addition of directors and supervisors, the candidates shall be put forward and suggested by the board of directors and the supervisory committee for election or replacement by the general meeting of shareholders.
- 115 Except for the cumulative voting system, the general meeting of shareholders shall vote on all proposals one by one, and where there are different proposals on the same matter, shall vote in accordance with the order of time the proposals are put forward. Except that the general meeting of shareholders is suspended or unable to make a resolution for special reasons such as force majeure, it shall not put off or refrain from voting on proposals.
- 116 When considering proposals, the general meeting of shareholders shall not amend the contents of the proposal, otherwise relevant changes shall be deemed as a new proposal, and the current general meeting of shareholders shall not vote on such proposal.
- 117 Among the on-site voting, voting through internet or voting through other means, only one method can be chosen for the same vote. In case of a repetitive voting for the same vote, the result of the first voting shall prevail.
- 118 Before voting on proposals, the general meeting of shareholders shall elect two shareholders' representatives to participate in vote counting and supervision on vote counting. Where a shareholder has an interest in the matters being considered, such relevant shareholder and its proxies shall not participate in vote counting and supervision on vote counting.

When the general meeting of shareholders votes on proposals, the lawyer, shareholders' representatives and supervisors' representatives shall jointly be responsible for vote counting and supervision on vote counting and shall announce on the spot the voting results, and the voting results for resolutions shall be recorded into the meeting minutes.

Company shareholders or their proxies voting through internet or other means shall have the right to verify their own voting results through the corresponding voting system.

- 119** The ending time of the on-site general meeting of shareholders shall not be earlier than the ending time for meeting via the internet or other means, and the chairman of the meeting shall announce the voting information and result on each proposal and, according to the voting result, on whether such proposal is passed.

Before the voting result is formally announced, relevant parties involved in the voting on site or through internet or other means, such as the Company, person(s) counting the vote, scrutineer(s), major shareholders, internet services providers, etc., shall assume confidentiality obligations toward the information on voting.

- 120** Shareholders present at the general meeting of shareholders shall express one of the following opinions on the proposals submitted for voting: affirmative, negative or abstaining, except that securities registration and clearing organizations, being the nominal holders of shares subject to the Shanghai-Hong Kong stock connect, may express opinions according to the intentions of actual holders.

Votes without input or with wrong information or illegible scripts, or votes not casted, shall be deemed as the voters having waived their voting rights, and the voting result of the number of shares held by them shall be calculated as “abstaining”.

- 121** If the chairman of the meeting has any doubt about the voting result, he/she may organise the counting of the votes. If the chairman does not count the votes, and the shareholders or their proxies present at the meeting disagree with the result announced by the chairman, they shall have the right to request for the counting of the votes immediately after the announcement of the voting result, and the chairman shall organise the counting of the votes immediately.

- 122** If votes are counted at a general meeting of shareholders, the counting result shall be recorded in the minutes of the meeting. Minutes of the meeting shall be kept in the domicile of the Company together with the signature list of shareholders attending the meeting and the proxy form.

- 123** The resolutions of the general meeting of shareholders shall, in accordance with the provisions of the listing rules of the locality where the Company's shares are listed, be promptly and publicly announced, which shall specify the number of shareholders or their proxies present at the meeting, the total number of voting shares held by them, the proportion of voting shares held by them in the total number of voting shares of the Company, the voting methods, the voting result on each proposal and the detailed contents of the resolutions adopted, and shall also explain the information on the issue of the notice of general meeting of shareholders and the information on the presence and voting of shareholders of foreign investment shares and domestic investment shares at the general meeting of shareholders.
- 124** Where a proposal has not been passed or any change is made at the current general meeting of shareholders to the resolution(s) passed by the last general meeting of shareholders, a special note shall be made in the public announcement of the resolutions of the general meeting of shareholders.
- 125** Where proposals regarding election of directors or supervisors were passed at the general meeting of shareholders, the time the new directors or supervisors take office shall be the time when the proposals of relevant elections were passed at the general meeting of shareholders.
- 126** Where proposals regarding cash dividend, stock distribution or conversion of the capital reserve into share capital were passed at the general meeting of shareholders, the Company will implement the specific plan within two (2) months after the general meeting of shareholders.

Chapter 9 Special Procedures for the Voting of Class Shareholders

- 127** In case where different classes of shares are issued by the Company, shareholders holding different classes of shares shall be class shareholders.

Class shareholders shall enjoy the rights and assume the obligations in accordance with laws, regulations, rules and the Articles.

- 128** If the Company intends to change or abrogate the rights of class shareholders, it may do so only after such change or abrogation has been approved by a special resolution of the general meeting of shareholders and by the meetings of shareholders convened separately by the affected class shareholders in accordance with Article 130 to Article 134 respectively.

In case of change or abrogation of the rights of class shareholders due to changes in domestic and overseas laws, regulations and rules and the listing rules of the place where the shares of the Company are listed or decisions duly made by domestic and overseas regulators, no approval is needed from the general meeting of shareholders or the meetings of class shareholders.

- 129** In the following conditions, rights of a certain class shareholder shall be deemed to be changed or abrogated:

- (1)** an increase or decrease in the number of shares of such type or an increase or decrease in the number of shares of a type having voting rights, distribution rights or other privileges that is equal or superior to those of the shares of such class;
- (2)** a conversion of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such conversion;
- (3)** a cancellation or reduction of rights to gain accrued dividends or accumulated dividends attached to shares of such class;
- (4)** a reduction or cancellation of the priority attached to shares of such class in dividend distribution or property distribution during liquidation of the Company;

- (5)** an increase, cancellation or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights or rights to acquire securities of the Company attached to shares of such class;
 - (6)** a cancellation or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class;
 - (7)** a creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
 - (8)** an imposition of restrictions or increase of restrictions on the transfer or ownership of shares of such class;
 - (9)** a right to subscribe for such class or another class of shares, or convert into another class of shares;
 - (10)** an increase in the rights and privileges of shares of another class;
 - (11)** restructuring plan of the Company will cause shareholders of different categories to bear liability disproportionately during the restructuring;
 - (12)** an amendment or cancellation of the provisions of this Chapter.
- 130** Class shareholders affected, whether or not originally having voting rights at the general meeting of shareholders, shall have voting rights in class shareholders' meeting when the matters stated in Articles 129(2) to 129(8), 129(11) to 129(12) are concerned, except for the interested shareholders.

The aforesaid interested shareholders have the following meanings:

- (1)** when the Company makes purchase offer to all shareholders equally pro rata or purchases shares of the Company by means of open transaction at the stock exchange in accordance with Article 31 hereof, "interested shareholders" refer to the controlling shareholders defined hereunder;
- (2)** when the Company purchases shares of the Company by means of agreement outside the stock exchange in accordance with Article 31 hereof, "interested shareholders" refer to the shareholders related to such agreement;

(3) in the restructuring plan, “interested shareholders” refer to the shareholders assuming responsibilities in a lower proportion than other shareholders of the same class, or the shareholders holding different interests from other shareholders of the same class.

131 Resolutions of the meetings of class shareholders may only be passed upon approval through voting by at least two-thirds (2/3) of the shareholders with voting rights and present at such meetings of class shareholders in accordance with Article 130.

132 When convening a meeting of class shareholders, the Company shall issue written notices to all the shareholders registered under such class of shares 45 days prior to the date of such meeting, and specify in such notices the matters to be considered at the meeting and the date and place of such meeting. Any shareholder intending to attend such meeting shall deliver the relevant written reply to the Company 20 days prior to the date of such meeting.

If the number of shares with voting rights represented by the shareholders intending to attend the meeting of class shareholders reaches more than half (1/2) of the total number of shares of that class with voting rights at such meeting, then the Company may hold such meeting. Otherwise, the Company may, within five (5) days, notify the shareholders a second time by way of public announcement of the matters to be considered at the meeting and the date and place to hold such meeting. Upon issuing such an announcement, the Company may hold the meeting of class shareholders.

In case there are special regulations in the listing rules of the place where the shares of the Company are listed, such regulations shall prevail.

133 If a meeting of class shareholders is to be held by way of issuing notices, then such notices only need to be sent to the shareholders having the rights to vote at such meeting.

A meeting of class shareholders shall be held under the same procedures of a general meeting of shareholders as far as possible and unless otherwise stipulated under this Chapter, the terms under the Articles regarding procedures of holding a general meeting of shareholders shall apply to the meeting of class shareholders.

- 134** In addition to other class shareholders, the shareholders holding domestic shares and shareholders holding overseas listed foreign shares shall be deemed as different types of shareholders.

The special procedures of voting by class shareholders shall not apply to the following situations:

- (1)** Upon approval by special resolution at the general meeting of shareholders, the Company separately or concurrently issue domestic shares and overseas listed foreign shares every twelve (12) months, and neither the number of the domestic shares to be issued nor the number of overseas listed foreign shares to be issued exceeds 20% of the outstanding shares of that class;
- (2)** The plan of issuing domestic shares or overseas listed foreign shares at the establishment of the Company has been completed within fifteen (15) months from the date of approval by the securities regulatory authority under the State Council;
- (3)** Upon approval by the securities regulatory authority under the State Council, the shares of the Company held by the domestic shareholders are transferred to foreign investors, which are then listed and traded abroad.

Chapter 10 Board of Directors

Section 1 Directors

- 135** The service term of each session of the board of directors shall be three years. The directors shall be elected or replaced by the general meeting of shareholders and his/her service term shall commence from the date of approval of the relevant resolution by the general meeting of shareholders and shall end upon expiration of the service term of the current board of directors. Upon expiration of the service term of a director, he/she may be re-elected and re-appointed.

In case no new director is elected timely upon expiration of the service term of a director, then before a new director is elected to take his/her office, such director shall perform the duties of a director in accordance with the laws and regulations and the Articles. The general meeting of shareholders may dismiss any director before expiration of his/her service term by adopting an ordinary resolution in accordance with relevant laws and regulations (but the director's right to raise any claim in accordance with any contract shall not be affected).

The president or other senior management personnel may act as a director concurrently, provided that the number of such directors may not exceed half of the total number of the directors of the Company.

A director is not required to hold any shares of the Company.

136 In case a director fails to attend the meeting of the board of directors in person or by proxy of other directors for two consecutive times or attends less than three-fourths (3/4) of the total meetings of the board of directors (regular and ad hoc meetings) in person within one year, or the total times he/she abstains from voting within one year exceeds 30% of his/her total number of votes, he/she shall be deemed as unable to perform his/her duties, and the board shall advise the general meeting of shareholders to replace such director.

137 Any director may resign prior to the expiration of his/her service term by submitting a written resignation letter to the board. The board will disclose the relevant information within two days.

In case the resignation of any director results in the number of directors of the board falling below the statutory quorum, then until the newly-elected director takes his/her office, the original director shall continue to perform his/her duties as a director in accordance with the provisions under laws and regulation and the Articles.

Unless set forth above, the resignation of a director shall take effect when his/her resignation letter is delivered to the board.

138 Unless provided under the Articles or duly authorized by the board, no director may act on behalf of the Company or the board in his/her own name. When acting in his/her own name, if a third party reasonably considers him/her to be acting on behalf of the Company or the board, such director shall declare his/her position and capacity in advance.

139 In case a director violates the provisions under laws and regulations or the Articles while performing his/her duties for the Company and results in losses to the Company, such director shall be liable for compensation.

Section 2 Independent Director

140 The Company shall have independent directors, who shall pay particular attention to the legal rights and interests of the minority shareholders when performing his/her duties.

Unless otherwise provided under this Section, the provisions related to the eligibility and obligations of directors under Chapter 14 of the Articles, the listing rules of the place where the shares of the Company are listed and other relevant statutory regulations shall apply to the independent directors.

141 The independent directors of the Company shall mean those who do not hold any position in the Company other than director, do not have any relationship with the Company and its substantial shareholders (meaning the directors who individually or jointly hold more than 5% of the total number of shares with voting rights of the Company) that may impair his/her independent and objective judgment, and meet the requirements for independent shareholders under the listing rules of the place where the shares of the Company are listed.

142 At least one-third of the members of the board of directors of the Company shall be independent directors, among whom at least one member shall be an accounting professional. In case any independent director fails to meet the requirements for independence or is otherwise not suitable to perform the duties of an independent director, and as a result the quorum for independent directors under the Articles is not met, the Company shall make up for such quorum as required.

143 The service term of the independent directors shall be the same as that of the other directors of the Company. Upon expiration of the service term of an independent director, he/she may be re-elected and re-appointed, provided that the continuance in office shall not exceed six years.

- 144** The Company shall establish policies for independent directors to provide for the qualification, nomination, election and replacement, rights and obligations, legal liabilities and other information related to the independent directors. Such policies shall take effect upon approval by the general meeting of shareholders.

Section 3 Board of Directors

- 145** The Company shall have a board of directors, which shall be accountable to the general meeting of shareholders.

The board of directors shall set up an office of the board of directors to act as the permanent working body of the board of directors.

- 146** The board of directors shall be composed of seven to nine directors. There shall be one chairman and one vice chairman. The chairman and vice chairman shall be elected or dismissed by the approval of more than half (1/2) of all the directors. The term is three (3) years and the chairman or vice chairman may serve consecutive terms if he/she is re-elected when his/her term expires.

- 147** The board of directors shall exercise the following functions and powers:

- (1)** To convene the general meeting of shareholders and report its work to the general meeting of shareholders;
- (2)** To implement the resolutions passed at the general meeting of shareholders;
- (3)** To decide on the business plan, investment proposals of the Company and corporate financing which are not subject to the deliberation of the general meeting of shareholders as required under the Articles;
- (4)** To decide on the entrusted wealth management matters with a cumulative amount which is no higher than 5% of the latest audited net assets value of the Company;
- (5)** To formulate plans for the annual financial budget and final account of the Company;

- (6)** To formulate the profit distribution plan and the loss make-up plan of the Company;
- (7)** To formulate plans for increasing or decreasing the registered capital of the Company;
- (8)** To formulate plans for issuing corporate bonds or other securities and of listing of the Company;
- (9)** To propose plans for major acquisition by the Company, acquisition of shares of the Company or merger, division, dissolution or alteration of form of the Company;
- (10)** To decide on the establishment of the internal management body of the Company and the establishment or cancellation of branches of the Company;
- (11)** To decide on the merger, division, reorganization and other matters of the subsidiaries of the Company;
- (12)** To decide on the policies and plans for performance appraisal, salary, welfare, rewards and penalties for all the staff of the Company;
- (13)** To employ or dismiss the president, secretary to the board of directors of the Company as well as chairmen of all the special committees under the board of directors;
- (14)** To employ or dismiss other management personnel of the Company and decide on their remuneration, rewards and penalties based on nomination by the president;
- (15)** To appoint or replace the directors and supervisors of the wholly-owned subsidiaries of the Company to be acted by those other than employee representatives, recommend candidates for directors and supervisors to be acted by those other than employee representatives in the subsidiaries the Company controls or otherwise holds shares in, recommend candidates for general managers of wholly-owned subsidiaries and subsidiaries controlled by the Company. The selected senior management personnel candidates other than the general managers of wholly-owned subsidiaries and subsidiaries controlled by the Company shall be reported to the board of directors for record;
- (16)** To formulate the basic management system of the Company;
- (17)** To be responsible for the establishment of a sound risk management system (including risk evaluation, financial control and internal audit) of the Company and monitor the implementation of such systems;

- (18)** To be responsible for the establishment and improvement of a sound rule-of-law and compliance management system (including general counsel system, legal and compliance risk control and cultivation of compliance culture) of the Company and listening to the work report on law-based corporation governance and compliance management;
- (19)** To formulate plans for amendment of the Articles;
- (20)** To formulate share incentive plan of the Company;
- (21)** To manage the information disclosure of the Company;
- (22)** To propose to the general meeting of shareholders to hire or replace the accounting firm conducting audit of the Company;
- (23)** To hear the work report, periodic or non-periodic, of the president of the Company or the senior management personnel entrusted by the president and approve the work report of the president;
- (24)** To decide on the establishment of the special committees of the board of directors;
- (25)** To elect the chairman and vice chairman of the Company;
- (26)** To consider and approve the external guarantee of the Company other than those which approval at the general meeting of shareholders is required under Article 64;
- (27)** To decide on the out-of-budget expenses with an individual amount not exceeding 10% of the latest audited net assets value of the Company;
- (28)** To decide on the asset mortgages and pledges proposed by the Company for its own debts;
- (29)** To consider and approve acquisition or sale of assets by the Company other than those approval at the general meeting of shareholder is required under the Articles;
- (30)** To decide on the development strategy of the Company and those of each business segment;
- (31)** To develop and review the Company's policies and practices on corporate governance;
- (32)** To review and monitor the training and continuous professional development of directors and senior management;
- (33)** To review and supervise the Company's policies and practices on compliance with legal and regulatory requirements;

- (34)** To develop, review and monitor the code of conduct and compliance manual applicable to employees and directors;
- (35)** To review the Company's compliance with the Code of Corporate Governance Guidelines in the Listing Rules of the Hong Kong Stock Exchange and disclosure in the corporate governance report;
- (36)** Other functions and powers as provided under laws and regulations or the Articles and granted by the general meeting of shareholders.

Any function abovementioned to be exercised by the board of directors or any transaction or arrangement made by the Company, in case it is required to be considered by the general meeting of shareholders under the listing rules of the place where the shares of the Company are listed, shall be submitted to the general meeting of shareholders for consideration.

Among all the matters abovementioned, those under Articles 147(7), 147(9), 147(18), 147(19), 147(26) shall be passed by special resolution by the board of directors and the remaining shall be passed by ordinary resolution by the board of directors; and the matter under Article 147(25) shall not only be adopted through general resolution by the board of directors but also be approved by at least two-thirds of the directors present at the meeting.

- 148** The board of directors shall formulate its rules of procedures, so as to make sure that the resolutions of the general meeting of shareholders are implemented and that its working efficiency is improved and its decisions are made reasonably. The rules of procedures of the board of directors shall provide for the procedure of holding meetings of the board of directors and voting on such meetings. Such rules of procedures shall be attached to the Articles and shall be drafted by the board of directors and approved at the general meeting of shareholders.
- 149** The board of directors shall set up special committees to provide advisory and recommendations for the material decisions to be made by the board of directors. Such special committees shall include strategy committee, audit and risk management committee, remuneration committee, nomination committee, safety, health and environmental protection committee and etc. All such special committees shall be accountable to the board of directors and their members shall all comprise of directors, and among which, the majority members and the chairmen on the audit and risk management committee and the remuneration committee shall be independent directors and at least one independent director on the audit and risk management committee shall be an accounting professional.

The board of directors may set up other committees and adjust the existing ones where need arises. The board of directors shall set up the rules of procedures for the special committees with respect to their duties and meeting procedure.

Each special committee may engage intermediaries to provide professional advice at the expense of the Company. When engaging any intermediary, a confidentiality agreement shall be signed with the relevant party.

150 The major duties of the strategy committee of the board of directors shall be:

- (1)** To study and propose the development strategy of the Company and of each business segment and material investment strategies;
- (2)** To study and propose such matters as the material business reorganization, merger, division, dissolution and other matter of the Company and its subsidiaries;
- (3)** To be responsible for the establishment of the rule-of-law and compliance management system of the Company. To review the rule-of-law work plan, material rule-of-law system and compliance management system and handbook, analyse significant compliance risk issues, cultivate compliance culture and listen to the work report on law-based corporate governance and compliance management;
- (4)** Other functions and powers delegated by the board of directors.

151 The major duties of the audit and risk management committee of the board of directors shall be:

- (1)** To make proposals to the board of directors regarding appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and handle any questions of its resignation or dismissal;
- (2)** To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable accounting standards. The Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- (3)** To develop and implement policy on engaging an external auditor to supply non-audit services. For the purpose of this provision, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The audit committee shall report to the board of directors, identifying and making recommendations on any matters where action or improvement is needed;

- (4)** To monitor integrity of the financial statements, annual report and accounts, half-year report and quarterly reports of the Company, and to review significant financial reporting issues contained in them. In reviewing these report before submission to the board of directors, the Committee should focus particularly on:
- (i) Any changes in accounting policies and practices;
 - (ii) Major judgmental areas;
 - (iii) Significant adjustments resulting from audit;
 - (iv) The going concern assumptions and any qualified opinions;
 - (v) Compliance with accounting standards;
 - (vi) Compliance with the listing rules of the place where the shares of the Company are listed and other legal requirements in relation to financial reporting.
- (5)** Regarding Article 151(4) above,
- (i) The Committee members should liaise with the board of directors and the senior management of the Company. The Committee must meet at least twice a year with the external auditor of the Company; and
 - (ii) The Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance adviser or the auditors.
- (6)** To review the Company's financial control, risk management and internal control system; to supervise the effective implementation of the internal control and self assessment of internal control, coordinate internal control, audit and other related matters; regarding this item:
- 1 The Committee shall, with the assistance of risk management personnel and internal auditors, conduct a review at least annually of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems.
 - 2 The Committee shall in the Corporate Governance Report disclose that it has received a confirmation from management on the effectiveness of the Company's risk management and internal control systems, report to shareholders on how often the risk management and internal control systems are reviewed and period covered, and make a statement that a review of the effectiveness of the risk management and internal control systems has been conducted and whether the Company considers them effective and adequate.

- 3 The review shall cover all material control, including financial, operational, and compliance controls. The Committee's annual review should, in particular, consider
- (1) the changes, since the last annual review, in the nature and extent of significant risks, and the Company's ability to respond to changes in its business and the external environment;
 - (2) the scope and quality of management team's ongoing monitoring of risks and of the internal control system, and the work of its internal audit function and other assurance providers;
 - (3) the extent and frequency of communication of monitoring results to the Committee which enables it to assess control of the Company and the effectiveness of risk management;
 - (4) significant control failings or weaknesses that have been identified during the period. Also, the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition; and
 - (5) the effectiveness of the Company's processes for financial reporting and Hong Kong Listing Rule compliance.
- (7)** To discuss the risk management and internal control system with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (8)** To consider major investigation findings on risk management and internal control matters as delegated by the board of directors or on its own initiative and management's response to these findings;

- (9)** To ensure coordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness, and report in the Corporate Governance Report on how it met its responsibilities in its review of the effectiveness of the Company's internal audit function;
- (10)** To review the financial and accounting policies and practices of the Company and the group;
- (11)** To review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response;
- (12)** To ensure that the board of directors will provide a timely response to the issues raised in the external auditor's management letter;
- (13)** To report to the board of directors on the matters in the Article;
- (14)** To consider other topics, as defined by the board of directors;
- (15)** To be responsible for the control and daily management of the related party transactions of the Company; to be responsible for ascertaining the list of connected persons. To review the connected transactions and prepare the written report for the review by the board of directors and report to the supervisory committee for related party transactions proposed to be entered into between the Company and its related parties;
- (16)** To review the following arrangements of the Company; the employees can raise concerns about possible improprieties in financial reporting, internal controls and other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigations of these matters and for appropriate follow-up action;
- (17)** To act as the key representative body for overseeing the Company's relations with the external auditors;
- (18)** Other functions and powers delegated by the board of directors.

152 The major duties of the remuneration committee under the board shall be:

- (1)** To make recommendations to the board of directors on the Company's policies and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

- (2) To review and approve the management's remuneration proposals with reference to the corporate goals and objectives set by the board of directors;
- (3) To determine the remuneration packages (including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment) for individual executive directors and senior management and to make recommendations to the board of directors on the remuneration packages for non-executive directors;
- (4) To consider salaries paid by comparable companies, time commitment and responsibilities of the directors and the employment conditions elsewhere within the Company;
- (5) To review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive;
- (6) To review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (7) To supervise the performance appraisal and remuneration evaluation for the responsible persons of the internal departments, branches and subsidiaries of the Company (other than the responsible person of the internal audit department);
- (8) To ensure that no director or any of his associates is involved in deciding his own remuneration;
- (9) To study the policies and proposals in relation to salary, welfare, rewards and penalties of the Company, make recommendations to the board of directors and supervise the implementation of such policies and proposals;
- (10) Other functions and powers delegated by the board of directors.

153 The major duties of the nomination committee under the board of directors shall be:

- (1) To formulate the standards, procedures and methods for election of directors and senior management personnel of the Company and submit the same to the board of directors for consideration;

- (2) To identify qualified individuals to become directors and select and nominate such person as director and make recommendations to the board of directors, to review the candidates for directors and president and make recommendations;
- (3) To review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least annually and make recommendations on any proposed changes to the board of directors to complement the Company's corporate strategy;
- (4) To assess the independence of independent non-executive directors;
- (5) To make recommendations to the board of directors on the appointment and re-appointment of directors and succession planning for directors, in particular the chairman and president;
- (6) To examine the candidates for other management personnel proposed by the president and provide opinion to the board of directors;
- (7) To make proposals regarding candidates for directors, shareholder representative supervisors and general managers of wholly-owned subsidiaries; to make proposals regarding candidates for directors, shareholder representative supervisors and general managers of subsidiaries controlled by the Company and subsidiaries where the Company have equity participation;
- (8) To propose the human resources retention scheme and provide recommendation to the Company;
- (9) To identify candidates in the domestic and overseas labour markets as well as within the Company and make proposals to the board of directors;
- (10) Other functions and powers delegated by the board of directors.

154 The major duties of the safety, health and environmental protection committee under the board of directors shall be:

- (1) To guide, review and evaluate the implementation of the Company's safety, health and environmental protection plan, and to propose solutions and give advice to the board of directors regarding key issues with respect to the protection of safety, health and the environment by the Company;

(2) Other functions and powers delegated by the board of directors.

155 When the board of directors decides on material issues, it shall first listen to the opinions of the Party Committee of the Company.

156 When disposing of fixed assets, if the expected value of the fixed assets to be disposed of and the total value of the fixed assets already disposed of four (4) months before the proposed disposal jointly exceeds 33% of the fixed assets value shown in the most recent balance sheet considered by the general meeting of shareholders, the board of directors should not dispose of or approve the disposal of such fixed assets until it is approved by the general meeting of shareholders.

The disposal of fixed assets referred to in this Article 155 includes the transfer of some of the rights and interests of the assets, but excludes the provision of guarantee with the fixed assets.

The effectiveness of transactions conducted by the Company in relation to the disposal of fixed assets shall not be affected by the first paragraph of this article.

157 The board of directors of the Company shall give an explanation to the general meeting of shareholders for any abnormal audit opinion made by the chartered accountant in relation to the financial report of the Company.

158 The chairman of the board of directors shall exercise the following functions and powers:

(1) presiding over the general meeting of shareholders and convening and presiding over the meeting of the board of directors;

(2) inspecting the implementation of resolutions of the board of directors;

(3) signing the share certificates issued by the Company;

(4) organising the formulation of regulations governing the operation of the board of directors and coordinating the operation of board of directors;

(5) entering into material legally binding documents on behalf of the Company;

(6) supervising and examining the performance of special committees;

(7) listening to the periodic or non-periodic work report of senior management personnel of the Company and providing guidance and advice on the implementation of resolutions of the board of directors;

- (8)** exercising special executive powers that are in compliance with laws and in the interests of the Company on matters of the Company in case of force majeure or major or critical circumstances which make it impossible to convene a meeting of the board of directors in a timely manner, and reporting to the board of directors after the relevant events;
- (9)** nominating the candidates of secretary to the board of directors of the Company;
- (10)** to hold meetings with non-executive directors (including the independent non-executive directors) without the presence of executive directors at least annually;
- (11)** other functions and powers provided by laws, regulations and the Articles and by the board of directors.

159 The chairman is authorised by the board of directors to exercise the decision-making power on the following matters:

- (1)** corporate financing within the authority of the board of directors, the single amount of which is not more than 3% of the latest audited net assets of the Company;
- (2)** asset mortgage or pledge proposed by the Company for its own debts, the single amount of which is not more than 3% of the latest audited net assets of the Company; and
- (3)** out-of-budget expenses, the single amount of which is not more than 3% of the latest audited net assets of the Company.

When exercising the above powers, the chairman may appoint the president to hold a work meeting of the presidents or directly appoint a professional agency to discuss in advance.

160 The vice chairman of the Company shall assist the chairman. Where the chairman is unable or fails to perform his duties, the vice chairman shall perform the duties on behalf of the chairman. Where the vice chairman is unable or fails to perform his duties, a majority of the directors may jointly elect one director to perform the relevant duties.

161 There shall be at least four regular meetings of the board of directors every year and such meetings shall be convened by chairman of the board of directors by serving a notice in writing to all directors and supervisors ten days before the date of the meeting.

The chairman, shareholders representing more than one tenth of the voting rights of the Company, more than one third of the directors, more than half of the independent directors, the president or the supervisory committee or special committees of the board of directors may propose a special meeting of the board of directors. The chairman shall convene and preside over the meeting of the board of directors within 10 days after receiving such proposal.

162 A notice to hold the special meeting of the board of directors shall be delivered by the means set out in Article 246 of the Articles; the notice generally shall be delivered to each director and supervisor 10 days before the date of the meeting or at least five days before the date of the meeting.

163 A notice of a meeting of the board of directors shall contain:

- (1) the date and venue of the meeting;
- (2) the duration of the meeting;
- (3) the reasons for convening the meeting and the matters to be discussed at the meeting;
- (4) the date of the notice; and
- (5) the method for which the meeting is held.

164 Meetings of the board of directors may be held only when more than half of the directors are present at the meetings.

Each member of the board of directors shall have one vote at the meetings of the board of directors.

Resolutions of the board of directors shall be divided into ordinary resolutions and special resolutions. An ordinary resolution of the board of directors shall be passed by more than half of the members of the board of directors. A special resolution of the board of directors shall be passed by more than two thirds of the members of the board of directors.

165 Directors shall attend any meeting of the board of directors in person. Where a director is unable to attend, he or she may authorise, in writing, another director to attend the meeting of the board of directors on his or her behalf. The instrument of proxy shall specify the name of the proxy, the matters that the proxy director is authorised to deal with, scope of authorisation and the validity period, and the proxy shall sign or affix his/her chop to such instrument. The director attending the meeting for another director shall exercise the rights of the latter director within the scope of the authorisation. Any director who is unable to attend a particular meeting of the board of directors and has not authorised a proxy to attend on his behalf shall be deemed as waiving the right to vote at that meeting.

166 Where a director has an interest in the matter or in the entity related to the matter to be resolved in the meeting of the board of directors, such director shall not exercise his/her voting right in respect of such resolution, or exercise his/her voting right on behalf of other directors. Such meeting of the board of directors can only be held when more than half of the dis-interested directors are present, and any resolutions made in the meeting of the board of directors may only be passed by more than half of the dis-interested directors. Where the number of dis-interested directors present at the meeting of the board of directors is less than three, the matter shall be referred to the general meeting of shareholders for consideration.

167 Directors may vote by open ballot in the meeting of the board of directors.

Subject to the approval of the chairman, a special meeting of the board of directors can only be held and a resolution can only be passed by means of voting by correspondence, and signed by the participating directors, in the event of emergency where all directors are able to fully present their ideas.

168 The board of directors shall keep minutes of its decisions on the matters considered. Directors attending the meeting, secretary to the board of directors and the person taking the minutes shall sign their names on the minutes of the meeting.

Directors shall assume responsibility for the resolutions of the meetings of the board of directors. Where a resolution of a meeting of the board of directors violates laws, regulations or the Articles of the Company and causes serious losses to the Company, the directors who took part in such a resolution shall be liable to the Company for compensation. However, if a director can prove that he had expressed his opposition to such resolution when it was put to vote, and such opposition is recorded in the minutes of the meeting, the director may be relieved of such liability. A director who abstains from voting may not be relieved from its liability in connection with the board resolution.

The meeting minutes of board of directors shall be kept as a file of the Company for no less than ten years.

169 The minutes of meetings of the board of directors shall contain the following information:

- (1) the date and venue of the meeting and name of the person convening the meeting;
- (2) names of the directors attending the meeting of the board of directors in person and as proxies;
- (3) agenda of the meeting;
- (4) summary of the statements made by the directors;
- (5) the method and result of voting for every resolution (with the number of votes for and against the resolution and the number of abstained votes).

Chapter 11 Secretary to the board of directors

170 The Company shall have one secretary to the board of directors, who shall be one of the senior management personnel of the Company and in charge of the Office of the Board of Directors of the Company (Office of the Supervisory Committee).

171 The secretary to the board of directors shall be a natural person who has the necessary professional knowledge and experience, and is appointed by the board of directors. His or her main functions include:

- (i) being responsible for the management of information disclosure of the Company, such as:
 1. being responsible for the external dissemination of corporate information;

2. formulating and improving policy on management of corporate information disclosure;
 3. supervising the relevant information disclosure obligor to comply with the relevant regulations on information disclosure, assisting relevant parties and personnel in carrying out information disclosure duties;
 4. being responsible for the confidentiality of non-public material information;
 5. being responsible for the listed company's insider registration and filing;
 6. paying attention to media reports, taking initiative to clarify with the Company and the relevant information disclosure obligor, supervise and procure immediate disclosure or clarification made by the board of directors.
- (ii) assisting the board of directors and supervisory committee to strengthen the establishment of the corporate governance system, such as:
1. co-ordinating and attending the general meetings of shareholders, preparing and attending meetings of the board of directors and of its special committees and of the supervisory committee. Arranging the taking of minutes, drafting of meeting reports and written resolutions, and taking safe custody of the meeting records;
 2. co-ordinating preliminary enquiries, analysis, researches prior to decision making and following up with the implementation of such decisions and evaluation;
 3. establishing a comprehensive internal control system for the Company;
 4. actively promoting the avoidance of competition among companies in the same industry, reducing and standardising related party transactions;
 5. actively promoting the establishment of a comprehensive incentive and restraint mechanism for the Company;
 6. promoting the assumption of social responsibilities by the Company;
 7. being responsible for assisting the directors and supervisors in their handling of daily matters with respect to the board of directors, its special committees and the supervisory committee; being responsible for the communication with the directors and supervisors and arranging for the provision of information and materials to them.

(iii) being responsible for the planning, coordination and arrangement on matters in relation to the management of investor relations, so as to ensure the smooth flow of communication among the Company, securities regulatory authorities, investors, securities service organisations and the media, including:

1. to coordinate and organise the promotion of company results and roadshow activities, to receive visiting investors and deal with investor relations in a timely manner in order to ensure the smooth flow of communication among investors, intermediaries and the media, to increase market awareness of the Company;
2. to be responsible for coordinating the answers to the questions raised by investors, in order to make investors timely, comprehensively and accurately understand the information disclosed by the Company;
3. to improve the Company's communication mechanism and to actively invent effective communication methods with the capital markets, establish an effective communication channel between the Company and its shareholders and timely provide the feedback and recommendations from shareholders to the board of directors or management;
4. to be responsible for daily contact between the Company and the regulatory authorities and to organise relevant supervision, inspection, research and evaluation work;
5. to be responsible for participating in capital market awards activities;
6. to strengthen cooperation with the financial media and to coordinate interviews and reports of the directors, supervisors and senior management;
7. to construct and maintain the investor website and responsible for online disclosure of corporate information to facilitate inspection and enquiry by investors;

8. to handle crisis incidents, and establish and improve crisis management mechanisms;
 9. to be responsible for preparing periodic performance reports, in charge of the preparation, design, printing and delivery of annual report, interim report and quarterly report.
- (iv)** being responsible for the equity management of the Company, including:
1. custody of shareholders information;
 2. process matters in relation to the restricted shares of the Company;
 3. supervise directors, supervisors and senior management and other personnel of the Company to comply with the relevant requirements in relation to dealings in the shares of the Company;
 4. other matters in relation to the equity management of the Company.
- (v)** assist the board of directors in formulating development strategies of the Company in the capital markets and to assist in planning relevant matters of refinancing and merger and acquisition;
- (vi)** being responsible for training matters, to organise directors, supervisors and senior management and other personnel to participate in the relevant legal training;
- (vii)** reminding the Company's directors, supervisors to perform their duties of loyalty and diligence. If becoming aware that the Company's directors, supervisors or senior management personnel has violated any laws, regulations, other regulatory documents and the Articles, or that the Company has made or may make any decision which violates the relevant rules, the secretary to the board of directors shall provide a warning and immediately report to the securities exchange;
- (viii)** providing guidance to the subsidiaries in relation to the establishment of a sound governance structure and standardise the company's operations;
- (ix)** being responsible for the daily contact between the board of directors, State-owned Assets Supervision and Administration Committee and the supervisory committee of State-owned enterprises;

- (x) being responsible for the preparation of annual budget of the board of directors, which will be implemented upon approval by the board of directors;
- (xi) performing other functions and powers required by laws, regulations, and the domestic and offshore listing venues and other functions and powers authorised by the Articles or the board of directors.

172 A director or any senior management personnel other than the president and the chief financial officer may serve concurrently as the secretary to the board of directors. No accountants of the accounting firm retained by the Company may serve concurrently as the secretary to the board of directors.

When a director serves concurrently as the secretary to the board of directors, such director may not, in his or her dual capacity, take any action which is required to be taken separately by a director and the secretary to the board of directors of the Company.

The Company shall have a securities affairs representative to assist the secretary to the board of directors in performing his or her duties.

173 Directors, president and the relevant internal departments of the Company shall support the secretary to the board of directors in performing his or her duties in accordance with laws, and offer the requisite guarantee with respect to organisational structure, staff support and funding. All relevant departments of the Company shall provide active assistance to the department of the secretary to the board of directors.

174 The Company shall formulate the rules of procedure for the secretary to the board of directors, which specifically provides for the qualifications, work methods, work procedures, evaluation, awards and punishment with respect to the position of a secretary to the board of directors, and shall become effective after the approval of the board of directors.

Chapter 12 Management Team

175 The Company shall have a management team which, under the direction of the board of directors, implement resolutions passed by the board of directors and takes charge of the day-to-day operation and management of the Company.

The management team includes one president, several vice presidents, one chief financial officer, one chief engineer, one chief economist and one general counsel. Other members in the management team shall provide assistance to the president, and may perform any function delegated by the president.

- 176** The term of office of a president shall be three years, and may be renewed if the president continues to be engaged upon the expiry thereof.

A president may resign prior to the expiry of his or her term of office. Where a president is unable to perform his or her duties for any special reason, the board of directors shall appoint a vice president to perform the president's duties.

A director may serve concurrently as a president or vice president.

- 177** No person who holds any position other than a director in an entity which is the controlling shareholder or actual controller of the Company may serve as a senior management personnel of the Company, unless there is an exemption approved by the CSRC.

- 178** The president of the Company shall be accountable to the board of directors, and exercise the following functions and powers:

- (1) taking charge of the operation and management of the Company, organising and leading the daily operation of internal control and reporting to the board of directors;
- (2) organising the implementation of the resolutions of the board of directors;
- (3) organising the implementation of the annual business plan, investment plan, financing plan and entrusted wealth management plan made by the board of directors;
- (4) drafting plans for annual financial budget and final account of the Company as instructed by the board of directors;
- (5) drafting plans for the merger, division and reorganisation of the Company's subsidiaries;
- (6) drafting employee salary, benefits, awards and punishment policies and plans of the Company;
- (7) drafting plans for establishment of the internal management bodies of the Company;
- (8) drafting plans for the various branch entities of the Company;

- (9) formulating the basic management system of the Company;
- (10) formulating general rules and regulations of the Company;
- (11) proposing to the board of directors on engagement or dismissal of members of the Company's management team;
- (12) engaging or dismissing persons other than those to be engaged or dismissed by the board of directors; and
- (13) any other functions and powers delegated under the Articles or by the board of directors.

179 The board of directors authorizes the president to exercise the decision-making rights on the following matters:

- (1) corporate financing within the authority of the board of directors, the single amount of which is not more than 2% of the latest audited net assets of the Company;
- (2) asset mortgage or pledge proposed by the Company for its own debts, the single amount of which is not more than 2% of the latest audited net assets of the Company; and
- (3) out-of-budget expenses, the single amount of which is not more than 2% of the latest audited net assets of the Company.

Any authority delegated by the board of directors to the president shall be exercised only after being discussed by the work meeting of the presidents.

180 The president of the Company may attend meetings of the board of directors as non-voting attendees, and a president who is not a director shall have no voting rights at the meetings of the board of directors.

181 The Company shall establish a system for work meetings and special meetings of the presidents as well as the work rules for the presidents which shall be implemented upon the approval of the board of directors.

182 Rules of procedure for the presidents shall include:

- (1) the conditions for and the procedures and attendees of the work meeting and special meeting of the president;

(2) the use of the Company's funds and assets, the authority to enter into material contracts, and the system of reporting to the board of directors and the supervisory committee; and

(3) any other matters which are deemed to be necessary by the board of directors.

183 When exercising their functions and powers, the management team shall perform their fiduciary and diligence duties in accordance with laws, regulations and the Articles.

Chapter 13 Supervisory committee

Section 1 Supervisors

184 No director or senior management personnel of the Company may serve concurrently as a supervisor.

185 The term of office of a supervisor shall be three years. If re-elected upon expiry of his or her term of office, a supervisor may serve consecutive terms.

186 If re-election is not held immediately following the expiry of the term of office of a supervisor, or if a supervisor resigns during his or her term of office, resulting in the number of members of the supervisory committee being less than the statutory number, the supervisor in issue shall continue to perform his or her duties as a supervisor in accordance with laws, regulations and the Articles until the tenure of the newly elected supervisor commences.

A supervisor may resign prior to the expiry of his or her term of office, and the provisions in the Articles regarding directors' resignation apply to supervisors.

187 Supervisors shall ensure that information disclosed by the Company is true, accurate and complete.

188 Supervisors may attend the meetings of the board of directors as non-voting attendees and question, or give suggestions on, the matters to be resolved by the board of directors.

189 Supervisors may not take the advantage of their affiliated relationship to jeopardize the interests of the Company, and shall be liable for indemnifying the Company against resulting loss, if any.

- 190** Supervisors shall faithfully perform their supervisory duties in accordance with laws, regulations and the Articles, and shall be liable for indemnifying the Company against any loss as a result of their violation of laws, regulations and the Articles when performing their duties.

Section 2 Supervisory committee

- 191** The Company shall establish a supervisory committee, which shall consist of five to seven members and one chairman.

The supervisory committee shall set up an office of the supervisory committee to act as the permanent working body of the supervisory committee. Office of the board of directors and office of the supervisory committee share the same office.

- 192** The members of the supervisory committee shall include shareholders' representatives and employees' representatives. Shareholders' representatives shall be elected and removed by the general meeting of shareholders. Employee representatives may not be less than one-third of the total number of members and shall be democratically elected and removed by employees of the Company.

- 193** The supervisory committee shall exercise the following functions and powers:

- (1)** reviewing regular reports of the Company prepared by the board of directors, and giving its written opinions;
- (2)** examining the Company's financial affairs;
- (3)** supervising the acts of the directors and senior management personnel during their performance of duties to the Company, and proposing the removal of the directors and the senior management personnel who have violated laws, regulations, the Articles or resolutions passed at the general meeting of shareholders;
- (4)** requiring directors or senior management personnel to rectify their act if such act is detrimental to the Company's interests;
- (5)** proposing to convene an extraordinary general meeting of shareholders, and convening and presiding over the general meeting of shareholders when the board of directors fails to perform its duties to convene and preside over the general meeting of shareholders as required by the Company Law;

- (6)** proposing motions at the general meeting of shareholders;
 - (7)** proposing to convene an extraordinary meeting of the board of directors;
 - (8)** electing the chairman of the supervisory committee;
 - (9)** instituting a lawsuit against directors or senior management personnel in accordance with the Company Law;
 - (10)** making investigations of any circumstance in the operations of the Company not in the ordinary course of business, and retaining accounting firms, law firms or other professional institutions to provide assistance, if necessary, at the expense of the Company; and
 - (11)** supervising the establishment and implementation of internal control system by the board of directors;
 - (12)** supervising the review, voting, disclosure and performance of connected transactions and deliver its opinion in annual report;
 - (13)** performing any other functions and powers specified in laws, regulations and the Articles.
- 194** The supervisory committee shall hold at least one meeting every six months, which shall be convened by the chairman. Supervisors may propose the holding of extraordinary meetings of the supervisory committee.
- 195** The supervisory committee shall formulate its rules of procedure to ensure its efficiency and scientific decision-making. Its rules of procedure shall be drafted by the supervisory committee and approved at the general meeting of shareholders, and attached to the Articles, and include the procedures for holding of meetings and voting at such meetings.
- 196** Meetings of the supervisory committee may be held only when more than half of the supervisors are present at the meetings. Each member of the supervisory committee shall have one vote at the meetings, and may exercise their voting rights by open ballot, in writing or by any other means.

A resolution of the supervisory committee shall be passed by more than two thirds of the members of the supervisory committee.

- 197** Minutes shall be taken for decisions on the matters under discussion by the supervisory committee at meetings of the supervisory committee, and shall be signed by all supervisors present at the meetings.

Supervisors shall have the right to request that explanations of discussions at the meeting be made in the minutes. Minutes of the supervisory committee shall be filed with the Company and shall be kept for at least ten years.

- 198** The notice of meeting of the supervisory committee shall include:

- (1) the date, venue and duration of the meeting to be held;
- (2) the reasons for convening the meeting and subjects to be discussed at the meeting; and
- (3) the date of the notice.

Chapter 14 Qualifications and Obligations of Directors, Supervisors and Senior Management Personnel of the Company

- 199** Where a person is involved in any of the following events, the person may not hold the position of director, supervisor, president or other senior management personnel of the Company:

- (1) the person has no capacity or has restricted capacity for civil acts;
- (2) the person was sentenced to criminal punishment for the crime of corruption, bribery, seizure of property or misappropriation of property or for undermining the socio-economic order and not more than five years have elapsed since the expiration of the enforcement period; or the person was deprived of his political rights for committing a crime and not more than five years have elapsed since the expiration of the enforcement period;
- (3) the person was a director or the factory head or the manager of a company or an enterprise subject to bankruptcy liquidation and was personally responsible for the bankruptcy liquidation of the company or the enterprise and not more than three years have elapsed since the completion day of the bankruptcy liquidation of the company or the enterprise;

- (4) the person was the legal representative of a company or an enterprise which had its business license revoked and was required to be closed for violating applicable laws and the person was personally responsible for the same, and not more than three years have elapsed since the date when the business license of the company or the enterprise was revoked;
 - (5) the person has a relatively large amount of personal debts that have become due but have not been discharged;
 - (6) the person was investigated by a judicial authority due to his violation of the criminal law and the case has not been closed;
 - (7) the person was prohibited by the CSRC from entering the securities market and the prohibition period has not expired;
 - (8) the person was ruled by the relevant authority as violating applicable securities laws and regulations which involved fraud or dishonest acts and not more than five years have elapsed since the date of the ruling;
 - (9) the person is not a natural person; and
 - (10) the person is subject to other restrictions stipulated by applicable laws and regulations or the local securities regulatory authority and stock exchange in the place where the Company is listed.
- 200** Where a director or senior management personnel holds his office or is elected not in compliance with laws and regulations or his qualification is not in compliance with laws and regulations, the validity of the acts of the director or the senior management personnel for and on behalf of the Company for any third party acting in good faith will not be so affected.

201 In addition to the obligations required by applicable laws and regulations or the local listing rules prevailing in the place where the Company is listed, the directors, the supervisors and the senior management personnel shall also have the following obligations to each shareholder when exercising the functions and powers granted by the Company:

- (1) not to cause the Company to operate outside of the business scope stipulated in the business license of the Company;
- (2) to sincerely act in the best interest of the Company;
- (3) not to deprive the Company of its properties in any way, including (but not limited to) opportunities favourable to the Company; and
- (4) not to deprive the shareholders of their personal interests, including (but not limited to) distribution rights and the voting rights, but excluding the submission of the Company to reorganization as approved by a general meeting of shareholders.

202 When a director, a supervisor or a senior management personnel of the Company exercises his/her rights or perform his/her obligations, he/she shall adopt the care, diligence and skills which are normally adopted by a reasonable and diligent person in similar circumstances, and shall also have the following obligations of diligence to the Company:

- (1) to carefully, cautiously and diligently exercise the rights granted by the Company in order to ensure that the commercial acts of the Company comply with applicable State laws and regulations and the various State economic policies and rules, and that the business activities of the Company will not exceed the business scope stipulated in the business license of the Company;
- (2) to treat all shareholders fairly;
- (3) to understand the business operation and the management conditions of the Company in a timely manner;
- (4) within his/her scope of duties, to ensure that all the information disclosed by the Company is true, correct and complete;

- (5) to truthfully provide the supervisory committee with relevant information and materials and not to interfere with the exercise of the functions and powers of the supervisory committee or the supervisor; and
- (6) to perform other obligations of diligence stipulated by applicable laws and regulations and the Articles.

203 Directors, supervisors and the senior management personnel of the Company shall follow the principles of honesty and good faith when performing their duties and shall not place themselves in a circumstance which their personal interests may conflict with their obligations. The said principles shall include (without limitation to) the following obligations:

- (1) to sincerely act in the best interest of the Company;
- (2) to exercise their rights within their scope of duties and not to exceed their scope of duties;
- (3) to exercise their discretionary power in their personal capacity without being affected by others; and not to transfer their discretionary power to others unless in accordance with applicable laws and regulations or the informed consent of shareholders at a general meeting;
- (4) to treat the shareholders of the same class equally and to treat shareholders of different classes fairly;
- (5) not to enter into contracts, transactions or arrangements with the Company unless otherwise stipulated by the Articles or otherwise with the informed consent of shareholders at a general meeting;
- (6) not to seek personal interests by utilizing the assets of the company without the informed consent of shareholders at a general meeting;
- (7) not to take bribery or other illegal income by utilizing their positions and not to seize the properties of the Company in any way, including (but not limited to) opportunities favourable to the Company;
- (8) not to accept commissions relating to transactions of the Company without the informed consent of shareholders at a general meeting;
- (9) to abide by the Articles, to loyally perform their duties, to protect the interests of the Company and not to seek their personal interests by utilizing their positions in the Company;

- (10)** not to, by utilizing their positions, seek the business opportunities which belong to the Company for their own or other's benefit or operate a business of the same type as that of the Company by themselves or for others or compete with the Company in any way without the informed consent of shareholders at a general meeting;
- (11)** not to misappropriate the funds of the Company and not to deposit the assets or funds of the Company in an account opened in their own name or the name of others;
- (12)** not to, in violation of the Articles, lend the funds of the Company to others or provide guarantee to the shareholders of the Company or the other individuals without the consent of shareholders at a general meeting or the board of directors;
- (13)** not to damage the interests of the Company by utilizing their affiliated relationship with the Company; and
- (14)** not to disclose confidential information involving the Company obtained by them during their service without the informed consent of shareholders at a general meeting; and not to utilize such information except in the interest of the Company; provided that, they may disclose such information to a court or other governmental authorities under the following circumstances:
 - (i) such disclosure is stipulated by applicable laws;
 - (ii) such disclosure is required for the benefit of the public; and
 - (iii) such disclosure is required for the benefit of the relevant director, supervisor or the senior management personnel.

The income gained by the person in violation of this Article shall belong to the Company; and the person shall indemnify the Company of the damages or the losses of the Company so caused, if any.

- 204** A director, a supervisor or a senior management personnel of the Company shall not instruct the following persons or institutions (the “**Relevant Person(s)**”) to carry out the activities that the director, the supervisor or the senior management personnel shall not carry out:
- (1) the spouse or the minor children of the director, the supervisor or the senior management personnel of the Company;
 - (2) the trustee of the director, the supervisor or the senior management personnel of the Company or the persons listed in Article 203(1) above;
 - (3) the partner of the director, the supervisor or the senior management personnel of the Company or the persons listed in Articles 203(1) and 203(2) above;
 - (4) a company actually independently controlled by the director, the supervisor or the senior management personnel of the Company or a company actually in the common control by the director, the supervisor or the senior management personnel of the Company with the persons listed in Articles 203(1), 203(2) and 203(3) above or the other directors, supervisors or senior management personnel of the Company; and
 - (5) the directors, supervisors and the senior management personnel of the controlled company mentioned in the above Article 203(4).
- 205** The obligations of honesty and good faith undertaken by a director, a supervisor and the senior management personnel of the Company will not be automatically terminated when his/her term of service expires or is terminated. His/her obligation of confidentiality regarding the trade secrets of the Company shall survive the expiry or the termination of his/her term of service. The effective period of his/her other obligations shall be determined based on the principle of fairness and shall be subject to the length of time between the occurrence of the relevant events and the expiry or termination date of his/her term of service as well as the circumstances and conditions under which his/her relationship with the Company was terminated.

206 The liabilities of a director, a supervisor or a senior management personnel of the Company, due to his/her violation of a certain obligation to the Company, may be released by the informed consent of shareholders at a general meeting, except for the circumstances prescribed in Article 60 hereof.

207 Where a director, a supervisor or a senior management personnel of the Company has a direct or indirect conflict of interest with any material contract, transaction or arrangement of the Company (except the employment contracts between the Company and the director, the supervisor or the senior management personnel of the Company), the director, supervisor or the senior management personnel of the Company shall disclose to the board of directors the nature and the extent of such conflict of interest as soon as possible regardless of whether the relevant matters are required to be approved by the board of directors under normal circumstances.

A director shall not vote on the contracts, the transactions or the arrangements, in which he/ she or any of his/her associates have any material interest and shall not be included in the quorum of the meetings related thereto.

Unless the interested director, supervisor or the senior management personnel of the Company has made disclosure to the board of directors in accordance with the first paragraph of the Article and the board of directors has approved the said contracts, transactions or arrangements in a meeting which quorum does not include such interested director, supervisor or senior management personnel and which such interested director, supervisor or senior management personnel has not participated in voting, the Company has the right to cancel such contracts, transactions or arrangements; however, this is not applicable to third parties who entered into the relevant contract, transaction or arrangement in good faith without knowledge that the relevant director, supervisor or the senior management personnel has violated his/her obligations.

Where a Relevant Person of a director, supervisor or a senior management personnel has any interest in the contract, transaction or arrangement, the relevant director, supervisor or senior management personnel shall also be deemed to be interested.

- 208** Where a director, a supervisor or a senior management personnel notifies the board of directors in writing before the Company considers to conclude a relevant contract, transaction or arrangement for the first time, stating that he/she is interested in the relevant contract, transaction or arrangement due to the information set out in the notice, the relevant director, supervisor or the senior management personnel shall be deemed to have made the disclosure stipulated above in Article 206.
- 209** The Company shall not pay tax for its directors, supervisors or senior management personnel in any way.
- 210** The Company shall not directly or indirectly provide any loan or loan guarantee to the directors, supervisors or the senior management personnel of the Company or the directors, the supervisors or the senior management personnel of its parent company, and shall not provide any loan or loan guarantee to the Relevant Persons of the said persons.

The provisions stipulated in the above paragraph are not applicable in the following situations:

- (1)** The Company provides a loan to its subsidiaries or provides a loan guarantee to its subsidiaries;
- (2)** The Company provides the directors, the supervisors or the senior management personnel of the Company with a loan, a loan guarantee or the other payments in accordance with an employment contract approved at the general meeting of shareholders in order for the relevant directors, supervisors or the senior management personnel to pay the costs and fees incurred for the purpose of the Company or during the performance of his/her duties to the Company; and
- (3)** Where the normal business scope of the Company includes the provision of loans or loan guarantees, the Company may provide the directors, supervisors or the senior management personnel of the Company with a loan or a loan guarantee in the ordinary course of business.

- 211** Where the Company provides a loan in violation of the provisions in the preceding Article, the person receiving the loan shall immediately repay the loan regardless of the conditions of the loan.
- 212** Where the Company provides a loan guarantee in violation of the first paragraph of Article 209, the Company shall not be obligated to perform the loan guarantee unless:
- (1)** the person granting the loan to the directors, supervisors or the senior management personnel of the Company or the directors, the supervisors or the senior management personnel of the parent company of the Company is not aware of the circumstances at the time of granting the loan; or
 - (2)** the person granting the loan has legally conferred the collateral provided by the Company to a purchaser acting in good faith.
- 213** The guarantee mentioned in the preceding Articles shall include the assumption of liabilities as a guarantor or the provision of properties to guarantee the performance of the relevant obligations of the obligator.
- 214** Where the directors, the supervisors or the senior management personnel of the Company violate their obligations to the Company, the Company has the right to take the following measures in addition to the various rights and remedies stipulated by applicable laws and regulations:
- (1)** to require the relevant directors, supervisors or the senior management personnel of the Company to indemnify the Company for any damages or losses caused by the breach of their duties;
 - (2)** to cancel any contract or transaction between the Company and the relevant directors, supervisors or the senior management personnel of the Company and any contract or transaction between the Company and any third party (if the third party knows or ought to have known that the relevant directors, supervisors or the senior management personnel of the Company acting for and on behalf of the Company have breached their obligations to the Company);

- (3) to require the relevant directors, supervisors or the senior management personnel of the Company to return the proceeds gained by them in violation of their obligations;
- (4) to take back the payments which have been received by the relevant directors, supervisors or the senior management personnel of the Company but should have been received by the Company, including (without limitation to) commissions;
- (5) to require the relevant directors, supervisors or the senior management personnel of the Company to return the interest gained or possibly gained on the payments which should have been given to the Company; and
- (6) to initiate legal proceedings and to seek judgement for the return of monies and properties gained by the relevant directors, supervisors or the senior management personnel of the Company in violation of their obligations to the Company.

215 The Company shall enter into a written contract with the directors and the supervisors of the Company regarding their remuneration, which shall be approved by the general meeting of shareholders in advance. The above-mentioned remuneration includes:

- (1) the remuneration to be paid to the person who is a director, a supervisor or a senior management personnel of the Company;
- (2) the remuneration paid to the person who is a director, a supervisor or a senior management personnel of the subsidiary of the Company;
- (3) the remuneration paid to the person who provides other services for the management of the Company and its subsidiaries; and
- (4) the compensation paid to a director or a supervisor due to the loss of his position or his retirement.
- (5) Unless otherwise stipulated in the above-mentioned contracts, directors and supervisors shall not initiate proceedings against the Company for their entitlements.

216 The Company shall specify in the remuneration contract with the directors and supervisors regarding the remuneration, compensation and other payments that the directors and supervisors shall be entitled to due to the loss of their office or retirement as a result of the acquisition of the Company, subject to the approval in advance by the shareholders at a general meeting.

The acquisition of the Company mentioned in the preceding paragraph refers to any of the following events:

- (1) any person makes a general offer to all the shareholders; or
- (2) any person makes a general offer, intending to cause the offeror to become a controlling shareholder of the Company. The definition of controlling shareholder shall have the same meaning as defined in the Articles.

Where the relevant director or supervisor fails to comply with the provisions of this Article, the payments received by him shall belong to the person who accepts the said offer and sells his shares as per the offer and the director or the supervisor shall be responsible for the cost and the fees arising out of the pro rata distribution of such payments. Such costs and fees shall not be deducted from the said payments.

- 217** The Company may establish the necessary directors', supervisors' and senior management personnel's liability insurance scheme with a view to reducing the risks potentially caused by the performance of duties by such persons in the normal course of business.

Chapter 15 Financial Accounting System, Profit Distribution and Auditing

Section 1 Financial Accounting System

- 218** The Company shall establish its financial accounting system in accordance with laws and regulations as well as the rules of the relevant State governmental departments.
- 219** The fiscal year of the Company shall be the same as the calendar year, beginning on January 1 and ending on December 31 of each calendar year.

The Company shall, at the end of each fiscal year, prepare its annual financial report which shall be examined, inspected and audited in accordance with laws.

In addition to the financial statements prepared by the Company in accordance with the accounting standards and the laws and regulations of the PRC, the Company shall, if there are shares of the Company listed overseas, prepare its financial statements in accordance with international accounting standards or the accounting standards of the place(s) where such shares are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, an explanation for such differences shall be stated in the notes appended to such financial statements.

For purposes of the Company's distribution of after-tax profits in a given fiscal year, the applicable amount shall be the smaller amount of after-tax profits shown in the above-mentioned sets of financial statement.

- 220** The board of directors of the Company shall, at each annual general meeting of shareholders, submit to the shareholders the financial reports prepared by the Company as required by relevant laws and regulations.
- 221** The Company shall submit its annual financial accounting report to the CSRC and the relevant stock exchange(s) within four (4) months after the end of each fiscal year, its interim financial accounting report to the local offices of the CSRC and the relevant stock exchange(s) within two (2) months after the end of the first six (6) months of each fiscal year, and its quarterly financial accounting report to the local offices of the CSRC and the relevant stock exchange(s) within one (1) months after the end of the first three (3) months or the first nine (9) months of each fiscal year.
- 222** The Company shall not establish any accounting books other than the statutory accounting books. No asset of the Company may be deposited into a bank account opened in the name of any individual.
- 223** The Company shall make the financial report available at the office of the Company for examination by its shareholders twenty (20) days prior to the convening of the annual general meeting of shareholders, and every shareholder of the Company shall be entitled to obtain the financial report mentioned in this Chapter.

The Company shall, no later than twenty-one (21) days prior to an annual general meeting of shareholders, deliver the aforesaid financial report to each shareholder who is the holder of overseas listed foreign shares in Hong Kong through any means permitted by the stock exchange of the place(s) where such shares are listed (including without limitation mail, e-mail, facsimile, issuance of announcement or publication of the announcement on the website of the Company or of the stock exchange of the place(s) where such shares are listed). If it is delivered by mail, the address on the register of shareholders shall be the address of the relevant recipient.

224 The Company shall publish its financial report twice in each fiscal year, i.e. to publish its interim financial report within sixty (60) days after the end of the first six (6) months of a fiscal year, and to publish its annual financial report within one hundred and twenty (120) days after the end of a fiscal year.

Interim results or financial information publicly announced or disclosed by the Company shall be prepared in accordance with the accounting standards and the laws and regulations of the PRC as well as international accounting standards or accounting standards of the place(s) where its shares are listed.

225 The capital reserves shall include the following funds:

- (1) the premiums obtained from the issue of shares in excess of the par value; and
- (2) other revenue required by the State Council's department in charge of finance to be included in the capital reserves.

226 When distributing the after-tax profits of the current year, the Company shall allocate ten percent (10%) of its profits to the statutory reserves. In the event that the accumulated statutory reserves of the Company have reached fifty percent (50%) of its registered capital, no further allocation is needed.

In the event that the statutory reserves of the Company are insufficient to make up the losses of the Company in the previous years, before allocating the statutory reserves in accordance with the provisions of the preceding paragraph, the Company shall first make up the losses by using the profits of the current year.

After having allocated the after-tax profits of the Company to the statutory reserves, the Company may, subject to approval of shareholders at a general meeting, further allocate funds to the statutory reserves.

The remaining profits shall, after making up for losses in the previous years and allocating funds to the statutory reserves, be distributed to shareholders on a pro rata basis in accordance with the number of shares held by the shareholders, save as otherwise provided in the Articles.

If the general meeting of shareholders violates the above provisions by distributing profits to the shareholders before the Company makes up losses in the previous years by allocating funds to the statutory reserves, then the profits so distributed must be returned to the Company by the shareholders.

No profits shall be distributed with respect to the shares held by the Company itself.

227 The basic principles of profit distribution policy of the Company and the precise policy are as follows:

- (1)** Taking full account of return to investors and distributing dividend to shareholders per annum in proportion to the distributable profit for the year attributable to the shareholders of the Company.
- (2)** Maintaining the continuity and stability of the Company's dividend distribution policy, while at the same time take care of the interest of the Company in the long term, the interest of the shareholders as a whole, as well as the sustainable development of the Company.
- (3)** Giving priority to dividend distribution in cash.

228 Dividend distribution policies of the Company are to be specified as follows:

- (1)** Dividend shall be distributed in the following manner: the Company may distribute dividends in cash, in shares or in a combination of both cash and shares. Subject to conditions, interim profit distribution may be made by the Company.
- (2)** Specific conditions for and proportion, intervals of distributing dividends in cash: provided that the sustainable operation and long-term development of the Company are assured, if the Company's profit for the year and its cumulative undistributed profit are positive and the Company has no significant investment plans or other significant cash expenditures, or other similar matters, the Company may distribute dividend in cash after full appropriation to the statutory reserves and discretionary reserves, the total profit to be distributed in cash in the past three consecutive years will not be less than 30% of the average annual distributable profit realized in the past three years; the profit to be distributed in cash per annum will not be less than 10% of the distributable profit realized for that year. The Company may not distribute dividends in cash in the following exceptional circumstances.

- (i) Where the auditing firm issues a non-standard unqualified audit opinion on the financial report of the Company for the year.
- (ii) Where the operating net cash flow of the Company is negative.

When the aforesaid conditions of cash distribution are met, in principle, cash dividends shall be distributed once a year by the Company. And the Board of the Company can propose a distribution of interim cash dividends according to the Company's situation of profitability and capital needs.

(3) Conditions for distributing dividends in shares by the Company:

Where the Company's business is in a sound condition, and the board of directors considers that the stock price of the Company does not match with its share capital size and distributing dividend in shares will be favourable to all shareholders of the Company as a whole, provided that the above conditions for cash dividends are fully met, the Company may propose dividend distribution in shares.

- 229** The statutory reserves of the Company may be used for making up losses or expanding the scale of its business operation or for conversion into additional share capital of the Company, but the capital reserves shall not be used for making up the Company's losses.

Where the statutory reserves is converted into share capital, the balance of such reserves shall not fall below twenty-five (25%) of the Company's registered capital immediately prior to the conversion.

- 230** If any share capital is paid up by any shareholder before the demand for payment, the amount of such payment shall accrue interest. However, with respect to the advance payments of such share capital, the shareholder shall have no right to dividend declared thereafter.

- 231** If there are overseas listed foreign shares issued by the Company, it shall appoint recipient agents for the shareholders who are the holders of such overseas listed foreign shares. The recipient agents shall collect, on behalf of such shareholders, the dividends distributed and other amounts payable in respect of the overseas listed foreign shares and shall keep the same in its custody until the payments are made to the relevant shareholders.

The recipient agents appointed by the Company shall meet the requirements of the laws of the place(s), or the relevant rules of the stock exchange(s), where such shares are listed.

The recipient agents appointed by the Company in relation to the overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.

Subject to compliance with relevant laws and regulations of China, the Company may expropriate dividends that have not been claimed by anyone, but such right of expropriation shall be exercised only after the expiration of the prescribed time period.

The Company has the right to cease delivering a dividend notice to the shareholders of overseas listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If the dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Company may exercise the right promptly.

The Company has the right to sell the shares that belong to the shareholders of the overseas listed foreign shares through any method that the board of directors deems appropriate, subject to the following conditions:

- (1) the Company has distributed dividends on such shares at least three times in a period of twelve years and no one claims such dividends;
- (2) after the expiration of the twelve year period, the Company makes a public announcement in one or more newspapers in the place(s) of listing, stating its intention to sell such shares and notifies the stock exchange(s) of the place(s) where such shares are listed.

232 Procedures for considering the profit distribution plan of the Company

- (1) The profit distribution plan of the Company shall be submitted to the board of directors and the supervisory committee for review after it is drafted by the management based on the actual profitability, cash flow, future operating plan and other relevant factors of the Company. The board of directors shall hold a thorough discussion with respect to the reasonableness of the profit distribution plan, and the independent directors shall give their explicit opinions. Upon the review and adoption of the board of directors and the supervisory committee, the profit distribution plan shall be submitted to the general meeting of shareholders for review.

- (2)** When formulating a specific cash distribution plan, the Board shall study and identify with caution the timing, conditions and minimum proportion, conditions for adjustment and requirements for decision-making procedures involved in implementing the distribution of cash dividends, etc. Independent directors shall explicitly express their opinions thereon. Independent directors may collect opinions from minority shareholders for putting forward a profit distribution proposal which can be directly submitted to the Board for consideration.
- (3)** Prior to considering a profit distribution plan at the general meeting of shareholders of the Company, the Company shall take the initiative to communicate with shareholders, in particular minority shareholders through various channels, take the opinions and demands of minority shareholders into full consideration respond timely to the concerns of minority shareholders, and provide access to online voting to shareholders when holding a general meeting of shareholders of the Company.
- (4)** Where the Company, due to the special circumstances set out under Paragraph 2 of Article 227 above, fails to distribute dividends in cash, the board of directors shall make special explanations on the specific reasons for such failure, the accurate usage of the retained profits of the Company, projected investment earnings and other relevant issues, submit such explanations to the general meeting of shareholders for review after the independent directors express their opinions, and disclose the same in those media designated by the Company.

233 Implementation of the profit distribution plan of the Company

After the profit distribution plan has been resolved at a general meeting of shareholders of the Company, the board of directors shall complete dividend (or share) distribution within two months after the general meeting of shareholders.

234 Alteration of the Company's profit distribution policy

In case of force majeure events such as war, natural disasters, or changes to the Company's external operational environment resulting in material impact on its production and operation, or relatively significant changes to the Company's operational position, the Company may adjust its profit distribution policy.

The board of directors shall conduct specific discussion over adjustment to the Company's profit distribution policy, provide detailed reasons for such adjustment, form a written report to be considered by independent directors, and then submit to the general meeting of shareholders for approval by way of a special resolution.

- 235** The payment by the Company of dividends or other amounts to the shareholders of domestic shares shall be calculated, declared and paid in RMB. The payment by the Company of cash dividends or other amounts to the shareholders of overseas listed foreign shares shall be calculated and declared in RMB but paid in foreign currency. The foreign currencies required for the payment by the Company to the shareholders of overseas listed foreign shares or other foreign shareholders shall be dealt with in accordance with the provisions of the relevant rules in the PRC on foreign exchange administration.
- 236** Unless otherwise provided for in the relevant laws or regulations, if cash dividends or other amounts are paid in foreign currency, the applicable exchange rate shall be the average median rate of the relevant foreign exchange announced by the People's Bank of China during the week prior to the announcement of payment of such dividends and other amounts.
- 237** When distributing dividends to shareholders, the Company shall withdraw and, on behalf of individual shareholders, make payment of the tax payable on the dividend income in accordance with the tax laws and regulations of the PRC.

Section 2 Internal Audit

- 238** The Company shall adopt an internal audit system, and have specially assigned audit personnel who will conduct internal audit and supervise the financial income and expenditure and business activities of the Company.
- 239** The internal audit system and the function and duties of the internal audit personnel of the Company shall be implemented after being approved by the board of directors. The person in charge of audit shall be accountable to and report to the board of directors.

Section 3 Engagement of Accounting Firms

- 240** The Company shall engage independent accounting firms that meet the relevant rules of the State to audit and review the annual and other financial reports of the Company, audit financial statements of the Company, verify the net assets of the Company and provide other related consultancy services.

The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting of shareholders. The term of such accounting firm shall end at the close of the first annual general meeting of shareholders.

- 241** The engagement term of the accounting firm of the Company shall begin from the date of the close of the current annual general meeting of shareholders of the Company and end on the date of the close of the next annual general meeting of shareholders.

242 The accounting firm engaged by the Company shall have the following rights:

- (1)** examining books, records or vouchers of the Company at any time and requiring the directors, president or other senior management personnel to provide relevant materials and statements;
- (2)** requiring the Company to adopt all reasonable measures to obtain from its subsidiaries materials and statements that are required for the accounting firm's performance of its duties; and
- (3)** participating in the meeting of shareholders, receiving such notices of meetings of shareholders or other information in relation to the meetings as any shareholder shall be entitled to receive and comment at any meeting of shareholders on matters involving its duties as an accounting firm engaged by the Company.

243 The engagement of accounting firm by the Company must be decided by the general meeting of shareholders, and the board of directors shall not appoint an accounting firm prior to the decision of the general meeting of shareholders.

The general meeting of shareholders may decide to dismiss an accounting firm by adopting an ordinary resolution before the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Company. This does not affect the right of the relevant accounting firm to claim against the Company in connection with its dismissal.

244 The compensation of the accounting firm or the method of determining the compensation shall be decided by the general meeting of shareholders.

245 The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders.

Where the general meeting of shareholders proposes a resolution to engage a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or dismiss an accounting firm before the expiration of its term of office, the following rules shall apply:

- (1)** the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave the post or that has left the post in the relevant fiscal year before the issuance of the notice of the relevant general meeting of shareholders.

Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.

- (2)** if the accounting firm about to leave the post makes a written statement, and asks the Company to inform the shareholders of its statement, unless the time of receiving the written statement is unduly delayed, the Company shall adopt the following measures:
 - (i) stating in the notice of the relevant general meeting of shareholders that the accounting firm to leave the post has made a statement;
 - (ii) sending a copy of the accounting firm's statement to shareholders as an attachment to the notice of the relevant general meeting of shareholders in any method prescribed by the Articles.
- (3)** If the Company fails to send the statement of the accounting firm to shareholders in accordance with Article 241(2), the accounting firm may request that the statement be read at the general meeting of shareholders and may further appeal.
- (4)** An accounting firm to leave the post shall be entitled to attend the following meetings:
 - (i) general meeting of shareholders at which its term of office shall expire;
 - (ii) general meeting of shareholders at which the vacancy due to its dismissal is to be filled up;
 - (iii) general meeting of shareholders convened due to its resignation from its post.

The accounting firm to leave the post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and make statements at the aforesaid meetings with regard to matters involving its duties as the previous accounting firm engaged by the Company.

246 Where the Company dismisses or does not renew the engagement of an accounting firm, it shall notify the accounting firm in advance, and the accounting firm shall be entitled to state its opinion at the general meeting of shareholders. If the accounting firm offers to resign, it shall make a statement to the general meeting of shareholders as to whether the Company is involved in any inappropriate matters.

- (1)** The accounting firm may resign from its duties by depositing its written resignation notice at the registered address of the Company. The resignation notice shall take effect on the date the notice is being deposited at the Company's registered address or the later date indicated in the notice. The notice shall include the following statements:

- (i) a statement that its resignation does not involve any circumstance that should be reported to the Company's shareholders or creditors; or
- (ii) any statements regarding any matters that should be reported.

Such notice shall take effect on the date it is being deposited at the Company's registered address or the later date indicated in the notice.

- (2) The Company shall send copies of the aforesaid written notice to the relevant authorities within fourteen (14) days from the date of receiving the written notice set out in Article 242 (1). If the notice contains any statement mentioned in Article 242(1)(ii), the Company shall place a copy of the statement in the Company for shareholders' review. The Company shall also deliver a copy of the aforesaid statement to each shareholder of overseas listed foreign shares in any manner permitted by the stock exchange on which the shares of the Company are listed (including without limitation by mail, email, fax, public announcement or posting on the website of the Company and/or the stock exchange on which the shares of the Company are listed). If the delivery is effected by mail, the address in the register of shareholders shall be the address of the relevant recipient.
- (3) If the resignation notice of an accounting firm contains any statement mentioned in Article 242(1)(ii), the accounting firm may ask the board of directors to convene an extraordinary general meeting of shareholders to listen to its explanation regarding the circumstances of its resignation.

Chapter 16 Notice and Announcement

247 Notice of the Company may be:

- (1) delivered in person;
- (2) sent by mail;
- (3) transmitted by fax or email;

- (4) given by announcement on a website designated by the Company and the stock exchange subject to the relevant laws, regulations and the listing rules in the place where the shares of the Company are listed;
 - (5) given by public announcement;
 - (6) given by any other means as may be agreed upon by the Company and the addressee or as may be accepted by the addressee after receiving a notice; and
 - (7) given by any other means recognized by the securities regulatory authority in the place where the shares of the Company are listed or provided in the Articles.
 - (8) Unless otherwise provided herein, the term “public announcement” as used herein means, in the case of an announcement given to shareholders of domestic shares or required to be given in the PRC pursuant to the relevant rules and the Articles, an announcement published in newspapers or journals in the PRC, such newspaper or journal must be designated by the relevant laws and regulations of the PRC or by the securities regulatory authority under the State Council, and in the case of an announcement given to shareholders of foreign shares or required to be given in Hong Kong pursuant to the relevant rules and the Articles, such an announcement must be published in compliance with the relevant listing rules.
- 248** Unless otherwise provided herein, all forms of notice given under the preceding article shall apply to notice of general meetings of shareholders, meetings of the board of directors and meetings of the supervisory committee.
- 249** In the case of delivery of a notice in person, the recipient shall sign or affix his or her seal to the receipt, and the signature date shall be the date of service; in the case of delivery by mail, the notice shall be deemed to be served on the forty-eighth hour of the date when it is delivered to the post office; in the case of delivery by fax or email or announcement on a website, the date on which the notice is sent shall be deemed to be the date of service; in the case of delivery by public announcement, the date of the first announcement shall be deemed to be the date of service. Such announcements shall be published in newspapers or journals which meet the requirements of the relevant rules.
- 250** In case the listing rules in the place where the Company’s shares are listed require the Company to send, mail, dispatch, release or announce or provide by any other means the Company’s relevant documents in both English and Chinese versions and if the Company has made appropriate arrangement to determine whether its shareholders wish to receive only the English or Chinese version, the Company may (according to the preference expressed by the shareholder) send either the English or Chinese version to the relevant shareholders to the extent permitted by applicable laws and regulations.

Chapter 17 Party Committee

- 251** Pursuant to the Constitution of Communist Party of China, the Company shall establish an organization of the Communist Party of China (“**Party**”), which shall play the role as the core of leadership, and the political nucleus, and take charge of the direction and overall situation and ensure the implementation of policies. The Company shall establish a work institution of the Party with a sufficient number of personnel responsible for the Party affairs and guarantee the working funds of the Party organization.
- 252** The Company shall establish the Party Committee, which shall have one secretary and several members. The chairman of the board of directors shall concurrently serve as the secretary of the Party Committee. The Party Committee shall set up a special position of deputy secretary who mainly takes in charge of the work of Party building. Eligible members of the Party Committee may join the board of directors, the supervisory committee and the management through legal procedures, and eligible Party members in the board of directors, the supervisory committee and the management may join the Party Committee in accordance with relevant regulations and procedures. Meanwhile, the Company shall establish the Discipline Committee in accordance with relevant regulations.
- 253** The Party Committee of the Company shall perform its duties in accordance with regulations of the Party including the Constitution of Communist Party of China.
- (1)** To monitor the implementation of the principles and policies of the Party and of the State within Company, and to implement material strategic decisions made by the Central Committee of the Party and the State Council as well as important work deployment assigned by the Party committee of the State-owned Assets Supervision and Administration Commission and Party organizations of higher levels.
- (2)** To persist in combining the principle of the Party supervising the performance of officials with the legitimate selection by the board of directors of the managers and the legitimate use of human resources by the managers. The Party Committee shall consider and provide opinions on the candidates nominated by the board of directors or the president, or recommend nominees to the board of directors or the president; evaluate the proposed candidates in conjunction with the board of directors, collectively consider and make suggestions.
- (3)** To consider and discuss the matters on the reform, development and stability of the Company, major operation and management matters as well as key issues involving the vital interests of employees, and make suggestions.

- (4) To take full responsibility for the strict discipline of the Party. To take the lead on the ideological and political work, united front work, construction of spiritual civilization, construction of enterprise culture and the work of the trade union and the Communist Youth League and other mass groups and organizations. To take the lead on improving Party conduct and upholding integrity and to support the performance by the Discipline Committee of its supervision duties.

Chapter 18 Labour and Democratic Employee Management

- 254** The Company shall establish a remuneration management system and labour management system in accordance with the relevant laws, regulations and the Articles, and shall be entitled to handle its internal employment, personnel and remuneration matters at its own discretion.
- 255** The Company shall implement the employment contract system, and employment contracts shall contain specific provisions relating to the employment, recruitment, dismissal, awards, punishment, remuneration, benefits, social insurance, labour discipline and labour protection, etc. of its employees.
- 256** The Company shall, in accordance with the relevant laws and regulations, carry out democratic management through the employee representative assembly or in other forms. The Company shall protect the lawful rights and interests of its employees.

The Company shall, in accordance with the Trade Union Law of the PRC, provide necessary conditions for activities to be organized by the trade union, and allocate funds to be used by the trade union in accordance with the relevant rules.

Chapter 19 Merger, Division, Dissolution and Liquidation

Section 1 Merger and Division

- 257** In the case of a merger or division of the Company, the board of directors of the Company shall put forward a proposal, and after the proposal has been adopted according to the rules and procedures specified herein, proceed with the procedures to obtain the relevant approvals in accordance with laws. The shareholders who oppose the Company's merger or division proposal have the right to request the Company or the shareholders who wish to adopt the merger or division proposal to purchase their shares at a fair price. The contents of the resolution in relation to the merger or division of the Company shall be made into a special document, which shall be available for shareholders' inspection.

The abovementioned documents shall also be delivered to shareholders of Hong Kong-listed foreign shares by any means permitted by the stock exchange in the place of listing of the Company's shares (including but not limited to by mail, e-mail, facsimile, public announcement, and announcement published on the website of the stock exchange in the place of listing of the Company's shares). In the case of delivery by mail, the address of the addressee registered in the register of shareholders shall prevail.

258 Merger of the Company may be implemented in two forms, merger by absorption or merger by new establishment.

259 In the case of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a detailed inventory of assets. The Company shall inform its creditors of the intended merger within ten (10) days following the date on which the merger resolution is adopted, and publish an announcement in a newspaper recognised by the stock exchange in the place of listing of the Company's shares within thirty (30) days. The creditors shall have the right to claim full repayment of their debts or provision of a corresponding guarantee from the Company within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice.

260 After the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.

261 In the case of a division of the Company, its assets shall be divided accordingly.

In the case of a division of the Company, a balance sheet and a detailed inventory of its assets shall be prepared. The Company shall inform its creditors of the intended division within ten (10) days following the date on which the division resolution is adopted, and publish an announcement in a newspaper recognised by the stock exchange in the place of listing of the Company's shares within thirty (30) days.

262 The companies resulting from the division shall assume joint liability for the debts of the Company before the division, except where the Company has reached a written agreement on debt settlement with the relevant creditors before the division.

263 Where a merger or division of the Company involves changes to matters which require registration, such changes shall be registered in accordance with laws with the relevant company registration authority; if the Company is dissolved, cancellation of the registration of the Company shall be filed in accordance with laws; where a new company is incorporated, the registration of the incorporation of the company shall be filed in accordance with laws.

Section 2 Dissolution and Liquidation

264 The Company may be dissolved if:

- (1)** the general meeting of shareholders has resolved to do so;
- (2)** it is required as a result of a merger or division of the Company;
- (3)** the Company is unable to pay off its debts as they become due and is therefore declared bankrupt in accordance with laws;
- (4)** the Company is revoked of its business license, ordered to be closed down or deregistered in accordance with laws;
- (5)** the Company encounters severe difficulties in its operation and management, and its continued existence may cause material harm to shareholders' interest, and if the problems could not be resolved through other means, the shareholders representing more than 10% of the voting rights of all the shareholders of the Company may apply to the People's Court for dissolution of the Company.

265 In the case of dissolution of the Company under Articles 258(1), 258(3), 258(4) and 258(5), a liquidation committee shall be formed to carry out the liquidation within fifteen (15) days from the date the cause of dissolution comes into existence. The members of the liquidation committee shall be determined by the board of directors or the general meeting of shareholders. In the case of failure to form a liquidation committee within the specified period, creditors may apply to the People's Court for an order requiring the relevant persons to form a liquidation committee to carry out the liquidation.

266 If the board of directors decides that the Company shall be liquidated (except for liquidation resulting from the Company's declaration of bankruptcy), it shall state in the notice of general meeting of shareholders convened for this purpose that the board of directors has conducted a comprehensive investigation on the Company's conditions and believes that the Company is able to pay off all its debts within twelve (12) months following the commencement of liquidation.

The functions and powers of the board of directors of the Company shall terminate immediately after the general meeting of shareholders adopts the resolution on liquidation. The liquidation committee shall follow the directions of general meeting of shareholders and report the income and expenditures, the Company's business and progress of the liquidation to the general meeting of shareholders at least once a year and make a final report to the general meeting of shareholders at the end of liquidation.

267 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

- (1) sorting of the Company's assets and preparing a balance sheet and a detailed inventory of assets of the Company;
- (2) informing creditors by notice or public announcement;
- (3) dealing with and liquidate relevant outstanding businesses of the Company;
- (4) settling the Company's outstanding tax liabilities and tax liabilities arising from the liquidation process;
- (5) settling claims and debts of the Company;
- (6) disposing of the Company's remaining properties after satisfaction of the Company's debts;
- (7) participating in civil proceedings on behalf of the Company.

268 The liquidation committee shall inform the Company's creditors of the liquidation within ten (10) days following its establishment, and publish an announcement in a newspaper recognised by the stock exchange in the place of listing of the Company's shares within sixty (60) days. Creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice.

The creditors shall provide explanations relating to their claims and provide supporting materials when declaring their claims. The liquidation committee shall register the claims. The liquidation committee shall not settle any debt with the creditors during the period of claim declaration.

269 After the liquidation committee has sorted the Company's assets and prepared a balance sheet and a detailed inventory of assets, it shall prepare a liquidation plan and submit it to the general meeting of shareholders or the People's Court for confirmation.

The assets of the Company remaining after the payment of liquidation expenses, employee salaries, social insurance premiums and statutory compensatory amounts, outstanding taxes and the debts of the Company shall be distributed to shareholders in proportion to their respective shareholdings.

The Company shall remain in existence but shall not engage in any business activities which are not related to the liquidation during the liquidation. The assets of the Company shall not be distributed to shareholders before payments have been made in accordance with the preceding paragraph.

- 270** In the event that the liquidation committee, having sorted the Company's asset and formulated the balance sheet and a detailed inventory of assets, discovers that there are insufficient assets in the Company to pay off its debts, the committee shall apply to the People's Court for a declaration of bankruptcy of the Company in accordance with laws. Upon the People's Court's declaration of bankruptcy of the Company, the liquidation committee shall hand over the liquidation matters to the People's Court.
- 271** Upon the completion of liquidation, the liquidation committee shall prepare a liquidation report and an income and expenditure statement and financial records for the period of liquidation and, after such are certified by a certified public accountant in the PRC, submit them to the general meeting of shareholders or the People's Court for confirmation. Within thirty (30) days from the confirmation of the general meeting of shareholders or the People's Court, the abovementioned documents shall be submitted to the company registration authority for cancellation of the Company's registration and an announcement of the Company's termination shall be made.
- 272** The members of the liquidation committee shall be devoted to their duties and perform their obligations in relation to the liquidation in accordance with laws.

No members of the liquidation committee may make use of their functions or powers to accept bribes or other illegal income, or seize the property of the Company.

Any member of the liquidation committee who has caused any loss to the Company or the creditors of the Company by reason of any intentional or gross negligence of such member shall be liable for the compensation to the Company or the relevant credit.

Chapter 20 Amendments to the Articles

- 273** Under any of the following circumstances, the Company shall amend the Articles:
- (1)** where after an amendment to the Company Law or the relevant laws or regulations, there is a conflict between the provisions of the Articles and those of the amended laws or regulations;
 - (2)** where there are changes in circumstances from the time when the provisions herein are formulated that cause discrepancies to what is stated herein;
 - (3)** the general meeting of shareholders has decided to amend the Articles.

274 Where any amendment made by a general meeting of shareholders to the Articles involves any matters that need to be approved by the authorities, such amendment shall be submitted to the relevant authorities for approval. The Company shall register any changes in accordance with laws where matters requiring registration are involved.

275 The board of directors shall amend the Articles according to the resolution passed at the general meeting of shareholders regarding the amendment to the Articles and the opinions given by the relevant authorities.

Chapter 21 Settlement of Disputes

276 If the Company issues overseas listed foreign shares, the Company shall follow the following rules of dispute settlement:

- (1)** If any dispute or claim concerning the Company's affairs on the basis of the rights and obligations provided in the Articles or in the Company Law or other relevant laws or regulations arises between a shareholder of overseas listed foreign shares and the Company, between a shareholder of overseas listed foreign shares and a director, supervisor, president or other senior management personnel of the Company or between a shareholder of overseas listed foreign shares and a shareholder of domestic shares, the parties concerned shall submit the dispute or claim for arbitration.

Where a dispute or claim as described above is submitted for arbitration, such dispute or claim shall be complete and in its entirety, and all persons (being the Company or the shareholder, director, supervisor, president or other senior management personnel of the Company) that have a cause of action due to the same facts or whose participation is necessary for the settlement of such dispute or claim shall abide by the arbitration.

Disputes concerning the definition of shareholders and the register of shareholders shall not be required to be settled by means of arbitration.

- (2)** The arbitration applicant shall select the China International Economic and Trade Arbitration Commission for arbitration in accordance with its arbitration rules. After the arbitration applicant submits the dispute or claim for arbitration, the arbitration shall be carried out by the arbitration institution selected by the applicant.
- (3)** Unless otherwise provided by laws or regulations, laws of the PRC shall apply to the arbitration of disputes or claims referred to in Article 270(1); and
- (4)** The arbitration award shall be final and binding upon each party.

Chapter 21 Miscellaneous

277 “Senior management personnel” referred to herein means the president, vice president, chief financial officer, secretary to the board of directors, chief engineer, chief economist and general counsel of the company. The “president” and “vice president” referred to herein means the manager and deputy manager provided in the Company Law. The “chief financial officer” referred to herein means the financial director provided in the Company Law.

278 “Management team” referred to herein means the president, vice president, chief financial officer, chief engineer, chief economist and general counsel of the Company.

279 “Controlling shareholder” referred to herein means a shareholder who holds 50% or more of the share capital of the Company, or (even if such shareholder fails to hold 50% of the share capital) based on the shareholdings of the shareholder, such shareholder has substantial influence on the resolutions to be passed at the general meetings of shareholders.

“Acting in concert” referred to herein means an agreement reached by two or more persons (whether in oral or written form), under which any of these persons acquires the voting rights of the Company with a view to obtaining or consolidating the control of the company.

“Actual controlling person” referred to herein means a person that is actually able to control a company through an investment relationship, agreement or other arrangements, although such person is not a shareholder of the Company.

“Affiliation” referred to herein means the relationship between the controlling shareholders, actual controlling persons, directors, supervisors or senior management personnel of the Company and the enterprises directly or indirectly controlled by such persons, and other relationship that may result in a transfer of the interests of the Company, provided that there shall be no affiliation between enterprises controlled by the State solely by reason of them being under the common control of the State.

280 Matters which have not been dealt with in the Articles shall be dealt with in accordance with relevant laws and regulations and the listing rules of the jurisdiction where the Company’s shares are listed and taking into account the actual circumstances of the Company. If there is any conflict between the Articles and the newly promulgated laws or regulations or the listing rules, such newly promulgated laws or regulations or listing rules shall prevail.

281 The Articles shall be written in Chinese. Should there be any inconsistency between different language versions, the most recently approved Chinese version of the Articles registered with the company registration and management authority shall prevail.

- 282** In the Articles, unless otherwise specified herein, the terms “above”, “within”, “preceding” shall include the given figures, and the terms “below”, “less than”, “under”, “more than”, “exceed” shall not include the given figures.
- 283** The right to interpret the Articles shall rest with the board of directors of the Company.
- 284** The appendices to the Articles include the rules of procedure for shareholders’ general meetings, the rules of procedure for board of directors and the rules of procedure for supervisory committee.